

The Board of Directors of BRD-GROUPE SOCIETE GENERALE S.A.

which met on March 13, 2014, at 12.00 A.M.,

calls

**THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AND
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

on April 17, 2014, at 10:00 A.M. and 11:00 A.M., respectively,

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 7, 2014 (reference date),
with the following agenda:**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:**

1. Approval of the individual and consolidated annual financial statements as at December 31, 2013 (drafted according to International Financial Reporting Standards, as adopted by the European Union, and to the Order No. 27/2010 of the National Bank of Romania for the approval of the accounting regulations compliant with the International Financial Reporting Standards, applicable to credit institutions, as further amended and supplemented), based on the annual reports presented by the Board of Directors (drafted according to Order No. 27/2010 of the National Bank of Romania for the approval of the accounting regulations compliant with the International Financial Reporting Standards, applicable to credit institutions, as further amended and supplemented and to the National Securities Commission Regulation no.1/2006 related to issuers and security operations, subsequently amended) and by the financial auditor of the Bank;
2. The Directors' discharge for the fiscal year 2013;
3. Approval of the income and expenditure budget for 2014 and of the Business Plan for the fiscal year 2014;
4. Approval of the remuneration due to the non-executive directors for the fiscal year 2014, as well as of the general limits for the directors' and officers' additional remunerations;
5. Electing Mr. Giovanni Luca SOMA as director for a 4-year duration, and empowering Mr Philippe Charles LHOTTE, Chairman – CEO of the bank, to sign on behalf of the Bank: the Management Contract with him, as well as the Addendum and the updated Articles of Association following the changes in the members of the Board of Directors.

The appointment of Mr. Giovanni Luca SOMA as Director of BRD-Groupe Societe Generale S.A. is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

The 4-year duration of Mr. Giovanni Luca SOMA starts running from the date of issuance of the prior approval by the National Bank of Romania.

6. Electing Mr. Aurelian DOCHIA as director for a 4-year duration, and empowering Mr Philippe Charles LHOTTE, Chairman – CEO of the bank, to sign on behalf of the Bank: the Management Contract with him, as well as the Addendum and the updated Articles of Association following the changes in the members of the Board of Directors.

The appointment of Mr. Aurelian DOCHIA as Director of BRD-Groupe Societe Generale S.A. is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

The 4-year duration of Mr. Aurelian DOCHIA starts running from the date of issuance of the prior approval by the National Bank of Romania.

7. Designation of Mr Aurelian DOCHIA as independent director;
8. Appointment of the financial auditor of the Bank for the financial year 2014 and setting of the duration of the financial audit contract;

BRD-Groupe Société Générale S.A.

CAPITAL SOCIAL ÎN RON: 696.901.518 lei;

R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;

C.U.I./C.I.F. RO361579

Prelucrare înscrisă în registrul de evidența a prelucrărilor de date cu caracter personal sub. nr. 1788.

Atestat CNVM nr. 255/06.08.2008, înregistrată în

Registrul Public al CNVM cu nr. PJR01INCR/400008

Turn BRD

Bdul. Ion Mihalache nr. 1-7,

011171 București, România

Tel:+4021.301.61.00

Fax:+4021.301.66.36

http://www.brd.ro

9. Setting the date of May 7, 2014 as date of registration with a view of identifying the shareholders who are affected by the decisions made by the Ordinary General Meeting of the Shareholders.

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Approval of the amendment of the Articles of Incorporation of BRD-Groupe Société Générale according to the Annex, as well as the delegation of power to Philippe Charles LHOTTE, Chairman-CEO of the Bank, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation;
2. Approval of the date of May 7, 2014, as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Documents related to the General Meeting of the Shareholders

Starting March 14, 2014, the meeting notice, the full text of the informative documents and materials with regard to the matters on the agenda, the documents that are to be presented to the ordinary and extraordinary general meetings of the shareholders, the decision drafts for each point on the agenda, and the information sheet with the name, locality of domicile and professional qualification of Mr. Giovanni Luca SOMA, and of Mr. Aurelian DOCHIA proposed for the two vacant positions of directors, are available on the website of the Bank (www.brd.ro, section Shareholders and Investors) or can be obtained by the shareholders from the General Secretariat of the Bank (BRD Tower, 1-7 Bd. Ion Mihalache, code 011171, 1st district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: investor@brd.ro).

