

**Bucharest, May 10, 2018**

## **BRD - Groupe Société Générale is starting on 31.05.2018 the payment of dividends for 2017**

**BRD- Groupe Société Générale SA** informs the shareholders of the commencement of payment of dividends for the financial year 2017 on May 31, 2018.

Dividends will be paid through the **Central Depository S.A. and BRD - Groupe Société Générale S.A. (Payment Agent)**.

All the shareholders registered in the BRD Shareholders Register, held by the Central Depository S.A., on May 9, 2018 (the registration date) are entitled to cash dividends for the year 2017; the ex-date is May 8, 2018;

The General Shareholders Meeting of BRD - Groupe Société Générale that took place on April 19, 2018 established a gross dividend of 1.64 lei per share.

The payment of the net dividends the financial year 2017 will be made in RON.

The dividends that are not collected will be prescript after three years from the start of their payment in accordance with the law.

The period of the dividend payment for the financial year 2017 is 31.05.2018 – 31.05.2021, the last day of payment.

Deferred payment date is 30.11.2018.

The dividend tax will be withheld at source and paid to the state budget, in accordance with the tax rates provided by the law.

According to the legislation in force, the dividend tax rates are:

- 5% for resident natural persons;
- 5% for resident legal persons; no dividend tax will be withheld if the beneficiary of the dividends owns a minimum of 10% of BRD's shares on the date when the dividend is paid, for a full period of one year ending on the date when the dividend is paid.
- 5% for resident investment funds with legal personality;
- 0% resident investment funds without legal personality; In this respect, the beneficiary of the dividends will send by mail to [investor@brd.ro](mailto:investor@brd.ro), copies of the official documents (certificate of incorporation/ articles of incorporation,i.e) certifying the status of investment fund without legal personality;
- 0% for voluntary and privately administrated pension funds from Romania; In this respect, the beneficiary of the dividends will send by mail to [investor@brd.ro](mailto:investor@brd.ro), copies of the official documents (certificate of incorporation/ articles of incorporation,i.e) certifying the status of voluntary and privately administrated pension funds from Romania;
- 0% for pension funds, defined in accordance with the law of a Member State of the European Union or a state of the European Economic Area, subject to existence of the legal instrument under which information is exchanged; In this respect, the beneficiary of the dividends will present official documents (certificate of incorporation/ articles of incorporation,i.e) certifying the status of the pension fund set up according to the the legislation of that state, as well as the original tax residency certificate valid at the date of payment of the dividends;
- 5% for non-resident individuals and legal entities, with the following exceptions:
  - If the beneficiary of the dividends presents the original tax residency certificate from the country of residence, valid at the date of payment of the dividends, the most favorable tax rate between the one provided for in the double tax treaty and the 5% tax rate provided by the Law 227/2015 regarding the Fiscal Code is applicable;
  - No dividend tax will be withheld if the foreign legal entity, beneficiary of the dividends, meets cumulatively the following conditions provided in art. 229 par. 1c) of Law 227/2015 on the Fiscal Code: is resident in a Member State of the European Union; holds at least 10% of BRD's shares on the date when the dividend is paid, for a full period of one year ending on the date when the dividend is paid; has a specific form of organization and is liable to income tax or a similar income tax in the foreign country of tax residence.
- 5% for non-resident investment funds with or without legal personality; If the beneficiary of the dividends presents the original tax residency certificate from the country of residence, valid at the date of payment of the dividends, the most favorable tax rate between the one provided for in the double tax treaty and the 5% tax rate provided by the Law 227/2015 regarding the Fiscal Code is applicable.

**The commissions for the payment of dividends shall be borne by BRD - Groupe Société Générale SA.**

**FORMS OF PAYMENT OF DIVIDENDS:****1. For natural persons shareholders / legal entities / other entities represented by Participants (Brokers / Custodian Banks)**

For the shareholders who, on the registration date, hold shares outlined in Section II of the Register of BRD Shareholders in an account opened at a Participant, the dividends will be paid through bank transfer, following the instructions of the Central Depository, in the Participants' accounts at the payment date, no additional documents being needed.

The deferred payment date applies only to non-resident shareholders who have an account with the Participant and who opt to delay the payment for a date after the Payment Date, in order to qualify for the more favorable provisions of the Conventions for the avoidance of Double Taxation.

Non-resident shareholders who have opened an account with a participant and wish to benefit of the more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence, must file a valid Fiscal Residence Certificate for the year of the dividend payment, in original or certified copy, accompanied by an original of the certified translation.

If the shareholders opted for deferred payment, the documents will be submitted on November 23, 2018, the latest, at BRD Tower, 1-7 Ion Mihalache Boulevard Bucharest sector 1, in the attention of the General Secretariat.

