

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Ordinary General Meeting of the Shareholders no. 112
of April 17, 2014

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, 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 549,408,095 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN, Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,060 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **549,104,145** votes voted *in favour* of this point; while shareholders representing 450 votes voted *against*; while shareholders who have the capacity of director, representing 303,500 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.94%** of the share capital of BRD, present or represented at the meeting.

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel:+4021.301.61.00
Fax:+4021.301.66.36
<http://www.brd.ro>

BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
C.U.I./C.I.F. RO361579
Prelucrare înscrisă în registrul de evidența a prelucrărilor de date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în Registrul Public al CNVM cu nr. PJR01INCR/400008

1. APPROVAL OF THE INDIVIDUAL AND CONSOLIDATED ANNUAL FINANCIAL STATEMENTS AS AT DECEMBER 31, 2013 (DRAFTED ACCORDING TO INTERNATIONAL FINANCIAL REPORTING STANDARDS, AS ADOPTED BY THE EUROPEAN UNION, AND TO THE ORDER NO. 27/2010 OF THE NATIONAL BANK OF ROMANIA FOR THE APPROVAL OF THE ACCOUNTING REGULATIONS COMPLIANT WITH THE INTERNATIONAL FINANCIAL REPORTING STANDARDS, APPLICABLE TO CREDIT INSTITUTIONS, AS FURTHER AMENDED AND SUPPLEMENTED), BASED ON THE ANNUAL REPORTS PRESENTED BY THE BOARD OF DIRECTORS (DRAFTED ACCORDING TO ORDER NO. 27/2010 OF THE NATIONAL BANK OF ROMANIA FOR THE APPROVAL OF THE ACCOUNTING REGULATIONS COMPLIANT WITH THE INTERNATIONAL FINANCIAL REPORTING STANDARDS, APPLICABLE TO CREDIT INSTITUTIONS, AS FURTHER AMENDED AND SUPPLEMENTED AND TO THE NATIONAL SECURITIES COMMISSION REGULATION NO.1/2006 RELATED TO ISSUERS AND SECURITY OPERATIONS, SUBSEQUENTLY AMENDED) AND BY THE FINANCIAL AUDITOR OF THE BANK.

The Ordinary General Meeting of the Shareholders approves:

The individual and consolidated annual financial statements as at December 31, 2013 (drafted according to International Financial Reporting Standards, as adopted by the European Union, and to the Order No. 27/2010 of the National Bank of Romania for the approval of the accounting regulations compliant with the International Financial Reporting Standards, applicable to credit institutions, as further amended and supplemented), based on the annual reports presented by the Board of Directors (drafted according to Order No. 27/2010 of the National Bank of Romania for the approval of the accounting regulations compliant with the International Financial Reporting Standards, applicable to credit institutions, as further amended and supplemented and to the National Securities Commission Regulation no.1/2006 related to issuers and security operations, subsequently amended) and by the financial auditor of the Bank.

Made in Bucharest, on April 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel:+4021.301.61.00
Fax:+4021.301.66.36
<http://www.brd.ro>

BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
C.U.I./C.I.F. RO361579
Prelucrare înscrisă în registrul de evidența a prelucrărilor de date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în Registrul Public al CNVM cu nr. PJR01INCR/400008

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 2
of the Ordinary General Meeting of the Shareholders no. 112
of April 17, 2014

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders 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 549,408,095 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN, Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,060 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **549,104,145** votes voted *in favour* of this point; while shareholders representing 450 votes voted *against*; while shareholders who have the capacity of director, representing 303,500 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.94%** of the share capital of BRD, present or represented at the meeting.

2. THE DIRECTORS' DISCHARGE FOR THE FISCAL YEAR 2013.

The Ordinary General Meeting of the Shareholders approves the BRD directors' discharge for the fiscal year 2013.

Made in Bucharest, on April 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 3
of the Ordinary General Meeting of the Shareholders no. 112
of April 17, 2014

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders 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 549,408,095 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,060 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **549,407,645** votes voted *in favour* of this point; while shareholders representing 450 votes voted *against*.

The decision was made with the vote of the shareholders holding **99.9992%** of the share capital of BRD, present or represented at the meeting.

