

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 1 **of the Ordinary General Meeting of the Shareholders no. 105** **of April 14, 2011**

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26,157,578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

Shareholders representing 583,461,832 votes voted in favour of this point, while shareholders representing 402,190 votes, including the directors (according to the law) abstained from voting.

The resolution was made with the vote of the shareholders holding 99.93% of the share capital of BRD, present or represented at the meeting.

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 OPINIONS OF THE FINANCIAL AUDITOR OF THE BANK;

The Ordinary General Meeting of the Shareholders approves:

- **The individual financial statements of the Bank for the fiscal year 2010, made in compliance with the local accounting standards, as well as**
- **The individual and consolidated annual financial statements of the Bank for the fiscal year 2010, made in compliance with the International Financial Reporting Standards (IFRS),**

based on the reports presented by the Board of Directors and on the opinions of the financial auditor Deloitte Audit S.R.L.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 2 of the Ordinary General Meeting of the Shareholders no. 105 of April 14, 2011

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26,157,578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

Shareholders representing 583,461,832 votes voted *in favour* of this point, while shareholders representing 402,190 votes, including the directors (according to the law) *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.93% of the share capital of BRD, present or represented at the meeting.

2. THE DIRECTORS' DISCHARGE FOR THE FISCAL YEAR 2010.

The Ordinary General Meeting of the Shareholders approves the directors' discharge for the fiscal year 2010.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS:

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 3 of the Ordinary General Meeting of the Shareholders no. 105 of April 14, 2011

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26,157,578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

Shareholders representing 583,805,482 votes voted *in favour* of this point, while shareholders representing 58,540 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.99% of the share capital of BRD, present or represented at the meeting.

3. APPROVAL OF THE PROFIT DISTRIBUTION AND SETTING OF THE DIVIDEND FOR 2010 (THE GROSS DIVIDEND PROPOSED IS OF RON 0.17957 / SHARE) THE DIVIDENDS WILL BE PAID WITHIN NO MORE THAN 2 MONTHS SINCE THE DATE OF THE GENERAL MEETING.

The Ordinary General Meeting of the Shareholders approves:

The distribution of dividends amounting to RON 125,147,459 (the gross dividend is of RON 0.17957 / share) from the distributable profit of 2010, of RON 500,589,835.

The dividends will be paid to the shareholders within no more than 2 months as of the date of the General Meeting of the Shareholders, as follows:

- **The shareholders who own current accounts opened with BRD (card accounts included) will automatically receive the dividends in the respective current account;**
- **The shareholders who previously indicated an account opened with another commercial bank will receive the dividends in the indicated account;**
- **The shareholders who did not indicate an account for the transfer of the dividends are required to go to the BRD agencies to request the payment in cash or by transfer.**

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 4 **of the Ordinary General Meeting of the Shareholders no. 105** **of April 14, 2011**

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26.157.578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

Shareholders representing 583,805,482 votes voted *in favour* of this point, while shareholders representing 58,540 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.99% of the share capital of BRD, present or represented at the meeting.

4. APPROVAL OF THE INCOME AND EXPENDITURE BUDGET FOR 2011 AND OF THE BUSINESS PLAN FOR THE FISCAL YEAR 2011

The Ordinary General Meeting of the Shareholders approves the income and expenditure budget for 2011, as well as the business plan for the fiscal year 2011.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 5 of the Ordinary General Meeting of the Shareholders no. 105 of April 14, 2011

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26.157.578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

Shareholders representing 583,461,832 votes voted *in favour* of this point, while shareholders representing 402,190 votes, including the directors (according to the law) *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.93% of the share capital of BRD, present or represented at the meeting.

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.

The Ordinary General Meeting of the Shareholders approves the remuneration for the non-executive members of the Board of Directors for 2011, amounting to EUR 1,500 / month (gross amount, in lei equivalent), as well as the general limits for the directors' and executive officers' additional remunerations for 2011, amounting to RON 8 million, gross amount.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

BRD – Groupe Société Générale S.A.
Turn BRD - Bdul Ion Mihalache nr. 1-7, 011171 Bucuresti, Romania
Tel: + 4021.301.61.00; Fax: + 4021.301.66.36
<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.L/C.I.F.:RO 361579
Prelucrare inregistrata in registrul de evidenta a prelucrarilor de date cu caracter personal sub nr. 1788.
Atestat CNVM nr.255/06.08.2008

RESOLUTION no. 6
of the Ordinary General Meeting of the Shareholders no. 105
of April 14, 2011

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26.157.578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

At this point, the shareholders voted as follows:

- For the renewal of the term of office as director of Mr Petre BUNESCU – shareholders representing 583,453,492 votes voted *in favour*, while shareholders representing 410,530 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.930% of the share capital of BRD, present or represented at the meeting.

