

The Board of Directors of BRD-GROUPE SOCIÉTÉ GÉNÉRALE S.A.

which met on March, 10, 2016, at 14.15,

calls

**THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AND
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

On April 14, 2016, at 10:00 and 11:00, respectively,

at Novotel Bucarest City Centre, Paris Gauche Room (37B Calea Victoriei, 1st district, Bucharest),

for all the shareholders registered with the Shareholders' Register

by the end of April 4, 2016 (reference date),

with the following agenda:

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Electing Mrs. Mariana DINU, shareholder of BRD - Groupe Société Générale S.A., and, in her absence, Mrs. Adina Ileana RĂDULESCU, to ensure the secretariat of the Ordinary General Shareholders' Meetings;
2. Approval of the individual and consolidated annual financial statements, prepared according to International Financial Reporting Standards, as adopted by the European Union, for the financial year ended as at December 31, 2015, accompanied by the Annual Board of Directors' Report at individual and consolidated level as well as by the financial auditor report;
3. The Directors' discharge for the financial year 2015;
4. Approval of the profit distribution and setting of the dividend for 2015 (the gross dividend proposed is of 0.32 lei / share). The dividends will be paid on May 24, 2016;
5. Approval of the income and expenditure budget for 2016 and of the Business Plan for the fiscal year 2016;
6. Approval of the remuneration due to the non-executive directors for the fiscal year 2016, as well as of the general limits for the directors' additional remunerations and officers' remunerations;
7. Renewal of the mandate as director of Mr. Philippe Charles LHOTTE, for a 4-years period, starting with September, 13, 2016 and empowering Mr. Giovanni Luca SOMA, Chairman of the Bank to sign, on behalf of the Bank, the Management Contract with him;
8. Appointment of Ernst & Young Assurance Services SRL as financial auditor of the Bank for the financial year 2016 and setting of the financial audit contract duration;
9. Approval of the date of April 29, 2016 as ex date as per art. 2 and art. 5 point 11 of Regulation no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of companies;
10. Approval of the date of May 3rd, 2016 as registration date, in order to identify the shareholders that will receive dividends or other rights and who will be affected by the decisions of the ordinary general meeting of shareholders, as per art. 238 of Law no. 297/2004 regarding the capital market.

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Electing Mrs. Mariana DINU, shareholder of BRD – Groupe Société Générale S.A., and, in her absence, Mrs. Adina Ileana RĂDULESCU, to ensure the secretariat of the Extraordinary General Shareholders' Meetings;
2. Approval of the amendment of the Articles of Incorporation of the Bank according to the Annex, as well as the delegation of power to Mr. Philippe Charles LHOTTE, CEO of the Bank, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation;
3. Approval of the date of April 29, 2016 as ex date as per art. 2 and art. 5 point 11 of Regulation no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of companies;
4. Approval of the date of May 3rd, 2016 as registration date, in order to identify the shareholders that will receive dividends or other rights and who will be affected by the decisions of the extraordinary general meeting of shareholders, as per art. 238 of Law no. 297/2004 regarding the capital market.

Documents related to the General Meeting of the Shareholders

Starting March 11, 2016, the meeting notice, the full text of the informative documents and materials with regard to the matters on the agenda, the documents that are to be presented to the ordinary and extraordinary general meetings of the shareholders, the decision drafts for each point on the agenda and the information sheet with the name, locality of domicile and professional qualification of the director proposed for the renewal of the mandate are available on the website of the Bank (www.brd.ro, section Shareholders and Investors) both Romanian and English or can be obtained by the shareholders from the General Secretariat of the Bank (BRD Tower, 1-7 Bd. Ion Mihalache, code 011171, 1st district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: investor@brd.ro).

The share capital of BRD - Groupe Société Générale S.A. is represented by 696,901,518 common shares, each held share giving right to one vote in the general meeting of the shareholders.

Propositions of the shareholders regarding the General Meetings of the Shareholders

The shareholders who represent, either individually or jointly, at least 5% of the share capital are entitled:

- i) To introduce new matters on the agenda of the general meetings, provided that each matter is accompanied by a justification or by a decision draft proposed to be adopted by the general meeting, no later than March 29, 2016, 5.00 P.M.;
- ii) To present decision drafts for the matters included or proposed to be included on the agenda of the general meeting, no later than March 29, 2016, 5.00 P.M.;

The shareholders are entitled to make other propositions for the position of director until March 29, 2016, 5.00 P.M. The propositions will be accompanied by information on the name, locality of domicile and professional qualification of the persons proposed for the respective position.

