

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

which met on March 14, 2013, at 09:30 A.M.,

calls

**THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AND
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

on April 18, 2013, 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 9, 2013 (reference date),
with the following agenda:**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:**

1. Approval of the individual and consolidated annual financial statements as at December 31, 2012 (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 reports presented by the Board of Directors and by the financial auditor of the Bank;
2. The Directors' discharge for the fiscal year 2012;
3. Approval of the income and expenditure budget for 2013 and of the Business Plan for the fiscal year 2013;
4. Approval of the remuneration due to the non-executive directors for the fiscal year 2013, as well as of the general limits for the directors' and officers' additional remunerations;
5. Electing Mr Jean-Luc André Joseph PARER as director for a 4-year term of office, following the end of Mr Bogdan BALTAZAR's term of office on account of his death, 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 Jean-Luc André Joseph PARER 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 term of office of Mr Jean-Luc André Joseph PARER starts running from the date of issuance of the prior approval by the National Bank of Romania.

6. Appointment of the financial auditor of the Bank for 2013 and setting of the duration of the financial audit contract;
7. Setting the date of May 9, 2013 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.

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

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;
2. Approval of the date of May 9, 2013, as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

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;
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Prelucrare înscrisă în registrul de evidența a prelucrărilor de
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Documents related to the General Meeting of the Shareholders

Starting March 15, 2013, 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 Mr Jean-Luc André Joseph PARER, proposed for the position of director are available on the website of the Bank (www.brd.ro, section Shareholders and Investors) 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 common shares, each held share giving right to one vote in the general meeting.

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 accompanied by a justification or by a decision draft proposed to be adopted by the general meeting, no later than March 31, 2013, 2.00 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 31, 2013, 2.00 P.M.;

The shareholders are entitled to make other propositions for the position of director until March 31, 2013, 2.00 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.

If necessary, the revised agenda will be published on April 5, 2013, according to the legal provisions in force.

Also, the shareholders are entitled to propose the application of the cumulative voting method for the election of the members of the Board of Directors, until no later than April 8, 2013, 5.00 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 Bank may answer inclusively by posting the answer on the BRD website, under the Shareholders and Investors section.

To identify themselves and prove their capacity of shareholders, the persons who make proposals or ask questions will enclose the following documents:

- A statement of account showing the capacity of shareholder and the number of shares held, issued by the Central Depository or, as applicable, by the participants defined at art. 168 § (1) b) of Law No. 297/2004, which provide custody services;
- The juridical person shareholders – 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, issued no more than 3 months before the date of publication of this Notice of meeting, and sent in original or as certified true copy.
- A copy of the identity papers of the natural person shareholder* / of the legal representative of the juridical person shareholder.

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 apostille 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:

- 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, 2013 – Proposals” or “For the General Meetings of the Shareholders of April 18, 2013 – 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 e-mail address investor@brd.ro, indicating as the email title: “For the General Meetings of the Shareholders of April 18, 2013 – Proposals” or “For the General Meetings of the Shareholders of April 18, 2013 – Questions”.

Participation in the General Meetings of the Shareholders

The reference date is April 9, 2013. 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.

The shareholders may participate in the general meetings directly or they may be represented by persons (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 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, issued no more than 3 months before the date of publication of this Notice of meeting, 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 apostille is not required for the documents drafted in a foreign language.

- 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 attends the General Meeting of the Shareholders as representative of a juridical person shareholder will be identified based on their identity papers.

c) Form of special power of attorney and the forms of vote by correspondence

[†] 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.

Starting March 15, 2013, the forms of special power of attorney and the forms of vote by correspondence 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 special powers of attorney and the correspondence voting forms will be made available to the shareholders both in Romanian and in English.

Once filled in and signed, one copy of the special power of attorney / the form of vote by correspondence must reach the Bank by April 16, 2013, 09:00 A.M., under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

The power of attorney / the form of vote by correspondence shall be accompanied by:

- in the case of the natural person shareholder: by a copy of the identity papers;
- in the case of the juridical person shareholder: by a copy of the identity paper of legal representative of the juridical person shareholder and by the official document that attests the capacity of legal representative of the signatory of the power of attorney / the form of vote by correspondence, according to the conditions mentioned above under point b) Participation by juridical persons.

