

The Board of Directors of BRD-GROUPE SOCIETE GENERALE S.A.
which met on March 13, 2019, at 17:00, calls
**THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AND
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

On April 18, 2019, at 10:00 A.M. and 11:00 A.M., respectively,
at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room)
for all the shareholders registered with the Shareholders' Register
by the end of April 8, 2019 (reference date),
with the following agenda:

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Electing Mrs. Mariana DINU, shareholder of BRD - Groupe Societe Generale S.A., to ensure the secretariat of the Ordinary General Shareholders' Meeting.
2. Approval of 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, 2018, accompanied by the Annual Board of Directors' Report at individual and consolidated level as well as by the financial auditor report.
3. The Directors' discharge for the fiscal year 2018.
4. Approval of the profit distribution and setting of the dividend for 2018 (the gross dividend proposed is of 1.64 lei / share). The dividends will be paid within on May 31, 2019 and the deferred payment date will be November 29, 2019.
5. Approval of the income and expenditure budget for 2019 and of the Business Plan for the fiscal year 2019.
6. Approval of the remuneration due to the non-executive directors for the fiscal year 2019, the general limits for the directors' additional remunerations as well as officers' remunerations.
7. Renewal Mr. Petre BUNESCU mandate as director, for a 4-years period, starting with April 18, 2019 and empowering Chairman of the Board of Directors of the Bank to sign, on behalf of the Bank, the Management Contract with him.
8. Electing Mr. Bogdan-Alexandru DRĂGOI as director for a 4-years period, following the expiry of Mr. Ioan CUZMAN 's mandate as Member of the Board Directors by reaching the term on April 18, 2019 and empowering the Chairman of the Board of Directors of the Bank, to sign on behalf of the Bank, the Management Contract with him.

The appointment of Mr. Bogdan-Alexandru DRĂGOI as Director is subject to the prior approval to start the fulfilment of his tasks 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 to start the fulfilment of his tasks by the National Bank of Romania.

9. Electing Mr. Philippe Laurent Charles HEIM as director for a 4-years period, and empowering the Chairman of the Board of Directors of the Bank, to sign on behalf of the Bank, the Management Contract with him. Mr. Philippe Laurent Charles HEIM was appointed as Interim Director through the Board of Directors decision no. 356 on June 21, 2018, following Mr. Bernardo SANCHEZ – INCERA's renunciation to his mandate as Director.

The appointment of Mr. Philippe Laurent Charles HEIM as Director is subject to the prior approval to start the fulfilment of his tasks 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 to start the fulfilment of his tasks by the National Bank of Romania.

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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
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10. Electing Mrs. Liliana FELEAGĂ as director for a 4-years period, and empowering the Chairman of the Board of Directors of the Bank, to sign on behalf of the Bank, the Management Contract with her. Mrs. Liliana FELEAGĂ was appointed as Interim Independent Director through the Board of Directors decision no. 359 on September 19, 2018, following the expiry of Mr. Aurelian DOCHIA's mandate as Independent Member of the Board Directors by reaching the term.

The appointment of Mrs. Liliana FELEAGĂ as Director is subject to the prior approval to start the fulfilment of her tasks 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 to start the fulfilment of her tasks by the National Bank of Romania.

11. Designation of Mr. Bogdan-Alexandru DRĂGOI as independent director.
12. Designation of Mrs. Liliana FELEAGĂ as independent director.
13. Appointment of Ernst & Young Assurance Services SRL as financial auditor of the Bank for the financial year 2019.
14. Approval of the date of May 9, 2019 as ex date.
15. Approval of the date of May 10, 2019 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.

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Electing Mrs. Mariana DINU, shareholder of BRD - Groupe Société Générale S.A. to ensure the secretariat of the Extraordinary General Shareholders' Meeting.
2. Approval of the amendment of the Articles of Incorporation of the Bank according to the Annex to the present meeting notice, 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.
3. Approval of the date of May 9, 2019 as ex date.
4. Approval of the date of May 10, 2019 as registration date, in order to identify the shareholders who are affected by the decisions of the extraordinary general meeting of shareholders.

