



**The Board of Directors
of BRD-GROUPE SOCIETE GENERALE S.A.
calls**

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

at the Crowne Plaza, 1 Bd. Poligrafiei, 1st district, Bucharest (Crowne Plaza Hotel, Flora Room),
on December 14, 2009, 10:00 A.M.,
for all the shareholders registered with the Shareholders Register by the end of December 3, 2009
(reference date), with the following agenda :

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Electing Mr Guy Marie Charles POUPET as director of BRD – Groupe Société Générale S.A. for a 4-year office, starting January 1, 2010, following the renunciation by Mr Patrick Pierre GELIN to his office, as well as empowering Mr Jean-Loius MATTEI, director of the Bank, to enter, on behalf of the Bank, into the director's agreement with Mr POUPET, and empowering the Chairman of the Board of Directors to sign the Addendum and the updated Articles of Incorporation following the change in the composition of the Board of Directors.
2. Setting the date of December 31, 2009, as date of registration with a view of identifying the shareholders that are subject to the effects of the decisions made by the General Meeting of the Shareholders, as per art. 238 of Law no. 297/2004 regarding the capital market.

Documents related to the General Meeting of the Shareholders

Starting November 11, 2009, 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 general meeting of the shareholders, the information on the name, place of residence and the professional qualification of the person proposed for the position of director (the CV of the proposed candidate) are available to the shareholders and may be consulted on the website of the Bank (www.brd.ro, section Shareholders and Investors) or they 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. 021.301.61.33, e-mail: investor@brd.ro).

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

Propositions of the shareholders regarding the General Meeting 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 meeting, provided each matter is accompanied by a justification or by a decision draft proposed to be adopted by the general meeting, no later than November 27, 2009; and
- ii) To present decision drafts for the matters included or proposed to be included on the agenda of the general meeting no later than December 11, 2009, 10:00 A.M.

The deadline for propositions for the position of director is November 27, 2009. The propositions shall be accompanied by information on the name, place of residence and professional qualification of the persons proposed for the said position.

The shareholders' propositions and the documents attesting the fulfilment of the conditions required to exercise such rights shall be sent in writing, in original: either by mail or courier services (to the headquarters of the Bank specified above), or through electronic means (to the e-mail address: investor@brd.ro).



Questions related to the General Meeting of the Shareholders

Each shareholder is entitled to ask questions regarding the matters on the agenda of the general meeting. The Bank may answer including by posting the answer on the BRD website, under the Shareholders and Investors section.

The shareholders' questions may be asked in writing, either by mail or courier services (at the headquarters of the Bank specified above), or through electronic means (at the e-mail address investor@brd.ro). In order to be identified, the persons who ask questions to the Bank will attach to their request copies of the documents attesting their identity.

Participation in the General Meeting of the Shareholders

The reference date is December 3, 2009. Only the shareholders registered on such date in the Shareholders' Register held by the Central Depository may participate in, and vote at the general meeting.

The shareholders may participate in the general meeting directly or they may be represented by persons other than the directors or officers, based on a special power of attorney, or they may vote by correspondence.

a) Participation by natural persons

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 and the representative's identity papers.

b) Participation by juridical persons

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

- the legal representative – based on an official document attesting such capacity (e.g.: articles of incorporation, extract/finding certificate issued by the Trade Register or another proof issued by a relevant authority);
- the person to whom the power of representation was delegated – apart from the above-mentioned document (attesting the capacity of legal representative of the person signing the power of attorney), such person will also present the special power of attorney signed by the legal representative of the respective juridical person.

The natural person who is the representative of a juridical person shareholder will be identified based on their identity papers.

c) Form of special power of attorney

Starting November 11, 2009, the forms of special power of attorney 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 chapter "Documents related to the general Meeting of the Shareholders". Once filled in and signed, one copy of the special power of attorney must reach the Bank by December 11, 2009, 5:00 P.M., under sanction of loss of the voting right in the general meeting, according to the law. The power of attorney shall be sent:

- either the document signed by hand, in original, to the BRD Tower (1-7 Bd. Ion Mihalache, code 011171, 1st district, Bucharest – General Secretariat),
- or the 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.

Special powers of attorney shall include the information specified in the form of special power of attorney made available by BRD and shall indicate the vote for each matter on the agenda.

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



d) Vote by correspondence

The shareholders registered at the reference date may vote by correspondence, before the General Meeting of the Shareholders, by using the vote form made available to them starting November 11, 2009, on the website of the Bank, under the Shareholders and Investors section, or at the General Secretariat of the bank, located at the address mentioned above under the chapter “Documents related to the General Meeting of the Shareholders”.

The forms of vote by correspondence, in original (filled in by the shareholders and accompanied by a copy of the identity papers of the natural person shareholder / legal representative of the juridical person shareholder, as well as, for the juridical persons, by the official document attesting the capacity of legal representative of the shareholder), must reach, in original, through mail or courier services, the headquarters of the Bank, mentioned here above, before November 11, 2009, 5:00 P.M.

If on December 14, 2009, the quorum provided by the law is not met, the Ordinary General Meeting is called on December 15, 2009, at the same place and time and with the same agenda.

The Board of Directors of BRD – Groupe Société Générale S.A.
Patrick Gelin
Chairman - CEO