

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 1 of the Ordinary General Meeting of the Shareholders no. 100 of April 29, 2009

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 29, 2009, 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 630,853,217 shares, representing 90,52% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 410,280,858 shares, representing **58.87%** of the share capital, represented by Mr Mihail-Dan NICU, as per the express authority dated April 23, 2009;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 38,423,928 shares, representing **5.51%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the express authority dated April 17, 2009;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,698,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A., as per the express authority no. 1650 dated April 10, 2009;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 34,199,308 shares, representing **4.91%** of the share capital, represented by Mr Costel CEOCEA, Chairman – CEO of Societatea de Investitii Financiare Moldova S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,962,840 shares, representing **5.02%** of the share capital, represented by Mrs Marioara MEMA, as per the express authority no. 3718 dated April 22, 2009;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,379,237 shares, representing **4.65%** of the share capital, represented by Mrs Henriette SPINKA, as per the express authority no. 133 dated April 17, 2009;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the express authority dated April 14, 2009;
- **OTHER SHAREHOLDERS**, holding 9,063,466 shares, representing **1.29%** of the share capital.

The meeting was presided by Mr Patrick GELIN, Chairman of the Board of Directors.

Shareholders representing 630,210,063 votes voted *in favour* of this point, while shareholders representing 643,154 votes (including the directors, according to the law) *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.90% 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, 2008, (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 OPINION 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 2008 (made in compliance with the local accounting standards), as well as**
 - **The consolidated annual financial statements of the Bank for the fiscal year 2008 (made in compliance with the International Financial Reporting Standards),**
- based on the reports presented by the Board of Directors and on the opinions of the financial auditor Ernst & Young Assurance Services S.R.L.**

Made in Bucharest, on April 29, 2009.

CHAIRMAN OF THE BOARD OF DIRECTORS,

Patrick GELIN

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. 100 of April 29, 2009

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 29, 2009, 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 630,853,217 shares, representing 90,52% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 410,280,858 shares, representing **58.87%** of the share capital, represented by Mr Mihail-Dan NICU, as per the express authority dated April 23, 2009;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 38,423,928 shares, representing **5.51%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the express authority dated April 17, 2009;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,698,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A., as per the express authority no. 1650 dated April 10, 2009;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 34,199,308 shares, representing **4.91%** of the share capital, represented by Mr Costel CEOCEA, Chairman – CEO of Societatea de Investitii Financiare Moldova S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,962,840 shares, representing **5.02%** of the share capital, represented by Mrs Marioara MEMA, as per the express authority no. 3718 dated April 22, 2009;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,379,237 shares, representing **4.65%** of the share capital, represented by Mrs Henriette SPINKA, as per the express authority no. 133 dated April 17, 2009;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the express authority dated April 14, 2009;
- **OTHER SHAREHOLDERS**, holding 9,063,466 shares, representing **1.29%** of the share capital.

The meeting was presided by Mr Patrick GELIN, Chairman of the Board of Directors.

Shareholders representing 630,495,567 votes voted *in favour* of this point, while shareholders representing 357,650 votes (according to the law) *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.94% of the share capital of BRD, present or represented at the meeting.

2. THE DISCHARGE OF THE DIRECTORS FOR THE FISCAL YEAR 2008

The Ordinary General Meeting of the Shareholders approves the discharge of the directors for the fiscal year 2008.

Made in Bucharest, on April 29, 2009.

CHAIRMAN OF THE BOARD OF DIRECTORS,

Patrick GELIN

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. 100** **of April 29, 2009**

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 29, 2009, 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 630,853,217 shares, representing 90,52% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 410,280,858 shares, representing **58.87%** of the share capital, represented by Mr Mihail-Dan NICU, as per the express authority dated April 23, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding 38,423,928 shares, representing **5.51%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the express authority dated April 17, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MUNTENIA S.A.**, holding 36,698,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A., as per the express authority no. 1650 dated April 10, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 34,199,308 shares, representing **4.91%** of the share capital, represented by Mr Costel CEOCEA, Chairman – CEO of Societatea de Investiții Financiare Moldova S.A.;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 34,962,840 shares, representing **5.02%** of the share capital, represented by Mrs Marioara MEMA, as per the express authority no. 3718 dated April 22, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRIȘANA S.A.**, holding 32,379,237 shares, representing **4.65%** of the share capital, represented by Mrs Henriette SPINKA, as per the express authority no. 133 dated April 17, 2009;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the express authority dated April 14, 2009;
- **OTHER SHAREHOLDERS**, holding 9,063,466 shares, representing **1.29%** of the share capital.

