

# ARTICLES OF INCORPORATION OF BRD-GROUPE SOCIÉTÉ GÉNÉRALE S.A.

- RE-UPDATED -

## Chapter I. NAME, HEADQUARTERS, DURATION AND LOGO

**Art. 1** BRD – Groupe Société Générale SA is a joint stock company admitted to trading on a regulated market and operates as a Romanian legal entity, pursuant to the legislation on trading companies, to the regulations on the capital market and to the banking legislation, as well as to the provisions of these Articles of Incorporation and of the internal normative documents.

BRD – Groupe Société Générale SA is referred to herein as the BANK.

**Art. 2** The Bank is headquartered in Bucharest, Bd. Ion Mihalache, nr. 1–7, sector 1, Bucharest, and carries out its activity through branches, agencies and outlets, established in the country and abroad.

**Art. 3** The Bank is set up for an unlimited period.

**Art. 4** 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. On the right side of the square, the name of the company is written on two lines: on the first line "BRD" with gross letters in black, and on the second row, with smaller and thinner letters, still in black, "Groupe Société Générale".

## Chapter II. COMPANY OBJECT

**Art. 5** The main activity of the Bank is: "OTHER MONETARY INTERMEDIATION ACTIVITIES – NACE Code 6419" and the main field is: "MONETARY INTERMEDIATION – NACE Code 641".

The object of the BANK is:

- a. attraction of deposits and of other reimbursable funds (NACE Code 6419);
- b. extension of loans, including *inter alia*: consumer loans, mortgage loans, factoring with or without recourse, funding of commercial transactions, including forfeiting (NACE Code 6419);
- c. payment operations (NACE Code 6419);
- d. issuance and management of payment means, such as: credit cards, travellers' cheques and the like, including issue of electronic currency (NACE Code 6612 – Activities of intermediation of financial transactions);

- e. issuance of guarantees and undertaking of commitments (NACE Code 6419);
- f. transactions on own account and/or on the customers' account, pursuant to the law, with:
  - money market instruments, such as: cheques, exchange bills, promissory notes, deposit certificates) (NACE Code 6419);
  - foreign currency (NACE Code 6419);
  - financial *futures* and *options* agreements (NACE Code 6419);
  - instruments based on the exchange rate and the interest rate (NACE Code 6419);
  - securities and other transferable financial instruments (NACE Code 6419);
- g. participation in the issuance of securities and other financial instruments, either by subscribing for or investing such instruments, or by investing and providing related services (NACE Code 6612 – Activities of intermediation of financial transactions NACE Code 6630 Activities of funds management );
- h. consulting services with respect to the capital structure, business strategy and other aspects related to commercial businesses, M&A services and other consulting services (NACE Code 6612 – Financial intermediation activities, NACE Code 6619, Financial intermediation auxiliary activities exclusively insurance and pension funding activities; NACE Code 7022 – business and management advisory activities);
- i. portfolio management and related consulting services (NACE Code 6612 - Activities of intermediation of financial transactions, NACE Code 6630 - Activities of funds management);
- j. safekeeping and management of financial instruments for the customers' account, including custody and related services, such as funds or guarantees management (NACE Code 6419);
- k. intermediation on the inter-banking market (NACE Code 6419);
- l. services regarding the provision of data and references in the loan extending business (NACE Code 6419);
- m. rental of safe boxes (NACE Code 6419);
- n. operations with precious metals and stones and derived goods (NACE Code 6419);
- o. interests in the share capital of other entities (NACE Code 6419);
- p. any other activities or services, provided they qualify in the financial field, in compliance with the special legal provisions regulating such activities, if necessary, as follows:
  1. deposit of assets of investment funds and investment companies (NACE Code 6419);
  2. deposit of financial assets of the optional pension funds (NACE Code 6419);
  3. deposit of financial assets of private pension funds (NACE Code 6419);

4. distribution of equity interests in investment funds and of shares of investment companies (NACE Code 6419);
5. marketing of the private pension fund and of the prospectuses of the optional pension schemes (NACE Code 6629 – Auxiliary activities of insurance and pension funding);
6. acting as an operator of the electronic archive of secured transactions (NACE Code 6419; NACE Code 6311– Data processing, web management and maintenance and related activities);
7. services of data processing, data base management and other similar services for third parties (NACE Code 6203 – Management and processing activities of computation means; NACE Code 6311 — Data processing, web management and maintenance and related activities);
8. acting in the name and for the account of other trading companies in collecting the counter-value of the services provided by these companies, including issuing the related documents (NACE Code 6419);
9. acting in the name and for the account of other trading companies to promote their services to the bank’s customers, secondary to the products and services provided by the bank (NACE Code 6419);
10. mandated financial operations:
  - negotiation and signing of insurance contracts in the name and for the account of the companies specialized in this field and delivery of services in view of accomplishing these objectives (NACE Code 6622 – Activities of agents and insurance brokers; NACE Code 6629 – Auxiliary activities of the insurance and pension funding);
  - payment of the profits due to the holders of equity interests of the open investment funds and, respectively, of the dividends due to the shareholders of the investment companies or of other trading companies in the name and on behalf thereof (NACE Code 6419);
  - the distribution to the public, in its capacity as member of a sales group, of the securities making the object of a public tender (NACE Code 6419; NACE Code 6612 - Activities of intermediation of financial transactions and funds management (financial agents));
  - acting as agent under the syndicated loan contracts, based on the mandate received from the other co-financing banks (NACE Code 6419);
  - making direct debit operations in the individual and legal customers’ accounts, based on the mandate given by such customers (NACE Code 6419);
  - making side payments due to individuals following the declared bankruptcy of some banks, based on the mandate agreement signed with the Bank Deposit Guarantee Fund (NACE Code 6419);
  - acting in the name and for the account of other credit/financing institutions in various credit/financing operations or other related operations (NACE

