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## THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 19, 2018, 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 10, 2018 (reference date)

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### Decision draft:

The Ordinary General Meeting of the Shareholders approves the individual remuneration for the non-executive directors for 2018, amounting to EUR 1,500 / month (gross amount) to which it is added 19.9% representing the contributions transfer, as well as the general limits for the directors' additional remunerations and officers' remuneration for 2018, amounting to RON 16.8 million (gross amount).

#### **Legal Basis :**

*According to art. 15 paragraph 2, letter d) of the re-updated Articles of Incorporation of BRD, the Ordinary General Meeting of the Shareholders must set the remuneration due to the directors for the current fiscal year.*

*In compliance with the Companies' Law, as further amended and completed, the General Meeting of the Shareholders has the obligation to set the general limits for the directors' additional remunerations and officers' remuneration.*

#### **Proposal:**

For the fiscal year 2018, it is proposed:

1/ the individual monthly remuneration for the non-executive directors of 1,500 Euro (gross amount) to which it is added 19.9% representing the contributions transfer due to Fiscal Code changes through OUG 79/08.11.2017.

2/ the general limits for the directors' additional remunerations and officers' remuneration are of maximum RON 16.8 million (gross amount). This amount also includes contributions transfer of 19.9%.