

**The current report under Regulation FSA no. 5/2018**

**Date of Report: April 27, 2023**

**BRD-Groupe Société Générale S.A.**

**Headquarter: Bld Ion Mihalache, nr 1-7, sector 1, Bucuresti**

**Tel/Fax: 021.301.61.00 /021. 301.66.36**

**Unique Registration Code with the Trade Register: 361579**

**Order Number in the Trade Register: J40/608/1991**

**Capital subscribed and paid: 696.901.518 lei**

**Regulated market on which the issued securities are traded: Bucharest Stock Exchange-Premium Category**

## **Important Events**

### **The Decisions of the General Shareholders' Meetings of BRD - Groupe Société Générale S.A.**

The General Shareholders Meeting of BRD (Ordinary General Shareholders' Meeting and Extraordinary General Shareholders' Meeting) took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 27, 2023. According to the calling of the meeting, only the shareholders registered on April 13, 2023 reference date, had the right to participate in, and to vote at the general meetings.

**At the OGSM meeting participated the shareholders representing 88.80 % of the share capital of the Bank, and at EGSM meeting participated the shareholders representing 88.76 % of the share capital of the Bank.**

### **The Ordinary General Shareholders' Meeting of BRD**

During the Ordinary General Shareholders' Meeting, the shareholders discussed and decided as follows:

#### **1. Electing of the secretary of the Ordinary General Shareholders' Meeting.**

The Ordinary General Shareholders' Meeting approved the election of Mrs. Camelia Daniela APETREI, shareholder of BRD - Groupe Societe Generale S.A., to ensure the secretariat of the Ordinary General Shareholders' Meeting.

#### **2. Approval of the individual and consolidated annual financial statements, prepared according to International Financial Reporting Standards, as adopted by the European Union, for the financial year ended as at December 31, 2022, accompanied by the Annual Board of Directors' Report at individual and consolidated level as well as by the financial auditor report.**

### Summary of the financial position

RON million	Group			Bank		
	Dec-21	Dec-22	vs. Dec-21	Dec-21	Dec-22	vs. Dec-21
Cash and current accounts with Central Bank	6,206	7,625	22.9%	6,206	7,625	22.9%
Loans and advances to credit institutions	4,538	7,221	59.1%	4,521	7,205	59.4%
Net loans and advances to customers*	34,136	37,696	10.4%	32,184	35,542	10.4%
Other financial instruments	22,253	18,642	-16.2%	22,305	18,646	-16.4%
Tangible and intangible assets	1,460	1,537	5.3%	1,437	1,518	5.6%
Other assets	470	1,121	138.6%	362	987	172.9%
<b>Total assets</b>	<b>69,063</b>	<b>73,842</b>	<b>6.9%</b>	<b>67,015</b>	<b>71,523</b>	<b>6.7%</b>
Amounts owed to credit institutions	4,708	7,501	59.3%	2,882	5,443	88.8%
Amounts owed to customers	52,684	56,661	7.5%	52,918	56,916	7.6%
Other liabilities	1,793	2,720	51.8%	1,676	2,587	54%
Shareholders equity	9,879	6,960	-29.5%	9,539	6,577	-31.1%
<b>Total liabilities and shareholders equity</b>	<b>69,063</b>	<b>73,842</b>	<b>6.9%</b>	<b>67,015</b>	<b>71,523</b>	<b>6.7%</b>

\* Loans at Group level include leasing

### Summary of profit or loss

RON million	Group			Bank		
	2021	2022	vs. 2021	2021	2022	vs. 2021
Net banking income	3,097	3,459	11.7%	2,930	3,289	12.3%
Operating expenses	(1,597)	(1,745)	9.2%	(1,494)	(1,641)	9.8%
Gross operating income	1,500	1,715	14.3%	1,436	1,648	14.8%
Cost of risk	146	(95)	n.a.	159	(93)	n.a.
<b>Net result</b>	<b>1,319</b>	<b>1,337</b>	<b>1.4%</b>	<b>1,279</b>	<b>1,286</b>	<b>0.5%</b>

The Ordinary General Shareholders' Meeting approved the individual and consolidated annual financial statements, prepared according to International Financial Reporting Standards, as adopted by the European Union, for the financial year ended as at December 31, 2022, accompanied by the Annual Board of Directors' Report at individual and consolidated level as well as by the financial auditor report.

