BRD
GROUPE SOCIETE GENERALE

From:	**Board of Directors**	Date: March 24, 2009
To:	**Extraordinary General Meeting of the Shareholders**	**Visa of the Chairman - CEO**
Subject:	**Amendment of the Articles of Incorporation of BRD – Groupe Société Générale S.A**	

Decision draft

The Extraordinary General Meeting of the Shareholders approves the modification of the Articles of incorporation of BRD – Groupe Société Générale, according to the Annex.

SYNOPSIS

The modifications brought to the Articles of Incorporation of BRD are:

- The update of the BRD shareholders' structure according to the situation as at 31.12.2008;

- Details on the power attributed to the Managing Committee to decide on the participation of the Bank in the share capital of other entities, in order to avoid the legal interpretation-related risks;

- The rephrasing of the provisions regarding the bank profit allocation.

**Amendment of and addition to the Articles of Incorporation
of BRD-Groupe Société Générale S.A.**

1. Paragraph 4 of article 8 is amended and rewritten as follows:

"The structure of the shareholders as at 31.12.2008 is as follows:

1. **Société Générale SA**, having its headquarters at Bd. Haussman no. 29, Paris, France, French juridical person, registered with the Register of Commerce and Companies in France under no. RCS Paris 552 120 222, holds a number of 407.975.758 shares, i.e. 58.54% of the share capital, meaning RON 407.975.758.

2. **The European Bank for Reconstruction and Development** having its headquarters in London, One Exchange Square, EC2A 2JN, UK, owns a number of 34,845,050 shares, representing 5.00% of the share capital, i.e. RON 34,845,050.

3. **Societatea de Investiţii Financiare Banat Crisana S.A.,** having its headquarters in Arad, Calea Victoriei nr. 33 – 35, jud. Arad, a Romanian juridical person, owns a number of 32,379,237 shares, representing 4.65% of the share capital, i.e. RON 32,379,237.

4. **Societatea de Investiţii Financiare Transilvania S.A.,** headquartered in Braşov, Str. Nicolae Iorga, nr. 2, jud. Braşov, a Romanian juridical person, owns a number of 34,962,840 shares, representing 5.02% of the share capital, i.e. RON 34,962,840.

5. **Societatea de Investiţii Financiare Moldova S.A.,** headquartered in Bacău, str. Pictor Aman nr. 94C, jud. Bacău, a Romanian juridical person, owns a number of 34,845,218 shares, representing 5.00% of the share capital, i.e. RON 34,845,218.

6. **Societatea de Investiţii Financiare Muntenia S.A.,** having its headquarters in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, owns a number of 36,698,530 shares, representing 5.27% of the share capital, i.e. RON 36,698,530.

7. **Societatea de Investiţii Financiare Oltenia S.A.,** having its headquarters in Craiova, Str. Tufanele, Bl.313, jud. Dolj, a Romanian juridical person, owns a number of 38,409,928 shares, representing 5.51% of the share capital, i.e. RON 38,409,928.

8. **Other shareholders** (natural and juridical persons) own a number of 76,784,957 shares, representing 11.01% of the share capital, i.e. RON 76,784,957."

2. *The provisions of Art. 34, point 1, letter i) are completed with the following foot note:*

 "According to the provisions of these Articles of incorporation, **the Bank's stake in the share capital of other entities** includes the decisions to create an entity, to acquire a stake in an entity, to increase its stake in an entity, to diminish its stake in an entity, to alienate/sell a stake in an entity."

3. *Article 39 is amended and rewritten as follows:*

"The net profit will be distributed, based on the decision of the general meeting of the shareholders, between:

a) The dividends due to the bank shareholders at a pro rata with their shareholder interest, and which will be paid within no more than 3 months since the date of approval of the annual financial statements of the ended fiscal year;

b) Other destinations set by the general meeting of the shareholders in compliance with the legal provisions."

4. *All the articles and sub-points thereunder are renumbered accordingly.*