

**The Board of Directors of BRD-GROUPE SOCIETE GENERALE S.A.**

which met on March 5, 2015, at 16.30 A.M.,

calls

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

on April 9, 2015, at 10:00 A.M. and 11:00 A.M., respectively,

at Athenee Palace Hilton Bucharest, "Le Diplomate" Room (1-3 Episcopiei Street, 1st district, Bucharest)  
for all the shareholders registered with the Shareholders' Register by the end of March 30, 2015 (reference date),  
with the following agenda:

**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:**

1. Electing Mrs. Mariana DINU, and, in her absence, Mrs. Adina Ileana RĂDULESCU, shareholders of BRD - Groupe Societe Generale S.A., 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, 2014, 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 fiscal year 2014;
4. Allocation of the net profit for the period ended December 31, 2014 of RON 43,239,843 to the retained earnings;
5. Approval of the income and expenditure budget for 2015 and of the Business Plan for the fiscal year 2015;
6. Approval of the remuneration due to the non-executive directors for the fiscal year 2015, as well as of the general limits for the directors' additional remunerations and officers' remunerations;
7. Approval of decreasing the number of members of the Board of Directors from 11 to 9, starting with April, 18, 2015;
8. Expiry of the mandates as director of Messrs. Dumitru POPESCU and Sorin Marian COCLITU on April, 18, 2015 following the mandates came to end;
9. Renewal of the mandate as director of Mr. Bernardo SANCHEZ INCERA, starting with April, 14, 2015 and also the renewal of the mandates as director of Messrs. Didier Charles Maurice ALIX, Petre BUNESCU and Ioan CUZMAN, starting with April, 18, 2015, for a 4-year period and empowering Mr. Philippe Charles LHOTTE, Chairman – CEO of the Bank to sign, on behalf of the Bank, the Management Contract with each director.
10. Electing Mr. Slawomir Mieczyslaw LACHOWSKI as director for a 4-year period, starting with April, 18, 2015 and empowering Mr. Philippe Charles LHOTTE, Chairman – CEO of the bank, to sign on behalf of the Bank: the Management Contract with him, as well as the Addendum and the updated Articles of Association following the changes in the members of the Board of Directors.

The appointment of Mr. Slawomir Mieczyslaw LACHOWSKI as Director is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

11. Designation of Mr. Slawomir Mieczyslaw LACHOWSKI as independent director starting with April, 18, 2015;
12. Appointment of Ernst & Young Assurance Services SRL as financial auditor of the Bank for the financial year 2015;

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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  
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13. Approval of the date of April 27, 2015 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;
14. Approval of the date of April 28, 2015 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

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

1. Electing Mrs. Mariana DINU, and, in her absence, Mrs. Adina Ileana RĂDULESCU, shareholders of BRD - Groupe Societe Generale S.A., 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, Chairman-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 27, 2015 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 April 28, 2015 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

### **Documents related to the General Meeting of the Shareholders**

Starting March 6, 2014, 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 candidacies proposed for the positions of directors/ renewal of the mandates as director, are available on the website of the Bank ([www.brd.ro](http://www.brd.ro), section Shareholders and Investors) or can be obtained by the shareholders from the General Secretariat of the Bank (BRD Tower, 1-7 Bd. Ion Mihalache, code 011171, 1<sup>st</sup> district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: [investor@brd.ro](mailto: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.

### **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 24, 2015, 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, 24, 2015, 5.00 P.M.;

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The shareholders are entitled to make other propositions for the position of director until March 24, 2015, 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, 27, 2015, 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, until no later than March, 24, 2015, 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.

### **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 statement of account showing the capacity of shareholder and the number of shares held, issued by the Central Depository or, as applicable, by the participants defined at art. 168 § (1) b) of Law No. 297/2004, which provide custody services;
- The juridical person shareholders – if the shareholder did not inform the Central Depository of his/her legal representative, prior to the reference date, so that the shareholders' registry at the reference date reflects that, 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 Notice of meeting, and sent in original or as certified true copy.
- A copy of the identity papers of the natural person shareholder\* / of the legal representative of the juridical person shareholder.

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 apostille is not required for the documents drafted in a foreign language.

For the shareholders that benefit from custody services, the credit institutions that deliver custody services are entitled to ask questions or to transmit propositions in the name of their customers, shareholders of BRD, based on the rights conferred to them through custody contracts and on the specific instructions received from such customers for the purpose of the two general meetings concerned by this Notice of meeting, without any other additional documents related to the shareholders, if accompanied by an affidavit given by the credit institution, stating that:

- i) The credit institution delivers custody services for the respective shareholder;

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\* 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.

ii) The proposals and questions are identical to the instructions in the SWIFT message received by the credit institution from the respective shareholder.

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 9, 2015 – Proposals” or “For the General Meetings of the Shareholders of April 9, 2015 – 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](mailto:investor@brd.ro), indicating as the email title: “For the General Meetings of the Shareholders of April 9, 2015 – Proposals” or “For the General Meetings of the Shareholders of April 9, 2015 – Questions”.

### **Participation in the General Meetings of the Shareholders**

The reference date is March, 30, 2015. 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.

The shareholders may participate in the general meetings directly or they may be represented by other persons (including by other persons than the 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 shareholders may grant a general power of attorney, valid for a period which shall not exceed 3 years, allowing his/her representative to vote on all issues on the agenda of the General Meetings of the Shareholders, including the disposals acts, as long as the general power of attorney is 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.

