

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Ordinary General Meeting of the Shareholders no. 118
of April 14, 2016

The Ordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,597,715 shares, representing 81.302408% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,106,511** shares, representing **5.8984%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Ordinary General Meeting of the Shareholders.

Shareholders representing **566,597,145** votes voted *in favour* of point 1 of the agenda; while shareholders representing 510 votes voted *against*; while shareholders representing 60 votes *abstained* from voting;

The decision was made with the vote of the shareholders holding **99.999899%** 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 14, 2016.

**Chairman of the Ordinary General
Meeting of the Shareholders**

Philippe Charles LHOTTE

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. 118
of April 14, 2016

The Ordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,675 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091 dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

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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

- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,471** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Ordinary General Meeting of the Shareholders.

Shareholders representing **566,125,665** votes voted *in favour* of point 2 of the agenda; while shareholders who have the capacity of director, representing 407,010 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.916341%** 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, 2015, 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 14, 2016.

**Chairman of the Ordinary General
Meeting of the Shareholders**

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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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. 3
of the Ordinary General Meeting of the Shareholders no. 118
of April 14, 2016

The Ordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,675 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,471** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Ordinary General Meeting of the Shareholders.

Shareholders representing **566,112,665** votes voted *in favour* of point 3 of the agenda; while shareholders representing 13,000 votes voted *against*; while shareholders who have the capacity of director, representing 474,010 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.914047%** 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, 2015.

Made in Bucharest, on April 14, 2016.

Chairman of the Ordinary General Meeting of the Shareholders

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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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. 4**
of the Ordinary General Meeting of the Shareholders no. 118
of April 14, 2016

The Ordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,675 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

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- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,471** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Ordinary General Meeting of the Shareholders.

Shareholders representing **566,595,665** votes voted *in favour* of point 4 of the agenda; while shareholders representing 510 votes voted *against*; while shareholders representing 3.500 votes *abstained* from voting;

The decision was made with the vote of the shareholders holding **99.999292%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the profit distribution of 50% out the distributable profit of 445,422,092 lei and setting of the dividend for 2015 (the gross dividend is of 0.32 lei / share). The dividends will be paid on May 24, 2016.

The dividends shall be paid to the shareholders as follows:

- *For the shareholders represented by Participants (Broker, Custodian Bank) – payments by bank transfer to Participants accounts on the payment date except for the shareholders that have opted for postponed payment;*
- *For the shareholders that are not represented by Participants and who indicated to the Central Depository an account for receiving dividends - payments, by bank transfer, to shareholders accounts indicated to the Central Depository;*
- *For the shareholders that are not represented by Participants, having a bank account at BRD and who did not indicated to the Central Depository an account for receiving dividends - payments, by automatic bank transfer to this current account;*
- *For shareholders who are not in any of the situations listed above - cash payments (only for the individuals shareholders) or by bank transfer at bank offices, at the request of shareholders.*

Made in Bucharest, on April 14, 2016.

Chairman of the Ordinary General Meeting of the Shareholders

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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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. 5
of the Ordinary General Meeting of the Shareholders no. 118
of April 14, 2016

The Ordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,675 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,471** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Ordinary General Meeting of the Shareholders.

Shareholders representing **566,059,798** votes voted *in favour* of point 5 of the agenda; while shareholders representing 510 votes voted *against*; while shareholders representing 539,367 votes voted *against*.

The decision was made with the vote of the shareholders holding **99.904716%** 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 2016, as well as the business plan for the fiscal year 2016.

Made in Bucharest, on April 14, 2016.

Chairman of the Ordinary General Meeting of the Shareholders

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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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 ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 6
of the Ordinary General Meeting of the Shareholders no. 118
of April 14, 2016

The Ordinary General Meeting of the Shareholders took place at the Novotel Bucharest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,675 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091 dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,471** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Ordinary General Meeting of the Shareholders.

Shareholders representing **537,451,994** votes voted *in favour* of point 6 of the agenda; while shareholders representing 26,999,894 votes voted *against*; while shareholders who have the capacity of director, representing 304,540 votes, *abstained* from voting (according to the law); 1,843,247 votes were canceled.

The decision was made with the vote of the shareholders holding **94.855683%** 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 2016, amounting to EUR 1,500 (gross amount), as well as the general limits for the directors' additional remunerations and officers' remuneration for 2016, amounting to RON 10.9 million gross amount.

Made in Bucharest, on April 14, 2016.

**Chairman of the Ordinary General
Meeting of the Shareholders**

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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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 ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 7
of the Ordinary General Meeting of the Shareholders no. 118
of April 14, 2016

The Ordinary General Meeting of the Shareholders took place at the Novotel Bucharest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,675 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,471** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Ordinary General Meeting of the Shareholders.

Shareholders representing **562,586,488** votes voted *in favour* of point 7 of the agenda; while shareholders representing 4,011.637 votes voted *against*; while shareholders representing 1,550 votes *abstained* from voting.

