

BRD - Groupe Société Générale starts on January 26, 2024 the payment of dividends for 2022

PRESS RELEASE

Bucharest, December 20, 2023

BRD - GROUPE SOCIÉTÉ GÉNÉRALE SA informs the shareholders about the start of the payment of dividends for the financial year 2022 on January 26, 2024.

Dividends will be paid through the **Central Depository S.A. and BRD - Groupe Société Générale S.A. (Payment Agent)**. All the shareholders registered in the BRD Shareholders Register, held by the Central Depository S.A., on **January 8, 2024** (the registration date) are entitled to cash dividends for the year 2022; the ex- date is **January 5, 2024**;

The General Shareholders Meeting of BRD - Groupe Société Générale that took place on December 14, 2023 established a gross dividend of **0.9226** lei per share. The payment of the net dividends for the financial year 2022 will be made in RON. The dividends that are not collected will be prescript after three years from the start of their payment in accordance with the law. The period of the dividend payment for the financial year 2022 is **26.01.2024 – 26.01.2027**, the last day of payment. Deferred payment date is **29.11.2024**.

The dividend tax will be withheld at source and paid to the state budget, in accordance with the tax rates provided by the law.

According to the legislation in force, the dividend tax rates are:

A. In the case of beneficiaries who are tax residents in Romania:

- **8%** for individuals;
- **8%** for legal entities;
- **8%** for investment funds with legal personality;
- **8%** for voluntary and privately administrated pension funds from Romania.

No dividend tax is withheld if the resident legal entity (which can also be an investment fund or a pension fund with legal personality) that receives the dividends owns, on the date of payment of the dividends, at least 10% of the shares of BRD, for a period completed on the payment date of 1 year;

- **0%** resident investment funds without legal personality. In this respect, the beneficiary of the dividends will send by mail to investor@brd.ro, copies of the official documents (certificate of incorporation/ articles of incorporation etc.) certifying the status of investment fund without legal personality.

B. In the case of tax non-resident beneficiaries:

- **8%** for individuals;
- **8%** for legal entities (including investment funds with legal personality);
- **8%** for pension funds.

If the beneficiary of the dividends presents a tax residence certificate from the country of tax residence (in original or in certified copy issued by an authorized entity from Romania, accompanied by an original of the authorized translation in Romanian), valid on the date of payment of dividends, the most favorable tax rate between the one provided for in the Convention for the Avoidance of Double Taxation concluded between Romania and their country of tax residence and the **8 %** tax rate provided by the Law 227/2015 regarding the Fiscal Code is applicable.

No dividend tax is withheld if the non-resident legal entity (which can also be an investment fund or a pension fund with legal personality) that receives the dividends cumulatively meets the conditions provided in art. 229 para. 1 let. c) of Law 227/2015 regarding the Fiscal Code: is resident in a member state of the European Union; holds at least 10% of the share capital of BRD at the date of payment of dividends, for an uninterrupted period of at least 1 year; has a certain form of organization and is a payer of corporate income tax or a tax similar to corporate income tax in the foreign country of tax residence.

- **8%** for investment funds without legal personality.

If the beneficiary of the dividends presents a tax residence certificate from the country of tax residence (in original or in certified copy issued by an authorized entity from Romania, accompanied by an original of the authorized translation in Romanian), valid on the date of payment of dividends, the most favorable tax rate between the one provided in the Convention for the Avoidance of Double Taxation concluded between Romania and their country of tax residence and the 8% rate provided in Law 227/2015 regarding the Fiscal Code becomes applicable.

The commissions for the payment of dividends shall be borne by BRD - Groupe Société Générale SA.

FORMS OF PAYMENT OF DIVIDENDS:**1. For natural persons shareholders / legal entities / other entities represented by Participants (Brokers / Custodian Banks)**

For the shareholders who, on the registration date, hold shares outlined in Section II of the Register of BRD Shareholders in an account opened at a Participant, the dividends will be paid through bank transfer, following the instructions of the Central Depository, in the Participants' accounts at the payment date, no additional documents being needed.

The deferred payment date applies only to non-resident shareholders who have an account with the Participant and who opt to delay the payment for a date after the Payment Date, in order to qualify for the more favorable provisions of the Conventions for the avoidance of Double Taxation.

Non-resident shareholders who have opened an account with a participant and wish to benefit of the more favorable provisions of the Convention for the Avoidance of Double Taxation concluded between Romania and their country of tax residence, must file a valid Certificate of tax residence for the year of the dividend payment, in original or certified copy issued by an authorized entity from Romania, accompanied by an original of the certified translation in Romanian.

If the shareholders opted for deferred payment, the documents will be submitted on November 22, 2024, the latest, at BRD Tower, 1-7 Ion Mihalache Boulevard Bucharest sector 1, in the attention of the General Secretariat.