If necessary, the revised agenda will be published on March 31, 2016, according to the legal provisions in force.

Also, the shareholders, represent, either individually or jointly, at least 5% of the share capital are entitled to propose the application of the cumulative voting method for the election of the members of the Board of Directors, only once during a financial year, no later than March 29, 2016, 5.00 P.M. If such request is made by shareholders who do not have significant holdings, the application of this method will be submitted to vote within the ordinary general meeting.

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel: +4021.301.61.00
Fax: +4021.301.66.36
<http://www.brd.ro>

BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN 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. RO361579
Prelucrare înscrisă în registrul de evidența a prelucrărilor de
date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în
Registrul Public al CNVM cu nr. PJR01INCR/400008

The shareholders and the legal representatives of juridical person shareholders/entity without legal personality will prove their capacity as follows:

- *Either* based on the list provided by the Central Depository to the Bank for the reference date;
- *Or as the case may be*, for different dates than the reference date, based on the following documents presented to the Bank by the shareholders issued by the Central Depository or by the participants defined at art. 168 § (1) b) of Law No. 297/2004 which provide custody services:
 - A statement of account certifying the quality of shareholder and the number of shares;
 - Documents certifying that the information regarding the legal representative was registered to the Central Depository /above mentioned participants;

a) Participation by natural persons

The documents necessary for natural persons to participate in the general meeting of the shareholders are:

- if the shareholder comes in person: the identity papers;
- if the shareholder is represented by another person: the special power of attorney or as the case may be, general power of attorney and the representative's identity papers.

b) Participation by juridical persons

The representatives of the juridical person shareholders will prove their capacity as follows:

- i. the legal representative – if the shareholder did not inform the Central Depository of his legal representative, will prove his capacity based on a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting their capacity of legal representative, issued no more than 3 months before the date of publication of this Notice of meeting, and sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostil is not required for the documents drafted in a foreign language.

- ii. the person to whom the power of representation was delegated – if the shareholder did not inform the Central Depository on the person to whom the power of representation was delegated, will present the special power of attorney or, as the case may be, general power of attorney signed by the legal representative of the respective juridical person and the document above-mentioned under point (i).

The natural person who attends the General Meeting of the Shareholders as representative of a juridical person shareholder will be identified based on their identity papers.

c) Other provisions

The person appointed as shareholder's legal representative must have the exercise capacity.

A shareholder may designate only one person to represent him/her in this general meeting. However, if a shareholder holds BRD shares in several securities accounts, this restriction will not prevent him/her to appoint one representative for each securities account for the general meeting.

A shareholder may designate by special power of attorney one or more suppliants for the person designated as him/her representative, and will establish the order in which they will exercise their mandate.

A person may be designated as representative for one or more shareholders. The legislation did not limit the number of shareholders so represented.

d) Form of power of attorney and the forms of vote by correspondence

Starting March, 11, 2016, the forms of special power of attorney and the forms of vote by correspondence can be obtained on the website of the Bank, under the Shareholders and Investors section, or at the General Secretariat of the Bank, located at the address specified above under the chapter "Documents related to the

Questions related to the General Meetings of the Shareholders

Each shareholder is entitled to ask questions regarding the matters on the agenda of the general meetings. The answer will be presumed as provided as long as the pertinent information will be posted on the BRD website, section Shareholders and Investors, in format question - answer.

To identify themselves and prove their capacity of shareholders, the persons who make proposals or ask questions will enclose the following documents:

- A copy of the identity papers of the natural person shareholder* / of the legal representative of the juridical person shareholder.
- If the shareholder/the representative of the juridical person shareholder/entity without legal personality was not included in the list provided by the Central Depository for the reference date, the shareholder must provide also one of the documents mentioned below :
 - A statement of account from the shareholders registry issued by the Central Depository or by the participants defined at art. 168 § (1) b) of Law No. 297/2004 which provide custody services certifying the quality of shareholder and the number of shares;
 - Documents certifying that the information regarding the legal representative was registered to the Central Depository /the participants that are defined by art. 168 § (1) b) of Law No. 297/2004;
- If the juridical person shareholders/entity without legal personality did not inform the Central Depository of his legal representative, so that the shareholders' registry at the reference date reflects that, the shareholder must provide also: a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting the capacity of legal representative of the signatory of such proposal / questions, issued no more than 3 months before the date of publication of this calling, and sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostil is not required for the documents drafted in a foreign language.

