

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Ordinary General Meeting of the Shareholders no. 116
of January 7, 2016

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room).

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 520,848,684 shares, representing 74.74% 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 January 4, 2016;
- **FONDUL PROPRIETATEA S.A.**, holding **25,387,456** shares, representing **3.64%** of the share capital, represented by Mr. Adrian Cighi, as per the correspondence voting form dated January 4, 2016;
- **NORGES BANK**, holding **17,481,457** shares, representing **2.51%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,342,454** shares, representing **1.05%** of the share capital, reprezentată de CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **OTHER SHAREHOLDERS**, holding **51,323,629** shares, representing **7.37%** 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 **520,848,624** votes voted *in favour* of point 1 of the agenda and 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 January 7, 2016.

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

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
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

DECISION no. 2
of the Ordinary General Meeting of the Shareholders no. 116
of January 7, 2016

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room).

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 520,848,684 shares, representing 74.74% 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 January 4, 2016;
- **FONDUL PROPRIETATEA S.A.**, holding **25,387,456** shares, representing **3.64%** of the share capital, represented by Mr. Adrian Cighi, as per the correspondence voting form dated January 4, 2016;
- **NORGES BANK**, holding **17,481,457** shares, representing **2.51%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,342,454** shares, representing **1.05%** of the share capital, reprezentată de CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **OTHER SHAREHOLDERS**, holding **51,323,629** shares, representing **7.37%** 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 **520,848,684 votes** voted *in favour* of point 2 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 election of Mr. Jean-Pierre Georges VIGROUX as director for a 4-year period, and empowering Mr. Giovanni Luca SOMA, Chairman of the bank, to sign on behalf of the Bank, the Management Contract with him.

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

Made in Bucharest, on January 7, 2016.

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

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

DECISION no. 3
of the Ordinary General Meeting of the Shareholders no. 116
of January 7, 2016

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room).

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 520,848,684 shares, representing 74.74% 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 January 4, 2016;
- **FONDUL PROPRIETATEA S.A.**, holding **25,387,456** shares, representing **3.64%** of the share capital, represented by Mr. Adrian Cighi, as per the correspondence voting form dated January 4, 2016;
- **NORGES BANK**, holding **17,481,457** shares, representing **2.51%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,342,454** shares, representing **1.05%** of the share capital, reprezentată de CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **OTHER SHAREHOLDERS**, holding **51,323,629** shares, representing **7.37%** 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 **520,848,684** votes voted *in favour* of point 3 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 designation of Mr. Jean-Pierre Georges VIGROUX as independent director.

Made in Bucharest, on January 7, 2016.

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

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

DECISION no. 4
of the Ordinary General Meeting of the Shareholders no. 116
of January 7, 2016

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room).

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 520,848,684 shares, representing 74.74% 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 January 4, 2016;
- **FONDUL PROPRIETATEA S.A.**, holding **25,387,456** shares, representing **3.64%** of the share capital, represented by Mr. Adrian Cighi, as per the correspondence voting form dated January 4, 2016;
- **NORGES BANK**, holding **17,481,457** shares, representing **2.51%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.,** holding **7,342,454** shares, representing **1.05%** of the share capital, reprezentată de CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **OTHER SHAREHOLDERS**, holding **51,323,629** shares, representing **7.37%** 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 **520,848,684** votes voted *in favour* of point 4 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 January 22, 2016 as ex date as per art. 2 and art. 5 point 11 of Regulation CNVM no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of companies.

Made in Bucharest, on January 7, 2016.

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

Philippe Charles LHOTTE

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

DECISION no. 5
of the Ordinary General Meeting of the Shareholders no. 116
of January 7, 2016

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room).

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 520,848,684 shares, representing 74.74% 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 January 4, 2016;
- **FONDUL PROPRIETATEA S.A.**, holding **25,387,456** shares, representing **3.64%** of the share capital, represented by Mr. Adrian Cighi, as per the correspondence voting form dated January 4, 2016;
- **NORGES BANK**, holding **17,481,457** shares, representing **2.51%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.,** holding **7,342,454** shares, representing **1.05%** of the share capital, reprezentată de CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **OTHER SHAREHOLDERS**, holding **51,323,629** shares, representing **7.37%** 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 **520.848.684** votes voted *in favour* of point 5 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 January 25, 2016 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on January 7, 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 EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Extraordinary General Meeting of the Shareholders no. 117
of January 7, 2016

The Extraordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room).