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel:+4021.301.61.00
Fax:+4021.301.66.36
<http://www.brd.ro>

BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
C.U.I./C.I.F. RO361579
Prelucrare înscrisă în registrul de evidența a prelucrărilor de date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în Registrul Public al CNVM cu nr. PJR01INCR/400008

3. APPROVAL OF THE INCOME AND EXPENDITURE BUDGET FOR 2014 AND OF THE BUSINESS PLAN FOR THE FISCAL YEAR 2014.

The Ordinary General Meeting of the Shareholders approves the income and expenditure budget for 2014, as well as the business plan for the fiscal year 2014.

Made in Bucharest, on April 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 4
of the Ordinary General Meeting of the Shareholders no. 112
of April 17, 2014

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders 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 549,408,095 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN, Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,060 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **549,099,275** votes voted *in favour* of this point; while shareholders representing 3,250 votes voted *against*; while shareholders who have the capacity of director, representing 305,570 votes, *abstained* from voting (according to the law).

The decision was made with the vote of the shareholders holding **99.94%** of the share capital of BRD, present or represented at the meeting.

4. APPROVAL OF THE REMUNERATION DUE TO THE NON-EXECUTIVE DIRECTORS FOR THE FISCAL YEAR 2014, AS WELL AS OF THE GENERAL LIMITS FOR THE DIRECTORS' AND OFFICERS' ADDITIONAL REMUNERATIONS.

The Ordinary General Meeting of the Shareholders approves the remuneration for the non-executive members of the Board of Directors for 2014, amounting to EUR 1,500 / month (gross amount, in lei equivalent), as well as the general limits for the directors' and executive officers' additional remunerations for 2014, amounting to RON 9.9 million, gross amount.

Made in Bucharest, on April 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 5
of the Ordinary General Meeting of the Shareholders no. 112
of April 17, 2014

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, 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 549,408,095 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN, Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,060 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **549,257,255** votes voted *in favour* of this point; while shareholders representing 540 votes voted *against*; while shareholders representing 148,180 votes *abstained* from voting; 2.120 votes were canceled.

The decision was made with the vote of the shareholders holding **99.97%** of the share capital of BRD, present or represented at the meeting.

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel:+4021.301.61.00
Fax:+4021.301.66.36
<http://www.brd.ro>

BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
C.U.I./C.I.F. RO361579
Prelucrare înscrisă în registrul de evidența a prelucrărilor de date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în Registrul Public al CNVM cu nr. PJR01INCR/400008

5. ELECTING MR. GIOVANNI LUCA SOMA AS DIRECTOR FOR A 4-YEAR DURATION, AND EMPOWERING MR PHILIPPE CHARLES LHOTTE, CHAIRMAN – CEO OF THE BANK, TO SIGN ON BEHALF OF THE BANK: THE MANAGEMENT CONTRACT WITH HIM, AS WELL AS THE ADDENDUM AND THE UPDATED ARTICLES OF ASSOCIATION FOLLOWING THE CHANGES IN THE MEMBERS OF THE BOARD OF DIRECTORS.

THE APPOINTMENT OF MR. GIOVANNI LUCA SOMA AS DIRECTOR OF BRD-GROUPE SOCIETE GENERALE S.A. IS SUBJECT TO THE PRIOR APPROVAL BY THE NATIONAL BANK OF ROMANIA, AS PER THE LEGAL PROVISIONS IN FORCE.

THE 4-YEAR DURATION OF MR. GIOVANNI LUCA SOMA STARTS RUNNING FROM THE DATE OF ISSUANCE OF THE PRIOR APPROVAL BY THE NATIONAL BANK OF ROMANIA.

The Ordinary General Meeting of the Shareholders approves the election of Mr. Giovanni Luca SOMA as director for a 4-year term of office, and empowering Mr. Philippe Charles LHOTTE, Chairman – CEO of the bank, to sign on behalf of the Bank: the Management Contract with him, as well as the Addendum and the updated Articles of Association following the changes in the members of the Board of Directors.

The appointment of Mr. Giovanni Luca SOMA as Director of BRD - Groupe Société Générale S.A. is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

The 4-year term of office of Mr. Giovanni Luca SOMA starts running from the date of issuance of the prior approval by the National Bank of Romania.

Made in Bucharest, on April 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel:+4021.301.61.00
Fax:+4021.301.66.36
<http://www.brd.ro>

BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
C.U.I./C.I.F. RO361579
Prelucrare înscrisă în registrul de evidența a prelucrărilor de
date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în
Registrul Public al CNVM cu nr. PJR01INCR/400008

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 6
of the Ordinary General Meeting of the Shareholders no. 112
of April 17, 2014

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, 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 549,408,445 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN, Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,170 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **515,791,819** votes voted *in favour* of this point; while shareholders representing 33,468,206 votes voted *against*; while shareholders representing 148,180 votes *abstained* from voting; 240 votes were canceled.