The share capital of BRD-Groupe Société Générale S.A. is represented by 696,901,518 common shares, each held share giving right to one vote in the general meeting.

Propositions of the shareholders regarding the General Meetings of the Shareholders

The shareholders who represent, either individually or jointly, at least 5% of the share capital are entitled:

- i) To introduce new matters on the agenda of the general meetings, provided that each matter is accompanied by a justification or by a decision draft proposed to be adopted by the general meeting, no later than April 2nd, 2014, 5.00 P.M.;
- ii) To present decision drafts for the matters included or proposed to be included on the agenda of the general meeting, no later than April 2nd, 2014, 5.00 P.M.;

The shareholders are entitled to make other propositions for the position of director until April 2nd, 2014, 5.00 P.M. The propositions will be accompanied by information on the name, locality of domicile and professional qualification of the persons proposed for the respective position.

If necessary, the revised agenda will be published on April 4, 2014, according to the legal provisions in force.

Also, the shareholders are entitled to propose the application of the cumulative voting method for the election of the members of the Board of Directors, until no later than April 4, 2014, 5.00 P.M. If such request is made by shareholders who do not have significant holdings, the application of this method will be submitted to vote within the ordinary general meeting.

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Questions related to the General Meetings of the Shareholders

Each shareholder is entitled to ask questions regarding the matters on the agenda of the general meetings. The Bank may answer inclusively by posting the answer on the BRD website, under the Shareholders and Investors section.

To identify themselves and prove their capacity of shareholders, the persons who make proposals or ask questions will enclose the following documents:

- A statement of account showing the capacity of shareholder and the number of shares held, issued by the Central Depository or, as applicable, by the participants defined at art. 168 § (1) b) of Law No. 297/2004, which provide custody services;
- The juridical person shareholders – a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting the capacity of legal representative of the signatory of such proposal / questions, issued no more than 3 months before the date of publication of this Notice of meeting, and sent in original or as certified true copy.
- A copy of the identity papers of the natural person shareholder* / of the legal representative of the juridical person shareholder.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostille is not required for the documents drafted in a foreign language.

The shareholders' proposals and questions, as well as the documents attesting that the conditions for exercising these rights have been met will be transmitted:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: “For the General Meetings of the Shareholders of April 17, 2014 – Proposals” or “For the General Meetings of the Shareholders of April 17, 2014 – Questions”;
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address investor@brd.ro, indicating as the email title: “For the General Meetings of the Shareholders of April 17, 2014 – Proposals” or “For the General Meetings of the Shareholders of April 17, 2014 – Questions”.

Participation in the General Meetings of the Shareholders

The reference date is April 7, 2014. Only the shareholders registered on such date in the Shareholders' Register held by the Central Depository may participate in, and vote at the general meetings.

The shareholders may participate in the general meetings directly or they may be represented by persons (based on a special power of attorney) or they may vote by correspondence.

a) Participation by natural persons

The documents necessary for natural persons to participate in the general meeting of the shareholders are:

- if the shareholder comes in person: the identity papers[†];

* The identity papers are the identity card (old or new format) for Romanian citizens; passport / identity card for EU citizens; passport for non-EU citizens.

- if the shareholder is represented by another person: the special power of attorney and the representative's identity papers.

b) Participation by juridical persons

The representatives of the juridical person shareholders will prove their capacity as follows:

- the legal representative – based on a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting their capacity of legal representative, issued no more than 3 months before the date of publication of this Notice of meeting, and sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostille is not required for the documents drafted in a foreign language.

- the person to whom the power of representation was delegated – apart from the above-mentioned document (attesting the capacity of legal representative of the person signing the power of attorney), such person will also present the special power of attorney signed by the legal representative of the respective juridical person.