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 520,848,684 shares, representing 74.74% 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 January 4, 2016;
- **FONDUL PROPRIETATEA S.A.**, holding **25,387,456** shares, representing **3.64%** of the share capital, represented by Mr. Adrian Cighi, as per the correspondence voting form dated January 4, 2016;
- **NORGES BANK**, holding **17,481,457** shares, representing **2.51%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,342,454** shares, representing **1.05%** of the share capital, reprezentată de CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **OTHER SHAREHOLDERS**, holding **51,323,629** shares, representing **7.37%** 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 **520,848,624** 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 **74.73777%** 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 January 7, 2016.

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

Philippe Charles LHOTTE

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU

DECISION no. 2
of the Extraordinary General Meeting of the Shareholders no. 117
of January 7, 2016

The Extraordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room).

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 520,848,684 shares, representing 74.74% 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 January 4, 2016;
- **FONDUL PROPRIETATEA S.A**, holding **25,387,456** shares, representing **3.64%** of the share capital, represented by Mr. Adrian Cighi, as per the correspondence voting form dated January 4, 2016;
- **NORGES BANK**, holding **17,481,457** shares, representing **2.51%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,342,454** shares, representing **1.05%** of the share capital, reprezentată de CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **OTHER SHAREHOLDERS**, holding **51,323,629** shares, representing **7.37%** 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 **520,848,684** votes voted *in favour* of point 2 of the agenda.

The resolution was made with the vote of the shareholders holding **74.74%** 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, 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 January 7, 2016.

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

Philippe Charles LHOTTE

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU

DECISION no. 3
of the Extraordinary General Meeting of the Shareholders no. 117
of January 7, 2016

The Extraordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room).

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 520,848,684 shares, representing 74.74% of the share capital of the Bank, as follows:

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- **FONDUL PROPRIETATEA S.A.**, holding **25,387,456** shares, representing **3.64%** of the share capital, represented by Mr. Adrian Cighi, as per the correspondence voting form dated January 4, 2016;
- **NORGES BANK**, holding **17,481,457** shares, representing **2.51%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,342,454** shares, representing **1.05%** of the share capital, reprezentată de CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **OTHER SHAREHOLDERS**, holding **51,323,629** shares, representing **7.37%** 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 **520,848,684** votes voted *in favour* of point 3 of the agenda.

The resolution was made with the vote of the shareholders holding **74.74%** of the share capital of BRD.

The Extraordinary General Meeting of the Shareholders approves the date of January 22, 2016 as ex date as per art. 2 and art. 5 point 11 of Regulation CNVM no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of companies.

Made in Bucharest, on January 7, 2016.

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

Philippe Charles LHOTTE

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU

DECISION no. 4
of the Extraordinary General Meeting of the Shareholders no. 117
of January 7, 2016

The Extraordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room).

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 520,848,684 shares, representing 74.74% 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 January 4, 2016;
- **FONDUL PROPRIETATEA S.A.**, holding **25,387,456** shares, representing **3.64%** of the share capital, represented by Mr. Adrian Cighi, as per the correspondence voting form dated January 4, 2016;
- **NORGES BANK**, holding **17,481,457** shares, representing **2.51%** of the share capital, represented by CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **7,342,454** shares, representing **1.05%** of the share capital, reprezentată de CITIBANK EUROPE PLC DUBLIN, ROMANIA BRANCH by Mr. George Lica and Mrs. Maria Hernest, as per the correspondence voting form dated December 30, 2015;
- **OTHER SHAREHOLDERS**, holding **51,323,629** shares, representing **7.37%** 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 **520,848,684** votes voted *in favour* of point 4 of the agenda.

The resolution was made with the vote of the shareholders holding **74.74%** of the share capital of BRD.

The Extraordinary General Meeting of the Shareholders approves the date of January 25, 2016 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on January 7, 2016.

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

Philippe Charles LHOTTE

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU