



From :	<b>Board of Directors</b>	Date : March 22, 2012
To:	<b>Extraordinary General Meeting of the Shareholders</b>	Chairman – CEO visa:
Subject :	<b>Amendment of the Articles of Incorporation of BRD-Groupe Société Générale S.A.</b>	

**Decision draft**

**Extraordinary General Meeting of the Shareholders approves the amendment the Articles of Incorporation of BRD – Groupe Société Générale, according to the Annex.**

**SUMMARY**

The amendments of the Articles of Incorporation of BRD consist in:

- Modification of the bank logo according to the current policy of the Société Générale Group regarding visual identity;
- Update of the Bank shareholding structure;
- Change of the provisions of “art. 29 letter j” by eliminating the reference to inventory items, considering the implementation of the IFRS provisions on the classification of bank assets.

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

*1. Article 4 is modified and rephrased and will read as follows :*

“The logo of BRD-Groupe Société Générale SA is made up of a square divided in two equal areas, a red upper part and a black lower part, separated by a white strip. The name of the company is written on two lines; on the first line to the right of the square, it is written "BRD" in gross capital letters in black; on the second row, under the group made up of the square and BRD, at a distance of 1/2 of the square height, it is written in smaller and thinner letters, still black, "GROUPE SOCIETE GENERALE”.



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

**“The shareholding structure as at 29.02.2012 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 a number of 419.313.688 shares, i.e. 60,1683 %, of the share capital, meaning RON 419.313.688;
- 2. Societatea de Investiții Financiare Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei no. 35A, jud. Arad, a Romanian juridical person, holds 32.463.577 shares, i.e. 4,6583 %, of the share capital, namely RON 32.463.577;
- 3. Societatea de Investiții Financiare Oltenia S.A.**, headquartered in Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 31.515.508 shares, i.e. 4,5222 % of the share capital, namely RON 31.515.508;
- 4. Societatea de Investiții Financiare Muntenia S.A.**, headquartered in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, holds 28.897.930 shares, i.e. 4,1466 %, of the share capital, namely RON 28.897.930;
- 5. 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;
- 6. Societatea de Investiții Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds shares 23.498.928, i.e. 3,3719% of the share capital, namely RON 23.498.928;
- 7. Societatea de Investiții Financiare Moldova S.A.**, headquartered in Bacău, str. Pictor Aman no. 94C, jud. Bacău, a Romanian juridical person, holds 22.581.259 shares, i.e. 3,2402 % of the share capital, namely RON 22.581.259;

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CAPITAL SOCIAL IN 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.:RO 361579

Prelucrare înscrisă în registrul de evidență a prelucrărilor de date cu caracter personal sub nr. 1788.  
Atestat CNVM nr.255/06.08.2008

8. **Other shareholders (natural and juridical persons)** own together a number of 113.243.172 shares, representing 16,2496 %, of the share capital, i.e. RON 113.243.172

3. *The letter j of article 29 is completed and rephrased and will read as follows:*

“approves the retirement of the fixed assets, the downgrade of materials and the set-up of the central sale and retirement commission; ”