



From :	Board of Directors	Date : March 10, 2011
To:	Extraordinary General Meeting of the Shareholders	Chairman – CEO visa:
Subject :	Amendment of the Articles of Incorporation of BRD-Groupe Société Générale S.A.	

Decision draft

Extraordinary General Meeting of the Shareholders approves the amendment the Articles of Incorporation of BRD – Groupe Société Générale, according to the Annex.

SUMMARY

The amendments of the Articles of Incorporation of BRD consist in:

- Rephrasing the preamble of article 7 regarding the transactions with movable and immovable assets which the bank can undertake, according to the current provisions of the Government Emergency Ordinance no. 99/2009, in order to avoid the risks of interpretation;
- Updating the shareholding structure of the Bank;
- Adding to the attributions of the Board of Directors the following prerogatives:
 - Appointing the members of the Remuneration Committee
 - Approving the remuneration policy (in order to comply with the Regulation 18/2009, this attribution was transferred from the Management Board to the Board of Directors);
- Eliminating from the Articles of Incorporation the attributions of the Audit Committee;
- Duly renumbering the articles and paragraphs.

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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 înscrisă în registrul de evidență a prelucrărilor de date cu caracter personal sub nr. 1788.
Atestat CNVM nr.255/06.08.2008

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

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

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

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

“The shareholding structure as at 1.03.2011 is the following:

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

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

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

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

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

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

6. *Article 32 is eliminated.*

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

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