

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 25, 2024, 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 12, 2024 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves

5.1. The Board of directors' proposal:

The distribution as dividends of the amount of LEI 980,540,436, representing 60% from the financial result of 2023 (the gross dividend is of 1.4070 lei / share). The dividends will be paid on June 6, 2024 and the deferred payment date will be November 29, 2024.

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.

Or

5.2. The shareholder Société Générale S.A. proposal:

The distribution as dividends of the amount of LEI 817,117,030, representing 50% from the financial result of 2023 (the gross dividend is of 1.17250 lei / share). The dividends will be paid on June 6, 2024 and the deferred payment date will be November 29, 2024.

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.

The Board of directors' proposal

It is proposed the distribution of financial result of 2023 as follows:

- *The amount of LEI 980,540,436 as dividends, representing 60% from the 2023 annual result (the gross dividend proposed is of 1.4070 lei / share). The dividends will be paid on June 6, 2024 and the deferred payment date will be November 29, 2024.*
- *The amount of LEI 653,639,823 to be allocated to retained earnings (40% from 2023 financial result).*

Justification of proposal

Based on the capital position and the results of the capital planning, it is proposed a gross dividend per share of 1.4070 RON, corresponding to a pay-out ratio of 60% from 2023 financial result.

As at December 31, 2023 the capital adequacy stands at 21.5% (stand-alone ratio that includes early integration of 40% of H1 2023 profit in own funds) and at 22.5% (stand-alone ratio including 2023 retained profit).

Legal basis

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

The Board of directors' opinion:

The Board of directors' proposal was formulated considering a sound capital base, which is at a sufficient level of cover, against regulatory requirements. Considering regulator's recommendation, BRD reconfirms the commitment to maintain a prudent conduct in the banking sector given the still uncertain macroeconomic context.

The shareholder Société Générale S.A. proposal

The distribution as dividends of the amount of LEI 817,117,030, representing 50% from the financial result of 2023 (the gross dividend proposed is of 1.17250 lei / share).

The dividends will be paid on June 6, 2024 and the deferred payment date will be November 29, 2024.

Justification of Société Générale's proposal

With a total capital adequacy ratio of 21.5%* as of 31.12.2023 (standalone ratio), well above the regulatory requirement, BRD is well capitalized.

Nevertheless, considering (i) regulator's recommendation to maintain a prudent conduct in the banking sector given the still uncertain macroeconomic context and (ii) BRD's strong proven commitment to finance Romanian economy, Société Générale proposes a payout rate of 50% from the financial result of 2023.

** including 40% of the H1 2023 result*