

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,634,153 shares, representing 85.755898% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682.954** shares, representing **0,958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;

- **MORGAN STANLEY GALAXY FUND**, holding **4.958.981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,609,982** shares, representing **5.109758%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **591,300,913** votes voted *in favour* of **point 1** of the agenda; while shareholders representing 60 votes *abstained* from voting; 6,333,180 votes were canceled.

The decision was made with the vote of the shareholders holding **98.94028%** 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 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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Bdul. Ion Mihalache nr. 1-7,
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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. 2
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,636,303 shares, representing 85.756206% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682.954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;

- **MORGAN STANLEY GALAXY FUND**, holding **4.958.981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0,639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,612,132** shares, representing **5.110067%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **590,999.133** votes voted *in favour* of **point 2** of the agenda; while shareholders, including those who have the capacity of director, representing 303,990 votes, *abstained* from voting (according to the law); 6,333,180 votes were canceled.

The decision was made with the vote of the shareholders holding **98.889430%** 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, 2016, 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 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
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. 3
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,638,303 shares, representing 85.75649% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682,954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6.325.199** shares, representing **0.907617%** 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;

- **MORGAN STANLEY GALAXY FUND**, holding **4.958.981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,614,132** shares, representing **5.110354%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **591,001,623** votes voted *in favour* of **point 3** of the agenda; while shareholders, including those who have the capacity of director, representing 303,500 votes, *abstained* from voting (according to the law); 6,333,180 votes were canceled.

The decision was made with the vote of the shareholders holding **98.889516%** 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, 2016.

Made in Bucharest, on April 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 4.
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.75839% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682.954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6.325.199** shares, representing **0.907617%** 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;
- **MORGAN STANLEY GALAXY FUND**, holding **4.958.981** shares, representing **0.711576%** 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 13, 2017;

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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

- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352** shares, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

On point 4, the two proposals made by the Board of directors (the gross dividend proposed 0.73 lei / share) and by the shareholders Fondul Proprietatea and Fondul de Pensii Adminstrat Privat NN (the gross dividend proposed 1.045 lei/share) were presented to the shareholders.

Shareholders representing **461,079.265** votes voted *in favour* of **point 4.1.** of the agenda; while shareholders representing 89,493,976 votes voted *against*; while shareholders representing 40,730,325 votes *abstained* from voting; 6,347,957 votes were canceled.

Shareholders representing 130,224,301 votes voted *in favour* of **point 4.2.**; while shareholders representing **451,564,424** votes voted *against*; while shareholders representing 9,514,841 votes *abstained* from voting; 6,347,957 votes were canceled.

The proposal on **point 4.1.** was approved with the vote of the shareholders holding **77.14851%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the Board of directors' proposal the profit distribution of 70% out the distributable profit of 728,280,960 lei and setting of the dividend for 2016 (the gross dividend is of 0.73 lei / share). The dividends will be paid on May 30, 2017 and the deferred payment date will be November 30, 2017.

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 20, 2017.

**Chairman of Board of Directors
Giovanni-Luca SOMA**

**Secretary of the Ordinary General Meeting of the Shareholders
Mariana DINU**

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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. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.75839% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding 25,363,456 shares, representing 3.639461% of the share capital, represented by Mr Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding 17,347,625 shares, representing 2.489251% of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 22,800,000 shares, representing 3.271624% of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 15,346,845 shares, representing 2.202154% of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT-CRISANA S.A.**, holding 13,615,497 shares, representing 1.953719% of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding 13,201,715 shares, representing 1.894344% 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding 6,682,954 shares, representing 0.958952% 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding 6,325,199 shares, representing 0.907617% 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding 5,192,664 shares, representing 0.745107% 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 13, 2017;
- **MORGAN STANLEY GALAXY FUND**, holding 4,958,981 shares, representing 0.711576% 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding 4,455,236 shares, representing 0.639292% of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;

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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

- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35.627.352** shares, representing **5,112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing 96,862,284 votes voted *in favour* on **point 5** of the agenda; while shareholders representing **479,349,502** votes voted *against*; while shareholders representing 15,106,557 votes *abstained* from voting; 6,333,180 votes were canceled.

The decision was rejected with the vote of the shareholders holding **80.20552%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders rejected the shareholders Fondul Proprietatea and Fondul de Pensii Adminstrat Privat NN proposal regarding the Instruction of the Board of Directors to carry out the following actions:

- a) To analyse the possibility for shareholders to approve additional distributions to shareholders of dividends or of other equity elements, to buy back the company's own shares (both through the open market and through tender offers) as well as of any other corporate actions at the level of the company such that:
 - (i) by the end of 2017 the company shall reduce its Tier 1 ratio at consolidated level to 16.6%;and
 - (ii) by the end of 2nd quarter of 2018 the company shall reduce its Tier 1 ratio at consolidate level to a level no higher than 1% above the Over-all Capital Requirement indicated by the National Bank of Romania (but under no circumstance the capital adequacy ratio should fall below the minimum required by the Romanian National Bank)
- b) As a results of the analysis carried out by the Board of Directors in accordance to the resolution at point a) above, the Board of Directors will take all necessary measures and will convene during 2017 the general shareholders meeting having on the agenda the approval of the necessary measures for meeting the objectives set at point a) above, including without limitation the buy-back of own shares, additional dividend distributions, distributions out of company retained earnings, other forms of distribution of equity elements.
- c) Starting with the year 2018 and during the subsequent years, the Board of Directors will undertake all necessary corporate actions at the company's level to reduce and subsequently maintain the Tier 1 ratio at Group level at a level no higher than 1% above the Over-all Capital Requirement indicated by the National Bank of Romania (but under no circumstance tile capital adequacy ratio should fall below the minimum required by the Romanian National Bank).

Made in Bucharest, on April 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 6
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.75839% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682,954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;

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- **MORGAN STANLEY GALAXY FUND**, holding **4,958,981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu CRACIUN, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352** shares, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **591,303,343** votes voted *in favour* of **point 6** of the agenda; while shareholders representing 15,000 votes voted *against*; 6,333,180 votes were canceled.

The decision was made with the vote of the shareholders holding **98.937812%** 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 2017, as well as the business plan for the fiscal year 2017.

Made in Bucharest, on April 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 7
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.75839% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682.954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;

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- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;
- **MORGAN STANLEY GALAXY FUND**, holding **4,958,981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0,639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352 shares**, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **517,757,516** votes voted *in favour* of **point 7** of the agenda; while shareholders representing 73,256,837 votes voted *against*; while shareholders who have the capacity of director, representing 303,990 votes, *abstained* from voting (according to the law); 6,333,180 votes were canceled.

The decision was made with the vote of the shareholders holding **86.632008%** 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 2017, amounting to EUR 1,500 (gross amount), as well as the general limits for the directors' additional remunerations and officers' remuneration for 2017, amounting to LEI 14 million gross amount.

Made in Bucharest, on April 20, 2017.

**Chairman of the Board of Directors
Giovanni-Luca SOMA**

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**DECISION no. 8**
of the Ordinary General Meeting of the Shareholders no. 120

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.758390% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding 25,363,456 shares, representing 3.639461% of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding 17,347,625 shares, representing 2.489251% of the share capital, represented by Mrs. Florentina HURDUBEL, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 22,800,000 shares, representing 3.271624% of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 15,346,845 shares, representing 2.202154% of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT-CRISANA S.A.**, holding 13,615,497 shares, representing 1.953719% of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding 13,201,715 shares, representing 1.894344% 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding 6,682.954 shares, representing 0.958952% 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding 6,325.199 shares, representing 0.907617% 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding 5,192,664 shares, representing 0.745107% 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 13, 2017;

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- **MORGAN STANLEY GALAXY FUND**, holding **4,958,981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352** shares, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing 113,053,951 votes voted *in favour* of **point 8**; while shareholders representing **474,537,796** votes voted *against*; while shareholders representing 3,712,189 votes *abstained* from voting; 6,347,587 votes were canceled.

The decision was rejected with the vote of the shareholders holding **79.40042%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders rejected *the shareholders Fondul Proprietatea and Fondul de Pensii Adminstrat Privat NN proposal regarding the use of the cumulative voting method for the appointment of the Board of Directors.*

Made in Bucharest, on April 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
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. 11
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.758390% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682,954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;

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

- **MORGAN STANLEY GALAXY FUND**, holding **4.958.981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352** shares, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **493,389,639** votes voted *in favour* of **point 11** of the agenda; while shareholders representing **67,479,066** votes voted *against*; while shareholders representing **5,069,400** votes *abstained* from voting; **31,713,418** votes were canceled.

The decision was made with the vote of the shareholders holding **82.55474%** 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. Jean-Luc André Joseph PARER for a 4-years period, starting with October, 18, 2017 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 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 12.
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.758390% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding 25,363,456 shares, representing 3.639461% of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding 17,347,625 shares, representing 2.489251% of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 22,800,000 shares, representing 3.271624% of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding 15,346,845 shares, representing 2.202154% of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT-CRISANA S.A.**, holding 13,615,497 shares, representing 1.953719% of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding 13,201,715 shares, representing 1.894344% 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding 6,682.954 shares, representing 0.958952% 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding 6,325,199 shares, representing 0.907617% 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding 5,192,664 shares, representing 0.745107% 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 13, 2017;

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Registrul Public al CNVM cu nr. PJR01INCR/400008

- **MORGAN STANLEY GALAXY FUND**, holding **4,958,981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352** shares, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

On point 12, for the vacant position existent in the Board of Directors, were presented to the shareholders the two candidates who have applied for this position: Mr. Benoît Jean Marie OTTENWAELETER (proposal 12.1 of the Board of Directors) and Mr. Cezary Krzysztof SMORSZCZEWSKI (proposal 12.2. of the shareholders of Fondul Proprietatea and the NN Private Pension Fund).

Shareholders representing **484,294,857** votes voted *in favour* of **point 12.1.** of the agenda; while shareholders representing 88,256,416 votes voted *against*; while shareholders representing 18,746,450 votes *abstained* from voting; 6,353,800 votes were canceled.

Shareholders representing 107,002,866 votes voted *in favour* of **point 12.2.**; while shareholders representing **482,811,887** votes voted *against*; while shareholders representing 1,482,970 votes *abstained* from voting; 6,353,800 votes were canceled.

The proposal on **point 12.1** was approved with the vote of the shareholders holding **81.03298%** of the share capital of BRD, present or represented at the meeting.

The General Assembly of Shareholders approves the election of Mr. Benoît Jean Marie OTTENWAELETER as director for a 4-years 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. Benoît Jean Marie OTTENWAELETER as Director is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

The 4-years mandate starts running from the date of issuance of the prior approval by the National Bank of Romania.

Made in Bucharest, on April 20, 2017.

**Chairman of the Board of Directors
Giovanni-Luca SOMA**

**Secretary of the Ordinary General Meeting of the Shareholders
Mariana DINU**

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THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 13
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,652,523 shares, representing 85.758534% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682,954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;

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- **MORGAN STANLEY GALAXY FUND**, holding **4,958,981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **3,5628,352** shares, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **589,599,500** votes voted *in favour* of **point 13** of the agenda; while shareholders representing 218,563 votes voted *against*; while shareholders representing 1,486,760 votes *abstained* from voting; 6,347,700 votes were canceled.

The decision was made with the vote of the shareholders holding **98.65256%** 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 2017.

Made in Bucharest, on April 20, 2017.

**Chairman of the Board of Directors
Giovanni-Luca SOMA**

**Secretary of the Ordinary General Meeting of the Shareholders
Mariana DINU**

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THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 14
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.758390% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682.954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;

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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 INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;
- **MORGAN STANLEY GALAXY FUND**, holding **4,958.981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352 shares**, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **591,318,343** votes voted *in favour* of **point 14** of the agenda; 6,333,180 votes were canceled.

The decision was made with the vote of the shareholders holding **98.94032%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the date of Mai 8, 2017 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 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**DECISION no. 15**
of the Ordinary General Meeting of the Shareholders no. 120
of April 20, 2017

The Ordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.758390% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682.954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;

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

- **MORGAN STANLEY GALAXY FUND**, holding **4.958.981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu Craciun, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **3,5627,352** shares, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **591,318,343** votes voted *in favour* of **point 15** of the agenda; 6,333,180 votes were canceled.

