

## REPORT OF THE FINANCIAL AUDITOR

To the shareholders of BRD – Groupe Societe Generale S.A.

### Report on the Financial Statements

1 We have audited the accompanying financial statements of BRD – Groupe Societe Generale S.A. and its subsidiaries (“the Bank”), which comprise the consolidated balance sheet as at 31 December 2008, and the consolidated income statement, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes, presenting the following:

■ Net assets/ Total equity and reserves:	4,267,624 lei thousands
■ Profit for the year:	1,567,647 lei thousands

### Management’s Responsibility for the Financial Statements

2 Management is responsible for the preparation and fair presentation of these financial statements in accordance with the National Bank of Romania Governor’s Order No 5 dated 22 December 2005 and related amendments which require that these consolidated financial statements are to be prepared in accordance with International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### Auditors’ Responsibility

- 3 Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards of auditing as adopted by the Romanian Chamber of Financial Auditors. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.
- 4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
- 5 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

- 6 In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Bank as of 31 December 2008, and of its financial performance and its cash flows for the year then ended in accordance with the National Bank of Romania Governor's Order No 5 dated 22 December 2005 and related amendments and in accordance with International Financial Reporting Standards (which, for consolidated reporting, is a requirement of National Bank of Romania Governor's Order No 5 dated 22 December 2005, article no. 171).

## Other Matters

- 7 This report is made solely to the Bank's shareholders, as a body. Our audit work has been undertaken so that we might state to the Bank's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Bank and the Bank's shareholders as a body, for our audit work, for this report, or for the opinion we have formed.

## Report on conformity of the Consolidated Administrators' Report with the Consolidated Financial Statements

In accordance with the National Bank of Romania Governor's Order No 5 dated 22 December 2005, article no. 176 e) we have read the Consolidated Administrators' Report presented. The Consolidated Administrators' Report is not a part of the consolidated financial statements. In the Consolidated Administrators' Report we have not identified any financial information which is not in accordance, in all material respects, with the information presented in the accompanying consolidated financial statements as at 31 December 2008.

## On behalf of

Emst & Young Assurance Services SRL

Registered with the Chamber of Financial Auditors in Romania

Bucharest, Romania

Nr. 77/15 August 2001

25 March 2009

Alexandros Emmanouilidis

Registered with the Chamber of Financial Auditors in Romania

Bucharest, Romania

Nr. 15 94/16 August 2005

25 March 2009