

ADDENDUM NO. 1
to the Articles of Incorporation of BRD – Groupe Société Générale S.A.
attested under no. 2 of 21.07.2011 by lawyer Eusebiu Severin ROȘU
J40/608/19.02.1991, tax identification number: 361579/10.12.1992,
RB – PJR- 40 –007/18.02.1999,
share capital: RON 696,901,518
Bucharest, B-dul Ion Mihalache nr. 1-7, Sector 1

In compliance with:

- *Decision no. 8 of the Ordinary General Meeting of the Shareholders no. 105 / April 14, 2011;*
- *Approval by the National Bank of Romania no. 118/ FG / 15.02.2012,*

The Articles of Incorporation of BRD - Groupe Société Générale SA are amended and completed as follows:

Art.1. *Point 7 in the Annex to the Articles of Incorporation of BRD - Groupe Société Générale SA, which includes the list of the members of the Board of Directors, is amended and completed as follows:*

No.	Last and first names	Place and date of birth	Domicile and citizenship of the directors	Special representation rights
7.	Anne Clémentine Marcelle Marion- Bouchacourt	Nancy , France Decembrie10, 1958	51Bis Rue de Plaisance- 92250 La Garenne Colombes, Franța franceză	Member

Art.2. *The remaining provisions of the Articles of Incorporation remain unchanged.*

Art.3. *The Articles of Incorporation of the company will be updated and will include all the amendments and additions made hereby, and they will become the new Articles of Incorporation of BRD – Groupe Société Générale S.A.*

Drafted in five original counterparts, out of which one for the archive of the Lawyer’s Office “Rosu Eusebiu Severin”.

GUY MARIE CHARLES POUPET

CHAIRMAN - CEO

.....

Cabinet de Avocat "Roşu Eusebiu Severin"
Bucharest, B-dul Gheorghe Magheru nr.43, ap.45, Sector 1
Tax identification number: RO 23539102

AUTHENTICATION REGARDING THE IDENTITY OF THE PARTIES, THE CONTENT AND THE
DATE OF THE DOCUMENT
NO. 1
Year **2012** Month **February** Day **28**

Before me, ROŞU Eusebiu Severin, qualified lawyer with the Bucharest Bar, personally came and appeared

Mr. Guy Marie Charles POUPET, French citizen, identified with the French passport no. 05AE66728, delivered by the Ministry of Foreign Affairs on 04.05.2005, valid until 03.05.2015, domiciled at Societe Generale, 5 Champollion Street – POBOX 2664, Cairo, Egypt, resident in Aleea Modrogan nr. 4A, Ap. 1, Sector 1, Bucharest, Romania, according to the Certificate of registration no. 34074 delivered by the Romanian Immigration Office - Bucharest on 19.01.2010, personal identification number 7520105400023, in capacity of Chairman – Chief Executive Officer of BRD – Groupe Société Générale S.A.,

Who consented to the definite date set for this document and signed all five counterparts hereof.

As per art. 3, paragraph 1, letter c) of Law no. 51/1995,

I ATTEST THE IDENTITY OF THE PARTIES, THE CONTENT AND THE DATE OF THIS DOCUMENT.

LAWYER,

Eusebiu Severin ROŞU

ADDENDUM NO. 1
to the Articles of Incorporation of BRD – Groupe Société Générale S.A.
attested under no. 2 of 28.02.2012 by lawyer Eusebiu Severin ROȘU
J40/608/19.02.1991, tax identification number: 361579/10.12.1992,
RB – PJR- 40 –007/18.02.1999,
share capital: RON 696,901,518
Bucharest, B-dul Ion Mihalache nr. 1-7, Sector 1

In compliance with:

- *Decision no. 1 of the Ordinary General Meeting of the Shareholders no. 108 / April 26, 2012;*

The Articles of Incorporation of BRD - Groupe Société Générale SA are amended and completed as follows:

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

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



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

"The shareholding structure as at 29.02.2012 is the following:

- 1. Société Générale S.A.**, headquartered at 29 Bd. Haussman, Paris, France, French juridical person, registered with the Register of Commerce and Companies in France under no. RCS Paris 55212022215342, holds a number of 419.313.688 shares, i.e. 60,1683 %, of the share capital, meaning RON 419.313.688;
- 2. Societatea de Investiții Financiare Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei no. 35A, jud. Arad, a Romanian juridical person, holds 32.463.577 shares, i.e. 4,6583 %, of the share capital, namely RON 32.463.577;
- 3. Societatea de Investiții Financiare Oltenia S.A.**, headquartered in Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 31.515.508 shares, i.e. 4,5222 % of the share capital, namely RON 31.515.508;
- 4. Societatea de Investiții Financiare Muntenia S.A.**, headquartered in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, holds 28.897.930 shares, i.e. 4,1466 %, of the share capital, namely RON 28.897.930;
- 5. Fondul Proprietatea S.A.**, headquartered in Bucharest, Str. 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 shares 23.498.928, i.e. 3,3719% of the share capital, namely RON 23.498.928;

7. Societatea de Investiții Financiare Moldova S.A., headquartered in Bacău, str. Pictor Aman no. 94C, jud. Bacău, a Romanian juridical person, holds 22.581.259 shares, i.e. 3,2402 % of the share capital, namely RON 22.581.259;

8. Other shareholders (natural and juridical persons) own together a number of 113.243.172 shares, representing 16,2496 %, of the share capital, i.e. RON 113.243.172

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

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

Art.4. The remaining provisions of the Articles of Incorporation remain unchanged.

