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## **THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

On April 20, 2017, at 11:00 A.M. at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) for all the shareholders registered with the Shareholders' Register by the end of April 11, 2017 (reference date)

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### **Decision draft:**

**Extraordinary General Meeting of the Shareholders approves the amendment of the Articles of Incorporation of the Bank, according to the Annex, as well as the delegation of power to Mr. Francois BLOCH, CEO of the Bank, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation.**

*The amendments of the Articles of Incorporation of BRD consist in:*

- *updating the Bank's shareholding structure as at December 31, 2017 (paragraph 4 of articles 8) and the Annex to the Articles of Incorporation which includes the list of the members of the Board of Directors;*
- *modification of the Article 28 paragraph 5 by conferring to the Chairman of the Board of Directors the casting vote in case of tie of votes.*

Annex: *The amendments of the Articles of Incorporation of BRD*

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

**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 31.01.2017 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. Buzești no. 78-80, Et. 7, sector 1, a Romanian juridical person, holds 25,363,456 shares, i.e. 3.6395% of the share capital, namely RON 25,363,456;
3. **Societatea de Investitii Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 22,846,379 shares, i.e. 3.2783 %, of the share capital, namely RON 22,846,379;
4. **Fondul de Pensii Administrat Privat NN/NN Pensii S.A.F.P.P.**, headquartered in Str. Costache Negri, no. 1-5, Bucharest, Sector 5 Romania, holds 17,164,729 shares, i.e. 2.4630 %, namely RON 17,164,729;
5. **Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 15,137,850 shares, i.e. 2.1722 %, of the share capital, namely RON 15,137,850;
6. **Societatea de Investiții Financiare Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei no. 33-35, jud. Arad, a Romanian juridical person, holds 13,615,497 shares, i.e. 1.9537 % of the share capital, namely RON 13,615,497;
7. **Norges Bank**, headquartered in Oslo, Bankplassen 2, P.O. BOX 1179 Sentrum, 010, 7 Norway, holds 13,268,655 shares, i.e., 1.9039%, namely RON 13,268,655 lei;
8. **Fond de Pensii Administrat Privat Metropolitan Life** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1. Romania, holds 11,435,641 shares, i.e. 1.6409 %, namely RON 11,435,641 lei;
9. **Aberdeen Global Em Makts Smaller Com FD**, headquartered in Luxembourg, 2b, Rue Albert Borschette L-1246 Luxembourg, 7,070,954 shares, i.e. 1.0146 %, namely RON 7,070,954;
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 22,811,594 i.e. 3.2733 %, of the share capital, namely RON 22,811,594;
12. **Other shareholders juridical persons** own together a number of shares 122,406,196, i.e. 17.5644 %, of the share capital, namely RON 122,406,196.”

2. *Article 28 paragraph 5 is amended as follows:*

„The decisions are made with the majority of the directors, present in person or represented. *Should a tie be reached, the Chairman of the Board of Directors shall have the casting vote*”



GROUPE SOCIETE GENERALE

3. *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, are amended as follows:*
  - i. *updating the information regarding the domicile/residence of some Directors;*
  - ii. *Mr. Didier Charles Maurice ALIX is radiated from point 4 due to the termination of his mandate because he passed away;*
  - iii. *updating the list of directors, according to the decisions adopted in the Ordinary General Meeting of Shareholders on April 20,2017.*