
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 19, 2018, 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 10, 2018 (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, 2018 (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;*

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 31.01.2018 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 22,624,920 shares, i.e. 3.2465 %, of the share capital, namely RON 22,624,920;
3. **Fondul Proprietatea S.A.**, headquartered in Bucharest, Str. Buzzești no. 78-80, Et. 7, sector 1, a Romanian juridical person, holds 22,143,136 shares, i.e. 3.1774% of the share capital, namely RON 22,143,136;
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. **Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 14,835,135 shares, i.e. 2.1287 %, of the share capital, namely RON 14,835,135;
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. **Fond de Pensii Administrat Privat Metropolitan Life** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1. Romania, holds 12,432,879 shares, i.e. 1.7840 %, namely RON 12,432,879 lei;
8. **Norges Bank**, headquartered in Oslo, Bankplassen 2, P.O. BOX 1179 Sentrum, 010, 7 Norway, holds 10,121,254 shares, i.e., 1.4523%, namely RON 10,121,254 lei;
9. **Fondul De Pensii Administrat Privat Vital/Aegon Safpap SA**, headquartered in Floresti , Jud Cluj, Str.Avrăm Iancu Nr. 506-508 Et.4, holds 7,483,510 shares, i.e. 1.0738 %, namely RON 7,483,510;
10. **Trigon New Europe Fund** headquartered in Parnu Mnt 18, Kesklinna District, Harju County, 10141, Tallinn, Estonia holds 4,599,150 shares, i.e. 0.6599 %, namely RON 4,599,150 lei;
11. **Other shareholders natural persons** own together a number of shares 24,932,036 i.e. 3.5776 %, of the share capital, namely RON 24,932,036;
12. **Other shareholders juridical persons** own together a number of shares 124,013,327, i.e. 17.7950 %, of the share capital, namely RON 124,013,327.”



GROUPE SOCIETE GENERALE

2. *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, is amended as follows:*
 - i. *Mr. Philippe Charles LHOTTE is radiated from point 1 due to his renunciation to his mandate;*
 - ii. *subject to obtain the National Bank of Romania prior approval, Mr. François BLOCH, is registered as Member to point 1;*