

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,492,562 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515,492,502** votes voted *in favour* of point 1 of the agenda; while shareholders representing 60 votes, *abstained* from voting.

The decision was made with the vote of the shareholders holding **99.99999%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the election of Mrs. Mariana DINU, shareholder of BRD - Groupe Société Générale S.A., to ensure the secretariat of the Ordinary General Shareholders' Meetings.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 2
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515,191,862** votes voted *in favour* of point 2 of the agenda; while shareholders who have the capacity of director, representing 303,500 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.94112%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves 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.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 3
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515,191,862** votes voted *in favour* of point 3 of the agenda; while shareholders who have the capacity of director, representing 303,500 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.94112%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves The directors' discharge for the financial year ended as at December 31, 2014.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 4
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN ;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515,492,562** votes voted *in favour* of point 4 of the agenda; while shareholders representing 2,800 votes voted *against*.

The decision was made with the vote of the shareholders holding **99,99946%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Shareholders' Assembly approves the allocation of the net profit for the financial year ended December 31, 2014 of RON 43,239,843 to the retained earnings.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 5
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515,494,322** votes voted *in favour* of point 5 of the agenda; while shareholders representing 1,040 votes voted *against*.

The decision was made with the vote of the shareholders holding **99.99980%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the income and expenditure budget for 2015, as well as the business plan for the fiscal year 2015.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 6
of the Ordinary General Meeting of the Shareholders no. 112
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **514,540,490** votes voted *in favour* of point 6 of the agenda ; while shareholders representing 650,342 votes voted *against*; while shareholders who have the capacity of director, representing 304,530 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.81477%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the individual remuneration for the non-executive directors for 2015, amounting to EUR 1,500 (gross amount), as well as the general limits for the directors' additional remunerations and officers' remuneration for 2015, amounting to RON 10.9 million gross amount.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 7
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515,191,862** votes voted *in favour* of point 7 of the agenda ; while shareholders who have the capacity of director, representing 304,530 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.94112%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the decrease of the number of members of the Board of Directors from 11 to 9, starting with April, 18, 2015.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 8
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 11:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN ;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

At point 8 of the agenda, the shareholders voted as follows:

- For the confirmation of the expiry of the mandate as director of Mr. Dumitru Popescu – shareholders representing **515,492,025** votes voted *in favour* of this point; while shareholders representing 2,096 votes voted *against*; while shareholders representing 1,241 votes *abstained* from voting;

The decision was made with the vote of the shareholders holding **99.99935%** of the share capital of BRD, present or represented at the meeting.

- For the confirmation of the expiry of the mandate as director of Mr. Sorin Marian Coclitu – shareholders representing **515,493,065** votes voted *in favour* of this point; while shareholders representing 2,096 votes voted *against*; while shareholders representing 201 votes *abstained* from voting;

The decision was made with the vote of the shareholders holding **99.99955%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders confirms the expiry of the mandates as director of Messrs. Dumitru POPESCU and Sorin Marian COCLITU on April, 18, 2015, following the mandates came to end.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

Turn BRD
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011171 București, România
Tel:+4021.301.61.00
Fax:+4021.301.66.36
<http://www.brd.ro>

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
date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în
Registrul Public al CNVM cu nr. PJR01INCR/400008

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 9
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

At point 9 of the agenda, the shareholders voted as follows:

For the renewal of the mandate as director of Mr. Bernardo SANCHEZ INCERA – shareholders representing **514,840,962 votes** voted *in favour*, while shareholders representing 650,342 votes voted *against*, while shareholders representing 4,058 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding **99.87305%** of the share capital of BRD, present or represented at the meeting.

- For the renewal of the mandate as director of Mr. Didier Charles Maurice ALIX – shareholders representing **514,838,892 votes** voted *in favour*, while shareholders representing 651,372 votes voted *against*, while shareholders representing 5,098 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding **99.87265%** of the share capital of BRD, present or represented at the meeting.

- For the renewal of the mandate as director of Mr. Petre BUNESCU – shareholders representing **514,543,132 votes** voted *in favour*, while shareholders representing 650,342 votes voted *against*, while shareholders representing 301,888 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding **99.81528%** of the share capital of BRD, present or represented at the meeting.

- For the renewal of the mandate as director of Mr. Ioan CUZMAN – shareholders representing **483,764,353 votes** voted *in favour*, while shareholders representing 31,723,451 votes voted *against*, and shareholders representing 7,558 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding **93.84456%** of the share capital of BRD, present or represented at the meeting.

According to the legal provisions, the director-shareholders abstained from voting regarding the renewal of their own mandate.

The Ordinary General Meeting of the Shareholders approves the renewal of the mandate as director of Mr. Bernardo SANCHEZ INCERA, starting with April, 14, 2015 and also the renewal of 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 to sign on behalf of the Bank the Management Contract with each director.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 10
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515,484,444 votes** voted *in favour* of point 10 of the agenda; while shareholders representing 10,918 votes *abstained* from voting.

The decision was made with the vote of the shareholders holding **99.99788%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the election of Mr. Slawomir Mieczyslaw LACHOWSKI as director for a 4-year period, starting with April, 18, 2015 and empowering Mr. Philippe Charles LHOTTE 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.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 11
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515,484,444** votes voted *in favour* of point 11 of the agenda; while shareholders representing 10,918 votes *abstained* from voting.

