

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Ordinary General Meeting of the Shareholders no. 110
of April 18, 2013

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 18, 2013, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of 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 591,339,959 shares, representing 84.85% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Giovanni Luca SOMA, as per the correspondence voting form dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,286,077 shares, representing **4.63%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,015,168 shares, representing **4.02%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., as per the express authority no. 1480/23562 of April 15, 2013;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 91 dated April 15, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,720,948 shares, representing **3.55%** of the share capital, represented by Mrs Mărioara MEMA, as per the express authority no. 3037 of April 12, 2013;
- **OTHER SHAREHOLDERS**, holding 61,616,622 shares, representing **8.84%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **591,036,459** votes voted *in favour* of this point, while shareholders who have the capacity of director, representing 303,500 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.95%** of the share capital of BRD, present or represented at the meeting.

1. APPROVAL OF THE INDIVIDUAL AND CONSOLIDATED ANNUAL FINANCIAL STATEMENTS AS AT DECEMBER 31, 2012 (DRAFTED ACCORDING TO INTERNATIONAL FINANCIAL REPORTING STANDARDS, AS ADOPTED BY THE EUROPEAN UNION, AND TO THE ORDER NO. 27/2010 OF THE NATIONAL BANK OF ROMANIA FOR THE APPROVAL OF THE ACCOUNTING REGULATIONS COMPLIANT WITH THE INTERNATIONAL FINANCIAL REPORTING STANDARDS, APPLICABLE TO CREDIT INSTITUTIONS, AS FURTHER AMENDED AND SUPPLEMENTED), BASED ON THE REPORTS PRESENTED BY THE BOARD OF DIRECTORS AND BY THE FINANCIAL AUDITOR OF THE BANK.

The Ordinary General Meeting of the Shareholders approves:

The individual and consolidated annual financial statements as at December 31, 2012 (drafted according to International Financial Reporting Standards, as adopted by the European Union, and to the Order No. 27/2010 of the National Bank of Romania for the approval of the accounting regulations compliant with the International Financial Reporting Standards, applicable to credit institutions, as further amended and supplemented), based on the reports presented by the Board of Directors and by the financial auditor of the Bank.

Made in Bucharest, on April 18, 2013.

CHAIRMAN OF THE BOARD OF DIRECTORS

Philippe Charles LHOTTE

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Mărioara MEMA

Mariana DINU

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel:+4021.301.61.00
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<http://www.brd.ro>

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
Prelucrare înscrisă în registrul de evidența a prelucrărilor de
date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în
Registrul Public al CNVM cu nr. PJR01INCR/400008

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 2
of the Ordinary General Meeting of the Shareholders no. 110
of April 18, 2013

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 18, 2013, 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 591,339,959 shares, representing 84.85% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Giovanni Luca SOMA, as per the correspondence voting form dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,286,077 shares, representing **4.63%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,015,168 shares, representing **4.02%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., as per the express authority no. 1480/23562 of April 15, 2013;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 91 dated April 15, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,720,948 shares, representing **3.55%** of the share capital, represented by Mrs Mărioara MEMA, as per the express authority no. 3037 of April 12, 2013;
- **OTHER SHAREHOLDERS**, holding 61,616,622 shares, representing **8.84%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **591,339,959** votes voted *in favour* of this point, while shareholders who have the capacity of director, representing 303,500 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.95%** of the share capital of BRD, present or represented at the meeting.

2. THE DIRECTORS' DISCHARGE FOR THE FISCAL YEAR 2012.

The Ordinary General Meeting of the Shareholders approves the BRD directors' discharge for the fiscal year 2012.

Made in Bucharest, on April 18, 2013.

CHAIRMAN OF THE BOARD OF DIRECTORS

Philippe Charles LHOTTE

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Mărioara MEMA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**DECISION no. 3**
of the Ordinary General Meeting of the Shareholders no. 110
of April 18, 2013

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 18, 2013, 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 591,339,959 shares, representing 84.85% of the share capital of the Bank, as follows:

SOCIÉTÉ GÉNÉRALE, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Giovanni Luca SOMA, as per the correspondence voting form dated April 9, 2013;

SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A., holding 32,286,077 shares, representing **4.63%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 9, 2013;

SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A., holding 28,015,168 shares, representing **4.02%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., as per the express authority no. 1480/23562 of April 15, 2013;

FONDUL PROPRIETATEA S.A. holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 91 dated April 15, 2013;

SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A., holding 24,720,948 shares, representing **3.55%** of the share capital, represented by Mrs Mărioara MEMA, as per the express authority no. 3037 of April 12, 2013;

OTHER SHAREHOLDERS, holding 61,616,622 shares, representing **8.84%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **591,339,959** votes voted *in favour* of this point.