The decision was made with the vote of the shareholders holding **98.94032%** of the share capital of BRD, present or represented at the meeting.

The Ordinary General Meeting of the Shareholders approves the date of May 9, 2017 as registration date, in order to identify the shareholders that will receive dividends or other rights and who will be affected by the decisions of the ordinary general meeting of shareholders, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

Secretary of the Ordinary General Meeting of the Shareholders

Mariana DINU

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THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Extraordinary General Meeting of the Shareholders no. 121
of April 20, 2017

The Extraordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.758390% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682.954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;
- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;

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- **MORGAN STANLEY GALAXY FUND**, holding **4.958.981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu CRACIUN, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352** shares, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **597,651,463** votes voted *in favour* of **point 1** of the agenda; while shareholders representing 60 votes *abstained* from voting;

The resolution was made with the vote of the shareholders holding **85.758382%** 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 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

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. 121
of April 20, 2017

The Extraordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.758390% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682.954** shares, representing **0,958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6.325.199** shares, representing **0.907617%** 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 13, 2017;

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- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;
- **MORGAN STANLEY GALAXY FUND**, holding **4,958,981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu CRACIUN, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352** shares, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **597,632,523** votes voted *in favour* of **point 2** of the agenda; while shareholders representing 19,000 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding **85.755664%** 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. Francois BLOCH, 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 20, 2017.

**Chairman of the Board of Directors
Mr Giovanni-Luca SOMA**

**Secretary of the Extraordinary General Meeting of the Shareholders
Mariana DINU**

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**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 31.01.2017 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 25,363,456 shares, i.e. 3.6395% of the share capital, namely RON 25,363,456;
3. **Societatea de Investiții Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 22,846,379 shares, i.e. 3.2783%, of the share capital, namely RON 22,846,379;
4. **Fondul de Pensii Administrat Privat NN/NN Pensii S.A.F.P.P.**, headquartered in Str. Costache Negri, no. 1-5, Bucharest, Sector 5 Romania, holds 17,164,729 shares, i.e. 2.4630%, namely RON 17,164,729;
5. **Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 15,137,850 shares, i.e. 2.1722 %, of the share capital, namely RON 15,137,850;
6. **Societatea de Investiții Financiare Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei no. 33-35, jud. Arad, a Romanian juridical person, holds 13,615,497 shares, i.e. 1.9537% of the share capital, namely RON 13,615,497;
7. **Norges Bank**, headquartered in Oslo, Bankplassen 2, P.O. BOX 1179 Sentrum, 010, 7 Norway, holds 13,268,655 shares, i.e., 1.9039%, namely RON 13,268,655 lei;
8. **Fond de Pensii Administrat Privat Metropolitan Life** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1. Romania, holds 11,435,641 shares, i.e. 1.6409%, namely RON 11,435,641 lei;
9. **Aberdeen Global Em Makts Smaller Com FD**, headquartered in Luxembourg, 2b, Rue Albert Borschette L-1246 Luxembourg, 7,070,954 shares, i.e. 1.0146%, namely RON 7,070,954;
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 lei;
11. **Other shareholders natural persons** own together a number of shares 22,811,594 i.e. 3.2733%, of the share capital, namely RON 22,811,594;
12. **Other shareholders juridical persons** own together a number of shares 122,406,196, i.e. 17.5644%, of the share capital, namely RON 122,406,196.”

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2. *Paragraph 5 of article 28 is completed and rephrased as follows:
The decisions are made with the majority of the directors, present in person or represented. The Chairman of the Board of Directors shall have the casting vote in case of tie of votes.*
3. *The Annex to the Articles of Incorporation of BRD - Groupe Société Générale SA which includes the list of the members of the Board of Directors, is amended as follows:*
 - i. updating the information regarding the domicile/residence of some Directors;
 - ii. Mr. Didier Charles Maurice ALIX is radiated from point 4 due to the termination of his mandate because he passed away;
 - iii. updating the list of directors, according to the decisions adopted in the Ordinary General Meeting of Shareholders on April 20, 2017.