The natural person who attends the General Meeting of the Shareholders as representative of a juridical person shareholder will be identified based on their identity papers.

c) Form of special power of attorney and the forms of vote by correspondence

Starting March 14, 2014, the forms of special power of attorney and the forms of vote by correspondence can be obtained on the website of the Bank, under the Shareholders and Investors section, or at the General Secretariat of the Bank, located at the address specified above under the chapter "Documents related to the General Meeting of the Shareholders". The special powers of attorney and the correspondence voting forms will be made available to the shareholders both in Romanian and in English.

Once filled in and signed, one copy of the special power of attorney / the form of vote by correspondence must reach the Bank by April 15, 2014, 09:00 A.M., under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

The power of attorney / the form of vote by correspondence shall be accompanied by:

- in the case of the natural person shareholder: by a copy of the identity papers;
- in the case of the juridical person shareholder: by a copy of the identity paper of legal representative of the juridical person shareholder and by the official document that attests the capacity of legal representative of the signatory of the power of attorney / the form of vote by correspondence, according to the conditions mentioned above under point b) Participation by juridical persons.

The powers of attorney / the forms of vote by correspondence shall be sent as follows:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: "For the General Meetings of the Shareholders of April 17, 2014–Power of Attorney" or "For the General Meetings of the Shareholders of April 17, 2014–Vote by correspondence";

- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address investor@brd.ro, indicating as the email title: “For the General Meetings of the Shareholders of April 17, 2014 –Power of Attorney” or “For the General Meetings of the Shareholders of April 17, 2014–Vote by correspondence”.

Special powers of attorney / the forms of vote by correspondence shall include the information specified in the form of special power of attorney / the forms of vote by correspondence made available by BRD and shall indicate the vote for each matter on the agenda.

The shareholders are asked to take into account that new matters can be added to the agenda of the general meetings, in which case the updated agenda will be published on April 4, 2014. In this case, the forms of special powers of attorney / the forms of vote by correspondence will be updated and made available to the shareholders on April 4, 2014. In addition, if there are propositions for the application of the cumulative voting method, the forms of special powers of attorney / the forms of vote by correspondence will be updated and made available to the shareholders on April 7, 2014.

d) For the shareholders that benefit from custody services

The custodian banking companies may sign and transmit the special powers of attorney and the correspondence voting forms in the name of their customers, shareholders of BRD, based on the rights conferred to them through custody contracts and on the specific vote instructions received from such customers for the purpose of the two general meetings concerned by this Notice of meeting.

The special powers of attorney / correspondence voting forms given by shareholders of credit institutions that deliver custody services will be valid without any other additional documents related to the shareholders, if accompanied by an affidavit given by the credit institution, stating that:

- i) The credit institution delivers custody services for the respective shareholder;
- ii) The instructions in the special power of attorney / correspondence voting form are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder;
- iii) The special power of attorney / correspondence voting form is signed by the shareholder.

If on April 17, 2014, the quorum provided by the law is not met, the Ordinary General Meeting and/or, the Extraordinary General Meeting respectively, are called on April 18, 2014, at the same place and time and with the same reference date and the same agenda.

**The Board of Directors of BRD-Groupe Société Générale S.A.
Philippe Charles LHOTTE
Chairman – CEO**

Turn BRD
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**AMENDMENT OF, AND ADDITION TO THE ARTICLES OF ASSOCIATION
OF BRD-GROUPE SOCIÉTÉ GÉNÉRALE S.A.**

1. Paragraph 1 of Article 1 is modified and rephrased and will read as follows :

”BRD – Groupe Société Générale SA is a joint-stock company admitted to trading on a regulated market, which operates as a Romanian legal entity, pursuant to the Companies’ Act, to the regulations regarding the capital market and to the banking legislation, as well as to the provisions of these Articles of Incorporation and of the internal normative documents.”

2. Paragraph 3 of Article 5 is modified and rephrased and will read as follows :

”The scope of the activities specified under §2, letters f to j, covers all the financial investment services under art. 5 paragraphs (1) and (1¹) in Law no. 297/2004 regarding the capital market, as amended and supplemented, as it’s the activities have as subject the financial instruments mentioned in art. 2 paragraph (1) section 11 in Law no. 297/2004 regarding the capital market, with subsequent amendments.”