The shareholders' proposals and questions, as well as the documents attesting that the conditions for exercising these rights have been met will be transmitted:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: "For the General Meetings of the Shareholders of April 14, 2016 – Proposals" or "For the General Meetings of the Shareholders of April 14, 2016 – Questions";
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address investor@brd.ro, indicating as the email title: "For the General Meetings of the Shareholders of April 14, 2016 – Proposals" or "For the General Meetings of the Shareholders of April 14, 2016 – Questions".

Participation in the General Meetings of the Shareholders

The reference date is April 04, 2016. Only the shareholders registered on such date in the Shareholders' Register held by the Central Depository may participate in, and vote at the General Meetings of the Shareholders from April 14, 2016.

The shareholders may participate in the general meetings directly or they may be represented by other persons (including by other persons than other shareholders), based on a special power of attorney or, as the case may be, general power of attorney or they may vote by correspondence.

* The identity papers are the identity card (old or new format) for Romanian citizens; passport / identity card for EU citizens; passport for non-EU citizens.

General Meeting of the Shareholders". The special powers of attorney and the correspondence voting forms will be made available to the shareholders both in Romanian and in English.

The special power of attorney / the form of vote by correspondence shall be accompanied by:

- in the case of the natural person shareholder: by a copy of the identity papers;
- in the case of the juridical person shareholder: by a copy of the identity paper of legal representative of the juridical person shareholder and if the shareholder did not inform the Central Depository of his legal representative, by the official document that attests the capacity of legal representative of the signatory of the power of attorney / the form of vote by correspondence, according to the conditions mentioned above under point b) Participation by juridical persons.

The general power of attorney given by the shareholder must be valid for a period of maximum 3 years, allowing his/her representative to vote on all issues on the agenda of the general meetings of shareholders, including disposal acts.

The general power of attorney shall be given by the shareholder acting as customer, to an intermediary referred to in art. 2 paragraph (1) point 14 of Law no. 297/2004 on the capital market or to a lawyer who is not in a conflict of interests that may arise in particular cases mentioned by art. 243. paragraph (6⁴) of Law 297/2004 and will be valid without any other additional documents related to the shareholders, if fulfils the provisions existing in "CNVM Regulation No. 6/2009 on the exercise of certain rights of the shareholders within general meetings of shareholders", is signed by hand by the shareholder and is accompanied by an affidavit given by the credit institution, stating that:

- i. The general power of attorney is given by the shareholder, acting as customer, to an intermediary or as the case may be, to the lawyer;
- ii. The general power of attorney is signed by the shareholder, including signed electronically, with an extended electronic signature, if the case may be;

The special or general powers of attorney / the forms of vote by correspondence shall be sent in Romanian or in English as follows:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: "For the General Meetings of the Shareholders of April 14, 2016 – Power of Attorney" or "For the General Meetings of the Shareholders of April 14, 2016 – Vote by correspondence";
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address investor@brd.ro, indicating as the email title: "For the General Meetings of the Shareholders of April 14, 2016 – Power of Attorney" or "For the General Meetings of the Shareholders of April 14, 2016 – Vote by correspondence".

Special powers of attorney / the forms of vote by correspondence shall include the information specified in the form of special power of attorney / the forms of vote by correspondence made available by BRD and shall indicate the vote for each matter on the agenda.

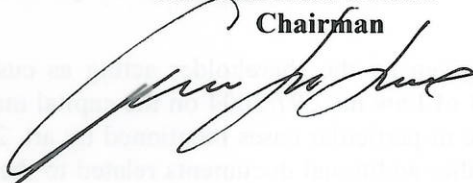
The shareholders are asked to take into account that new matters can be added to the agenda of the general meetings, in which case the updated agenda will be published on March 31, 2016. In this case, the forms of special powers of attorney / the forms of vote by correspondence will be updated and made available to the shareholders on March 31, 2016. In addition, if there are propositions for the application of the cumulative voting method, the forms of special powers of attorney / the forms of vote by correspondence will be updated and made available to the shareholders on March 31, 2016.