The meeting was presided by Mr Patrick GELIN, Chairman of the Board of Directors.

Shareholders representing 630,853,217 votes voted *in favour* of this point.

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

4. APPROVAL OF THE INCOME AND EXPENDITURE BUDGET FOR 2009 AND OF THE BUSINESS PLAN FOR THE FISCAL YEAR 2009

The Ordinary General Meeting of the Shareholders approves the income and expenditure budget for 2009, as well as the business plan for the fiscal year 2009.

Made in Bucharest, on April 29, 2009.

CHAIRMAN OF THE BOARD OF DIRECTORS,

Patrick GELIN

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. 100 of April 29, 2009

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 29, 2009, 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 630,853,217 shares, representing 90,52% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 410,280,858 shares, representing **58.87%** of the share capital, represented by Mr Mihail-Dan NICU, as per the express authority dated April 23, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding 38,423,928 shares, representing **5.51%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the express authority dated April 17, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MUNTENIA S.A.**, holding 36,698,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A., as per the express authority no. 1650 dated April 10, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 34,199,308 shares, representing **4.91%** of the share capital, represented by Mr Costel CEOCEA, Chairman – CEO of Societatea de Investiții Financiare Moldova S.A.;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 34,962,840 shares, representing **5.02%** of the share capital, represented by Mrs Marioara MEMA, as per the express authority no. 3718 dated April 22, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRIȘANA S.A.**, holding 32,379,237 shares, representing **4.65%** of the share capital, represented by Mrs Henriette SPINKA, as per the express authority no. 133 dated April 17, 2009;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the express authority dated April 14, 2009;
- **OTHER SHAREHOLDERS**, holding 9,063,466 shares, representing **1.29%** of the share capital.

The meeting was presided by Mr Patrick GELIN, Chairman of the Board of Directors.

Shareholders representing 630,495,000 votes voted *in favour* of this point, while shareholders representing 358,217 votes (including the directors, according to the law) *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.94% 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 2009, 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 2009, amounting to EUR 1,500 / month (gross amount, in lei equivalent), as well as the general limits for the directors' and officers' additional remunerations for 2009, amounting to RON 6 million, gross amount.

Made in Bucharest, on April 29, 2009.

CHAIRMAN OF THE BOARD OF DIRECTORS,

Patrick GELIN

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 6 of the Ordinary General Meeting of the Shareholders no. 100 of April 29, 2009

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 29, 2009, 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 630,853,217 shares, representing 90,52% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 410,280,858 shares, representing **58.87%** of the share capital, represented by Mr Mihail-Dan NICU, as per the express authority dated April 23, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding 38,423,928 shares, representing **5.51%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the express authority dated April 17, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MUNTENIA S.A.**, holding 36,698,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A., as per the express authority no. 1650 dated April 10, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 34,199,308 shares, representing **4.91%** of the share capital, represented by Mr Costel CEOCEA, Chairman – CEO of Societatea de Investiții Financiare Moldova S.A.;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 34,962,840 shares, representing **5.02%** of the share capital, represented by Mrs Marioara MEMA, as per the express authority no. 3718 dated April 22, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRIȘANA S.A.**, holding 32,379,237 shares, representing **4.65%** of the share capital, represented by Mrs Henriette SPINKA, as per the express authority no. 133 dated April 17, 2009;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the express authority dated April 14, 2009;
- **OTHER SHAREHOLDERS**, holding 9,063,466 shares, representing **1.29%** of the share capital.