### 3. The Directors' discharge for the financial year 2022.

The Ordinary General Shareholders' Meeting approved the Directors' discharge for the financial year 2022.

### 4. Approval of the allocation of the 2022 profit of LEI 1,285,937,894 to retained earnings.

The Ordinary General Shareholders' Meeting approved the allocation of the 2022 profit of LEI 1,285,937,894 to retained earnings.

### 5. Appointment of Ernst&Young Assurance Services SRL, headquartered in Bucharest, Tower Center, 21nd floor, 15-17 Ion Mihalache Bld, 1st district, 011171, fiscal code RO 11909783, as financial auditor of the Bank for the financial year 2023.

The Ordinary General Shareholders' Meeting approved the appointment of Ernst & Young Assurance Services S.R.L., headquartered in Bucharest, Tower Center, 21nd floor, 15-17 bld Ion Mihalache, 1st district, postal code 011171, fiscal code RO11909783, as financial auditor of the Bank for the financial year 2023.

## 6. Approval of the income and expenditure budget for 2023 and of the Business Plan for the fiscal year 2023.

The Ordinary General Shareholders' Meeting approved the Income and Expenditure Budget for 2023 and of the Business Plan for the fiscal year 2023.

Evolution of the main financial indicators, as it was mentioned in the budget for 2023, is the follows:

### 2023 BUDGET - KEY INDICATORS

based on assumptions prepared in September 2



\* Variation at constant exchange rate

### 2023 BUDGET - PROFITABILITY

based on assumptions prepared in September 2022

		A 2021	A 2022	Evolution 22/21	Perspectives for 2023
FINANCIAL RESULTS	RON m				
	NET BANKING INCOME	3,097	3,469	+11.7%	Moderate NBI increase driven by Net interest income growth
	OPERATING EXPENSES	(1,597)	(1,745)	+9.3%	OPEX to be influenced by inflation and continuing IT investments, mitigated by efficient cost discipline
	GROSS OPERATING INCOME	1,500	1,715	14.3%	
	NET COST OF RISK	146	(95)	na	Conservative assumption: Net cost of risk ≈ 50 bps
	NET RESULT	1,319	1,337	+1.4%	
RATIOS	COST/INCOME RATIO	51.6%	50.4%	-1.1 pts	
	ROE	13.4%	15.9%	+2.5 pts	ROE consistent with previous years

- 7. Electing Mrs. Veronique SCHREIBER LOCTIN as director, for a four-year mandate, and empowering the Chairman of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with her. Mrs. Veronique SCHREIBER LOCTIN was appointed as Interim Director through the Board of Directors decision no. 454 /02.08.2022, following Mrs. Maria Koytcheva ROUSSEVA's renunciation to her mandate as Director.**

The Ordinary General Shareholders' Meeting approved the election of Mrs. Veronique SCHREIBER LOCTIN as director, for a four-year mandate and empowered the Chairman of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with her. Mrs. Veronique SCHREIBER LOCTIN was appointed as Interim Director through the Board of Directors decision no. 454/02.08.2022, following Mrs. Maria Koytcheva ROUSSEVA's renunciation to her mandate as Director.

The appointment of Mrs. Veronique SCHREIBER LOCTIN as Director is subject to the National Bank of Romania's prior approval to start the fulfilment of her tasks, as per the legal provisions in force.

The four-year mandate starts running beginning with the 3rd working day after the reception of the National Bank of Romania prior approval.