The special or general powers of attorney / correspondence voting forms must reach the Bank by April 12, 2016, 09:00 A.M., in original, signed, and as the case may be, stamped, under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

If on April 14, 2016, the quorum provided by the law is not met, the Ordinary General Meeting and/or, the Extraordinary General Meeting respectively, are called on April 15, 2016, at the same place and time and with the same reference date and the same agenda.

The Board of Directors of BRD-Groupe Société Générale S.A.

Giovanni Luca SOMA
Chairman



Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel: +4021.301.61.00
Fax: +4021.301.66.36
<http://www.brd.ro>

BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN 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. RO361579
Prelucrare înscrisă în registrul de evidență a prelucrărilor de
date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în
Registrul Public al CNVM cu nr. PJR01INCR/400008

**AMENDMENT OF, AND ADDITION TO THE ARTICLES OF INCORPORATION
OF BRD-GROUPE SOCIÉTÉ GÉNÉRALE S.A.**

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

“The shareholding structure as at 31.01.2016 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. Fondul Proprietatea S.A.**, headquartered in Bucharest, Str. Buzzești 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;
- 3. Societatea de Investiții Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 24,284,790 shares, i.e. 3.4847 %, of the share capital, namely RON 24,284,790;
- 4. Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 18,790,831 shares, i.e. 2.6963 %, of the share capital, namely RON 18,790,831;
- 5. Norges Bank**, headquartered in Oslo, Bankplassen 2, P.O. BOX 1179 Sentrum, 010, 7 Norway, holds 16,513,710 shares, i.e., 2.3696 %, namely RON 16,513,710 lei;
- 6. FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, headquartered in Str. Costache Negri, no. 1-5, Bucharest, Sector 5 Romania, holds 14.996.080 shares, i.e. 2,1518 %, namely RON 14.996.080;
- 7. Societatea de Investiții Financiare Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei no. 35A, jud. Arad, a Romanian juridical person, holds 13,615,497 shares, i.e. 1,9537 % of the share capital, namely RON 13.615.497;
- 8. Fondul de Pensii Administrat Privat ALICO** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1. Romania, holds 10,030,146 shares, i.e. 1.4392 %, namely RON 10,030,146 lei;
- 9. ABERDEEN GLOBAL EM MAKTS SMALLER COM FD**, headquartered in Luxembourg, 2b, Rue Albert Borschette L-1246 Luxembourg, 7,342,454 shares, i.e. 1.0536 %, namely RON 7,342,454;
- 10. Morgan Stanley Institutional Fund, Inc-Frontier Emerging Markets Portofolio** headquartered in New York, 522 Fifth Avenue, USA, holds 6,466,879 shares, i.e. 0.9279 %, namely RON 6,466,879 lei;
- 11. Other shareholders natural persons** own together a number of shares 23,210,666 i.e. 3.3306 %, of the share capital, namely RON 23,210,666.
- 12. Other shareholders juridical persons** own together a number of shares 116,949,321, i.e. 16.7814 %, of the share capital, namely RON 116,949,321.”

2. *Letter paragraph 4 of article 19 is completed and rephrased as follows:*

„The notice of meeting shall specify the location and date of the meeting, the reference date, the proposition for the registration date, ex date, dividend payment date (where necessary), as well as the agenda, and it shall specify all the issues making the object of the Meeting's debates.”

3. *Article 20 is completed and rephrased as follows:*

„The shareholders may be represented in the General Meetings by persons other than shareholders, based on a power of attorney according to the legislation in force.”

4. *Last phrase of paragraph 2 of Article 32 is eliminated.*

5. *Paragraph 2 of article 34 is completed and rephrased as follows:*

„To validate the decisions of the Management Board, it is required the presence at least of the majority of members of the Management Board.”

6. *Paragraph 3 of article 34 is completed and rephrased as follows:*

„The decisions of the Management Board shall be made with majority of the votes of its members.”

7. *First Paragraph of article 35 is completed and rephrased as follows:*

„Between the Ordinary General Meetings of the Shareholders that take place, the shareholders have the right to enquire on the Bank's management.”

8. *Letter a) of article 38 is completed and rephrased as follows:*

„a) The dividends due to the Bank's shareholders proportionally to their quota in the share capital; such dividends shall be paid within maximum 6 months since the date of the General Shareholders Meeting establishing the dividends;”

9. *All the articles, paragraphs, sub-items, points are renumbered and letters are updated accordingly with the Decisions of the General Assembly.*