3. Paragraph 4 of Article 5 is modified and rephrased and will read as follows:

”The provisions of § 2 are construed and applied so as the activities enumerated under § 2 would cover any operations, transactions, products and services falling under this scope or assimilated, including the services auxiliary to such activities.”

4. Paragraph 4 of article 8 is modified and rephrased and will read as follows:

“The shareholding structure as at 28.02.2014 is the following:

1. Société Générale S.A., headquartered at 29 Bd. Haussman, Paris, France, French juridical person, registered with the Register of Commerce and Companies in France under no. RCS Paris 55212022215342, holds 419,313,688 shares, i.e. 60.1683% of the share capital, namely RON 419,313,688;

2. Societatea de Investiții Financiare Transilvania S.A., headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 31,771,898 shares, i.e. 4.5590% of the share capital, namely RON 31,771,898;

3. Fondul Proprietatea S.A., headquartered in Bucharest, Str. Buzzești no. 78-80, Et. 7, sector 1, a Romanian juridical person, holds 25,387,456 shares, i.e. 3.6429% of the share capital, namely RON 25,387,456 lei;

4. Societatea de Investiții Financiare Banat - Crișana S.A., headquartered in Arad, str. Calea Victoriei no. 35A, jud. Arad, a Romanian juridical person, holds 23,784,077 shares, i.e. 3.4128 % of the share capital, namely RON 23,784,077;

5. Societatea de Investiții Financiare Oltenia S.A., headquartered in Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 23,190,748 shares, i.e. 3.3277 % of the share capital, namely RON 23,190,748;

6. Societatea de Investiții Financiare Muntenia S.A., headquartered in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, holds 22,015,168 shares, i.e. 3.1590 % of the share capital, namely RON 22,015,168;

7. Societatea de Investiții Financiare Moldova S.A., headquartered in Bacău, str. Pictor Aman no. 94C, jud. Bacău, a Romanian juridical person, holds 15,565,809 shares, i.e. 2.2336% of the share capital, namely RON 15,565,809;

8. Other shareholders (natural and juridical persons) own together a number of shares 135,872,674, i.e. 19.4967% of the share capital, namely RON 135.872.674.”

5. *Paragraph 1 of Article 15 is modified and rephrased and will read as follows:*

”The Ordinary General Meeting shall be held at least once a year, within no more than 4 months after the end of the financial year.”

6. *Paragraph 5 of Article 28 is modified and rephrased and will read as follows:*

”The decisions are made with the majority of the directors, present in person or represented. Should a tie be reached, the proposal submitted to vote shall be deemed denied.”

7. *After paragraph 5 of article 28, a new paragraph is inserted, which will read as follows:*

”The decisions on the appointment or revocation of the Chairman of Board of Directors shall be passed by the vote of the majority of the members of the Board.”

8. *After letter d) of article 29, two new paragraphs are inserted, which will read as follows:*

”approves, supervises and responds for implementing of a governance arrangements in a way that promotes the effective and prudent management of the Bank, including the separation of duties within the Bank and in order to avoid conflicts of interest;

supervises the process of publication and communication of information;”

9. *Letter i) of article 29 is completed and rephrased and will read as follows:*

”approves the modification of the Articles of Incorporation following the resolutions of the Board of Directors adopted based on the powers delegated by the General Meeting of the Shareholders according to art. 17 § 2 and of the provisions of art. 137² of the Companies Law no. 31/1990;”

10. *Letter k) of article 29 is modified and rephrased and will read as follows:*

”approves the internal normative documents and the modifications thereto and any other documents in the Board of Directors specific power, as stipulated by the legal and regulatory framework;”

11. Letter m) of article 29 is modified and rephrased and will read as follows:

”appoints and revokes the members of the Committees set up to support the Board of Directors;”

12. Letter n) of article 29 is eliminated.

13. Letter o) of article 29 is modified and rephrased and will read as follows:

”exercises any attributions in its specific power as stipulated by the Internal Regulations of the Bank, by the Directive ”Limits to approve loans and other commitments”, by the Directive ”Regulation of organization and functioning of the management body” and any other attributions as stipulated by law or delegated by the general meeting of the shareholders.”