The decision was made with the vote of the shareholders holding **93.88%** of the share capital of BRD, present or represented at the meeting.

6. ELECTING MR. AURELIAN DOCHIA AS DIRECTOR FOR A 4-YEAR DURATION, AND EMPOWERING MR PHILIPPE CHARLES LHOTTE, CHAIRMAN – CEO OF THE BANK, TO SIGN ON BEHALF OF THE BANK: THE MANAGEMENT CONTRACT WITH HIM, AS WELL AS THE ADDENDUM AND THE UPDATED ARTICLES OF ASSOCIATION FOLLOWING THE CHANGES IN THE MEMBERS OF THE BOARD OF DIRECTORS.

THE APPOINTMENT OF MR. AURELIAN DOCHIA AS DIRECTOR OF BRD-GROUPE SOCIETE GENERALE S.A. IS SUBJECT TO THE PRIOR APPROVAL BY THE NATIONAL BANK OF ROMANIA, AS PER THE LEGAL PROVISIONS IN FORCE.

THE 4-YEAR DURATION OF MR. AURELIAN DOCHIA STARTS RUNNING FROM THE DATE OF ISSUANCE OF THE PRIOR APPROVAL BY THE NATIONAL BANK OF ROMANIA.

The Ordinary General Meeting of the Shareholders approves the election of Mr. Aurelian DOCHIA as director for a 4-year term of office, and empowering Mr. Philippe Charles LHOTTE, Chairman – CEO of the bank, to sign on behalf of the Bank: the Management Contract with him, as well as the Addendum and the updated Articles of Association following the changes in the members of the Board of Directors.

The appointment of Mr. Aurelian DOCHIA as Director of BRD - Groupe Société Générale S.A. is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

The 4-year term of office of Mr. Aurelian DOCHIA starts running from the date of issuance of the prior approval by the National Bank of Romania.

Made in Bucharest, on April 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel:+4021.301.61.00
Fax:+4021.301.66.36
<http://www.brd.ro>

BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
C.U.I./C.I.F. RO361579
Prelucrare înscrisă în registrul de evidența a prelucrărilor de date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în Registrul Public al CNVM cu nr. PJR01INCR/400008

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 7
of the Ordinary General Meeting of the Shareholders no. 112
of April 17, 2014

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, 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 549,408,445 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN, Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,170 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **515,792,429** votes voted *in favour* of this point; while shareholders representing 33,467,496 votes voted *against*; while shareholders representing 148,180 votes *abstained* from voting; 350 votes were canceled

The decision was made with the vote of the shareholders holding **93.88%** of the share capital of BRD, present or represented at the meeting.

7. DESIGNATION OF MR. AURELIAN DOCHIA AS INDEPENDENT DIRECTOR.

The Ordinary General Meeting of the Shareholders approves the designation of Mr. Aurelian DOCHIA as independent director of BRD – Groupe Société Générale S.A., according to the Companies' Act no. 31/1990.

Made in Bucharest, on April 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 8
of the Ordinary General Meeting of the Shareholders no. 112
of April 17, 2014

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, 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 549,408,455 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN, Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,420 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **549,256,795** votes voted *in favour* of this point; while shareholders representing 1,840 votes voted *against*; while shareholders representing 148,180 votes *abstained* from voting; 1,640 votes were canceled.

The decision was made with the vote of the shareholders holding **99.97%** of the share capital of BRD, present or represented at the meeting.

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel:+4021.301.61.00
Fax:+4021.301.66.36
<http://www.brd.ro>

BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
C.U.I./C.I.F. RO361579
Prelucrare înscrisă în registrul de evidența a prelucrărilor de date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în Registrul Public al CNVM cu nr. PJR01INCR/400008

8. APPOINTMENT OF THE FINANCIAL AUDITOR OF THE BANK FOR THE FINANCIAL YEAR 2014 AND SETTING OF THE DURATION OF THE FINANCIAL AUDIT CONTRACT.

The Ordinary General Meeting of the Shareholders approved the appointment of the company Deloitte Audit S.R.L., headquartered in Bucharest, sector 1, str. Nicolae Titulescu nr. 4-8, etaj 3, tax identification number 7756924, as auditor the financial of BRD - Groupe Société Générale S.A. for the financial year 2014.

