



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

which met on March 10, 2011, at 3.00 P.M.,

calls

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

on April 14, 2011, at 10.00 A.M. and 11:00 A.M., respectively,

at the Crowne Plaza, 1 Bd. Poligrafiei, 1st district, Bucharest (Crowne Plaza Hotel, Grand Ballroom Hall),
for all the shareholders registered with the Shareholders' Register by the end of April 5, 2011 (reference date),
with the following agenda:

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Approval of the individual financial statements of the Bank as at December 31, 2010, (made in compliance with the local accounting standards), as well as of the consolidated annual financial statements (made in compliance with the International Financial Reporting Standards), based on the Directors' Report and on the opinion of the financial auditor of the Bank;
2. The Directors' discharge for the fiscal year 2010;
3. Approval of the profit distribution and setting of the dividend for 2010 (the gross dividend proposed is of RON 0.17957 lei / share). The dividends will be paid within no more than 2 months as of the date of the general meeting;
4. Approval of the income and expenditure budget for 2011 and of the Business Plan for the fiscal year 2011;
5. Approval of the remuneration due to the non-executive directors for the fiscal year 2011, as well as of the general limits for the directors' and officers' additional remunerations;
6. Renewal of the terms of office as director for Mrs Petre Bunescu, Sorin-Mihai Popa, Didier Alix, Jean-Louis Mattei, Bogdan Baltazar, Dumitru Popescu, Sorin Marian Coclitu and Ioan Cuzman, starting with 18.04.2011, for a 4-year period;
7. Electing Mrs Anne Marion-Bouchacourt as director for a 4-year term of office, following the expiry on 18.04.2011 of the term of office of director of Mr Aurelian Dochia, and empowering Mr Guy Marie Charles Poupet, Chairman – CEO of the bank, to sign the Management Agreement with her, as well as the Addendum and the Articles of Incorporation updated as a result of this decision.

The 4-year term of office of Mrs Anne Marion-Bouchacourt starts running from the date of issuance of the prior approval by the National Bank of Romania, according to the legal provisions in force.
8. Electing Mr Bernardo Sanchez Incera as director for a 4-year term of office, starting with the date of the present General Meeting of the Shareholders, as well as empowering Mr Guy Marie Charles Poupet, Chairman – CEO of the Bank, to sign the Management Agreement between Mr. Bernardo Sanchez Incera and the Bank;
9. Designation of Mr Sorin Marian Coclitu as independent director;
10. Appointment of the financial auditor of the Bank for 2011 and setting of the duration of the financial audit contract;
11. Setting the date of May 3, 2011 as date of registration with a view of identifying the shareholders who will benefit from dividends and 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 and completion of the Articles of Incorporation of BRD-Groupe Société Générale, as well as the delegation of power to Guy Marie Charles Poupet, 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 bond issues in the period 2011-2012, within a ceiling of EUR 600 million or the equivalent in lei or foreign currency, in the conditions stipulated in the note made available to the shareholders. The Board of Directors will enforce this resolution, setting the individual parameters of each issue;
3. Approval of the date of May 3, 2011, 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 11, 2011, 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 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 the persons proposed for the position of director 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. 021.301.61.33, 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 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, no later than March 28, 2011, 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 March 28, 2011, 5.00 P.M.;

The shareholders are entitled to make other propositions for the position of director until March 28, 2011, 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 1, 2011, 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, 2011, 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.

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, 1st 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.

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. The Bank may answer inclusively by posting the answer on the BRD website, 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). 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 April 5, 2011. 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 other than the directors or officers (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:

- 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 March 11, 2011, the forms of special power of attorney 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".

Once filled in and signed, one copy of the special power of attorney must reach the Bank by April 12, 2011, 10:00 A.M., under sanction of loss of the voting right through representative in the general meeting, 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 the document signed by hand, in original, by mail or courier services, to the BRD Tower (1-7 Bd. Ion Mihalache, code 011171, 1st 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 address investor@brd.ro.

* 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.



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 March 11, 2011, on the website of the Bank, 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 April 12, 2011, 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 these general meetings. The special powers of attorney / forms of vote by correspondence shall be accompanied by copies of the custody contract and/or the specific instructions received from the customers for these general meetings. The respective copies shall be certified as true to the original by the legal representative of the custodian banking company.

If on April 14, 2011, the quorum provided by the law is not met, the Ordinary General Meeting or, the Extraordinary General Meeting respectively, are called on April 15, 2011, 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.
Guy Marie Charles POUPET
Chairman - CEO

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

1. *The preamble of article 7 is completed and rephrased and will read as follows:*

“Apart from the transactions stipulated at art. 6, letter b, the Bank can undertake transactions with movable and immovable assets only if:

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

“The shareholding structure as at 1.03.2011 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 552 120 222, holds a number of 413,721,288 shares, i.e. 59.3658 %, of the share capital, meaning RON 413,721,288;
2. **Societatea de Investiții Financiare Oltenia S.A.**, headquartered in Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 37,878,908 shares, i.e. 5.4353 % of the share capital, namely RON 37,878,908;
3. **Societatea de Investiții Financiare Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei nr. 35A, jud. Arad, a Romanian juridical person, holds 32,463,577 shares, i.e. 4.6583% of the share capital, namely RON 32,463,577;
4. **Societatea de Investiții Financiare Muntenia S.A.**, headquartered in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, holds 28,845,330 shares, i.e. 4.1391 %, of the share capital, namely RON 28,845,330;
5. **Societatea de Investiții Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga nr. 2, jud. Brasov, a Romanian juridical person, holds shares 28,518,380, i.e. 4.0922 % of the share capital, namely RON 28,518,380;
6. **Societatea de Investiții Financiare Moldova S.A.**, headquartered in Bacău, str. Pictor Aman nr. 94C, jud. Bacău, a Romanian juridical person, holds 26,362,408 shares, i.e. 3.7828 % of the share capital, namely RON 26,362,408;
7. **Other shareholders** (natural and juridical persons) own together a number of 129,111,627 shares, representing 18.5265% of the share capital, i.e. RON 129,111,627.

3. *Letter m of article 29 is amended and rephrased, and will read as follows:*

“appoints the members of the Audit Committee **and of the Remuneration Committee**, according to the legal provisions in force.”

4. *After letter m of article 29, a new paragraph is inserted, which will read as follows:*
“approves the remuneration policy”.

5. *The letter n of article 29 is completed and rephrased and will read as follows:*

“it carries out any other task which is mentioned by the law *in its express competences* or is delegated by the general meeting of the shareholders”.

6. *Article 32 is eliminated.*

7. *Letter f of paragraph 1 of article 34 is eliminated.*

8. *All the article sub-items and the articles are renumbered accordingly.*