14. Article 31 is modified and rephrased and will read as follows:

” The Board of Directors meets whenever necessary, but at least every 3 months.

The Chairman of the Board shall call the Board of Directors, establish the agenda, watch over that the proper information be delivered to the members of the Board in respect of the items on the agenda and preside over the meeting.

The Board of Directors is also called upon the well-grounded request of at least 2 of its members. In this case, the agenda is established by the authors filing the request. The Chairman of the Board of Directors is compelled to settle such request.

The callings for the Board of Directors shall be send to the directors by email, reasonably before the date of meeting. The notices of meeting for the meetings of the Board of Directors shall specify the location of the meeting, the date and the draft agenda; no decision may be made on unexpected issues that are not included on the agenda, except for emergencies.

At each meeting, minutes shall be drafted, which shall comprise the participants’ names, the order of the deliberations, the decisions made, the number of votes cast and the counter opinions.”

15. Paragraph 5 of article 32, is modified and rephrased and will read as follows:

”In the relations with third parties, the Bank may also be represented and bound by the signature of other persons, authorized by Decisions of the Management Board, by the Internal Regulations of the Bank or by the Directive „Limits to approve loans and other commitments”.”

16. Letter a), point 1 of article 33, is modified and rephrased and will read as follows:

„the internal normative documents of the Bank and the modifications thereto excepting the documents in the Board of Directors specific power, as stipulated by the legal and regulatory framework;”

17. Letter b), point 1 of article 33, is modified and rephrased and will read as follows:

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„the interest rates applied to the Bank’s resources and placements;”

18. Letter d), point 1 of articles 33 is eliminated.

19. Letter e), point 1 of articles 33 is eliminated.

20. Letter f), point 1 of articles 33 is modified and rephrased and will read as follows:

”Professional training plan”

21. After point 2 of article 33, a new paragraph is inserted, which will read as follows:

„inform the Board of Director with accuracy, periodically, as soon as the members of the Management Board become aware of any relevant information which, may affect the management and the financial stability of the Bank;”

22. Article point 3 of article 33, is modified and rephrased and will read as follows:

„exercise any attributions stipulated by the Internal Regulations of the Bank, by the Directive „Limits to approve loans and other commitments”, by the Directive “Regulation of organization and functioning of the management body” and any other attributions stipulated by the law in its specific power “.

23. After paragraph 1 of article 34, a new paragraph is inserted, which will read as follows:

„To validate the decisions of the Management Board, it is required the presence at least of the absolute majority of members of the Management Board”.

24. All the article, paragraphs, sub-items, points are renumbered and letters are updated accordingly with the Decisions of the General Assambly.

25. The Annex to the Articles of Incorporation of BRD - Groupe Société Générale SA which includes the list of the members of the Board of Directors, are amended as follows:

- i. rephrasing the name of column 4 of the Annex as follows “ Directors’ Domicile /Residence and citizenship “;
- ii. updating the information regrading Mr. Philippe Charles Lhotte residence, from point 1, column 4 as follows: Bucharest, 32 Aleea Alexandru, flat no. 5, Sector 1;
- iii. updating the information regrading Mr Jean-Louis Mattei domicile, from point 5, column 4 , as follows: 24 Pierre et Marie Curie, 75005, Paris, France;
- iv. Mrs. Anne Clémentine Marcelle Marion - Bouchacourt is radiated from point 7 following the renunciation of her position as member of the Board of Directors of BRD-Groupe Société Générale, starting with December, 27, 2013;
- v. subject to obtain the prior approval by the National Bank of Romania:
 - Mr. Giovanni Luca SOMA, born on August 21, 1960 in Milano, Italy, residence in 104, rue du Faubourg St Honoré 75008 Paris, France, italian citizenship, is registered as Memmber to point 3;
 - Mr. Aurelian DOCHIA, born on March 8, 1950 in Campina, judetul Prahova, Romania, domicile in Bucharest, 3rd district, 62 Miletin Street, 3rd floor, flat no.4, Romania, romanian citizenship, is registered as Member to point 7.