

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

which met on July 27, 2012, at 13.00 A.M.,

calls

**THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

on September 13, 2012, at 10.00 A.M.

at the Crowne Plaza, 1 Bd. Poligrafiei, 1<sup>st</sup> district, Bucharest (Crowne Plaza Hotel, Valahia Room),

for all the shareholders registered with the Shareholders' Register

by the end of September 4, 2012 (reference date),

with the following agenda:

**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:**

1. Electing of Mr Philippe LHOTTE as director of BRD – Groupe Société Générale S.A. for a 4-year office, starting with the date of the present General Meeting of the Shareholders, following the renunciation by Mr Alexandre Paul MAYMAT to his office, as well as the authorisation of Mr Petre BUNESCU, Deputy CEO to sign on behalf of the Bank: the Management Contract with Mr Philippe LHOTTE, to sign the Addendum and the updated Memorandum and Articles of Association following the changes in the members of the Board of Directors.

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

2. Setting the date of October 1<sup>st</sup>, 2012 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.

**Documents related to the General Meeting of the Shareholders**

Starting July 30, 2012, 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 general meeting 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. Philippe LHOTTE, proposed for the position of director are available on the website of the Bank ([www.brd.ro](http://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, 1<sup>st</sup> district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: [investor@brd.ro](mailto: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 Meeting 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 meeting, provided each matter is accompanied by a justification or by a decision draft proposed to be adopted by the general meeting of the shareholders, no later than August 15, 2012, 2.00 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 August 15, 2012, 2.00 P.M..

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011171 București, România  
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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  
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The shareholders are entitled to make other propositions for the position of director until August 15, 2012, 2:00 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 August 17, 2012, 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 September 3, 2012. 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.

The shareholders' propositions and the documents attesting the fulfilment of the conditions required to exercise such rights shall be sent as follows:

- either the document signed by hand, in original – by mail or courier services, to the BRD Tower (1-7 Bd. Ion Mihalache, code 011171, 1<sup>st</sup> district, Bucharest – General Secretariat),
- or the document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature, by e-mail at the e-mail address [investor@brd.ro](mailto:investor@brd.ro).

The shareholders' proposals can be received at the BRD Tower according to the following schedule:

- On business days: from 9.00 A.M. to 5.00 P.M.
- On August 15, 2012: between 9.00 A.M. and 2.00 P.M.

#### Questions related to the General Meeting of the Shareholders

Each shareholder is entitled to ask questions regarding the matters on the agenda of the general meeting of the shareholders. The Bank may answer inclusively by posting the answer on the website [www.brd.ro](http://www.brd.ro), under the Shareholders and Investors section.

The shareholders' questions may be asked in writing, either by mail or courier services (at the headquarters of the Bank specified above), or through electronic means (at the e-mail address [investor@brd.ro](mailto:investor@brd.ro)). In order to be identified, the persons who ask questions to the Bank will attach to their request copies of the documents attesting their identity.

#### Participation in the General Meeting of the Shareholders

The reference date is September 4, 2012. 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 meeting 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\*;
- 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:

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\* 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.

- the legal representative – based on an official document attesting such capacity (e.g.: articles of incorporation, extract/confirmation of company details issued by the Trade Register or another proof issued by a relevant authority);
- 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

Starting July 30, 2012, the forms of special power of attorney can be obtained on the website [www.brd.ro](http://www.brd.ro), 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”.

Once filled in and signed, one copy of the special power of attorney must reach the Bank by September 11, 2012, 10:00 A.M., under sanction of loss of the voting right through representative in the general meeting of the shareholders, according to the law. The power of attorney shall be accompanied by a copy of the identity papers of the natural person shareholder / legal representative of the juridical person shareholder, and, in the case of the juridical persons, by the official document that attests the capacity of legal representative of the signatory of the power of attorney.

The power of attorney shall be sent as follows:

- either a document signed by hand, in original, by mail or courier services, to the BRD Tower (1-7 Bd. Ion Mihalache, code 011171, 1<sup>st</sup> district, Bucharest – General Secretariat),
- or 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](mailto:investor@brd.ro).

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

#### d) Vote by correspondence

The shareholders registered at the reference date may vote by correspondence, before the General Meeting of the Shareholders, by using the vote form made available to them starting July 30, 2012, on the website [www.brd.ro](http://www.brd.ro), under the Shareholders and Investors section, or at the General Secretariat of the bank, located at the address mentioned above under the chapter “Documents related to the General Meeting of the Shareholders”.

The forms of vote by correspondence, in original (filled in by the shareholders and accompanied by a copy of the identity papers of the natural person shareholder / legal representative of the juridical person shareholder, as well as, for the juridical persons, by the official document attesting the capacity of legal representative of the shareholder), must reach, through mail or courier services, the headquarters of the Bank, mentioned here above, before September 11, 2012, 10:00 A.M.

#### e) For the shareholders that benefit from custody services

The custodian banking companies may sign and transmit the special powers of attorney and the forms of vote through correspondence in the name of their customers, shareholders of BRD-Groupe Société Générale, based on the rights conferred to them through custody contracts, as well as on the specific instructions received from such customers for the purpose of the general meeting of the shareholders concerned by this Notice to attend. The special power of attorney / form of vote by correspondence shall be accompanied by copies of the custody contract and/or the specific instructions received from the customers for the general

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meeting of the shareholders concerned by this Notice to attend. The respective copies shall be certified as true to the original by the legal representative of the custodian banking company.

If on September 13, 2012, the quorum provided by the law is not met, the Ordinary General Meeting of the Shareholders is called on September 14, 2012, 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.**  
**Petre BUNESCU**  
**Interim Chairman of the Board of Directors**

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