- For the renewal of the term of office as director of Mr Sorin-Mihai POPA – shareholders representing 583,393,492 votes voted *in favour*, while shareholders representing 470,530 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.920% of the share capital of BRD, present or represented at the meeting.

- For the renewal of the term of office as director of Mr Didier Charles Maurice ALIX – shareholders representing 583,389,492 votes voted *in favour*, while shareholders representing 4,000 votes voted *against*, and shareholders representing 470,530 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.919% of the share capital of BRD, present or represented at the meeting.

- For the renewal of the term of office as director of Mr Jean-Louis MATTEI – shareholders representing 583,392,452 votes voted *in favour*, while shareholders representing 1,040 votes voted *against*, and shareholders representing 470,530 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.919% of the share capital of BRD, present or represented at the meeting.

- For the renewal of the term of office as director of Mr Bogdan BALTAZAR – shareholders representing 583,445,915 votes voted *in favour*, while shareholders representing 7,577 votes voted *against*, and shareholders representing 410,530 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.928% of the share capital of BRD, present or represented at the meeting.

- For the renewal of the term of office as director of Mr Dumitru POPESCU – shareholders representing 583,393,492 votes voted *in favour*, while shareholders representing 470,530 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.920% of the share capital of BRD, present or represented at the meeting.

- For the renewal of the term of office as director of Mr Sorin Marian COCLITU – shareholders representing 583,389,915 votes voted *in favour*, while shareholders representing 3,577 votes voted *against*, and shareholders representing 470,530 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.919% of the share capital of BRD, present or represented at the meeting.

- For the renewal of the term of office as director of Mr Ioan CUZMAN – shareholders representing 583,385,992 votes voted *in favour*, while shareholders representing 4,000 votes voted *against*, and shareholders representing 474,030 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.918% of the share capital of BRD, present or represented at the meeting.

According to the legal provisions, the director-shareholders abstained from voting regarding the renewal of their own terms of office.

6. RENEWAL OF THE TERMS OF OFFICE AS DIRECTOR, AS OF APRIL 18, 2011, FOR A 4-YEAR PERIOD, FOR MESSRS: PETRE BUNESCU, SORIN-MIHAI POPA, DIDIER CHARLES MAURICE ALIX, JEAN-LOUIS MATTEI, BOGDAN BALTAZAR, DUMITRU POPESCU, SORIN MARIAN COCLITU, IOAN CUZMAN.

The Ordinary General Meeting of the Shareholders approves the renewal of the terms of office as director for Messrs Petre Bunescu, Sorin-Mihai Popa, Didier Alix, Jean-Louis Mattei, Bogdan Baltazar, Dumitru Popescu, Sorin Marian Coclitu and Ioan Cuzman, as of April 18, 2011, for a period of 4 years.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 7 of the Ordinary General Meeting of the Shareholders no. 105 of April 14, 2011

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26,157,578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

At this point, shareholders representing 583,725,415 votes voted *in favour*, while shareholders representing 61,617 votes voted *against*, and shareholders representing 76,990 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.98% of the share capital of BRD, present or represented at the meeting.

BRD – Groupe Société Générale S.A.
Turn BRD - Bdul Ion Mihalache nr. 1-7, 011171 Bucuresti, Romania
Tel: + 4021.301.61.00; Fax: + 4021.301.66.36
<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 inregistrata in registrul de evidenta a prelucrarilor de date cu caracter personal sub nr. 1788.
Atestat CNVM nr.255/06.08.2008



7. ELECTION OF MRS ANNE CLÉMENTINE MARCELLE MARION-BOUCHACOURT AS DIRECTOR FOR A 4-YEAR TERM OF OFFICE, FOLLOWING THE EXPIRY OF THE TERM OF OFFICE AS DIRECTOR OF MR AURELIAN DOCHIA ON APRIL 18, 2011, AND THE MANDATE OF MR GUY MARIE CHARLES POUPET, CHAIRMAN-CEO OF THE BANK, TO SIGN THE MANAGEMENT AGREEMENT WITH HER, AS WELL AS THE ADDENDUM AND THE UPDATED ARTICLES OF INCORPORATION, AS A RESULT OF THIS RESOLUTION.

THE 4-YEAR PERIOD OF THE TERM OF OFFICE OF MRS ANNE CLÉMENTINE MARCELLE MARION-BOUCHACOURT STARTS RUNNING ON THE DATE OF ISSUANCE OF THE PRIOR APPROVAL BY THE NATIONAL BANK OF ROMANIA, ACCORDING TO THE LEGAL PROVISIONS IN FORCE.

