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| From:    | <b>Board of Directors</b>   | Date: 22.03.2012 |
| To:      | <b>Ordinary General Meeting of the Shareholders</b>   | Visa CEO:        |
| Subject: | <b>Election of Mr. Alexandre Paul MAYMAT as director of BRD-Groupe Société Générale S.A. starting May 1, 2012</b> |                  |

#### Decision Draft

The Ordinary General Meeting of the Shareholders approves the election of Mr Alexandre Paul MAYMAT as director of BRD – Groupe Société Générale S.A. for a 4-year office, starting May 1, 2012, following the renunciation by Mr Guy Marie Charles POUPEL to his office, as well as the delegation of power to Mr Jean-Louis MATTEI, director of the Bank, to enter, on behalf of the Bank, into the director's agreement with Mr Alexandre Paul MAYMAT, and the delegation of power to the Chairman of the Board of Directors to sign the Addendum and the updated Articles of Incorporation following the change in the composition of the Board of Directors.

The appointment of Mr Alexandre Paul MAYMAT is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

#### SUMMARY

Following the renunciation of Mr Guy Marie Charles POUPEL to the office of Chairman – CEO of BRD-Groupe Société Générale S.A., for personal reasons, the Board of Directors proposes the candidacy of Mr Alexandre Paul MAYMAT for the position of CEO of the Bank starting May 1, 2012.

Mr MAYMAT has a seniority of 11 years within the Societe Generale Group, he managed the Société Générale subsidiary in Cameroon, held the position of director of the subsidiaries in Chad and Equatorial Guinea, and filled in several management positions (Société Générale Manager of the Franche Comté region, Head of the Corporate Business Centre in Paris).

Before that, he held public offices, such as Deputy Secretary of the European Union Economic and Financial Committee, the Directorate for Economic and Financial Affairs of the European Commission; Financial Attaché to the French Representative Office with the European Union; INSEE administrator, in charge of surveys within the Forecasts Division of the French Ministry of Economy and Finance.

The Board of Directors proposes the election of Mr Alexandre Paul MAYMAT as director of BRD-Groupe Société Générale.

Also, the Board of Directors proposes the delegation of power to Mr Jean-Louis MATTEI,

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<http://www.brd.ro>

CAPITAL SOCIAL IN 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.:RO 361579

Prelucrare înscrisă în registrul de evidență a prelucrărilor de date cu caracter personal sub nr. 1788.  
Atestat CNVM nr.255/06.08.2008



**BRD**

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director of the Bank, to enter, on behalf of the Bank, into the director's agreement with Mr Alexandre Paul MAYMAT, and the delegation of power to the Chairman of the Board of Directors to sign the Addendum and the updated Articles of Incorporation following the change in the composition of the Board of Directors.

Annex: CV of Mr Alexandre Paul MAYMAT

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