- 8. Renewal Mrs. Liliana IONESCU – FELEAGĂ's mandate as director, for a four-year period, starting with June 6, 2023 and empowers Chairman of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with her.**

The Ordinary General Shareholders' Meeting approved the renewal of Mrs. Liliana IONESCU – FELEAGĂ's mandate as director, for a four-year period, starting with June 6, 2023 and empowered Chairman of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with her.

- 9. Renewal Mr. Bogdan-Alexandru DRĂGOI's mandate as director, for a four-year period, starting with November 22, 2023 and empowers Chairman of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with him.**

The Ordinary General Shareholders' Meeting approved the Renewal Mr. Bogdan-Alexandru DRĂGOI's mandate as director, for a four-year period, starting with November 22, 2023 and empowered Chairman of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with him.

- 10.Designation of Mrs. Liliana IONESCU - FELEAGĂ as independent director.**

The Ordinary General Shareholders' Meeting approved the designation of Mrs. Liliana IONESCU - FELEAGĂ as independent director.

- 11.Designation of Mr. Bogdan-Alexandru DRĂGOI as independent director.**

The Ordinary General Shareholders' Meeting approved the designation of Mr. Bogdan-Alexandru DRĂGOI as independent director.

- 12.Designation of Mr. Benoit Jean Marie OTTENWAEELTER as independent director.**

The Ordinary General Shareholders' Meeting approved the designation of Mr. Benoit Jean Marie OTTENWAEELTER as independent director.

- 13. Approval of the remuneration report for the financial year 2022.**

The Ordinary General Shareholders' Meeting approved the remuneration report of the management body for the financial year 2022.

**14. Approval of the remuneration due to the non-executive directors for the fiscal year 2023, as well as of the general limits for the directors' additional remunerations and the officers' remunerations.**

The Ordinary General Shareholders' Meeting approved the 2023 individual remuneration, for the non-independent non-executive directors amounting to EUR 1800/ month (gross amount) and for the independent non-executive directors amounting to EUR 3600 / month (gross amount) including 19.9% for the contributions transfer, as well as general limits for the directors' additional remunerations and the officers' remunerations, is amounting to RON 22 million (gross amount).

**15. Approval of the date of May 16, 2023 as ex date.**

The Ordinary General Shareholders' Meeting approved the date of May 16, 2023 as ex date.

**16. Approval of the date of May 17, 2023 as registration date, in order to identify the shareholders who are affected by the decisions of the ordinary general meeting of shareholders.**

The Ordinary General Shareholders' Meeting approved the date of May 17, 2023 as registration date, in order to identify the shareholders who will be affected by the decisions of the ordinary general meeting of shareholders.

**The Extraordinary General Shareholders' Meeting of BRD**

The Extraordinary General Shareholders' meeting approved all the items on the agenda, as follows:

**1. Electing of the secretary of the Extraordinary General Shareholders' Meeting.**

The Extraordinary General Shareholders' Meeting approved the election of Mrs. Camelia Daniela APETREI, shareholder of BRD - Groupe Societe Generale S.A., to ensure the secretariat of the Extraordinary General Shareholders' Meeting.

**2. The amendment of the Articles of Incorporation of the Bank.**

The Extraordinary General Shareholders' Meeting approved the amendment of the Articles of Incorporation of the Bank according to the Annex of the Calling, as well as the delegation of power to Mr. Francois BLOCH, CEO of the Bank, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation.

**3. Approval of the date of May 16, 2023 as ex date.**

The Extraordinary General Shareholders' Meeting approved the date of May 16, 2023 as ex date.

**4. Approval of the date of May 17, 2023 as registration date.**

The Extraordinary General Shareholders' Meeting approved the date of May 17, 2023 as registration date, in order to identify the shareholders who are affected by the decisions of the extraordinary general meeting of shareholders.

**BRD-Groupe Société Générale SA**  
**François Bloch**  
**CEO**

**Flavia POPA**  
**Corporate Secretary**