The meeting was presided by Mr Patrick GELIN, Chairman of the Board of Directors.

Shareholders representing 630,841,130 votes voted *in favour* of this point; shareholder representing 8,607 votes voted *against*; shareholders representing 1,830 votes *abstained*: 1,650 votes were *cancelled*.

The resolution was taken with the vote of the shareholders holding 99.9981% of the share capital of BRD, present or represented at the meeting.

**6. APPOINTMENT OF THE FINANCIAL AUDITOR OF THE BANK FOR 2009 AND
SETTING OF THE DURATION OF THE FINANCIAL AUDIT CONTRACT**

The Ordinary General Meeting of the Shareholders approves the appointment of the company Ernst & Young Assurance Services S.R.L. as auditor of BRD-Groupe Société Générale S.A. for the year 2009.

Made in Bucharest, on April 29, 2009.

CHAIRMAN OF THE BOARD OF DIRECTORS,

Patrick GELIN

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. 100 of April 29, 2009

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 29, 2009, 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 630,853,217 shares, representing 90,52% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 410,280,858 shares, representing **58.87%** of the share capital, represented by Mr Mihail-Dan NICU, as per the express authority dated April 23, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding 38,423,928 shares, representing **5.51%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the express authority dated April 17, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MUNTENIA S.A.**, holding 36,698,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A., as per the express authority no. 1650 dated April 10, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 34,199,308 shares, representing **4.91%** of the share capital, represented by Mr Costel CEOCEA, Chairman – CEO of Societatea de Investiții Financiare Moldova S.A.;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 34,962,840 shares, representing **5.02%** of the share capital, represented by Mrs Marioara MEMA, as per the express authority no. 3718 dated April 22, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRIȘANA S.A.**, holding 32,379,237 shares, representing **4.65%** of the share capital, represented by Mrs Henriette SPINKA, as per the express authority no. 133 dated April 17, 2009;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the express authority dated April 14, 2009;
- **OTHER SHAREHOLDERS**, holding 9,063,466 shares, representing **1.29%** of the share capital.

The meeting was presided by Mr Patrick GELIN, Chairman of the Board of Directors.

Shareholders representing 630,853,217 votes voted *in favour* of this point.

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

7. APPROVAL OF THE DATE OF MAY 15, 2009, AS REGISTRATION DATE FOR THE IDENTIFICATION OF THE SHAREHOLDERS WHO WILL BENEFIT FROM DIVIDENDS AND WHO ARE SUBJECT TO THE RESOLUTIONS OF THE GENERAL MEETING OF THE SHAREHOLDERS

The Ordinary General Meeting of the Shareholders approves the date of May 15, 2009, as registration date for the identification of the shareholders who will benefit from dividends and who are subject to the resolutions of the general meeting of the shareholders.

Made in Bucharest, on April 29, 2009.

CHAIRMAN OF THE BOARD OF DIRECTORS,

Patrick GELIN

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. 101 of April 29, 2009

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 29, 2009, 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 630,853,217 shares, representing 90,52% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 410,280,858 shares, representing 58.87% of the share capital, represented by Mr Mihail-Dan NICU, as per the express authority dated April 23, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding 38,423,928 shares, representing 5.51% of the share capital, represented by Mr Florian Teodor BUZATU, as per the express authority dated April 17, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MUNTENIA S.A.**, holding 36,698,530 shares, representing 5.27% of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A., as per the express authority no. 1650 dated April 10, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 34,199,308 shares, representing 4.91% of the share capital, represented by Mr Costel CEOCEA, Chairman – CEO of Societatea de Investiții Financiare Moldova S.A.;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 34,962,840 shares, representing 5.02% of the share capital, represented by Mrs Marioara MEMA, as per the express authority no. 3718 dated April 22, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRIȘANA S.A.**, holding 32,379,237 shares, representing 4.65% of the share capital, represented by Mrs Henriette SPINKA, as per the express authority no. 133 dated April 17, 2009;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing 5.00% of the share capital, represented by Mr Mihail SCVORTOV, as per the express authority dated April 14, 2009;
- **OTHER SHAREHOLDERS**, holding 9,063,466 shares, representing 1.29% of the share capital.