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 3
of the Extraordinary General Meeting of the Shareholders no. 121
of April 20, 2017

The Extraordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.758390% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN /NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEI, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682.954** shares, representing **0,958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;

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- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;
- **MORGAN STANLEY GALAXY FUND**, holding **4,958.981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu CRACIUN, as per the correspondence voting form dated April 11, 2017;
- **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 13, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352 shares**, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **597,651,523** votes voted *in favour* of **point 3** of the agenda;

The resolution was made with the vote of the shareholders holding **85.758390%** of the share capital of BRD.

The Extraordinary General Meeting of the Shareholders approves the date of May 8, 2017 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 April 20, 2017.

Chairman of the Board of Directors

Giovanni-Luca SOMA

Secretary of the Extraordinary General Meeting of the Shareholders

Mariana DINU

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THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**DECISION no. 4**
of the Extraordinary General Meeting of the Shareholders no. 121
of April 20, 2017

The Extraordinary General Meeting of the Shareholders took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room), on April 20, 2017, 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 597,651,523 shares, representing 85.758390% 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. Didier HAUGUEL, as per the correspondence voting form dated April 11, 2017;
- **FONDUL PROPRIETATEA S.A.**, holding **25,363,456** shares, representing **3.639461%** of the share capital, represented by Mr. Daniel NAFTALI, as per the express authority no. 63 dated April 14, 2017;
- **FONDUL DE PENSII ADMINISTRAT PRIVAT NN/NN PENSII S.A.F.P.A.P. S.A.**, holding **17,347,625** shares, representing **2.489251%** of the share capital, represented by Mrs. Florentina HURDUBEL, as per the correspondence voting form dated April 14, 2017;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding **22,800,000** shares, representing **3.271624%** of the share capital, represented by Mr. Iulian STAN;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding **15,346,845** shares, representing **2.202154%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 2280 dated April 11, 2017;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT-CRISANA S.A.**, holding **13,615,497** shares, representing **1.953719%** of the share capital, represented by Mr. Bogdan-Alexandru DRĂGOI, as per the correspondence voting form dated April 14, 2017;
- **NORGES BANK**, holding **13,201,715** shares, representing **1.894344%** 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 13, 2017;
- **ABERDEEN GLOBAL EMERGING MARKETS SMALLER COMPANIES FUND.**, holding **6,682.954** shares, representing **0.958952%** 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 13, 2017;
- **ABERDEN EMERG MARKETS SMALLER COMPANIES FD A SERIES OF THE ABERDEN INSTITUT COMMINGL FD LLC**, holding **6,325,199** shares, representing **0.907617%** 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 13, 2017;

- **MORGAN STANLEY INSTITUTIONAL FUND INC-FRONTIER EMERGING MARKETS PORTOFOLIO**, holding **5,192,664** shares, representing **0.745107%** 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 13, 2017;
- **MORGAN STANLEY GALAXY FUND**, holding **4,958,981** shares, representing **0.711576%** 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 13, 2017;
- **SOCIETATEA FONDUL DE ADMINISTRAT PRIVAT PRIN BRC PENSII SAFPP S.A.**, holding **4,455,236** shares, representing **0.639292%** of the share capital, represented by Mr. Radu CRACIUN, as per the correspondence voting form dated April 11, 2017;
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- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding **3,410,291** shares, representing **0.489350%** of the share capital, represented by Mrs. Aurelia-Gabriela GRIGORE, as per the correspondence voting form no. 69672/2037 dated April 12, 2017;
- **OTHER SHAREHOLDERS**, holding **35,627,352** shares, representing **5.112251%** of the share capital.

The meeting was presided over by Mr Giovanni-Luca SOMA, Chairman of the Board of Directors.

Shareholders representing **597,651,523** votes voted *in favour* of **point 4** of the agenda;

The resolution was made with the vote of the shareholders holding **85.758390%** of the share capital of BRD.

The Extraordinary General Meeting of the Shareholders approves the date of May 9, 2017 as registration date, in order to identify the shareholders who are affected by the decisions of the extraordinary general meeting of shareholders, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 20, 2017.

Chairman of the Board of Directors
Giovanni-Luca SOMA

Secretary of the Extraordinary General Meeting of the Shareholders
Mariana DINU

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