Documents related to the General Meeting of the Shareholders

Starting with March 15, 2019, the meeting notice, the full text of the informative documents and materials with regard to the matters on the agenda, the documents that are to be presented to the ordinary and extraordinary general meetings of the shareholders, the decision drafts for each point on the agenda and the information sheet with the name, locality of domicile and professional qualification of the candidates proposed for the positions of director are available on the website of the Bank (www.brd.ro, section Shareholders and Investors) both Romanian and English or can be obtained by the shareholders from the General Secretariat of the Bank (BRD Tower, 1-7 Bd. Ion Mihalache, code 011171, 1st district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: investor@brd.ro).

The share capital of BRD-Groupe Société Générale S.A. is represented by 696,901,518 nominal shares, each held share giving right to one vote in the general meeting of the shareholders.

Propositions of the shareholders regarding the General Meetings of the Shareholders

The shareholders who represent, either individually or jointly, at least 5% of the share capital are entitled:

- i) To introduce new matters on the agenda of the general meetings, provided that each matter is

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accompanied by a justification or by a decision draft proposed to be adopted by the general meeting, no later than March 30, 2019, 1.00 P.M.;

- ii) To present decision drafts for the matters included or proposed to be included on the agenda of the general meeting, no later than March 30, 2019, 1.00 P.M.;

This right shall be exercised exclusively in writing, the proposals may be sent by mail or by means of electronic communication.

The shareholders are entitled to make other propositions for the position of director until March 20, 2019, 5.00 P.M. The propositions will be accompanied by information on the name, locality of domicile and professional qualification of the persons proposed for the respective position, statement of compliance with the independence criteria (if the case may be).

If necessary, the revised agenda will be published on April 05, 2019, according to the legal provisions in force.

Also, the shareholders who represent, either individually or jointly, at least 5% of the share capital are entitled to propose the application of the cumulative voting method for the election of the members of the Board of Directors, no later than March 30, 2019, 1.00 P.M. If such request is made by shareholders who do not have significant holdings, the application of this method will be submitted to vote within the ordinary general meeting.

Questions related to the General Meetings of the Shareholders

Each shareholder is entitled to ask questions regarding the matters on the agenda of the general meetings. The answer will be presumed as provided as long as the pertinent information will be posted on the BRD website, section Shareholders and Investors, in format question - answer.

The right to submit questions and the Company's obligation to respond shall be subject to the protection of confidentiality and business interests of the Company.

To identify themselves and prove their capacity of shareholders, the persons who make proposals or ask questions will enclose the following documents issued by the Central Depository or by the participants defined at art. 3 § (1) point 43 of Law No. 126/2018 which provide custody services:

- A statement of account from the shareholders registry which provide custody services certifying the quality of shareholder and the number of shares;
- Documents certifying that the legal representative was registered to the Central Depository /the participants that are defined by art. 3 § (1) point 43 of Law No. 126/2018;

If the juridical person shareholders/entity without legal personality did not inform the Central Depository of his legal representative (so that the shareholders' registry at the reference date reflects that), the shareholder must provide also: a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting the capacity of legal representative of the signatory of such proposal / questions, within its term of validity and sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostil is not required for the documents drafted in a foreign language.

The shareholders' proposals and questions, as well as the documents attesting that the conditions for exercising these rights have been met will be transmitted:

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- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: “For the General Meetings of the Shareholders of April 18, 2019 – Proposals” or “For the General Meetings of the Shareholders of April 18, 2019 – Questions”;
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address investor@brd.ro, indicating as the email title: “For the General Meetings of the Shareholders of April 18, 2019 – Proposals” or “For the General Meetings of the Shareholders of April 18, 2019 – Questions”.

Participation in the General Meetings of the Shareholders

The reference date is April 8, 2019. Only the shareholders registered on such date in the Shareholders' Register held by the Central Depository may participate in, and vote at the General Meetings of the Shareholders on April 18, 2019.

The shareholders may participate in the general meetings directly or they may be represented by other persons (including by other persons than the other shareholders), based on a special power of attorney or, as the case may be, general power of attorney or they may vote by correspondence.