The meeting was presided by Mr Patrick GELIN, Chairman of the Board of Directors.

Shareholders representing 630,853,217 votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding 90.52% of the share capital of BRD.

1. APPROVAL OF THE MODIFICATION OF, AND ADDITION TO THE ARTICLES OF INCORPORATION OF BRD-GROUPE SOCIÉTÉ GÉNÉRALE S.A. ACCORDING TO THE PROPOSITIONS IN THE ANNEX TO THE CALLING, AND OF THE MANDATE GIVEN TO MR PATRICK GELIN, CHAIRMAN – CEO OF THE BANK, TO SIGN THE ADDENDUM TO THE ARTICLES OF INCORPORATION, AS WELL AS THE UPDATED FORM OF THE ARTICLES OF INCORPORATION, WHICH WILL INCLUDE ALL THE AMENDMENTS OCCURRED.

The Extraordinary General Meeting of the Shareholders approves:

- **the modification of, and addition to the Articles of Incorporation of BRD-Groupe Société Générale S.A., according to the Annex, as well as**
- **The mandate given to Mr Patrick Gelin, Chairman – CEO of the Bank, to sign the Addendum to the Articles of Incorporation, as well as the updated form of the Articles of Incorporation, which will include all the amendments occurred.**

Made in Bucharest, on April 29, 2009.

CHAIRMAN OF THE BOARD OF DIRECTORS,

Patrick GELIN

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU

ANNEX

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

1. Paragraph 4 of art. 8 is modified and rewritten as follows:

“The structure of the shareholders as at 31.12.2008 is the following:

- 1. Société Générale S.A.**, headquartered in Paris, 29 Bd. Haussmann, France, French juridical person, registered with the Commerce and Companies Registry under no. RCS Paris 552 120 222, holding 407,975,758 shares, representing a contribution to the share capital of 58.54%, namely 407,975,758 lei.;
- 2. The European Bank for Reconstruction and Development**, headquartered in London, One Exchange Square EC2A 2JN, UK, holding 34,845,050 shares, representing a contribution to the share capital of 5.00%, namely 34,845,050 lei.
- 3. Societatea de Investiții Financiare Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei nr. 35A, jud. Arad, a Romanian juridical person, holding 32,379,237 shares, representing a contribution to the share capital of 4.65%, namely 32,379,237 lei;
- 4. Societatea de Investiții Financiare Transilvania S.A.**, headquartered in Brașov, str. Nicolae Iorga nr. 2, jud. Brașov, a Romanian juridical person, holding 34,962,840 shares, representing a contribution to the share capital of 5.02%, namely 34,962,840 lei;
- 5. Societatea de Investiții Financiare Moldova S.A.**, headquartered in Bacău, str. Pictor Aman nr. 94C, jud. Bacău, a Romanian juridical person, holding 34,845,218 shares, representing a contribution to the share capital of 5.00%, namely 34,845,218 lei;
- 6. Societatea de Investiții Financiare Muntenia S.A.**, headquartered in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, holding 36,698,530 shares, representing a contribution to the share capital of 5.27%, namely 36,698,530 lei.;
- 7. Societatea de Investiții Financiare Oltenia S.A.**, headquartered in Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holding 38,409,928 shares, representing a contribution to the share capital of 5.51%, namely 38,409,928 lei.;
- 8. Other shareholders** (natural and juridical persons), holding together 76,784,957 shares, representing a contribution to the share capital of 11.01%, namely 76,784,957 lei.”

2. The provisions of art. 34 point 1 letter 1 are completed with the following footnote:

“According to the provisions of these Articles of Incorporation, ***the Bank’s stake in the share capital of other entities*** includes the decisions to create an entity, to acquire a stake in an entity, to increase its stake in an entity, to diminish its stake in an entity, to alienate/sell a stake in an entity.”

3. Article 39 is amended and rewritten as follows:

“The net profit will be distributed, based on the decision of the General Meeting of the Shareholders, between:

- a) The dividends due to the Bank shareholders at a pro rata with their shareholder interest, and which will be paid within no more than 3 months since the date of approval of the annual financial statements of the ended fiscal year;
- b) Other destinations set by the General Meeting of the Shareholders in compliance with the legal provisions.”

4. All the sub-points under the articles are renumbered accordingly.

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

RESOLUTION no. 2 of the Extraordinary General Meeting of the Shareholders no. 101 of April 29, 2009

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 29, 2009, 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 630,853,217 shares, representing 90,52% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 410,280,858 shares, representing 58.87% of the share capital, represented by Mr Mihail-Dan NICU, as per the express authority dated April 23, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding 38,423,928 shares, representing 5.51% of the share capital, represented by Mr Florian Teodor BUZATU, as per the express authority dated April 17, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MUNTENIA S.A.**, holding 36,698,530 shares, representing 5.27% of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A., as per the express authority no. 1650 dated April 10, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 34,199,308 shares, representing 4.91% of the share capital, represented by Mr Costel CEOCEA, Chairman – CEO of Societatea de Investiții Financiare Moldova S.A.;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 34,962,840 shares, representing 5.02% of the share capital, represented by Mrs Marioara MEMA, as per the express authority no. 3718 dated April 22, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRIȘANA S.A.**, holding 32,379,237 shares, representing 4.65% of the share capital, represented by Mrs Henriette SPINKA, as per the express authority no. 133 dated April 17, 2009;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing 5.00% of the share capital, represented by Mr Mihail SCVORTOV, as per the express authority dated April 14, 2009;
- **OTHER SHAREHOLDERS**, holding 9,063,466 shares, representing 1.29% of the share capital.

The meeting was presided by Mr Patrick GELIN, Chairman of the Board of Directors.

Shareholders representing 630,853,217 votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding 90.52% of the share capital of BRD.

2. APPROVAL OF MAKING, IN THE PERIOD 2009 – 2010, 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 2009 – 2010, of bond issues in lei, euros or other currencies, within a maximum ceiling of EUR 600 million, in 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: EUR 1,000 – EUR 100,000 in equivalent.**

Made in Bucharest, on April 29, 2009.

CHAIRMAN OF THE BOARD OF DIRECTORS,

Patrick GELIN

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. 101 of April 29, 2009

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 29, 2009, 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 630,853,217 shares, representing 90,52% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 410,280,858 shares, representing **58.87%** of the share capital, represented by Mr Mihail-Dan NICU, as per the express authority dated April 23, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding 38,423,928 shares, representing **5.51%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the express authority dated April 17, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MUNTENIA S.A.**, holding 36,698,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A., as per the express authority no. 1650 dated April 10, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 34,199,308 shares, representing **4.91%** of the share capital, represented by Mr Costel CEOCEA, Chairman – CEO of Societatea de Investiții Financiare Moldova S.A.;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 34,962,840 shares, representing **5.02%** of the share capital, represented by Mrs Marioara MEMA, as per the express authority no. 3718 dated April 22, 2009;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRIȘANA S.A.**, holding 32,379,237 shares, representing **4.65%** of the share capital, represented by Mrs Henriette SPINKA, as per the express authority no. 133 dated April 17, 2009;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the express authority dated April 14, 2009;
- **OTHER SHAREHOLDERS**, holding 9,063,466 shares, representing **1.29%** of the share capital.

The meeting was presided by Mr Patrick GELIN, Chairman of the Board of Directors.

Shareholders representing 630,853,217 votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding 90.52% of the share capital of BRD.

3. APPROVAL OF THE DATE OF MAY 15, 2009, 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 15, 2009, as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 29, 2009

CHAIRMAN OF THE BOARD OF DIRECTORS,

Patrick GELIN

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Marioara MEMA

Henriette SPINKA

Mariana DINU