The powers of attorney / the forms of vote by correspondence shall be sent 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, 2013–Power of Attorney” or “For the General Meetings of the Shareholders of April 18, 2013–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 e-mail address investor@brd.ro, indicating as the email title: “For the General Meetings of the Shareholders of April 18, 2013 –Power of Attorney” or “For the General Meetings of the Shareholders of April 18, 2013–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.

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 5, 2013. 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 5, 2013. 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 9, 2013.

d) For the shareholders that benefit from custody services

The custodian banking companies may sign and transmit the special powers of attorney and the correspondence voting forms in the name of their customers, shareholders of BRD, based on the rights conferred to them through custody contracts and on the specific vote instructions received from such customers for the purpose of the two general meetings concerned by this Notice of meeting.

The special powers of attorney / correspondence voting forms given by shareholders of credit institutions that deliver custody services will be valid without any other additional documents related to the shareholders, if accompanied by an affidavit given by the credit institution, stating that:

- i) The credit institution delivers custody services for the respective shareholder;
- ii) The instructions in the special power of attorney / correspondence voting form are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder;
- iii) The special power of attorney / correspondence voting form is signed by the shareholder.

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If on April 18, 2013, the quorum provided by the law is not met, the Ordinary General Meeting or, the Extraordinary General Meeting respectively, are called on April 19, 2013, 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.
Philippe Charles LHOTTE
Chairman – CEO**

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**AMENDMENT OF, AND ADDITION TO THE ARTICLES OF ASSOCIATION
OF BRD-GROUPE SOCIÉTÉ GÉNÉRALE S.A.**

1. *Article 2 is modified and rephrased and will read as follows :*

“The Bank has its registered office in Bucharest, Bd. Ion Mihalache, nr. 1–7, sector 1, and carries out its business through branches, agencies and outlets, established in the country and abroad.”.

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

“The shareholding structure as at 28.02.2013 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 Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei no. 35A, jud. Arad, a Romanian juridical person, holds 32,286,077 shares, i.e. 4.6328 % of the share capital, namely RON 32,286,077;
3. **Societatea de Investiții Financiare Muntenia S.A.**, headquartered in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, holds 28,200,168 shares, i.e. 4.0465 % of the share capital, namely RON 28,200,168;
4. **Societatea de Investiții Financiare Oltenia S.A.**, headquartered in Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 28,027,778 shares, i.e. 4.0218% of the share capital, namely RON 28,027,778;
5. **Fondul Proprietatea S.A.**, headquartered in Bucharest, Str. Buzzești 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 23,834,058 shares, i.e. 3.4200% of the share capital, namely RON 23,834,058;
7. **Societatea de Investiții Financiare Moldova S.A.**, headquartered in Bacău, str. Pictor Aman no. 94C, jud. Bacău, a Romanian juridical person, holds 15,948,809 shares, i.e. 2.2885% of the share capital, namely RON 15,948,809;
8. **Other shareholders (natural and juridical persons)** own together a number of 123,903,484 shares, i.e. 17.7792 % of the share capital, namely RON 123,903,484. “

3. *Article 20 is completed and rephrased and will read as follows:*

“The shareholders may be represented in the General Meetings by persons other than shareholders, based on a special power of attorney.”

4. *Paragraph 3 of article 24 is completed and rephrased and will read as follows:*

“The Board of Directors chooses from among its members the Chairman of the Board of Directors and establishes his competences.”

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

“appoints the executive officers, suspends and revokes the mandate of the executive officers (members of the Management Board)”

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

“approves the Internal Regulations of the Bank, the principles of all the documents making up the operating regulation of the Bank and the rules for their approval and also the powers to approve and sign in the name of the bank, in the relations with third parties;”

7. *After paragraph 4 of article 32, a new paragraph 5 is inserted, which 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 the Board of Directors through internal normative documents."

8. *Paragraph 1 of Article 37 is completed and rephrased and will read as follows:*

“The Board of Directors shall be bound to file with the relevant authority of the Ministry of Public Finance with jurisdiction over the bank as a large taxpayer, in hard copy and electronic form or only in electronic form, accompanied by an extended electronic signature, the annual financial statements together with the Directors’ Report, the Financial Auditors’ Report, as well as the consolidated annual financial statements.”

9. *Article 39 is completed and rephrased and will read as follows:*

“The Bank shall draft and keep at its registered office documents and archives in Romanian, as provided by the Banking Law. “