If the shareholder is represented by a credit institution that provides custody services, this institution may vote in the general meeting of the shareholders based on the voting instructions received by means of electronic communication, without being necessary the drafting of a special or general power of attorney. The custodian votes in the general meeting of shareholders exclusively according to and within the limits of the instructions received from their clients that are shareholders on the reference date.

The credit institution may participate and vote at the GMS, provided that it submits to the issuer a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the GMS;
- b) the credit institution provides custody services to that shareholder.

The declaration mentioned above must reach the Bank by April 16, 2019, 09:00 A.M., in original, signed and stamped, if necessary, without further formalities in relation to its form for this GSM. In this particular case the Bank accepts the declaration without requesting any other documents relating to the identification of the shareholder.

The shareholders and the legal representatives of juridical person shareholders/entity without legal personality will prove their capacity based on the list provided by the Central Depository to the Bank for the reference date.

a) Natural persons participation

The documents necessary for natural persons to participate in the general meeting of the shareholders are:

- if the shareholder comes in person: the identity papers*;
- if the shareholder is represented by another person: the special power of attorney or as the case may be, general power of attorney and the representative's identity papers.

* The identity papers are the identity card (old or new format) for Romanian citizens; passport / identity card for EU citizens; passport for non-EU citizens.

b) Participation by juridical persons

The representatives of the juridical person shareholders will prove their capacity as follows:

- i. the legal representative – if the shareholder did not inform the Central Depository of his legal representative, will prove his capacity based on a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting their capacity of legal representative, within its term of validity, and sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostil is not required for the documents drafted in a foreign language.

- ii. the person to whom the power of representation was delegated – if the shareholder did not inform the Central Depository on the person to whom the power of representation was delegated, will present the special power of attorney or, as the case may be, general power of attorney signed by the legal representative of the respective juridical person and the document above-mentioned under point (i).

The natural person who attends the General Meeting of the Shareholders as representative of a juridical person shareholder will be identified based on their identity papers, in original.

c) Other provisions

The person appointed as shareholder's legal representative must have the exercise capacity.

A shareholder may designate only one person to represent him/her in this general meeting. However, if a shareholder holds BRD shares in several securities accounts, this restriction will not prevent him/her to appoint one representative for each securities account for the general meeting.

A shareholder may designate by special power of attorney one or more suppliants for the person designated as him/her representative, and will establish the order in which they will exercise their mandate.

A person may be designated as representative for one or more shareholders. The legislation did not limit the number of shareholders so represented.

d) Form of power of attorney and the forms of vote by correspondence

Starting March 15, 2019, the forms of special power of attorney and the forms of vote by correspondence, both in Romanian and in English, can be obtained on the website of the Bank, under the Shareholders and Investors section, or at the General Secretariat of the Bank, located at the address specified above under the chapter "Documents related to the General Meeting of the Shareholders".

The general power must contain the information mentioned at Article 202 of Regulation no. 5/2018 on issuers of financial instruments and market operations.

The general power of attorney given by the shareholder must be valid for a period of maximum 3 years, allowing his/her representative to vote on all issues on the agenda of the general meetings of shareholders, including disposal acts.

The general power of attorney shall be given by the shareholder acting as customer, to an intermediary or to a lawyer who is not in a conflict of interests which may in particular arise where such person:

- a. is a majority shareholder of the Bank, or is another entity controlled by such shareholder;
- b. is a member of the administrative, management or supervisory body of the Bank, or of a controlling shareholder or controlled entity referred to in Letter a);
- c. is an employee or an auditor of the Bank, or of a controlling shareholder or controlled entity referred to in Letter a);
- d. is the spouse, relative or affine up to the fourth degree of any of the natural persons referred to in Letters a)–c).

The general power of attorney will be valid without any other additional documents related to the shareholder, if is signed by hand by the shareholder and is accompanied by an affidavit, in original, signed and, as the case may be, stamped, by the legal representative of the intermediary or the lawyer, certifying that:

- i. The general power of attorney is given by the shareholder, acting as customer, to an intermediary or as the case may be, to the lawyer;
- ii. The general power of attorney is signed by the shareholder, including signed electronically, with an extended electronic signature, if the case may be;

The special or general powers of attorney / the forms of vote by correspondence shall be sent in Romanian or in English as follows:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: “For the General Meetings of the Shareholders of April 18, 2019 –Power of Attorney” or “For the General Meetings of the Shareholders of April 18, 2019– Vote by correspondence”;
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address investor@brd.ro, indicating as the email title: “For the General Meetings of the Shareholders of April 18, 2019 – Power of Attorney” or “For the General Meetings of the Shareholders of April 18, 2019–Vote by correspondence”.

Special powers of attorney / the forms of vote by correspondence shall include the information specified in the form of special power of attorney / the forms of vote by correspondence made available by BRD and shall indicate the vote for each matter on the agenda. For the items on the agenda, for which secret vote will be applied, shall be used the forms of special power of attorney/ vote by correspondence dedicated to these items, made available also by the Company in order to fulfil the legal provisions on the moment of revealing the secret vote.

The shareholders are asked to take into account that new matters can be added to the agenda of the general meetings, in which case the updated agenda will be published on April 05, 2019. In this case, the forms of special powers of attorney / the forms of vote by correspondence will be updated and made available to the shareholders on April 05, 2019. In addition, if there are propositions for the application of the cumulative voting method, the forms of special powers of attorney / the forms of vote by correspondence will be updated and made available to the shareholders on April 05, 2019.

The special or general powers of attorney / correspondence voting forms must reach the Bank by April 16, 2019, 09:00 A.M., in original, signed, and as the case may be, stamped, under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

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If on April 18, 2019, the quorum provided by the law is not met, the Ordinary General Meeting and/or, the Extraordinary General Meeting respectively, are called on April 19, 2019, at the same place and time and with the same reference date and the same agenda.

The Board of Directors of BRD-Groupe Société Générale S.A.

Giovanni Luca SOMA
Chairman



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**AMENDMENT OF THE ARTICLES OF INCORPORATION
OF BRD-GROUPE SOCIETE GENERALE S.A.**

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

“The shareholding structure as at 31.01.2019 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 Investitii Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 23,324,920 shares, i.e. 3.3469 %, of the share capital, namely RON 23,324,920;
3. **Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 23,022,601 shares, i.e. 3.3036%, of the share capital, namely RON 23,022,601;
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 20,786,986 shares, i.e. 2.9828 %, namely RON 20,786,986;
5. **Fondul Proprietatea S.A.**, headquartered in Bucharest, Str. Buzzești no. 78-80, Et. 7, sector 1, a Romanian juridical person, holds 16,751,396 shares, i.e. 2.4037 % of the share capital, namely RON 16,751,396;
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 13,408,502 shares, i.e., 1.9240 %, namely RON 13,408,502;
8. **Fond de Pensii Administrat Privat Metropolitan Life** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1. Romania, holds 12,878,028 shares, i.e. 1.8479 %, namely RON 12,878,028;
9. **Fondul De Pensii Administrat Privat Vital/Aegon Saffpap SA**, headquartered in Floresti , Jud Cluj, Str.Avram Iancu Nr. 506-508 Et.4, holds 7,714,897 shares, i.e. 1.1070 %, namely RON 7,714,897;
10. **FD de Pens Admin Priv AZT Viitorul Tau/ALLIANZ PP** headquartered in Emanoil Porumbaru Street No. 85-87, Bucharest, holds 7,680,803 shares, i.e. 1.1021 %, namely RON 7,680,803 ;
11. **Other shareholders juridical persons** own together a number of shares 108,709,882, i.e. 15.5991 %, of the share capital, namely RON 108,709,882;
12. **Other shareholders natural persons** own together a number of shares 29,694,318 i.e. 4.2609 %, of the share capital, namely RON 29,694,318.”

2. *The Annex to the Articles of Incorporation of BRD - Groupe Société Générale SA which include the list of the members of the Board of Directors, is amended accordingly with the Decisions of the Ordinary General Shareholders Meeting, on April 18, 2019.*

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