The Ordinary General Meeting of the Shareholders approves the election of Mrs Anne Clémentine Marcelle MARION-BOUCHACOURT as director for a 4-year term of office, following the expiry of the term of office as director of Mr Aurelian DOCHIA on April 18, 2011, and the mandate of Mr Guy Marie Charles POUPET, Chairman-CEO of the Bank, to sign the Management Agreement with her, as well as the Addendum and the updated Articles of Incorporation, as a result of this resolution.

The 4-year period of the term of office of Mrs Anne Clémentine Marcelle MARION-BOUCHACOURT starts running on the date of issuance of the prior approval by the National Bank of Romania, according to the legal provisions in force.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 8 of the Ordinary General Meeting of the Shareholders no. 105 of April 14, 2011

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26,157,578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

At this point, shareholders representing 583,733,625 votes voted *in favour*, while shareholders representing 1,617 votes voted *against*, and shareholders representing 128,780 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.9777% of the share capital of BRD, present or represented at the meeting.

8. ELECTION OF MR BERNARDO SANCHEZ INCERA AS DIRECTOR FOR A 4-YEAR TERM OF OFFICE STARTING WITH THE DATE OF THE GENERAL MEETING OF THE SHAREHOLDERS AND MANDATE OF MR GUY MARIE CHARLES POUPET, CHAIRMAN – CEO OF THE BANK TO SIGN THE MANAGEMENT AGREEMENT BETWEEN MR BERNARDO SANCHEZ INCERA AND THE BANK

The Ordinary General Meeting of the Shareholders approves the election of Mr Bernardo SANCHEZ INCERA as director for a 4-year term of office starting with the date of the General Meeting of the Shareholders and the mandate of Mr Guy Marie Charles POUPET, Chairman – CEO of the Bank to sign the Management Agreement between Mr Bernardo SANCHEZ INCERA and the Bank.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 9 of the Ordinary General Meeting of the Shareholders no. 105 of April 14, 2011

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26.157.578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

Shareholders representing 583,805,482 votes voted *in favour* of this point, while shareholders representing 58,540 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.99% of the share capital of BRD, present or represented at the meeting.

9. DESIGNATION OF MR SORIN MARIAN COCLITU AS INDEPENDENT DIRECTOR

The Ordinary General Meeting of the Shareholders approves the designation, among the existent directors, of Mr Sorin Marian COCLITU as independent director of BRD – Groupe Société Générale S.A., according to the Companies' Law no. 31/1990.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 10 of the Ordinary General Meeting of the Shareholders no. 105 of April 14, 2011

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26,157,578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

At this point, shareholders representing 583,730,975 votes voted *in favour*, while shareholders representing 5,617 votes voted *against*, and shareholders representing 127,430 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.977% of the share capital of BRD, present or represented at the meeting.

**10. APPOINTMENT OF THE FINANCIAL AUDITOR OF THE BANK FOR 2011 AND
SETTING OF THE DURATION OF THE FINANCIAL AUDIT CONTRACT**

The Ordinary General Meeting of the Shareholders approved the appointment of the company Deloitte Audit S.R.L., headquartered in Bucharest, sector 1, str. Nicolae Titulescu nr. 4-8, etaj 3, tax identification number 7756924, as auditor of BRD - Groupe Société Générale S.A. for 2011.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 11 of the Ordinary General Meeting of the Shareholders no. 105 of April 14, 2011

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 10:00 a.m.

The Ordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26,157,578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

Shareholders representing 583,805,482 votes voted *in favour* of this point, while shareholders representing 58,540 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.99% of the share capital of BRD, present or represented at the meeting.

11. APPROVAL OF THE DATE OF MAY 3, 2011 AS REGISTRATION DATE FOR THE IDENTIFICATION OF THE SHAREHOLDERS WHO WILL BENEFIT FROM DIVIDENDS AND WHO ARE SUBJECT TO THE RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS.

The Ordinary General Meeting of the Shareholders approves the date of May 3, 2011, as registration date for the identification of the shareholders who will benefit from dividends and who are subject to the resolutions of the ordinary general meeting of the shareholders.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 1 of the Extraordinary General Meeting of the Shareholders no. 106 of April 14, 2011

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 11:00 a.m.

The Extraordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 18 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26.157.578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

Shareholders representing 583,805,482 votes voted in favour of this point, while shareholders representing 58,540 votes abstained from voting.

The resolution was made with the vote of the shareholders holding 99.99% of the share capital of BRD.

1. APPROVAL OF THE AMENDMENT OF AND ADDITION TO THE ARTICLES OF INCORPORATION OF THE BANK, AS WELL AS THE MANDATE OF MR GUY MARIE CHARLES POUPEL, CHAIRMAN-CEO OF THE BANK, TO SIGN THE ADDENDUM AND THE UPDATED ARTICLES OF INCORPORATION.

