

From:	<b>Board of Directors</b>	Date: 22.03.2012
To:	<b>Ordinary General Meeting of the Shareholders</b>	Visa CEO:
Subject:	<b>Remuneration due to the non-executive members of the Board of Directors, and general limits for the directors' and officers' additional remunerations</b>	

### **Decision Draft**

The Ordinary General Meeting of the Shareholders approves the remuneration for the nonexecutive members of the Board of Directors for 2012, amounting to EUR 1,500 / month (gross amount, in lei equivalent), as well as the general limits for the directors' and officers' additional remunerations for 2012, amounting to RON 9 million, gross amount.

### **SUMMARY**

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.

For the fiscal year 2012, it is proposed to maintain the remuneration of EUR 1,500 (gross amount, in lei equivalent).

Also, in compliance with the Companies' Law, modified by Law 441/2006, the General Meeting of the Shareholders has the obligation to set the general limits for the directors' and officers' additional remunerations.

For the fiscal year 2012, the general limits proposed for the directors' and officers' additional remunerations are of RON 9 million, gross amount.