For the shareholders who requested the deferred payment and who didn't file the fiscal residency certificates until November 22, 2024, the dividends will be paid at the deferred payment date, and the applicable tax rates will be the ones established by the law. (Law 227/2015 on the Fiscal Code, with amendments and supplements)

The shareholders who have accounts opened at PARTICIPANTS cannot collect their dividends in cash or by bank transfer to other accounts.

2. For natural persons shareholders / legal entities / other entities not represented by a Participant (broker / custodian bank) who request the Central Depository the payment by transfer to a bank account

The shareholders who aren't represented by a participant, may request the Central Depository the payment of dividends in a bank account through the Form of IBAN code collection sent by mail to: Central Depository SA - Bucharest, Bd. Carol I nr. 34-36, sector 2 or filed at the headquarters of the Central Depository.

The declared bank account is valid also for future dividend payments. The shareholder will communicate to the Central Depository any changes to the information about the bank account.

2.1. The natural persons shareholders (in person or through legal or conventional representative) will present the Central Depository the Form of IBAN code collection, which will specify the bank and the account (IBAN code) opened on the shareholder's name (the model is available on the website of the Central Depository - www.depozitarulcentral.ro), accompanied by:

- a copy of the valid identity document, containing a legible personal identification number – certified by the holder as "certified true copy";
- a statement of account or a document issued by the bank (signed and, if necessary, stamped) confirming the existence of the account on the shareholder's name, mentioning the IBAN code, in the original;
- copies of documents proving that the person signing the form is the conventional or legal representative, if necessary – certified by the holder as "certified true copy".
- copy proof payment fee for collecting IBAN code

2.2. The legal entities shareholders (through legal or conventional representative) will present the Central Depository the Form of IBAN code collection, mentioning the bank and the account (IBAN code) opened on the Shareholder's name (the model is available on the website of the Central Depository www.depozitarulcentral.ro), accompanied by:

- copy of the registration certificate – certified by the holder as "certified true copy";
- copy of the document certifying the quality of the company's legal representative (valid Abstract from the Trade Register issued by the Trade Register / the corresponding entity - for entities of foreign nationality) - certified by the holder as "certified true copy";
- copies of documents proving that the person signing the form is the conventional or legal representative, if necessary – certified by the holder as "certified true copy".
- a statement of account or a document issued by the bank (signed and, if necessary, stamped) confirming the existence of the account on the shareholder's name – legal entity, mentioning the IBAN code, in the original;
- copy proof payment fee for collecting IBAN code.

The documents submitted in a foreign language will be accompanied by a legalized translation into Romanian and, if they are issued by a foreign authority, they must be apostilled or supralegalized, as appropriate.

2.3. The Central Depository verifies the documentation submitted by the Holders of financial instruments, as described in sections 2.1 and 2.2, and, if the documentation is not complete, it requests its completion.

2.4. For the payment by bank transfer on the Payment Date, the Forms for IBAN code collection must be received by the Central Depository at least 4 days prior to the Payment Date.

3. For natural persons shareholders / legal entities / other entities not represented by the Participant, who hold current accounts at BRD.

For the natural persons shareholders / legal entities / other entities not represented by the participant, who hold BRD - Groupe Société Générale current accounts, who didn't choose until January 18, 2024 the payment of dividends in another account communicated to the Central Depository, the dividends will be paid automatically on the payment date by bank transfer in the BRD current accounts, if the identification data are updated and coincide at both entities – BRD - Groupe Société Générale and Central Depository.

4. For the natural persons shareholders and legal entities that aren't part of any the situations described above.

The dividend payment will be made in any BRD branch, irrespective of the Shareholder's domicile

4.1. The dividend payment in cash in BRD's branches will be made as follows:

- For the resident natural persons who present themselves in person at the counter, the payment of the Amounts is made based on the identification document containing the personal identification code (*in Romanian - C.N.P.*).
- For non-resident natural persons who present themselves in person at the counter, the payment of the Amounts is made based on the passport.
- For the natural persons under the age of 14, the payment of the Amounts is made to the legal representative, namely – the tutor / the parent of the minor, based on the following documents: the birth certificate of the Holders who are not represented by the Participant that must bear the C.N.P. + 1 photocopy certified as being in accordance with the original (the photocopy will be held), the legal document establishing the tutorship if the tutor is not one of the parents + 1 photocopy certified as being in accordance with the original (the photocopy will be held), and the identification document of the tutor / parent + 1 photocopy certified as being in accordance with the original (the photocopy will be held).
- For the natural persons placed under guardianship, the payment of the Amounts is made to the curator of that person, based on the following documents: the identity document of the Holders who are not represented by the Participant, that must contain the C.N.P. + 1 photocopy certified as being in accordance with the original (the photocopy will be held), the legal document establishing the guardianship + 1 photocopy certified as being in accordance with the original (the photocopy will be held) and the curator's identity document + 1 photocopy certified as being in accordance with the original (the photocopy will be held).
- The individuals who don't present themselves in person at the counter, but designate another person in this respect, the payment of the Amounts is made to their proxies, based on the following documents: a special authenticated power of attorney, that mentions the right to receive the Amounts, issued not more than 3 years prior to the date of the payment, unless the power of attorney has a term of validity bigger than three years and is valid at the date on which the payment is made + 1 photocopy certified as being in accordance with the original (the photocopy will be held) and the identity document of the proxy + 1 photocopy certified as being in accordance with the original (the photocopy will be held).
- The documents submitted in a foreign language will be accompanied by a legalized translation into Romanian and, if a foreign authority issues them, they must be apostilled or supralegalized, as appropriate.