The Extraordinary General Meeting of the Shareholders approves:

- **the amendment of, and addition to the Articles of Incorporation of BRD-Groupe Société Générale, according to the propositions in the Annex, as well as**
- **the mandate of Mr Guy Marie Charles Poupet, Chairman – CEO of the Bank, to sign the Addendum and the updated form of the Articles of Incorporation, which will include all the amendments occurred.**

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPEL

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

ANNEX:

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 in Paris, 29 Bd. Haussmann, France, French juridical person, registered with the Commerce and Companies Register under no. RCS Paris 552 120 222, holding 413,721,288 shares, representing a contribution to the share capital of 59.3658 %, namely 413,721,288 lei;
2. **Societatea de Investitii Financiare Oltenia S.A.**, headquartered in Craiova, Str. Tufanele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 37,878,908 shares, representing a contribution to the share capital of 5.4353%, namely 37,878,908 lei;
3. **Societatea de Investitii Financiare Banat - Crisana S.A.**, headquartered in Arad, str. Calea Victoriei nr. 35A, jud. Arad, a Romanian juridical person, holding 32,463,577 shares, representing a contribution to the share capital of 4.6583 %, namely 32,463,577 lei;
4. **Societatea de Investitii Financiare Muntenia S.A.**, headquartered in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, holding 28,845,330 shares, representing a contribution to the share capital of 4.1391 %, namely 28,845,330 lei.
5. **Societatea de Investitii Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga nr. 2, jud. Brasov, a Romanian juridical person, holds 28,518,380 shares, representing a contribution to the share capital of 4.0922 %, namely 28,518,380 lei;
6. **Societatea de Investitii Financiare Moldova S.A.**, headquartered in Bacau, str. Pictor Aman nr. 94C, jud. Bacau, a Romanian juridical person, holding 26,362,408 shares, representing a contribution to the share capital of 3.7828 %, namely 26,362,408 lei;
7. **Other shareholders** (natural and juridical persons), holding together 129,111,627 shares, representing a contribution to the share capital of 18.5265 %, namely 129,111,627 lei.”

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

“exercises any other attributions stipulated by law as falling under its specific power, or 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.

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 2 of the Extraordinary General Meeting of the Shareholders no. 106 of April 14, 2011

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 11:00 a.m.

The Extraordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 18 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26.157.578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

Shareholders representing 583,805,482 votes voted *in favour* of this point, while shareholders representing 58,540 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.99% of the share capital of BRD.

2. APPROVAL OF MAKING, IN THE PERIOD 2011 – 2012, OF BOND ISSUES WITHIN A MAXIMUM CEILING OF EUR 600 MILLION OR THE EQUIVALENT IN LEI OR ANOTHER CURRENCY, IN THE TERMS SPECIFIED IN THE NOTE MADE AVAILABLE TO THE SHAREHOLDERS. THE BOARD OF DIRECTORS WILL ENFORCE THIS RESOLUTION, SETTING THE INDIVIDUAL PARAMETERS OF EACH ISSUE;

The Extraordinary General Meeting of the Shareholders approves the making, in the period 2011 – 2012, of bond issues in lei, euros or other currencies, within a maximum ceiling of EUR 600 million equivalent.

The Board of Directors will enforce this resolution, setting, depending on the market conditions, the individual parameters of each issue in the following terms:

- **maximum duration: 10 years;**
- **in lei or in G7 currencies;**
- **interest rate: flat or floating (depending on an official benchmark);**
- **frequency of the coupon: quarterly, half-yearly or annually**
- **nominal value: between EUR 1,000 – EUR 100,000 equivalent**

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 3 of the Extraordinary General Meeting of the Shareholders no. 106 of April 14, 2011

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 14, 2011, at 11:00 a.m.

The Extraordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 18 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 583,864,022 shares, representing 83.78% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated March 28, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 37,823,908 shares, representing **5.43%** of the share capital, represented by Mr Dan VOICULESCU, as per the express authority no. 2546 of April 7, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,845,330 shares, representing **4.14%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 1046 of April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 26.157.578 shares, representing **3.75%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney dated April 4, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 28,512,650 shares, representing **4.09%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 2623 dated April 6, 2011;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 5, 2011;
- **OTHER SHAREHOLDERS**, holding 16,339,691 shares, representing **2.34%** of the share capital.

The meeting was presided over by Mr Guy Marie Charles POUPET, Chairman of the Board of Directors.

Shareholders representing 583,805,482 votes voted in favour of this point, while shareholders representing 58,540 votes abstained from voting.

The resolution was made with the vote of the shareholders holding 99.99% of the share capital of BRD.

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.

The Extraordinary General Meeting of the Shareholders approves the date of May 3, 2011 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 14, 2011.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU