

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

**Date of Report: January 14, 2022**

**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**

According to article 234 paragraph 1 letter a) of FSA Regulation no. 5/2018 on issuers and operations with securities, BRD - Groupe Société Générale S.A. informs the investors that the Board of Directors of BRD-Groupe Société Générale S.A., which met on January 13, 2022, at 12:00, calls the Ordinary General Meeting of the Shareholders, on February 24, 2022, at 10:00 AM, at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) for all the shareholders registered with the Shareholders' Register by the end of February 10, 2022 (reference date).

We kindly remind you that, according to art. 208 paragraph 2 of FSA Regulation no. 5/2018 on issuers and operations with securities, the shareholders can vote including by correspondence, according to the details of the Call and the GMS Procedure.

The Ordinary General Meeting of the Shareholders has the following agenda:

1. Electing Mrs. Camelia Daniela APETREI, shareholder of BRD - Groupe Societe Generale S.A., and, in her absence, Mrs. Mariana DINU, to ensure the secretariat of the Ordinary General Shareholders' Meeting.
2. Approval of the distribution as dividends of the amount of LEI 1,683,992,828 from the retained profits of 2019 and 2020 (the gross dividend proposed is of 2.4164 lei /share), as an extraordinary payment. The dividends will be paid on April 4, 2022 and the deferred payment date will be November 29<sup>th</sup>, 2022.
3. Approval of the date of March 11, 2022 as ex date.
4. Approval of the date of March 14, 2022 as registration date, in order to identify the shareholders that will receive dividends or other rights and who will be affected by the decisions of the ordinary general meeting of shareholders.

**Annex:** Call of the Ordinary General Meeting of the Shareholders of BRD - Groupe Société Générale S.A. on February 24, 2022.

### **BRD-Groupe Société Générale**

**François BLOCH**  
**CEO**

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

**The Board of Directors of BRD-GROUPE SOCIETE GENERALE S.A.**

which met on January 13, 2022, at 12.<sup>00</sup>, calls

**THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

On February 24, 2022, at 10:00 A.M.

at BRD Tower, 1-7 Bd. Ion Mihalache, 1<sup>st</sup> district, Bucharest (1<sup>st</sup> floor, Auditorium Room)

for all the shareholders registered with the Shareholders' Register

by the end of February 10, 2022 (reference date),

with the following agenda:

1. Electing Mrs. Camelia Daniela APETREI, shareholder of BRD - Groupe Societe Generale S.A., and, in her absence, Mrs. Mariana DINU, to ensure the secretariat of the Ordinary General Shareholders' Meeting.
2. Approval of the distribution as dividends of the amount of LEI 1,683,992,828 from the retained profits of 2019 and 2020 (the gross dividend proposed is of 2.4164 lei /share), as an extraordinary payment. The dividends will be paid on April 4, 2022 and the deferred payment date will be November 29<sup>th</sup>, 2022.
3. Approval of the date of March 11, 2022 as ex date.
4. Approval of the date of March 14, 2022 as registration date, in order to identify the shareholders that will receive dividends or other rights and who will be affected by the decisions of the ordinary general meeting of shareholders.

**Documents related to the General Meeting of the Shareholders**

Starting January 17, 2022, the meeting notice, the full text of the informative documents and materials with regard to the matters on the agenda, the documents that are to be presented to the ordinary general meeting of the shareholders, the decision drafts for each point on the agenda are available on the website of the Bank ([www.brd.ro](http://www.brd.ro), section Shareholders and Investors) both Romanian and English or can be obtained by the shareholders from the General Secretariat of the Bank (BRD Tower, 1-7 Bd. Ion Mihalache, code 011171, 1<sup>st</sup> district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: [investor@brd.ro](mailto:investor@brd.ro)).

The share capital of BRD-Groupe Société Générale S.A. is represented by 696,901,518 nominal shares, each held share giving right to one vote in the general meeting of the shareholders.

**Propositions of the shareholders regarding the General Meeting of the Shareholders**

The shareholders who represent, either individually or jointly, at least 5% of the share capital are entitled:

- i) To introduce new matters on the agenda of the general meeting, provided that each matter is accompanied by a justification or by a decision draft proposed to be adopted by the general meeting, no later than February 1st, 2022;
- ii) To present decision drafts for the matters included or proposed to be included on the agenda of the general meeting, no later than February 1st, 2022;

If necessary, the revised agenda will be published on February 9, 2022 according to the legal provisions in force.

Turn BRD  
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<http://www.brd.ro>

BRD-Groupe Société Générale S.A.  
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;  
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;  
C.U.I./C.I.F. RO361579  
Atestat CNVM nr. 255/06.08.2008, înregistrată în  
Registru Public al CNVM cu nr. PJR01INCR/400008

**Questions related to the General Meetings of the Shareholders**

Each shareholder is entitled to ask questions regarding the matters on the agenda of the general meeting. The answer will be presumed as provided as long as the pertinent information will be posted on the BRD website, section Shareholders and Investors, in format question - answer.