The decision was made with the vote of the shareholders holding **100%** of the share capital of BRD, present or represented at the meeting.

3. APPROVAL OF THE INCOME AND EXPENDITURE BUDGET FOR 2013 AND OF THE BUSINESS PLAN FOR THE FISCAL YEAR 2013.

The Ordinary General Meeting of the Shareholders approves the income and expenditure budget for 2013, as well as the business plan for the fiscal year 2013.

Made in Bucharest, on April 18, 2013.

CHAIRMAN OF THE BOARD OF DIRECTORS

Philippe Charles LHOTTE

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Mărioara MEMA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 4
of the Ordinary General Meeting of the Shareholders no. 110
of April 18, 2013

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 18, 2013, 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 591,339,959 shares, representing 84.85% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Giovanni Luca SOMA, as per the correspondence voting form dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,286,077 shares, representing **4.63%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,015,168 shares, representing **4.02%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., as per the express authority no. 1480/23562 of April 15, 2013;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 91 dated April 15, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,720,948 shares, representing **3.55%** of the share capital, represented by Mrs Mărioara MEMA, as per the express authority no. 3037 of April 12, 2013;
- **OTHER SHAREHOLDERS**, holding 61,616,622 shares, representing **8.84%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **591,339,959** votes voted *in favour* of this point, while shareholders who have the capacity of director, representing 303,500 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.95%** of the share capital of BRD, present or represented at the meeting.

4. APPROVAL OF THE REMUNERATION DUE TO THE NON-EXECUTIVE DIRECTORS FOR THE FISCAL YEAR 2013, 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 2013, 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 2013, amounting to RON 9 million, gross amount.

Made in Bucharest, on April 18, 2013.

CHAIRMAN OF THE BOARD OF DIRECTORS

Philippe Charles LHOTTE

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Mărioara MEMA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 5
of the Ordinary General Meeting of the Shareholders no. 110
of April 18, 2013

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 18, 2013, 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 591,339,959 shares, representing 84.85% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Giovanni Luca SOMA, as per the correspondence voting form dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,286,077 shares, representing **4.63%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,015,168 shares, representing **4.02%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., as per the express authority no. 1480/23562 of April 15, 2013;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 91 dated April 15, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,720,948 shares, representing **3.55%** of the share capital, represented by Mrs Mărioara MEMA, as per the express authority no. 3037 of April 12, 2013;
- **OTHER SHAREHOLDERS**, holding 61,616,622 shares, representing **8.84%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing 590,794,607 votes voted *in favour* of this point, while shareholders representing 437,800 votes voted *against*, and shareholders representing 107,552 votes *abstained* from voting.

The decision was made with the vote of the shareholders holding **99.91%** of the share capital of BRD, present or represented at the meeting.

5. ELECTING MR JEAN-LUC ANDRÉ JOSEPH PARER AS DIRECTOR FOR A 4-YEAR TERM OF OFFICE, FOLLOWING THE END OF MR BOGDAN BALTAZAR'S TERM OF OFFICE ON ACCOUNT OF HIS DEATH, AND EMPOWERING MR PHILIPPE CHARLES LHOTTE, CHAIRMAN – CEO OF THE BANK, TO SIGN ON BEHALF OF THE BANK: THE MANAGEMENT CONTRACT WITH HIM, AS WELL AS THE ADDENDUM AND THE UPDATED ARTICLES OF ASSOCIATION FOLLOWING THE CHANGES IN THE MEMBERS OF THE BOARD OF DIRECTORS.

THE APPOINTMENT OF MR JEAN-LUC ANDRÉ JOSEPH PARER AS DIRECTOR OF BRD-GROUPE SOCIETE GENERALE S.A. IS SUBJECT TO THE PRIOR APPROVAL BY THE NATIONAL BANK OF ROMANIA, AS PER THE LEGAL PROVISIONS IN FORCE.

THE 4-YEAR TERM OF OFFICE OF MR JEAN-LUC ANDRÉ JOSEPH PARER STARTS RUNNING FROM THE DATE OF ISSUANCE OF THE PRIOR APPROVAL BY THE NATIONAL BANK OF ROMANIA.