Made in Bucharest, on April 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 9
of the Ordinary General Meeting of the Shareholders no. 112
of April 17, 2014

The Ordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, 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 549,408,455 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN, Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,420 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **549,408,455** votes voted *in favour* of this point.

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

9. SETTING THE DATE OF MAY 7, 2014 AS DATE OF REGISTRATION WITH A VIEW OF IDENTIFYING THE SHAREHOLDERS WHO ARE AFFECTED BY THE DECISIONS MADE BY THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS.

The Ordinary General Meeting of the Shareholders approves the date of May 7, 2014, as date of registration with a view of identifying the shareholders who are affected by the decisions made by the Ordinary General Meeting of the Shareholders.

Made in Bucharest, on April 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Extraordinary General Meeting of the Shareholders no. 113
of April 17, 2014

The Extraordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, 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 549,408,455 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN, Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,420 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **549,260,975** votes voted *in favour* of this point; and shareholders representing 147,480 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding **78.81%** of the share capital of BRD.

1. APPROVAL OF THE AMENDMENT OF THE ARTICLES OF INCORPORATION OF BRD-GROUPE SOCIÉTÉ GÉNÉRALE ACCORDING TO THE ANNEX, AS WELL AS THE DELEGATION OF POWER TO PHILIPPE CHARLES LHOTTE, CHAIRMAN-CEO OF THE BANK, TO SIGN THE ADDENDUM TO THE ARTICLES OF INCORPORATION AND THE UPDATED FORM OF THE ARTICLES OF INCORPORATION.

The Extraordinary General Meeting of the Shareholders approves:

- **The amendment of the Articles of Incorporation of BRD – Groupe Société Générale, according to the Annex;**
- **delegation of power to Philippe Charles LHOTTE, Chairman-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 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU

Amendment of, and addition to the Articles of Association of BRD-Groupe Société Générale S.A.

1. *Paragraph 1 of Article 1 is modified and rephrased and will read as follows :*

”BRD – Groupe Société Générale SA is a joint-stock company admitted to trading on a regulated market, which operates as a Romanian legal entity, pursuant to the Companies’ Act, to the regulations regarding the capital market and to the banking legislation, as well as to the provisions of these Articles of Incorporation and of the internal normative documents.”

2. *Paragraph 3 of Article 5 is modified and rephrased and will read as follows :*

”The scope of the activities specified under §2, letters f to j, covers all the financial investment services under art. 5 paragraphs (1) and (1¹) in Law no. 297/2004 regarding the capital market, as amended and supplemented, as it’s the activities have as subject the financial instruments mentioned in art. 2 paragraph (1) section 11 in Law no. 297/2004 regarding the capital market, with subsequent amendments.”

3. *Paragraph 4 of Article 5 is modified and rephrased and will read as follows:*

”The provisions of § 2 are construed and applied so as the activities enumerated under § 2 would cover any operations, transactions, products and services falling under this scope or assimilated, including the services auxiliary to such activities.”

4. *Paragraph 4 of article 8 is modified and rephrased and will read as follows:*

“The shareholding structure as at 28.02.2014 is the following:

1. Société Générale S.A., headquartered at 29 Bd. Haussman, Paris, France, French juridical person, registered with the Register of Commerce and Companies in France under no. RCS Paris 55212022215342, holds 419,313,688 shares, i.e. 60.1683% of the share capital, namely RON 419,313,688;

2. Societatea de Investiții Financiare Transilvania S.A., headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 31,771,898 shares, i.e. 4.5590% of the share capital, namely RON 31,771,898;

3. Fondul Proprietatea S.A., headquartered in Bucharest, Str. Buzești no. 78-80, Et. 7, sector 1, a Romanian juridical person, holds 25,387,456 shares, i.e. 3.6429% of the share capital, namely RON 25,387,456 lei;

4. Societatea de Investiții Financiare Banat - Crișana S.A., headquartered in Arad, str. Calea Victoriei no. 35A, jud. Arad, a Romanian juridical person, holds 23,784,077 shares, i.e. 3.4128 % of the share capital, namely RON 23,784,077;

5. Societatea de Investiții Financiare Oltenia S.A., headquartered in Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 23,190,748 shares, i.e. 3.3277 % of the share capital, namely RON 23,190,748;

6. Societatea de Investiții Financiare Muntenia S.A., headquartered in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, holds 22,015,168 shares, i.e. 3.1590 % of the share capital, namely RON 22,015,168;

