

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

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

on April 29, 2009, at 10:00 AM and 11:00 AM, respectively,
at the Crowne Plaza, 1 Bd. Poligrafiei, 1st sector, Bucharest (Crowne Plaza Hotel, Grand Ballroom Hall),
for all the shareholders registered with the Shareholders Register by the end of April 15, 2009 (reference
date), with the following agenda :

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Approval of the individual financial statements of the Bank as at December 31, 2008 (elaborated in compliance with the local accounting standards), as well as of the consolidated annual financial statements (made in compliance with the International Financial Reporting Standards), based on the reports presented by the Board of Directors and on the opinions of the financial auditor of the Bank.
2. The administrative discharge of the directors for the fiscal year 2008.
3. Approval of the profit allocation and setting of the dividend on 2008 (the proposed gross dividend is of 0.72828 lei / share). Dividends will be paid within maximum 2 months since the date of the general meeting.
4. Approval of the income and expenditure budget for 2009 and of the business plan for the fiscal year 2009.
5. Approval of the remuneration due to the non-executive directors for the fiscal year 2009, as well as of the general limits for the directors' and officers' additional remunerations.
6. Appointment of the financial auditor of the Bank for 2009 and determination of the audit contract duration.
7. Approval of May 15, 2009 as registration date for the identification of the shareholders who will benefit from dividends and who will be affected by the decisions of the general meeting of the shareholders.

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Approval of the amendment and completion of the Articles of Incorporation of BRD-Groupe Société Générale, according to the propositions in the Convocation Annex, as well as the delegation of power to Mr Patrick Gelin, Chairman-CEO of the Bank, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation which will contain all the modifications occurred.
2. Approval of bond issues in the period 2009 – 2010, within a maximum ceiling of EUR 600 million or the equivalent in lei or another foreign currency, in the conditions specified in the note made available to the shareholders. The Board of Directors will enforce this decision and set the individual parameters of each issue.
3. Approval of May 15, 2009 as registration date, according to art. 238 in Law no 297/2004 on the capital market.

As per Law no 297/2004 on the capital market, the *registration date* is the calendar date serving to “identify the shareholders who will benefit from dividends or other rights and who will be affected by the decisions of the general meeting of the shareholders”. This date will be established by the general meeting and will be subsequent by at least 10 business days to the date of the general meeting of the shareholders.

Starting March 26, 2009, the informative documents and materials with regard to the matters on the agenda are available on the website of the Bank (www.brd.ro, section Shareholders and Investors) or they can be bought by the shareholders from the General Secretariat of the Bank (tel. 021.301.61.33 – BRD Tower, 1-7 Bd. Ion Mihalache, code 011171, 1st district, Bucharest).

The shareholders registered as at the reference date may participate in the general meeting directly or represented by persons other than the shareholders, except for the directors or officers, based on an express authority.

The shareholders entitled to participate in the general meeting are granted access upon their mere identification, for the shareholders who are natural persons, by means of their identity papers* or, for the represented shareholders that are juridical and natural persons, by means of the express authority given to the natural person representing them.

The representatives of the shareholders who are juridical persons 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 – besides the above-mentioned document (attesting the capacity of legal representative of the person signing the delegation), such person will also present the express authority signed by the legal representative of the respective juridical person.

The representatives of the natural persons, as well as the representatives of the juridical persons will be identified based on their identity papers*.

Starting March 26, 2009, the express authority forms can be obtained on the website of the Bank or at the General Secretariat of the Bank, specified above. Once filled in and signed, one copy of the express authority will be sent to the BRD Tower (1-7 Bd. Ion Mihalache, code 011171, 1st district, Bucharest – General Secretariat) before April 27, 2009, under sanction of loss of the voting right in the general meeting, according to the law.

The express authorities shall include the information in the express authority form made available by BRD.

If on April 29, 2009, the quorum provided by the law is not met, the Ordinary General Meeting or, the Extraordinary General Meeting respectively, are called on April 30, 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

* The identity paper is the identity card for the Romanian citizens; passport / identity card for the citizens of the European Union; passport for non-EU foreign citizens.

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

1. Paragraph 4 of article 8 is amended and rewritten as follows:

“The structure of the shareholders as at 31.12.2008 is as follows:

- 1. Société Générale SA**, having its headquarters at Bd. Haussman no. 29, Paris, France, French juridical person, registered with the Register of Commerce and Companies in France under no. RCS Paris 552 120 222, holds a number of 407.975.758 shares, i.e. 58.54% of the share capital, meaning RON 407.975.758.
- 2. The European Bank for Reconstruction and Development** having its headquarters in London, One Exchange Square, EC2A 2JN, UK, owns a number of 34,845,050 shares, representing 5.00% of the share capital, i.e. RON 34,845,050.
- 3. Societatea de Investiții Financiare Banat Crisana S.A.**, having its headquarters in Arad, Calea Victoriei nr. 33 – 35, jud. Arad, a Romanian juridical person, owns a number of 32,379,237 shares, representing 4.65% of the share capital, i.e. RON 32,379,237.
- 4. Societatea de Investiții Financiare Transilvania S.A.**, headquartered in Brașov, Str. Nicolae Iorga, nr. 2, jud. Brașov, a Romanian juridical person, owns a number of 34,962,840 shares, representing 5.02% of the share capital, i.e. RON 34,962,840.
- 5. Societatea de Investiții Financiare Moldova S.A.**, headquartered in Bacău, str. Pictor Aman nr. 94C, jud. Bacău, a Romanian juridical person, owns a number of 34,845,218 shares, representing 5.00% of the share capital, i.e. RON 34,845,218.
- 6. Societatea de Investiții Financiare Muntenia S.A.**, having its headquarters in Bucharest, Splaiul Unirii nr. 16, sector 4, a Romanian juridical person, owns a number of 36,698,530 shares, representing 5.27% of the share capital, i.e. RON 36,698,530.
- 7. Societatea de Investiții Financiare Oltenia S.A.**, having its headquarters in Craiova, Str. Tufanele, Bl.313, jud. Dolj, a Romanian juridical person, owns a number of 38,409,928 shares, representing 5.51% of the share capital, i.e. RON 38,409,928.
- 8. Other shareholders** (natural and juridical persons) own a number of 76,784,957 shares, representing 11.01% of the share capital, i.e. RON 76,784,957.”

2. *The provisions of Art. 34, point 1, letter i) are completed with the following foot note:*

“According to the provisions of these Articles of incorporation, ***the Bank’s stake in the share capital of other entities*** includes the decisions to create an entity, to acquire a stake in an entity, to increase its stake in an entity, to diminish its stake in an entity, to alienate/sell a stake in an entity.”

3. *Article 39 is amended and rewritten as follows:*

“The net profit will be distributed, based on the decision of the general meeting of the shareholders, between:

- a) The dividends due to the bank shareholders at a pro rata with their shareholder interest, and which will be paid within no more than 3 months since the date of approval of the annual financial statements of the ended fiscal year;
- b) Other destinations set by the general meeting of the shareholders in compliance with the legal provisions.”

4. *All the articles and sub-points thereunder are renumbered accordingly.*