The Ordinary General Meeting of the Shareholders approves the election of Mr Jean-Luc André Joseph PARER as director for a 4-year term of office, following the end of Mr Bogdan BALTAZAR's term of office on account of his death, and empowering Mr Philippe Charles LHOTTE, Chairman – CEO of the bank, to sign on behalf of the Bank: the Management Contract with him, as well as the Addendum and the updated Articles of Association following the changes in the members of the Board of Directors.

The appointment of Mr Jean-Luc André Joseph PARER as Director of BRD-Groupe Societe Generale S.A. is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

The 4-year term of office of Mr Jean-Luc André Joseph PARER starts running from the date of issuance of the prior approval by the National Bank of Romania.

Made in Bucharest, on April 18, 2013.

**CHAIRMAN OF THE BOARD OF DIRECTORS
Philippe Charles LHOTTE**

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Mărioara MEMA

Mariana DINU

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel:+4021.301.61.00
Fax:+4021.301.66.36
<http://www.brd.ro>

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
Prelucrare înscrisă în registrul de evidența a prelucrărilor de
date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în
Registrul Public al CNVM cu nr. PJR01INCR/400008

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 6
of the Ordinary General Meeting of the Shareholders no. 110
of April 18, 2013

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 18, 2013, 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 591,339,959 shares, representing 84.85% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Giovanni Luca SOMA, as per the correspondence voting form dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,286,077 shares, representing **4.63%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,015,168 shares, representing **4.02%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., as per the express authority no. 1480/23562 of April 15, 2013;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 91 dated April 15, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,720,948 shares, representing **3.55%** of the share capital, represented by Mrs Mărioara MEMA, as per the express authority no. 3037 of April 12, 2013;
- **OTHER SHAREHOLDERS**, holding 61,616,622 shares, representing **8.84%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing 591,059,437 votes voted *in favour* of this point, while shareholders representing 236,200 votes voted *against*, and shareholders representing 44,322 votes *abstained* from voting.

The decision was made with the vote of the shareholders holding **99.95%** of the share capital of BRD, present or represented at the meeting.

6. APPOINTMENT OF THE FINANCIAL AUDITOR OF THE BANK FOR 2013 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 2013.

Made in Bucharest, on April 18, 2013.

CHAIRMAN OF THE BOARD OF DIRECTORS

Philippe Charles LHOTTE

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Mărioara MEMA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 7
of the Ordinary General Meeting of the Shareholders no. 110
of April 18, 2013

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 18, 2013, 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 591,339,959 shares, representing 84.85% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Giovanni Luca SOMA, as per the correspondence voting form dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,286,077 shares, representing **4.63%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,015,168 shares, representing **4.02%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., as per the express authority no. 1480/23562 of April 15, 2013;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 91 dated April 15, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,720,948 shares, representing **3.55%** of the share capital, represented by Mrs Mărioara MEMA, as per the express authority no. 3037 of April 12, 2013;
- **OTHER SHAREHOLDERS**, holding 61,616,622 shares, representing **8.84%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **591,339,959** votes voted *in favour* of this point.

The decision was made with the vote of the shareholders holding **100%** of the share capital of BRD, present or represented at the meeting.

7. SETTING THE DATE OF MAY 9, 2013 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.

The Ordinary General Meeting of the Shareholders approves the date of May 9, 2013, 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.

Made in Bucharest, on April 18, 2013.

CHAIRMAN OF THE BOARD OF DIRECTORS

Philippe Charles LHOTTE

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Mărioara MEMA

Mariana DINU

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Extraordinary General Meeting of the Shareholders no. 111
of April 18, 2013

The Extraordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 18, 2013, 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 591,339,959 shares, representing 84.85% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Giovanni Luca SOMA, as per the correspondence voting form dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,286,077 shares, representing **4.63%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,015,168 shares, representing **4.02%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., as per the express authority no. 1480/23562 of April 15, 2013;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 91 dated April 15, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,720,948 shares, representing **3.55%** of the share capital, represented by Mrs Mărioara MEMA, as per the express authority no. 3037 of April 12, 2013;
- **OTHER SHAREHOLDERS**, holding 61,616,622 shares, representing **8.84%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **591,339,959** votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding **84.85%** of the share capital of BRD.

1. THE 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 PHILIPPE CHARLES LHOTTE, CHAIRMAN-CEO OF THE BANK, TO SIGN THE ADDENDUM TO THE ARTICLES OF INCORPORATION AND THE UPDATED FORM OF THE ARTICLES OF INCORPORATION.

The Extraordinary General Meeting of the Shareholders approves:

- **The amendment of the Articles of Incorporation of BRD – Groupe Société Générale, according to the Annex;**
- **delegation of power to Philippe Charles LHOTTE, Chairman-CEO of the Bank, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation.**

Made in Bucharest, on April 18, 2013.

CHAIRMAN OF THE BOARD OF DIRECTORS

Philippe Charles LHOTTE

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Mărioara MEMA

Mariana DINU

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

1. *Article 2 is modified and rephrased and will read as follows :*

“The Bank has its registered office in Bucharest, Bd. Ion Mihalache, nr. 1–7, sector 1, and carries out its business through branches, agencies and outlets, established in the country and abroad.”.

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

“The shareholding structure as at 28.02.2013 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 419,313,688 shares, i.e. 60.1683% of the share capital, namely 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 32,286,077 shares, i.e. 4.6328 % of the share capital, namely RON 32,286,077;
3. **Societatea de Investiții Financiare Muntenia S.A.**, headquartered in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, holds 28,200,168 shares, i.e. 4.0465 % of the share capital, namely RON 28,200,168;
4. **Societatea de Investiții Financiare Oltenia S.A.**, headquartered in Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 28,027,778 shares, i.e. 4.0218% of the share capital, namely RON 28,027,778;
5. **Fondul Proprietatea S.A.**, headquartered in Bucharest, Str. Buzești 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 23,834,058 shares, i.e. 3.4200% of the share capital, namely RON 23,834,058;
7. **Societatea de Investiții Financiare Moldova S.A.**, headquartered in Bacău, str. Pictor Aman no. 94C, jud. Bacău, a Romanian juridical person, holds 15,948,809 shares, i.e. 2.2885% of the share capital, namely RON 15,948,809;
8. **Other shareholders (natural and juridical persons)** own together a number of 123,903,484 shares, i.e. 17.7792 % of the share capital, namely RON 123,903,484. “

3. *Article 20 is completed and rephrased and will read as follows:*

“The shareholders may be represented in the General Meetings by persons other than shareholders, based on a special power of attorney.”

4. *Paragraph 3 of article 24 is completed and rephrased and will read as follows:*
“The Board of Directors chooses from among its members the Chairman of the Board of Directors and establishes his competences.”
5. *The letter f of article 29 is completed and rephrased and will read as follows:*
“appoints the executive officers, suspends and revokes the mandate of the executive officers (members of the Management Board)”
6. *The letter k of article 29 is completed and rephrased and will read as follows:*
“approves the Internal Regulations of the Bank, the principles of all the documents making up the operating regulation of the Bank and the rules for their approval and also the powers to approve and sign in the name of the bank, in the relations with third parties;”
7. *After paragraph 4 of article 32, a new paragraph 5 is inserted, which will read as follows:*
"In the relations with third parties, the Bank may also be represented and bound by the signature of other persons, authorized by the Board of Directors through internal normative documents."
8. *Paragraph 1 of Article 37 is completed and rephrased and will read as follows:*
“The Board of Directors shall be bound to file with the relevant authority of the Ministry of Public Finance with jurisdiction over the bank as a large taxpayer, in hard copy and electronic form or only in electronic form, accompanied by an extended electronic signature, the annual financial statements together with the Directors’ Report, the Financial Auditors’ Report, as well as the consolidated annual financial statements.”
9. *Article 39 is completed and rephrased and will read as follows:*
“The Bank shall draft and keep at its registered office documents and archives in Romanian, as provided by the Banking Law. “

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 2
of the Extraordinary General Meeting of the Shareholders no. 111
of April 18, 2013

The Extraordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 18, 2013, 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 591,339,959 shares, representing 84.85% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Giovanni Luca SOMA, as per the correspondence voting form dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,286,077 shares, representing **4.63%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 9, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 28,015,168 shares, representing **4.02%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., as per the express authority no. 1480/23562 of April 15, 2013;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 91 dated April 15, 2013;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,720,948 shares, representing **3.55%** of the share capital, represented by Mrs Mărioara MEMA, as per the express authority no. 3037 of April 12, 2013;
- **OTHER SHAREHOLDERS**, holding 61,616,622 shares, representing **8.84%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **591,339,959** votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding **84.85%** of the share capital of BRD.

2. APPROVAL OF THE DATE OF MAY 9, 2013 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 9, 2013, as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 18, 2013.

CHAIRMAN OF THE BOARD OF DIRECTORS

Philippe Charles LHOTTE

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Mărioara MEMA

Mariana DINU