

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

which met on December, 3, 2015, at 14.00,

calls

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

On January 7, 2016, at 10:00 A.M. and 11:00 A.M., respectively,
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 December 29, 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' Meeting;
2. Electing Mr. Jean-Pierre Georges VIGROUX as director for a 4-year period, and empowering Mr. Giovanni Luca SOMA, Chairman of the bank, to sign on behalf of the Bank, the Management Contract with him.

The appointment of Mr. Jean-Pierre Georges VIGROUX as Director is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

3. Designation of Mr. Jean-Pierre Georges VIGROUX as independent director;
4. Approval of the date of January 22, 2016 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;
5. Approval of the date January 25, 2016 of 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' Meeting;
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, 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 January 22, 2016 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 January 25, 2016 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

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BRD-Groupe Société Générale S.A.
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R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
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Documents related to the General Meeting of the Shareholders

Starting December 4, 2015, 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 candidate proposed for the positions of director, are available on the website of the Bank (www.brd.ro, section Shareholders and Investors) both Romanian and English or can be obtained by the shareholders from the General Secretariat of the Bank (BRD Tower, 1-7 Bd. Ion Mihalache, code 011171, 1st district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: 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 December 22, 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 December 22, 2015, 5.00 P.M.;

The shareholders are entitled to make other propositions for the position of director until December 22, 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 December 24, 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, no later than December 22, 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 copy of the identity papers of the natural person shareholder* / of the legal representative of the juridical person shareholder.
- If the shareholder/the representative of the juridical person shareholder/entity without legal personality was not included in the list provided by the Central Depository for the reference date, the shareholder must provide also the bellow mentioned documents:

* 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.

- A statement of account issued by the Central Depository or by the participants defined at art. 168 § (1) b) of Law No. 297/2004 which provide custody services certifying the quality of shareholder and the number of shares;
 - Documents certifying that the information regarding the legal representative was registered to the Central Depository /above mentioned participants;
- If the juridical person shareholders/entity without legal personality did not inform the Central Depository of his/her legal representative, so that the shareholders' registry at the reference date reflects that, the shareholder must provide also: 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.

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.

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 January, 07,2016 – Proposals” or “For the General Meetings of the Shareholders of January, 07,2016 – 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, indicating as the email title: “For the General Meetings of the Shareholders of January, 07,2016 – Proposals” or “For the General Meetings of the Shareholders of January, 07,2016 – Questions”.

Participation in the General Meetings of the Shareholders

The reference date is December 29, 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^d) of Law no.297/2004 on the capital market.

The shareholders and the legal representatives of juridical person shareholders/entity without legal personality will prove their capacity as follows:

- *Either* based on the list provided by the Central Depository to the Bank for the reference date;
- *Or as the case may be*, for different dates than the reference date, based on the following documents presented to the Bank by the shareholders issued by the Central Depository or by the participants defined at art. 168 § (1) b) of Law No. 297/2004 which provide custody services:

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- A statement of account certifying the quality of shareholder and the number of shares;
- Documents certifying that the information regarding the legal representative was registered to the Central Depository /above mentioned participants;

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, 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.

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, 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 document 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 appoint 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 established 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 December 4, 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 January 5, 2016, 09:00 A.M., under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

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 general power of attorney 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 will be valid without any other additional documents related to the shareholders, if fulfils the provisions existing in “CNVM Regulation No. 6/2009 on the exercise of certain rights of the shareholders within general meetings of shareholders”, is signed by hand by the shareholder and is accompanied by an affidavit given by the credit institution, stating that:

- i. The general power of attorney is given by the shareholder, acting as customer, to an intermediary or as the case may be, to a lawyer;
- ii. The general power of attorney is signed by the shareholder, including signed electronically, with an extended electronic signature, if the case may be;

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 January 7, 2016– Power of Attorney” or “For the General Meetings of the Shareholders of January 7, 2016 – 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, indicating as the email title: “For the General Meetings of the Shareholders of January 7,2016–Power of Attorney” or “For the General Meetings of the Shareholders of January 7,2016–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 December, 24, 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 December, 24, 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 December, 24, 2015.

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The special powers of attorney / correspondence voting forms and the affidavit above-mentioned must reach the Bank by January 05, 2016, 09:00 A.M., in original, signed, and as the case may be, stamped, under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

If on January 7, 2016, the quorum provided by the law is not met, the Ordinary General Meeting and/or, the Extraordinary General Meeting respectively, are called on January 8, 2016, 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.

Giovanni Luca SOMA
Chairman

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

- 1. 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 January, 07, 2016.*

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