The payment of the Amounts will not be made in cash at the counter in the following cases:

- a) To the shareholders whose C.N.P./ID from the documents presented at the counter doesn't coincide with the one communicated to the Central Depository, in which case the Holders who aren't represented by the Participant will address to the Central Depository.
- b) To the heirs of the deceased Holders, who aren't represented by the participant, enlisted in the File, in which case the Holders not represented by the Participant will address to the Central Depository.

Payments to legal entities shareholders will be made only by bank transfer.

Payments in cash will be made in accordance with the limits established by the applicable legislation.

4.2. The payment of dividends in BRD branches through transfer is made as follows:

The forms for payment by bank transfer request are available at the counters of any BRD agency and on the website www.brd.ro, Investors and Shareholders section.

Individual shareholders, personally or through a legal or conventional representative, based on the documents mentioned in the previous paragraph, attaching also the form for payment by bank transfer and

a statement account certified by the bank where the transfer of dividends is requested. The statement must prove that the shareholder is the holder of the account in which the transfer is requested.

Legal persons shareholders / other entities through legal or conventional representative, based on:

- Form for bank transfer payment signed, and, if necessary, stamped;
- Trade Register Certificate of Incorporation;
- Articles of incorporation / valid Abstract from the Trade Register showing that the person who signs the request is the legal representative, certified by the holder as "certified true copy" or in original.

The non-resident shareholders who choose one of the payment forms described in paragraphs 2, 3 and 4

- Account statement certified by the bank where the transfer of dividends is requested, stating that the shareholder is the holder of the account in which the transfer is requested.

The non-resident shareholders mentioned in paragraphs 2, 3 and 4, who wish to benefit from the more favorable provisions of the Convention for the Avoidance of Double Taxation concluded between Romania and their country of tax residence, can file the valid Certificate of tax residence for the year in which the dividend payment is made, in original or certified copy issued by an authorized entity from Romania, accompanied by a legalized translation, in original, at BRD's headquarters: BRD Tower, 1-7 Ion Mihalache Boulevard, sector 1 Bucharest, in the attention of the General Secretariat, until **January 15, 2024**.

If the shareholder does not present the Certificate of tax residence, the withheld tax will be calculated by applying the tax rate established by Law 227/2015 on the Fiscal Code, with amendments and supplements.

The shareholders, who have not requested the payment of dividends until the date of payment, can send to BRD's headquarters until November 22, 2024 the Certificate of tax residence in order to apply the most favorable tax rate according to the Convention for the Avoidance of Double Taxation concluded between Romania and their country of tax residence.

Shares held in co-ownership (Joint accounts)

For the shares held in co-ownership by two or more Holders, the payment of dividends shall be made as follows:

- ✓ In case of cash payments, the payments will be done only if all co-owners present at one of BRD's counters, in person or through legal and / or conventional representative, and submit the documents required for cash payments.
- ✓ In case of payments to shareholders who have an account opened at a participant, the dividends destined to the co-owners will be transferred to the Participant whose clients they are.
- ✓ If the co-owners require the payment by bank transfer, the dividends destined to the co-owners will be transferred into the account indicated by them, to the Issuer or to the Central Depository.
- ✓ If both co-owners require the registration by the Central Depository of the direct transfer of share ownership as a result of an output from co-ownership, in accordance with the applicable legal regime, and also the direct payment of dividends to each of the co-owners according to the number of shares acquired in sole ownership, the Central Depository will block the initial dividend payment, and will inform BRD regarding the registration of that transfer of ownership and the number of financial instruments acquired in exclusive ownership by each co-owner. BRD will calculate the Amount of money corresponding to each former co-owner and will send to the Central Depository the File containing the information for the payment of Amounts of Money to each of them.

Deceased shareholders

- ✓ For the deceased shareholders, the dividends will be paid at the request of their successors, by transfer or in cash. Prior to the payment, the heirs must require to the Central Depository the registration of the transfer of shares in BRD's Shareholders Register (to the successors) as a result of the inheritance, and also the direct payment of dividends to each of the heirs, according to the number of acquired shares. Following the request of the heirs, the Central Depository will block the initial dividend payment and will inform BRD regarding the registration of transfer of ownership, the identity of the heir / heirs, and the number of financial instruments acquired in ownership by the heir / heirs. BRD will calculate the Amount of money corresponding to each heir and will send to the Central Depository the File containing the information necessary for the payment of the Amounts to each of them.

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