Art.5. The Articles of Incorporation of the company will be updated and will include all the amendments and additions made hereby, and they will become the new Articles of Incorporation of BRD – Groupe Société Générale S.A.

Drafted in five original counterparts, out of which one for the archive of the Lawyer’s Office “Rosu Eusebiu Severin”.

GUY MARIE CHARLES POUPET

CHAIRMAN - CEO

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Cabinet de Avocat “Roşu Eusebiu Severin”
Bucharest, B-dul Gheorghe Magheru nr.43, ap.45, Sector 1
Tax identification number: RO 23539102

AUTHENTICATION REGARDING THE IDENTITY OF THE PARTIES, THE CONTENT AND THE
DATE OF THE DOCUMENT
NO. 1
Year **2012** Month **April** Day **27**

Before me, ROŞU Eusebiu Severin, qualified lawyer with the Bucharest Bar, personally came and appeared

Mr. Guy Marie Charles POUPET, French citizen, identified with the French passport no. 05AE66728, delivered by the Ministry of Foreign Affairs on 04.05.2005, valid until 03.05.2015, domiciled at Societe Generale, 5 Champollion Street – POBOX 2664, Cairo, Egypt, resident in Aleea Modrogan nr. 4A, Ap. 1, Sector 1, Bucharest, Romania, according to the Certificate of registration no. 34074 delivered by the Romanian Immigration Office - Bucharest on 19.01.2010, personal identification number 7520105400023, in capacity of Chairman – Chief Executive Officer of BRD – Groupe Société Générale S.A.,

Who consented to the definite date set for this document and signed all five counterparts hereof.

As per art. 3, paragraph 1, letter c) of Law no. 51/1995,

I ATTEST THE IDENTITY OF THE PARTIES, THE CONTENT AND THE DATE OF THIS DOCUMENT.

LAWYER,

Eusebiu Severin ROŞU

ADDENDUM NO. 1
to the Articles of Incorporation of BRD – Groupe Société Générale S.A.
attested under no. 2 of 27.04.2012 by lawyer Eusebiu Severin ROȘU
J40/608/19.02.1991, tax identification number: 361579/10.12.1992,
RB – PJR- 40 –007/18.02.1999,
share capital: RON 696,901,518
Bucharest, B-dul Ion Mihalache nr. 1-7, Sector 1

In compliance with:

- *Renunciation of Mr Guy Marie Charles Poupet at his office of Chairman-CEO of BRD - Groupe Société Générale SA, starting with May 1, 2012;*
- *Decision no. 6 of the Ordinary General Meeting of the Shareholders no. 107 / April 26, 2012;*
- *Decision of the Board of Directors no. 279/27.04.2012 regarding the election of Mr Petre Bunescu as Interim Chairman of The Board of Directors, starting with May 1, 2012 until the receiving of the approval by the National Bank of Romania for the appointment of Mr Alexandre Paul Maymat as Director of BRD - Groupe Société Générale SA;*

The Articles of Incorporation of BRD - Groupe Société Générale SA are amended and completed as follows:

Art.1. *Point 1 and 2 in the Annex to the Articles of Incorporation of BRD - Groupe Société Générale SA, which includes the list of the members of the Board of Directors, is amended as follows:*

- *deletion of Mr Guy Marie Charles Poupet from point 1;*
- *updating the office of Mr Petre Bunescu, at point 2, section Special representation rights*

No.	Last and first names	Place and date of birth	Domicile and citizenship of the directors	Special representation rights
1.				
2.	Petre Bunescu	Bascovele, Argeș County November 15, 1952	Bld. Unirii nr. 64, bl. K4, sc. 4, et. 6, ap. 111, sector 3, Bucharest Romanian	Interim Chairman of the Board of Directors

Art.2. *The remaining provisions of the Articles of Incorporation remain unchanged.*

Art.3. *The Articles of Incorporation of the company will be updated and will include all the amendments and additions made hereby, and they will become the new Articles of Incorporation of BRD – Groupe Société Générale S.A.*

Drafted in five original counterparts, out of which one for the archive of the Lawyer's Office "Rosu Eusebiu Severin".

Petre BUNESCU
INTERIM CHAIRMAN OF THE BOARD OF DIRECTORS
(illegible signature)

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Lawyer's Office "Roşu Eusebiu Severin"
Bucharest, B-dul Gheorghe Magheru nr. 43, ap. 45, Sector 1
CUI: RO 23539102

ATTESTATION REGARDING THE IDENTITY OF THE PARTIES,
THE CONTENT AND DATE OF THE DOCUMENT
NO.1
Year 2012 Month May Day 8

Before me, ROŞU Eusebiu Severin, qualified lawyer with the Bucharest Bar, there appeared

Petre BUNESCU, Romanian citizen, identified with ID series RR no.797222, issued by SPECEP S3 on 25.08.2011, valid until 03.05.2015, domiciled in Bdul Unirii nr. 64, Bl. K4, Sc. 4, Et. 6, Ap. 111, Sector 3, Bucharest, Romania, personal identification number, 1521115400352, in capacity of Interim Chairman – CEO of BRD – Groupe Société Générale S.A.,

Who consented to the definite date set for this document and signed all of its five counterparts.

As per art. 3, paragraph 1, letter c) of Law no. 51/1995,

I ATTEST TO THE IDENTITY OF THE PARTIES, THE CONTENT AND DATE OF THIS DOCUMENT.

LAWYER,

Eusebiu Severin ROŞU