

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 23, 2020, at 10:00 A.M., 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 April 14, 2020 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the profit distribution and setting of the dividend for 2019 (the gross dividend proposed is of 1.64 lei / share). The dividends will be paid on June 3, 2020 and the deferred payment date will be November 27, 2020.

The dividends shall be paid to the shareholders as follows:

- For the shareholders represented by Participants (Broker, Custodian Bank) – payments by bank transfer to Participants accounts on the payment date except for the shareholders that have opted for deferred payment date;
- For the shareholders that are not represented by Participants and who indicated to the Central Depository an account for receiving dividends - payments, by bank transfer, to shareholders accounts indicated to the Central Depository;
- For the shareholders that are not represented by Participants, having a bank account at BRD and who did not indicated to the Central Depository an account for receiving dividends - payments, by automatic bank transfer to this current account;
- For shareholders who are not in any of the situations listed above - cash payments (only for the individuals shareholders) or by bank transfer at bank offices, at the request of shareholders.

It is proposed the distribution of a dividend per ordinary share of 1.64 RON/share out of the distributable profit of RON 1,528,523,000. The payout ratio proposed is of 74.8%.

	<u>2019 (RON)</u>
Net profit	1,528,523,000
Distributable profit	1,528,523,000
Payout ratio	74.8%
Total dividends	1,142,918,490
Dividend/share	1.64
CAR*	21.39%

** stand alone, including current year result net of foreseeable dividend*

Legal basis

*Companies' Law no. 31/1990, republished, as further amended and completed;
Accounting Law no. 82/1991, republished, as further amended and completed.*