
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 18, 2019, 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 8, 2019 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the 2019 individual remuneration, for the non-independent non-executive directors amounting to EUR 1800 / month (gross amount) and for the independent non-executive directors amounting to EUR 3600 / month (gross amount) including 19.9% for the contributions transfer, the general limits for the directors' additional remunerations as well as officers' remunerations, amounting to RON 17 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 2019, it is proposed:

1/ the individual monthly remuneration including 19.9% representing the contributions transfer due to Fiscal Code changes through OUG 79/08.11.2017, for:

- ✓ the non-independent non-executive directors of EUR 1800 (gross amount);
- ✓ the independent non-executive directors of EUR 3600 (gross amount);

2/ the general limits for the directors' additional remunerations as well as officers' remuneration are of RON 17 million (gross amount). This amount also includes contributions transfer of 19.9%.

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