
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 18, 2019, 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 8, 2019 (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. 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 January 31, 2019 (paragraph 4 of articles 8);*
- ✓ *the Annex to the Articles of Incorporation which includes the list of the members of the Board of Directors.*

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

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

**Amendment of 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 31.01.2019 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. **Societatea de Investitii Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 23,324,920 shares, i.e. 3.3469 %, of the share capital, namely RON 23,324,920;
3. **Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 23,022,601 shares, i.e. 3.3036%, of the share capital, namely RON 23,022,601;
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 20,786,986 shares, i.e. 2.9828 %, namely RON 20,786,986;
5. **Fondul Proprietatea S.A.**, headquartered in Bucharest, Str. Buzești no. 78-80, Et. 7, sector 1, a Romanian juridical person, holds 16,751,396 shares, i.e. 2.4037 % of the share capital, namely RON 16,751,396;
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 13,408,502 shares, i.e., 1.9240 %, namely RON 13,408,502;
8. **Fond de Pensii Administrat Privat Metropolitan Life** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1. Romania, holds 12,878,028 shares, i.e. 1.8479 %, namely RON 12,878,028;
9. **Fondul De Pensii Administrat Privat Vital/Aegon Safpap SA**, headquartered in Floresti , Jud Cluj, Str.Avram Iancu Nr. 506-508 Et.4, holds 7,714,897 shares, i.e. 1.1070 %, namely RON 7,714,897;
10. **FD de Pens Admin Priv AZT Viitorul Tau/ALLIANZ PP** headquartered in Emanoil Porumbaru Street No. 85-87, Bucharest, holds 7,680,803 shares, i.e. 1.1021 %, namely RON 7,680,803 ;
11. **Other shareholders juridical persons** own together a number of shares 108,709,882, i.e. 15.5991 %, of the share capital, namely RON 108,709,882;
12. **Other shareholders natural persons** own together a number of shares 29,694,318 i.e. 4.2609 %, of the share capital, namely RON 29,694,318.”

2. The Annex to the Articles of Incorporation of BRD - Groupe Société Générale SA which include the list of the members of the Board of Directors, is amended accordingly with the Decisions of the Ordinary General Shareholders Meeting, on April 18, 2019.