For the shareholders who requested the deferred payment and who didn't file the fiscal residency certificates until November 23, 2018, the dividends will be paid at the deferred payment date, and the applicable tax rates will be the ones established by the law. (Law 227/2015 on the Fiscal Code, with amendments and supplements)

**The shareholders who have accounts opened at PARTICIPANTS cannot collect their dividends in cash or by bank transfer to other accounts.**

**2. For natural persons shareholders / legal entities / other entities not represented by a Participant (broker / custodian bank) who request the Central Depository the payment by transfer to a bank account**

The shareholders who aren't represented by a participant, may request the Central Depository the payment of dividends in a bank account through the Form of IBAN code collection sent by mail to: Central Depository SA - Bucharest, Bd. Carol I nr. 34-36, sector 2 or filed at the headquarters of the Central Depository.

The declared bank account is valid also for future dividend payments. The shareholder will communicate to the Central Depository any changes to the information about the bank account.

**2.1. The natural persons shareholders (in person or through legal or conventional representative)** will present the Central Depository the Form of IBAN code collection, which will specify the bank and the account (IBAN code) opened on the shareholder's name (the model is available on the website of the Central Depository - [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:

- a copy of the valid identity document, containing a legible personal identification number – certified by the holder as "certified true copy";
- a statement of account or a document issued by the bank (signed and, if necessary, stamped) confirming the existence of the account on the shareholder's name, mentioning the IBAN code, in the original;
- copies of documents proving that the person signing the form is the conventional or legal representative, if necessary – certified by the holder as "certified true copy".
- copy proof payment fee for collecting IBAN code

**2.2. The legal entities shareholders (through legal or conventional representative)** will present the Central Depository the Form of IBAN code collection, mentioning the bank and the account (IBAN code) opened on the Shareholder's name (the model is available on the website of the Central Depository [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:

- copy of the registration certificate – certified by the holder as "certified true copy";
- copy of the document certifying the quality of the company's legal representative (valid Abstract from the Trade Register issued by the Trade Register / the corresponding entity - for entities of foreign nationality) - certified by the holder as "certified true copy";
- copies of documents proving that the person signing the form is the conventional or legal representative, if necessary – certified by the holder as "certified true copy".
- a statement of account or a document issued by the bank (signed and, if necessary, stamped) confirming the existence of the account on the shareholder's name – legal entity, mentioning the IBAN code, in the original;

- copy proof payment fee for collecting IBAN code

The documents submitted in a foreign language will be accompanied by a legalized translation into Romanian and, if they are issued by a foreign authority, they must be apostilled or supralegalized, as appropriate.

**2.3.** The Central Depository verifies the documentation submitted by the Holders of financial instruments, as described in sections 2.1 and 2.2, and, if the documentation is not complete, it requests its completion.

**2.4.** For the payment by bank transfer on the Payment Date, the Forms for IBAN code collection must be received by the Central Depository at least 4 days prior to the Payment Date.

### **3. For natural persons shareholders / legal entities / other entities not represented by the Participant, who hold current accounts at BRD.**

For the natural persons shareholders / legal entities / other entities not represented by the participant, who hold BRD - Groupe Société Générale current accounts, who didn't choose until May 24, 2018 the payment of dividends in another account communicated to the Central Depository, the dividends will be paid automatically on the payment date by bank transfer in the BRD current accounts, if the identification data are updated and coincide at both entities – BRD - Groupe Société Générale and Central Depository.

### **4. For the natural persons shareholders and legal entities that aren't part of any the situations described above.**

**The dividend payment will be made in any BRD branch, irrespective of the Shareholder's domicile**

#### **4.1. The dividend payment in cash in BRD's branches will be made as follows:**

- For the resident natural persons who present themselves in person at the counter, the payment of the Amounts is made based on the identification document containing the personal identification code (*in Romanian - C.N.P.*).
- For non-resident natural persons who present themselves in person at the counter, the payment of the Amounts is made based on the passport.
- For the natural persons under the age of 14, the payment of the Amounts is made to the legal representative, namely – the tutor / the parent of the minor, based on the following documents: the birth certificate of the Holders who are not represented by the Participant that must bear the C.N.P. + 1 photocopy certified as being in accordance with the original (the photocopy will be held), the legal document establishing the tutorship if the tutor is not one of the parents + 1 photocopy certified as being in accordance with the original (the photocopy will be held), and the identification document of the tutor / parent + 1 photocopy certified as being in accordance with the original (the photocopy will be held).
- For the natural persons placed under guardianship, the payment of the Amounts is made to the curator of that person, based on the following documents: the identity document of the Holders who are not represented by the Participant, that must contain the C.N.P. + 1 photocopy certified as being in accordance with the original (the photocopy will be held), the legal document establishing the guardianship + 1 photocopy certified as being in accordance with the original (the photocopy will be held) and the curator's identity document + 1 photocopy certified as being in accordance with the original (the photocopy will be held).
- The individuals who don't present themselves in person at the counter, but designate another person in this respect, the payment of the Amounts is made to their proxies, based on the following documents: a special authenticated power of attorney, that mentions the right to receive the Amounts, issued not more than 3 years prior to the date of the payment, unless the power of attorney has a term of validity bigger than three years and is valid at the date on which the payment is made + 1 photocopy certified as being in accordance with the original (the photocopy will be held) and the identity document of the proxy + 1 photocopy certified as being in accordance with the original (the photocopy will be held).
- The documents submitted in a foreign language will be accompanied by a legalized translation into Romanian and, if they are issued by a foreign authority, they must be apostilled or supralegalized, as appropriate.

