
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 14, 2016, at 11:00, 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)

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. 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.

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

- *updating the Bank's shareholding structure as at 31.01.2016 (paragraph 4 of articles 8);*
- *completing the elements concerning the content of the calling with "ex date" and "dividend payment date", according to Art. 5 of Regulation 6/2009 on the exercise of certain shareholder rights in relation to general meetings of companies (paragraph 4 of articles 19);*
- *rephrasing the provisions of Article 20 in order to allow the shareholders to be represented in the General Meetings, based on a general and special power of attorney;*
- *removing of the last phrase of paragraph 2 of Article 32 that gives the Chairman of the Board of Directors the possibility to perform also the position of CEO, in order to be in compliance with the provisions of GEO 99/2006 on credit institutions and capital adequacy;*
- *amendment of the presence and quorum required to valid decisions of the Management Committee - majority instead of an absolute majority (paragraph 2 and 3 of Article 34);*
- *alignment of the provisions of art. 35 paragraph 1 concerning the shareholders' right to be informed about the Bank situation, with the legislation in force;*
- *amending the point a) of Article 38 regarding the maximum term of payment of dividends in order to be correlate with the legal provisions in force – maximum 6 months instead maximum 3 months;*
- *all the articles, paragraphs, sub-items, points are renumbered and letters are updated accordingly with the Decisions of the General Assembly;*

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 31.01.2016 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. 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;
3. **Societatea de Investitii 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.*