The decision was made with the vote of the shareholders holding **99.99788%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the designation of Mr. Slawomir Mieczyslaw LACHOWSKI as independent director, starting with April, 18, 2015.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**DECISION no. 12**
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, "Le Diplomate" Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD - Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515,491,824** votes voted *in favour* of point 12 of the agenda; while shareholders representing 3,538 votes *abstained* from voting.

The decision was made with the vote of the shareholders holding **99.99931%** of the share capital of BRD, present or represented at the meeting.

The General Assembly of Shareholders approves the appointment of Ernst & Young Assurance Services S.R.L., headquartered in Bucharest, Tower Center, 21nd floor, 15-17 Ion Mihalache Blvd, district 1, fiscal code RO11909783, as the financial auditor of BRD – Groupe Société Générale for the financial year 2015.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 13
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515,495,362** votes voted *in favour* of point 13 of the agenda.

The decision was made with the vote of the shareholders holding **100%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves 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.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**DECISION no. 14**
of the Ordinary General Meeting of the Shareholders no. 114
of April 9, 2015

The Ordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Ordinary General Meeting of the Shareholders.

Shareholders representing **515.495.362** votes voted *in favour* of point 14 of the agenda.

The decision was made with the vote of the shareholders holding **100%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the date of April 28, 2015 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**DECISION no. 1**
of the Extraordinary General Meeting of the Shareholders no. 115
of April 9, 2015

The Extraordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 11:00 A.M.

The Extraordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 18 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Extraordinary General Meeting of the Shareholders.

Shareholders representing **515,495,302** votes voted *in favour* of point 1 of the agenda and shareholders representing 60 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding **73.969605 %** of the share capital of BRD.

The Extraordinary General Meeting of the Shareholders approve electing Mrs. Mariana DINU, shareholder of BRD - Groupe Société Générale S.A., to ensure the secretariat of the Extraordinary General Shareholders' Meetings.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU

Turn BRD
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<http://www.brd.ro>

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
date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în
Registrul Public al CNVM cu nr. PJR01INCR/400008

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 2
of the Extraordinary General Meeting of the Shareholders no. 115
of April 9, 2015

The Extraordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 11:00 A.M.

The Extraordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 18 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.26%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Extraordinary General Meeting of the Shareholders.

Shareholders representing **515,495,362** votes voted *in favour* of point 2 of the agenda.

The resolution was made with the vote of the shareholders holding **73.97%** of the share capital of BRD.

The 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 Philippe Charles LHOTTE to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU

Annex**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 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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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 date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în Registrul Public al CNVM cu nr. PJR01INCR/400008

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 1, 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.*

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**DECISION no. 3**
of the Extraordinary General Meeting of the Shareholders no. 115
of April 9, 2015

The Extraordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 11:00 A.M.

The Extraordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 18 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.25%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Extraordinary General Meeting of the Shareholders.

Shareholders representing **515,495,362** votes voted *in favour* of point 3 of the agenda.

The resolution was made with the vote of the shareholders holding **73.97%** of the share capital of BRD.

The Extraordinary General Meeting of the Shareholders approves 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.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU

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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;
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date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în
Registrul Public al CNVM cu nr. PJR01INCR/400008

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 4
of the Extraordinary General Meeting of the Shareholders no. 115
of April 9, 2015

The Extraordinary General Meeting of the Shareholders took place at the Athenee Palace Hilton Bucharest, “Le Diplomate” Room (1-3 Episcopiei Street, 1st district, Bucharest), at 11:00 A.M.

The Extraordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 18 of the Articles of Incorporation of BRD - Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 515,495,362 shares, representing 73.97% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 27, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 24,584,790 shares, representing **3.53%** of the share capital, represented by Mr. Iulian STAN.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 88 dated April 6, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 20,089,325 shares, representing **2.88%** of the share capital, represented by Mr. Dan VOICULESCU, as per the express authority no. 1909 dated April 3, 2015;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 14,815,077 shares, representing **2.13%** of the share capital, represented by Mr. Ștefan DUMITRU, as per the correspondence voting form no. 31 dated March 27, 2015;
- **FRANKLIN TEMPLETON INVESTMENT FUNDS**, holding 5,684,623 shares, representing **0.82%** of the share capital, represented by Mrs. Oana TRUȚA, as per the correspondence voting form dated April 6, 2015;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 3,833,494 shares, representing **0.55%** of the share capital, represented by Mr. Liviu Claudiu DOROS, as per the correspondence voting form no. 61 dated April 3, 2015;
- **OTHER SHAREHOLDERS**, holding 1,786,909 shares, representing **0.25%** of the share capital.

The meeting was presided over by Mr. Petre BUNESCU, Director of BRD-Groupe Société Générale S.A., nominated by the Board of directors to act as substitute of the Chairman of Board of Director in the present Extraordinary General Meeting of the Shareholders.

Shareholders representing **515,495,362** votes voted *in favour* of point 4 of the agenda.

The resolution was made with the vote of the shareholders holding **73.97%** of the share capital of BRD.

The Extraordinary General Meeting of the Shareholders approves the date of April 28, 2015 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 9, 2015.

Director

Petre BUNESCU

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU