

The Board of Directors of BRD-GROUPE SOCIÉTÉ GÉNÉRALE S.A.

which met on March 22, 2012, at 10.00 A.M.,

calls

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

on April 26, 2012, at 10.00 A.M. and 11:00 A.M., respectively,

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

for all the shareholders registered with the Shareholders' Register by the end of April 17, 2012 (reference date),

with the following agenda:

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Approval of the annual individual financial statements of the Bank as at December 31, 2011, (prepared in compliance with the local accounting standards), as well as of the individual and consolidated annual financial statements as at December 31, 2011 (prepared in compliance with the International Financial Reporting Standards), based on the Directors' Report and on the reports of the financial auditor of the Bank;
2. The Directors' discharge for the fiscal year 2011;
3. Approval of the profit distribution and setting of the dividend for 2011 (the gross dividend proposed is of 0,16690 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 2012 and of the Business Plan for the fiscal year 2012;
5. Approval of the remuneration due to the non-executive directors for the fiscal year 2012, as well as of the general limits for the directors' and officers' additional remunerations;
6. Electing 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 POUPET to his office, as well as empowering Mr Jean-Loius MATTEI, director of the Bank, to enter, on behalf of the Bank, into the director's agreement with Mr Alexandre Paul MAYMAT, and empowering 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.

7. Appointment of the financial auditor of the Bank for 2012 and setting of the duration of the financial audit contract;
8. Setting the date of May 14, 2012 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 of the Articles of Incorporation of BRD-Groupe Société Générale according to the Annex, as well as the delegation of power to the Chairman of the Board of Directors, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation;
2. Approval of the implementation of a programme/framework for BRD bonds issue on the local and international capital markets (Medium Term Notes Programme), under the conditions stipulated in the note made available to the shareholders and approval of the bonds issues to be made during 2012 – 2015 period under the Medium Term Notes Programme;
3. Approval of the date of May 14, 2012, 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 23, 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 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 Mr. Alexandre Paul MAYMAT 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. 021.301.61.31, 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 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 April 8, 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 April 8, 2012, 2.00 P.M.;

The shareholders are entitled to make other propositions for the position of director until April 8, 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 April 10, 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 April 16, 2012, 2.00 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.

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 April 7, 8, 14, 15 and 16, 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. 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 17, 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 meetings directly or they may be represented by persons other than the BRD's directors and 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 23, 2012, 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 24, 2012, 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.

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 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 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 23, 2012, 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 24, 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 two general meetings concerned by this Notice to attend. 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 the two general meetings 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 April 26, 2012, the quorum provided by the law is not met, the Ordinary General Meeting and/or, the Extraordinary General Meeting respectively, are called on April 27, 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.
Guy Marie Charles POUPET
Chairman – CEO

**AMENDMENT OF, AND ADDITION TO THE ARTICLES OF INCORPORATION
OF BRD-GROUPE SOCIETE GENERALE S.A.**

1. Article 4 is modified and rephrased and will read as follows :

“The logo of BRD-Groupe Société Générale SA is made up of a square divided in two equal areas, a red upper part and a black lower part, separated by a white strip. The name of the company is written on two lines; on the first line to the right of the square, it is written "BRD" in gross capital letters in black; on the second row, under the group made up of the square and BRD, at a distance of 1/2 of the square height, it is written in smaller and thinner letters, still black, "GROUPE SOCIETE GENERALE”.



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

“The shareholding structure as at 29.02.2012 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 a number of 419.313.688 shares, i.e. 60,1683 %, of the share capital, meaning RON 419.313.688;
- 2. Societatea de Investiții Financiare Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei no. 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;
- 3. Societatea de Investiții Financiare Oltenia S.A.**, headquartered in Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 31.515.508 shares, i.e. 4,5222 % of the share capital, namely RON 31.515.508;
- 4. Societatea de Investiții Financiare Muntenia S.A.**, headquartered in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, holds 28.897.930 shares, i.e. 4,1466 %, of the share capital, namely RON 28.897.930;
- 5. 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;
- 6. Societatea de Investiții Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds shares 23.498.928, i.e. 3,3719% of the share capital, namely RON 23.498.928;
- 7. Societatea de Investiții Financiare Moldova S.A.**, headquartered in Bacău, str. Pictor Aman no. 94C, jud. Bacău, a Romanian juridical person, holds 22.581.259 shares, i.e. 3,2402 % of the share capital, namely RON 22.581.259;
- 8. Other shareholders (natural and juridical persons)** own together a number of 113.243.172 shares, representing 16,2496 %, of the share capital, i.e. RON 113.243.172

3. The letter j of article 29 is completed and rephrased and will read as follows:

“approves the retirement of the fixed assets, the downgrade of materials and the set-up of the central sale and retirement commission; ”