The shareholders, acting as a customer, may grant a general power of attorney only to an intermediary or a lawyer who is not a conflict of interest. The conflict of interest may arise in particular in cases mentioned on art. 243 paragraph (6<sup>4</sup>) of Law no.297/2004 on the capital market.

#### **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/her legal representative, prior to the reference date, so that the shareholders' registry at the reference date reflects that, the legal representative of the juridical person 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.

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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 apostille 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, prior to the reference date, so that the shareholders' registry at the reference date reflects that, such person 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 documents 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 this 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.

Shareholders may designate their representative electronically too. In this case the special power of attorney will be sent as a document signed electronically, with an extended electronic signature.

The power of attorney can be transmitted in Romanian and / or in a foreign language used in the international business sector, in written. These provisions shall apply mutatis mutandis for the revocation of the appointment of representatives.

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 6, 2015, 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 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.

Once filled in the special powers of attorney /the correspondence voting forms, signed, and as the case may be, stamped, or of the general power of attorney granted, one original of the special or general power of attorney / the form of vote by correspondence must reach the Bank by April 7, 2015, 09:00 A.M., under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

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The special or general 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/her legal representative, prior to the reference date, so that the shareholders' registry at the reference date reflects that, 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 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 9, 2015–Power of Attorney” or “For the General Meetings of the Shareholders of April 9, 2015–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](mailto:investor@brd.ro), indicating as the email title: “For the General Meetings of the Shareholders of April 9, 2015 –Power of Attorney” or “For the General Meetings of the Shareholders of April 9, 2015–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, 27, 2015. 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, 27, 2015. 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, 27, 2015.

e) For the shareholders that benefit from custody services

The special powers of attorney / correspondence voting forms given by shareholders to credit institutions that deliver custody services will be valid without any other additional documents related to the shareholders, if accompanied by an affidavit given by the credit institution, stating that:

- i) The credit institution delivers custody services for the respective shareholder;
- ii) The instructions in the special power of attorney / correspondence voting form are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder;
- iii) The special power of attorney / correspondence voting form is signed by the shareholder.

The special powers of attorney / correspondence voting forms and the affidavit above-mentioned must reach the Bank by April 7, 2015, 09:00 A.M., in original, signed, and as the case may be, stamped.

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If on April 9, 2015, the quorum provided by the law is not met, the Ordinary General Meeting and/or, the Extraordinary General Meeting respectively, are called on April 10, 2015, 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.**  
**Philippe Charles LHOTTE**  
**Chairman – CEO**

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

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

“The shareholding structure as at 31.01.2015 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 Investiții Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 25,706,029 shares, i.e. 3.6886 %, of the share capital, namely RON 25,706,029;
- 3. 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;
- 4. Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 20,795,000 shares, i.e. 2.9839 %, of the share capital, namely RON 20,795,000 ;
- 5. Norges Bank**, headquartered in Oslo, Bankplassen 2, P.O. BOX 1179 Sentrum, 010, 7 Norvegia, holds 17.533.114 shares, i.e., 2.5159 %, namely RON 17.533.114 lei;
- 6. Societatea de Investiții Financiare Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei no. 35A, jud. Arad, a Romanian juridical person, holds 16,815,077 shares, i.e. 2.4128 % of the share capital, namely RON 16,815,077;
- 7. ABERDEEN GLOBAL EM MAKTS SMALLER COM FD**, headquartered in Luxembourg, 2b, Rue Albert Borschette L-1246 Luxembourg, holds 14,264,454 shares, i.e. 2.0468 %, namely RON 14,264,454;
- 8. FONDUL DE PENSII ADMINISTRAT PRIVAT ING/ING PENSII S.A.F.P.P.**, headquartered in Str. Costache Negri, nr 1-5, Bucharest, Sector 5 Romania, holds 8,053,118 shares, i.e.1.1556 %, namely RON 8,053,118
- 9. ABERDEN EMERG MKTS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC** headquartered in Philadelphia, 1735 Market St.Philadelphia, PA 19103, USA, holds 6,444,199 shares, i.e. 0.9247 %, namely RON 6,444,199;
- 10. FRANKLIN TEMPLETON INVESTMENT FUNDS** headquartered in Luxembourg, 26, Boulevard Royal, L-2449 Luxembourg, holds 4,938,880 shares, i.e. 0.7087 %, namely RON 4,938,880;
- 11. Other shareholders (natural and juridical persons)** own together a number of shares 137,650,503, i.e. 19.7518%, of the share capital, namely RON 137,650,503.”

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2. *Starting with April, 18, 2015, Paragraph 1 of Article 24 is modified and rephrased as follows:*

” The Board of Directors of the Bank is made up of 9 members, natural persons, elected by the General Meeting. The majority of the members of the Board of Directors shall be made up by non-executive directors”

3. *Starting with April, 18, 2015, Paragraph 1 of Article 28 is modified and rephrased as follows:*

”For the decisions of the Board of Directors to be valid, the actual presence of at least 5 directors is required, unless otherwise provided by the law.”

4. *Letter g) of article 29 is completed and rephrased as follows:*

” organizes and is responsible for administration of the assets, determines the accounting and financial control system and approves the financial planning;”

5. *Letter l) of article 29 is eliminated.*

6. *Letter g), point l, paragraph 1 of article 33, is modified and rephrased as follows:*

„the opening and closing of secondary offices in the country and abroad (except for branches), changing their location and name, transforming them from one type of unit into another, including opening and closing the Bank’s professional training centres;”

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

8. *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 accordingly with the Decisions of the Ordinary and Extraordinary General Assemblies, on April 9, 2015.*