Turn BRD
Bdul. Ion Mihalache nr. 1-7,
011171 București, România
Tel:+4021.301.61.00
Fax:+4021.301.66.36
http://www.brd.ro

BRD-Groupe Société Générale S.A.
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
C.U.I./C.I.F. RO361579
Prelucrare înscrisă în registrul de evidența a prelucrărilor de date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în Registrul Public al CNVM cu nr. PJR01INCR/400008

7. Societatea de Investiții Financiare Moldova S.A., headquartered in Bacău, str. Pictor Aman no. 94C, jud. Bacău, a Romanian juridical person, holds 15,565,809 shares, i.e. 2.2336% of the share capital, namely RON 15,565,809;

8. Other shareholders (natural and juridical persons) own together a number of shares 135,872,674, i.e. 19.4967% of the share capital, namely RON 135.872.674.”

5. *Paragraph 1 of Article 15 is modified and rephrased and will read as follows:*

”The Ordinary General Meeting shall be held at least once a year, within no more than 4 months after the end of the financial year.”

6. *Paragraph 5 of Article 28 is modified and rephrased and will read as follows:*

”The decisions are made with the majority of the directors, present in person or represented. Should a tie be reached, the proposal submitted to vote shall be deemed denied.”

7. *After paragraph 5 of article 28, a new paragraph is inserted, which will read as follows:*

”The decisions on the appointment or revocation of the Chairman of Board of Directors shall be passed by the vote of the majority of the members of the Board.”

8. *After letter d) of article 29, two new paragraphs are inserted, which will read as follows:*

”approves, supervises and responds for implementing of a governance arrangements in a way that promotes the effective and prudent management of the Bank, including the separation of duties within the Bank and in order to avoid conflicts of interest;

supervises the process of publication and communication of information;”

9. *Letter i) of article 29 is completed and rephrased and will read as follows:*

”approves the modification of the Articles of Incorporation following the resolutions of the Board of Directors adopted based on the powers delegated by the General Meeting of the Shareholders according to art. 17 § 2 and of the provisions of art. 137² of the Companies Low no. 31/1990;”

10. *Letter k) of article 29 is modified and rephrased and will read as follows:*

”approves the internal normative documents and the modifications thereto and any other documents in the Board of Directors specific power, as stipulated by the legal and regulatory framework;”

11. *Letter m) of article 29 is modified and rephrased and will read as follows:*

”appoints and revokes the members of the Committees set up to support the Board of Directors;”

12. *Letter n) of article 29 is eliminated.*

13. *Letter o) of article 29 is modified and rephrased and will read as follows:*

”exercises any attributions in its specific power as stipulated by the Internal Regulations of the Bank, by the Directive ”Limits to approve loans and other commitments”, by the Directive ”Regulation of organization and functioning of the management body” and any other attributions as stipulated by law or delegated by the general meeting of the shareholders.”

14. *Article 31 is modified and rephrased and will read as follows:*

” The Board of Directors meets whenever necessary, but at least every 3 months.

The Chairman of the Board shall call the Board of Directors, establish the agenda, watch over that the proper information be delivered to the members of the Board in respect of the items on the agenda and preside over the meeting.

The Board of Directors is also called upon the well-grounded request of at least 2 of its members. In this case, the agenda is established by the authors filing the request. The Chairman of the Board of Directors is compelled to settle such request.

The callings for the Board of Directors shall be send to the directors by email, reasonably before the date of meeting. The notices of meeting for the meetings of the Board of Directors shall specify the location of the meeting, the date and the draft agenda; no decision may be made on unexpected issues that are not included on the agenda, except for emergencies.

At each meeting, minutes shall be drafted, which shall comprise the participants’ names, the order of the deliberations, the decisions made, the number of votes cast and the counter opinions.”

15. *Paragraph 5 of article 32, is modified and rephrased and will read as follows:*

”In the relations with third parties, the Bank may also be represented and bound by the signature of other persons, authorized by Decisions of the Management Board, by the Internal Regulations of the Bank or by the Directive „Limits to approve loans and other commitments”.’”