#### **The payment of the Amounts will not be made in cash at the counter in the following cases:**

- a) To the shareholders whose C.N.P./ID from the documents presented at the counter doesn't coincide with the one communicated to the Central Depository, in which case the Holders who aren't represented by the Participant will address to the Central Depository.
- b) To the heirs of the deceased Holders, who aren't represented by the participant, enlisted in the File, in which case the Holders not represented by the Participant will address to the Central Depository.

**Payments to legal entities shareholders will be made only by bank transfer.**

**Payments in cash will be made in accordance with the limits established by the applicable legislation.**

#### 4.2. The payment of dividends in BRD branches through transfer is made as follows:

The forms for payment by bank transfer request are available at the counters of any BRD agency and on the website [www.brd.ro](http://www.brd.ro), Investors and Shareholders section.

**Individual shareholders**, personally or through a legal or conventional representative, based on the documents mentioned in the previous paragraph, attaching also the form for payment by bank transfer and a statement account certified by the bank where the transfer of dividends is requested. The statement must prove that the shareholder is the holder of the account in which the transfer is requested.

**Legal persons shareholders / other entities** through legal or conventional representative, based on:

- Form for bank transfer payment signed, and, if necessary, stamped;
- Trade Register Certificate of Incorporation;
- Articles of incorporation / valid Abstract from the Trade Register showing that the person who signs the request is the legal representative, certified by the holder as "certified true copy" or in original.
- Account statement certified by the bank where the transfer of dividends is requested, stating that the shareholder is the holder of the account in which the transfer is requested.

#### **The non-resident shareholders who choose one of the payment forms described in paragraphs 2, 3 and 4**

The non-resident shareholders mentioned in paragraphs 2, 3 and 4, who wish to benefit from the more favorable provisions of the Convention for the avoidance of double taxation concluded between Romania and their country of residence, can file the valid Fiscal residence Certificate for the year in which the dividend payment is made, in the original or legalized copy, accompanied by a legalized translation, in the original, at BRD's headquarters: BRD Tower, 1-7 Ion Mihalache Boulevard, sector 1 Bucharest, in the attention of the General Secretariat, until May 21, 2018.

If the shareholder does not present the Fiscal residence Certificate, the withheld tax will be calculated by applying the quota established by Law 227/2015 on the Fiscal Code, with amendments and supplements.

The shareholders, who have not requested the payment of dividends until the date of payment, can send to BRD's headquarters until November 23, 2017 the Fiscal residence Certificates in order to apply the most favorable quota of the Convention for the avoidance of double taxation concluded between Romania and their country of residence.

#### **Shares held in co-ownership (Joint accounts)**

For the shares held in co-ownership by two or more Holders, the payment of dividends shall be made as follows:

- ✓ In case of cash payments, the payments will be done only if all co-owners present at one of BRD's counters, in person or through legal and / or conventional representative, and submit the documents required for cash payments.
- ✓ In case of payments to shareholders who have an account opened at a participant, the dividends destined to the co-owners will be transferred to the Participant whose clients they are.
- ✓ If the co-owners require the payment by bank transfer, the dividends destined to the co-owners will be transferred into the account indicated by them, to the Issuer or to the Central Depository.
- ✓ If both co-owners require the registration by the Central Depository of the direct transfer of share ownership as a result of an output from co-ownership, in accordance with the applicable legal regime, and also the direct payment of dividends to each of the co-owners according to the number of shares acquired in sole ownership, the Central Depository will block the initial dividend payment, and will inform BRD regarding the registration of that transfer of ownership and the number of financial instruments acquired in exclusive ownership by each co-owner. BRD will calculate the Amount of money corresponding to each former co-owner and will send to the Central Depository the File containing the information for the payment of Amounts of Money to each of them.

#### **Deceased shareholders**

- ✓ For the deceased shareholders, the dividends will be paid at the request of their successors, by transfer or in cash. Prior to the payment, the heirs must require to the Central Depository the registration of the transfer of shares in BRD's Shareholders Register (to the successors) as a result of the inheritance, and also the direct payment of dividends to each of the heirs, according to the number of acquired shares. Following the request of the heirs, the Central Depository will block the initial dividend payment and will inform BRD regarding the registration of transfer of ownership, the identity of the heir / heirs, and the number of financial instruments acquired in ownership by the heir / heirs. BRD will calculate the Amount

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of money corresponding to each heir and will send to the Central Depository the File containing the information necessary for the payment of the Amounts to each of them.

BRD - Groupe Société Générale has 2.33 million active customers and operates a network of 760 units. BRD has a leading position on the card market with approx. 2.3m cards and a network acceptance of approx. 28,800 POS and more than 1,500 ATMs. Total assets of the Bank at 2017 end amounted to RON 53.5bn.

BRD is part of the Société Générale Group, one of the largest European financial services groups. The group has 145,000 employees in 66 countries and 31 million customers worldwide in its three key activities:

- Retail banking in France
- International Retail Banking, Financial Services and insurance
- Corporate and investment banking, private banking, asset management and securities services

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