The decision was made with the vote of the shareholders holding **99.291707%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the renewal of the mandate as director of Mr. Philippe Charles LHOTTE for a 4-years period, starting with September, 13, 2016 and empowering Mr. Giovanni Luca SOMA, Chairman of the Board of Directors, to sign on behalf of the Bank the Management Contract with him.

Made in Bucharest, on April 14, 2016.

Chairman of the Ordinary General Meeting of the Shareholders

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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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. 8
of the Ordinary General Meeting of the Shareholders no. 118
of April 14, 2016

The Ordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,675 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,471** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Ordinary General Meeting of the Shareholders.

Shareholders representing **562,985,955** votes voted *in favour* of point 8 of the agenda; while shareholders representing 1,465,842 votes voted *against*; while shareholders representing 304,631 votes *abstained* from voting. 1,843,247 votes were canceled.

The decision was made with the vote of the shareholders holding **99.362209%** 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 2016.

Made in Bucharest, on April 14, 2016.

Chairman of the Ordinary General Meeting of the Shareholders

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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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. 118
of April 14, 2016

The Ordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,675 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,471** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Ordinary General Meeting of the Shareholders.

Shareholders representing **566,599,675** votes voted *in favour* of point 9 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 29, 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.

Made in Bucharest, on April 14, 2016.

**Chairman of the Ordinary General
Meeting of the Shareholders**

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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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. 10**
of the Ordinary General Meeting of the Shareholders no. 118
of April 14, 2016

The Ordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,675 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091 dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

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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

- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,471** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Ordinary General Meeting of the Shareholders.

Shareholders representing **566.599.675** votes voted *in favour* of point 10 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 May 3, 2016 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 14, 2016.

**Chairman of the Ordinary General
Meeting of the Shareholders**

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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Atestat CNVM nr. 255/06.08.2008, înregistrată în
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THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**DECISION no. 1**
of the Extraordinary General Meeting of the Shareholders no. 119
of April 14, 2016

The Extraordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,675 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing 60.168284% of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing 3.642904% of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 17,730,685 shares, representing 2.544217% of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091 dated April 6, 2016;
- **NORGES BANK**, holding 15,621,642 shares, representing 2.241585% of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 13,615,497 shares, representing 1.953719% of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding 7,706,738 shares, representing 1.105858% of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding 6,466,879 shares, representing 0.927947% of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding 6,444,199 shares, representing 0.924693% of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,471** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Extraordinary General Meeting of the Shareholders.

Shareholders representing **566,585,615** votes voted *in favour* of point 1 of the agenda; while shareholders representing 60 votes *abstained* from voting; 13.000 votes were canceled.

The resolution was made with the vote of the shareholders holding **81.300815%** 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 14, 2016.

**Chairman of the Extraordinary General
Meeting of the Shareholders**

Philippe Charles LHOTTE

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU

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THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 2
of the Extraordinary General Meeting of the Shareholders no. 119
of April 14, 2016

The Extraordinary General Meeting of the Shareholders took place at the Novotel Bucharest City Centre, “Paris Gauche” Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,599,676 shares, representing 81.302689% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091 dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,108,472** shares, representing **5.8987%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Extraordinary General Meeting of the Shareholders.

Shareholders representing **566,584,986** votes voted *in favour* of point 2 of the agenda; while shareholders representing 1,690 votes *abstained* from voting; 13.000 votes were canceled.

The resolution was made with the vote of the shareholders holding **81.300581%** 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 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.

Made in Bucharest, on April 14, 2016.

**Chairman of the Extraordinary
General Meeting of the Shareholders**

Philippe Charles LHOTTE

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU

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Atestat CNVM nr. 255/06.08.2008, înregistrată în
Registrul Public al CNVM cu nr. PJR01INCR/400008

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 and will read as follows:*

“The shareholding structure as at 31.01.2016 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. 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;

3. Societatea de Investitii Financiare Transilvania S.A., headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 24,284,790 shares, i.e. 3.4847%, of the share capital, namely RON 24,284,790;

4. Societatea de Investiții Financiare Oltenia S.A., Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 18,790,831 shares, i.e. 2.6963%, of the share capital, namely RON 18,790,831;

5. Norges Bank, headquartered in Oslo, Bankplassen 2, P.O. BOX 1179 Sentrum, 010, 7 Norway, holds 16,513,710 shares, i.e., 2.3696%, namely RON 16,513,710 lei;

6. FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A., headquartered in Str. Costache Negri, no. 1-5, Bucharest, Sector 5 Romania, holds 14.996.080 shares, i.e. 2,1518%, namely RON 14.996.080;

7. Societatea de Investiții Financiare Banat - Crișana S.A., headquartered in Arad, str. Calea Victoriei no. 35A, jud. Arad, a Romanian juridical person, holds 13,615,497 shares, i.e. 1,9537% of the share capital, namely RON 13.615.497;

8. Fondul de Pensii Administrat Privat ALICO headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1. Romania, holds 10,030,146 shares, i.e. 1.4392%, namely RON 10,030,146;

9. ABERDEEN GLOBAL EM MAKTS SMALLER COM FD, headquartered in Luxembourg, 2b, Rue Albert Borschette L-1246 Luxembourg, 7,342,454 shares, i.e. 1.0536%, namely RON 7,342,454;

10. Morgan Stanley Institutional Fund, Inc-Frontier Emerging Markets Portofolio headquartered in New York, 522 Fifth Avenue, USA, holds 6,466,879 shares, i.e. 0.9279%, namely RON 6,466,879;

11. Other shareholders natural persons own together a number of shares 23,210,666 i.e. 3.3306%, of the share capital, namely RON 23,210,666.

12. Other shareholders juridical persons own together a number of shares 116,949,321, i.e. 16.7814%, of the share capital, namely RON 116,949,321.”

2. *Letter paragraph 4 of article 19 is completed and rephrased as follows:*

„The notice of meeting shall specify the location and date of the meeting, the reference date, the proposition for the registration date, ex date, dividend payment date (where necessary), as well as the agenda, and it shall specify all the issues making the object of the Meeting’s debates. ”

3. *Article 20 is completed and rephrased as follows:*

„The shareholders may be represented in the General Meetings by persons other than shareholders, based on a power of attorney according to the legislation in force.”

4. *Last phrase of paragraph 2 of Article 32 is eliminated.*

5. *Paragraph 2 of article 34 is completed and rephrased as follows:*

„To validate the decisions of the Management Board, it is required the presence at least of the majority of members of the Management Board. ”

6. *Paragraph 3 of article 34 is completed and rephrased as follows:*

„The decisions of the Management Board shall be made with majority of the votes of its members. ”

7. *First Paragraph of article 35 is completed and rephrased as follows:*

„Between the Ordinary General Meetings of the Shareholders that take place, the shareholders have the right to enquire on the Bank’s management. ”

8. *Letter a) of article 38 is completed and rephrased as follows:*

„a) The dividends due to the Bank’s shareholders proportionally to their quota in the share capital; such dividends shall be paid within maximum 6 months since the date of the General Shareholders Meeting establishing the dividends;”

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

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 3
of the Extraordinary General Meeting of the Shareholders no. 119
of April 14, 2016

The Extraordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, “Paris Gauche” Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,602,476 shares, representing 81.303091% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091 dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,111,272** shares, representing **5.8991%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Extraordinary General Meeting of the Shareholders.

Shareholders representing **566,589,476** votes voted *in favour* of point 3 of the agenda; 13.000 votes were canceled.

The resolution was made with the vote of the shareholders holding **81.301226%** of the share capital of BRD.

The Extraordinary General Meeting of the Shareholders approves the date of April 29, 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.

Made in Bucharest, on April 14, 2016.

**Chairman of the Extraordinary General
Meeting of the Shareholders**

Philippe Charles LHOTTE

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU

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Atestat CNVM nr. 255/06.08.2008, înregistrată în
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THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**DECISION no. 4**
of the Extraordinary General Meeting of the Shareholders no. 119
of April 14, 2016

The Extraordinary General Meeting of the Shareholders took place at the Novotel Bucarest City Centre, "Paris Gauche" Room (37B Calea Victoriei, 1st district, Bucharest), on April 14, 2016, 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 566,602,476 shares, representing 81.303091% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding **419,313,688** shares, representing **60.168284%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated March 31, 2016;
- **FONDUL PROPRIETATEA S.A.** holding **25,387,456** shares, representing **3.642904%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 91 dated April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **17,730,685** shares, representing **2.544217%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2091 dated April 6, 2016;
- **NORGES BANK**, holding **15,621,642** shares, representing **2.241585%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Dan Florin BUDA, as per the express authority no. 11 dated March 25, 2016;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,706,738** shares, representing **1.105858%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **6,466,879** shares, representing **0.927947%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABE INSTITUT COMMINGLED FD LLC**, holding **6,444,199** shares, representing **0.924693%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **MORGAN STANLEY GALAXY FUND** holding **5,544,619** shares, representing **0.795610%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;

Turn BRD
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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

- **CAISSE DE DEPOT ET PLACEMENT DU QUEBEC** holding **4,010,020** shares, representing **0.575407%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **ABERDEEN GLOBAL FRONTIER MARKETS EQUITYFUND** holding **3,649,781** shares, representing **0.523715%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH represented by Mrs. Florina NEACȘU and Mrs. Maria HERNEST, as per the correspondence voting form April 7, 2016;
- **OTHER SHAREHOLDERS**, holding **41,111,272** shares, representing **5.899151%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Director of BRD - Groupe Société Générale S.A., who was nominated by the Board of Directors as Chairman of the present Extraordinary General Meeting of the Shareholders.

Shareholders representing **566,589,476** votes voted *in favour* of point 4 of the agenda; 13.000 votes were canceled.

The resolution was made with the vote of the shareholders holding **81.301226%** of the share capital of BRD.

The Extraordinary General Meeting of the Shareholders approves the date of May 3, 2016 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 14, 2016.

**Chairman of the Extraordinary General
Meeting of the Shareholders**

Philippe Charles LHOTTE

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU