

From :	Board of Directors	Date : March 14 th , 2013
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 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.

SUMMARY

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

- Changing Article 2 and Article 39 in order to line up with the provisions of the Companies Law No. 31/1990 republished and revised, consisting in changing the words “headquarters /main office” with “registered office”;
- Updating the Bank’s shareholding structure;
- Rephrasing the provisions of Article 20 due to the modification of Article 243 of Law No. 297/2004 on the capital market, revised, by removing the restriction of a member of the Board of Directors, an executive officer or an operating employee of the company to represent a shareholder in the General Meeting of the Shareholders;
- Changing Article 24 paragraph 3 regarding the removal of the Vice-Chairman of the Board;
- Adding to Article 29 letter f) a new role of the Board of Directors consisting in the right to suspend the mandate of the executive officers (members of the Management Board);
- Specifically indicating in the Article 29 letter k) the role of the Board of Directors of establishing by internal normative documents, the power to approve and legally binding the bank, by signature, in the relations with third parties;
- Inserting a new paragraph 5 to Article 32, regarding the possibility of the Bank to also be represented and bound in the relations with third parties by the signature of others persons than the Executive Officers, authorized by the Board of Directors through internal normative documents;
- Updating the provisions of Article 37 paragraph 1 regarding the presentation of the annual financial statements, according to Article 185 of the Companies Law No. 31/1990, revised by the Government Emergency Ordinance No. 90/29.09.2010.

Annex**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 Investitii 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. ”