16. *Letter a), point 1 of article 33, is modified and rephrased and will read as follows:*

„the internal normative documents of the Bank and the modifications thereto excepting the documents in the Board of Directors specific power, as stipulated by the legal and regulatory framework;”

17. *Letter b), point 1 of article 33, is modified and rephrased and will read as follows:*

„the interest rates applied to the Bank’s resources and placements;”

18. *Letter d), point 1 of articles 33 is eliminated.*

19. *Letter e), point 1 of articles 33 is eliminated.*

20. *Letter f), point 1 of articles 33 is modified and rephrased and will read as follows:*

”Professional training plan”

21. *After point 2 of article 33, a new paragraph is inserted, which will read as follows:*

„inform the Board of Director with accuracy, periodically, as soon as the members of the Management Board become aware of any relevant information which, may affect the management and the financial stability of the Bank;”

22. *Article point 3 of article 33, is modified and rephrased and will read as follows:*

„exercise any attributions stipulated by the Internal Regulations of the Bank, by the Directive „Limits to approve loans and other commitments”, by the Directive “Regulation of organization and functioning of the management body” and any other attributions stipulated by the law in its specific power “.

23. *After paragraph 1 of article 34, a new paragraph is inserted, which will read as follows:*

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

24. *All the article, paragraphs, sub-items, points are renumbered and letters are updated accordingly with the Decisions of the General Assambly.*

25. *The Annex to the Articles of Incorporation of BRD - Groupe Société Générale SA which includes the list of the members of the Board of Directors, are amended as follows:*

- i. rephrasing the name of column 4 of the Annex as follows “ Directors’ Domicile /Residence and citizenship “;*
- ii. updating the information regrading Mr. Philippe Charles Lhotte residence, from point 1, column 4 as follows: Bucharest, 32 Aleea Alexandru, flat no. 5, Sector 1;*
- iii. updating the information regrading Mr Jean-Louis Mattei domicile, from point 5, column 4, as follows: 24 Pierre et Marie Curie, 75005, Paris, France;*
- iv. Mrs. Anne Clémentine Marcelle Marion – Bouchacourt is radiated from point 7 following the renunciation of her position as member of the Board of Directors of BRD-Groupe Société Générale, starting with December, 27, 2013;*
- v. subject to obtain the prior approval by the National Bank of Romania:*
 - Mr. Giovanni Luca SOMA, born on August 21, 1960 in Milano, Italy, residence in 104, rue du Faubourg St Honoré 75008 Paris, France, italian citizenship, is registered as Memmber to point 3;*
 - Mr. Aurelian DOCHIA, born on March 8, 1950 in Campina, judetul Prahova, Romania, domicile in Bucharest, 3rd district, 62 Miletin Street, 3rd floor, flat no.4, Romania, romanian citizenship, is registered as Member to point 7.*

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 2
of the Extraordinary General Meeting of the Shareholders no. 113
of April 17, 2014

The Extraordinary General Meeting of the Shareholders took place at the BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 17, 2014, 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 549,408,455 shares, representing 78.84% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr. Jean-Luc Andre Joseph PARER, as per the correspondence voting form dated April 11, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 31,771,898 shares, representing **4.56%** of the share capital, represented by Mr. Iulian STAN Executive Vice President / Deputy CEO of Societății de Investiții Financiare Transilvania S.A.;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Daniel NAFTALI, as per the correspondence voting form no. 103 dated April 14, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 23,784,077 shares, representing **3.41%** of the share capital, represented by Mr. Dragoș-George BÎLTEANU, as per the correspondence voting form no. 28 dated April 8, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 23,190,748 shares, representing **3.33%** of the share capital, represented by Mr. Tudor CIUREZU, as per the correspondence voting form no. 1947 dated March 31, 2014;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 17,394,168 shares, representing **2.50%** of the share capital, represented by Mr. Gabriel FILIMON, Chairman – CEO of S.A.I. Muntenia Invest S.A.;
- **OTHER SHAREHOLDERS**, holding 8,566,420 shares, representing **1.23%** of the share capital.

The meeting was presided over by Mr. Philippe Charles LHOTTE, Chairman of the Board of Directors.

Shareholders representing **549,408,455** votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding **78.84%** of the share capital of BRD.

2. APPROVAL OF THE DATE OF MAY 7, 2014, AS REGISTRATION DATE, AS PER ART. 238 OF LAW NO. 297/2004 REGARDING THE CAPITAL MARKET.

The Extraordinary General Meeting of the Shareholders approves the date of May 7, 2014, as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 17, 2014.

Chairman of the Board of Directors

Philippe Charles LHOTTE

Secretaries of the General Meeting of the Shareholders

Adina – Ileana RĂDULESCU

Camelia Daniela APETREI

Mariana DINU