According to the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with subsequent amendments and completions, BRD processes personal data of:

- shareholders, in order to identify its shareholders, to communicate with them directly, to facilitate the exercise of shareholders' rights and their involvement in the General Shareholders Meetings of the Bank.
- persons who have ceased to be shareholders, for other purposes, according to the regulations in force, such as to ensure an adequate record to allow the history of transfers of ownership of BRD shares, to maintain the necessary records regarding meetings including the validity of its resolutions, for the fulfilment by BRD of its obligations regarding the payment of dividends or any other amounts to be paid to former shareholders, taking into account, where appropriate, the limitation periods stipulated by the legislation in force.

The right to submit questions and the Company's obligation to respond shall be subject to the protection of confidentiality and business interests of the Company.

To identify themselves and prove their capacity of shareholders, the persons who make proposals or ask questions will enclose the following documents issued by the Central Depository or by the participants defined at art. 168 § (1) b) of Law No. 297/2004 which provide custody services:

- A statement of account from the shareholders registry certifying the quality of shareholder and the number of shares;
- Documents certifying that the legal representative was registered to the Central Depository /the participants that are defined by art. 168 § (1) b) of Law No. 297/2004;

If the juridical person shareholders/entity without legal personality did not inform the Central Depository of his legal representative (so that the shareholders' registry at the reference date reflects that), the shareholder must provide also: a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting the capacity of legal representative of the signatory of such proposal / questions, and sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostil is not required for the documents drafted in a foreign language.

The shareholders' proposals and questions, as well as the documents attesting that the conditions for exercising these rights have been met will be transmitted:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: “For the Ordinary General Meeting of the Shareholders of February 24, 2022 – Proposals” or “For the Ordinary General Meeting of the Shareholders of February 24, 2022 – Questions”;
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address [investor@brd.ro](mailto:investor@brd.ro), indicating as the email title: “For the Ordinary General Meeting of the Shareholders of February 24, 2022 – Proposals” or “For the Ordinary General Meeting of the Shareholders of February 24, 2022 – Questions”.

### **Participation in the General Meetings of the Shareholders**

The reference date is February 10, 2022. Only the shareholders registered on such date in the Shareholders' Register held by the Central Depository may participate in, and vote at the General Meetings of the Shareholders on February 24, 2022.

The shareholders may participate in the general meetings directly or they may be represented by other persons (including by other persons than the other shareholders), based on a special power of attorney or, as the case may be, general power of attorney.

**According to art. 208 paragraph 2 of FSA Regulation no. 5/2018 on issuers and operations with securities, the shareholders can vote including by correspondence. If the votes are cast electronically, BRD will send electronic confirmations of receipt of the votes.**

Also, the shareholders may be represented by a credit institution that provides custody services, which may vote in the general meeting of the shareholders based on the voting instructions received by means of electronic communication, without being necessary the drafting of a special or general proxy. The custodian votes in the general meeting of shareholders exclusively according to and within the limits of the instructions received from their clients that are shareholders on the reference date.

The credit institution may participate and vote at the GMS, provided that it submits to BRD a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the GMS;
- b) the credit institution provides custody services to that shareholder.

The declaration mentioned above must reach the Bank by February 22, 2022, 09:00 A.M., in original, signed and stamped, if necessary, without further formalities in relation to its form. In this particular case the Bank accepts the declaration without requesting any other documents relating to the identification of the shareholder.

The shareholders and the legal representatives of juridical person shareholders/entity without legal personality will prove their capacity based on the list provided by the Central Depository to the Bank for the reference date.

#### **a) Natural persons participation**

The documents necessary for natural persons to participate in the general meeting of the shareholders are:

- if the shareholder comes in person: the identity papers in the period of validity (*the identity card -old or new format- for Romanian citizens; passport / identity card for EU citizens; passport for non-EU citizens*);
- if the shareholder is represented by another person: the special power of attorney or as the case may be, general power of attorney and the representative's identity papers.

#### **b) Participation by juridical persons**

The representatives of the juridical person shareholders will prove their capacity as follows:

- i. the legal representative – if the shareholder did not inform the Central Depository of his legal representative, will prove his capacity based on a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting their capacity of legal representative, sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostil is not required for the documents drafted in a foreign language.

- ii. the person to whom the power of representation was delegated – if the shareholder did not inform the Central Depository on the person to whom the power of representation was delegated, will present the special power of attorney or, as the case may be, general power of attorney signed by the legal representative of the respective juridical person and the document above-mentioned under point (i).

The natural person who attends the General Meeting of the Shareholders as representative of a juridical person shareholder will be identified based on their identity papers.

#### c) Other provisions

The person appointed as shareholder's legal representative must have the exercise capacity.

A shareholder may designate only one person to represent him/her in the general meeting. However, if a shareholder holds BRD shares in several securities accounts, this restriction will not prevent him/her to appoint one representative for each securities account for the general meeting.

A shareholder may designate by special power of attorney one or more suppliants for the person designated as him/her representative, and will establish the order in which they will exercise their mandate.

A person may be designated as representative for one or more shareholders. The legislation did not limit the number of shareholders so represented.

#### d) Form of power of attorney and the forms of vote by correspondence

Starting January 17, 2022, the forms of special power of attorney and the forms of vote by correspondence, both in Romanian and in English, can be obtained on the website of the Bank, under the Shareholders and Investors section, or at the General Secretariat of the Bank, located at the address specified above under the chapter "Documents related to the General Meeting of the Shareholders".

**The general power of attorney** must contain the information mentioned at Article 202 of Regulation no. 5/2018 on issuers of financial instruments and market operations.

A shareholder may grant a general power of attorney, valid for a period of maximum 3 years, if the parties have not expressly stipulated for a longer period, allowing his/her representative to vote on all issues on the agenda of the general meetings of shareholders, including disposal acts.

The general power of attorney shall be given by the shareholder acting as customer, to an intermediary defined according to the provisions of art. 2 para. (1) point 19 of Law no. 24/2017 on issuers of financial instruments and market operations or to a lawyer who is not in a conflict of interests which may in particular arise where such person:

- a. is a majority shareholder of the Bank, or is another entity controlled by such shareholder;
- b. is a member of the administrative, management or supervisory body of the Bank, or of a controlling shareholder or controlled entity referred to in letter a);
- c. is an employee or an auditor of the Bank, or of a controlling shareholder or controlled entity referred to in letter a);
- d. is the spouse, relative or affine up to the fourth degree of any of the natural persons referred to in letters a) –c).

The general power of attorney will be valid without any other additional documents related to the shareholder, if is signed by hand by the shareholder and is accompanied by an affidavit, in original, signed and, as the case may be, stamped, by the legal representative of the intermediary or the lawyer, certifying that:

- i. The general power of attorney is given by the shareholder, acting as customer, to an intermediary or as the case may be, to the lawyer;
- ii. The general power of attorney is signed by the shareholder, including signed electronically, with an extended electronic signature, if the case may be;

The special or general powers of attorney / the forms of vote by correspondence shall be sent in Romanian or in English as follows:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: “For the Ordinary General Meeting of the Shareholders of February 24, 2022 –Power of Attorney” or “For the Ordinary General Meeting of the Shareholders of February 24, 2022 – Vote by correspondence”;
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address [investor@brd.ro](mailto:investor@brd.ro), indicating as the email title: “For the Ordinary General Meeting of the Shareholders of February 24, 2022 – Power of Attorney” or “For the Ordinary General Meeting of the Shareholders of February 24, 2022 –Vote by correspondence”.

**Special powers of attorney / the forms of vote by correspondence** shall include the information specified in the form of special power of attorney / the forms of vote by correspondence made available by BRD and shall indicate the vote for each matter on the agenda.

The shareholders are asked to take into account that new matters can be added to the agenda of the general meetings, in which case the updated agenda will be published on February 9, 2022. In this case, the forms of special powers of attorney / the forms of vote by correspondence will be updated and made available to the shareholders on February 9, 2022.

In case of physical participation in the room of the person to whom the power of representation has been delegated, the general power of attorney may be submitted before its first use, in copy, with the mention of conformity with the original under the signature of the representative and at the General Meeting of Shareholders on February 24, 2022, the person to whom the power of representation has been delegated will present the original for verification.

The general power of attorney must reach the Bank as follows: until February 22, 2022, at 09:00 A.M. In case of participation by correspondence, to the Ordinary General Meeting of the Shareholders, and if it is the first use of the general power of attorney, it must reach the Bank, in original, signed, and as the case may be, stamped by February 22, 2022, 09:00 A.M. under sanction of loss of the voting right through representative / by correspondence in the general meeting, according to the law.

In case of participation by correspondence to the Ordinary General Meeting of the Shareholders, and if it is not the first use of the general power of attorney, it must reach the bank in copy, with the mention of conformity with the original under the signature of the representative until February 22, 2022, 09:00 A.M.

In case of participation by correspondence to the Ordinary General Meeting of the Shareholders, the Special Power of Attorney and the Correspondence Voting Form must reach the bank in original, signed and, as the case may be, stamped, until February 22, 2022, at 09:00 A.M under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

If on February 24, 2022, the quorum provided by the law is not met, the Ordinary General Meeting of the Shareholders, is called on February 25, 2022, at the same place and time and with the

same reference date and the same agenda.

**The Board of Directors of BRD-Groupe Société Générale S.A.**

**Giovanni Luca SOMA**

**Chairman**