Code 6419; NACE Code 6612 Activities auxiliary to financial intermediations; NACE Code 6619 Activities auxiliary to financial intermediations, exclusively insurance and pension funding activities);

The scope of the activities specified under § 1, letters f to j, covers all the financial investment services under art. 18, § 2 in Law no. 227/2007 approving the Government Emergency ordinance no. 99/2006.

The provisions of § 1 are construed and applied so as the activities enumerated under § 1 would cover any operations, transactions, products and services falling under this scope or assimilated, including the services auxiliary to such activities.

**Art. 6** – The Bank may also perform the following operations:

- a) mandated non-financial or commission operations, especially in the account of other entities in the group of which the bank is a member, namely:
  - performing receivable collection operations, in the name and for the account of the bank's subsidiaries or of third parties (NACE Code 6419);
- b) management of the patrimony made up of movables and immovables in the Bank's property, but not affected to the carrying on of financial activities, as follows:
  - rental of movables and immovables in the Bank's property, but not affected to the carrying on of financial activities (NACE Code 6820 – renting and sub-renting owned or rented real estates ; classes of the 77 division depending on the nature of the rented movables);
  - accommodation services for third parties in its own training centres, in the available places (NACE Code 5510 Hotels and other similar accommodation facilities)
- c) provision of services to its own customers, which, although not related to its activity, represent an extension of the banking operations, respectively:
  - transportation of valuables for the customers (NACE Code 8010 – investigation and protection of assets and persons);

The total level of the incomes from the activities specified under this article cannot exceed the level set by the legal provisions.

**Art. 7** – The Bank may undertake operations with movables and immovables only if:

- a) the operations are necessary for the adequate execution of the activities for which the Bank was authorized and if the concerned assets are necessary for this purpose (NACE CODE 6810 – Purchase and sale of owned real estates; NACE Code 6820 – Renting and sub-renting owned or rented real estates; classes of the 77 division depending on the nature of the rented movables; NACE Code 4799 – Retail trade not made in stores, stands, kiosks and markets);
- b) the operations concern movables and immovables destined to perfecting the employees' professional training, to organising quiet recreation areas or providing dwellings for the employees and their families (NACE Code 8559 – Other learning forms; NACE Code 5510 – Hotels and other similar accommodation facilities; NACE Code 6820 – Renting and subrenting of own or rented immovables);
- c) the operations concern movables and immovables acquired following the execution of the bank's receivables, in compliance with the legal provisions regarding the rental of such assets (NACE Code 6810 - Purchase and sale of own

real estates; NACE Code 6820 – Renting and sub-renting of own or rented immovables; classes of the 77 division depending on the nature of the rented movables, NACE Code 4799 – Retail trade not made in stores, stands, kiosks and markets).

### **Chapter III. SHARE CAPITAL**

**Art 8** The subscribed share capital of the Bank is of **RON 696.901.518**, divided in 696.901.518 nominal shares, with a nominal value of RON 1 each.

The shares are issued in dematerialized form and they are registered in the Bank's Shareholders' Registry kept by a private independent registry company.

The share capital has been paid as follows:

- **In cash: RON 694.147.955,7** of which:
  - RON 528.364.291,9
  - USD 82.204.662, by reference to the exchange rate of RON 2.01 / USD.
- **In kind: RON 2.753.562,3**

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

- 1. Société Générale S.A.**, having its headquarters at Bd. Haussman no. 29, Paris, France, French legal entity, 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 at One Exchange Square, London EC2A 2JN, Great Britain, 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. 35A, jud. Arad, a Romanian legal entity, 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 legal entity, 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 legal entity, 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 legal entity, 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 legal entity, 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 legal entities) own a number of 76,784,957 shares, representing 11.01% of the share capital, i.e. RON 76,784,957.

**Art 9** The shares of the Bank are not divisible.

The right of property over the shares is transmitted pursuant to the provisions regarding the transfer of securities of the companies admitted to trading on a regulated market.

**Art. 10** Any share confers the right to one vote in the General Meeting of the Shareholders.

Holding shares rightfully entails adhering to the Articles of Incorporation of the Bank and to the decisions of the General Meeting of the Shareholders, legally adopted.

**Art 11** The Bank may acquire its own shares only with the consent of the Extraordinary General Meeting of the Shareholders, in compliance with the law.

**Art 12** The increase of the share capital may be done by issuing new shares or by augmenting the nominal value of the existing shares in exchange for new contributions in cash or by using the sources stipulated by the Banking Law, pursuant to the legislation.

**Art 13** The share capital may be decreased as follows:

- a. Decreasing the number of shares;
- b. Reducing the nominal value per share;
- c. Purchasing, then annulling one's own shares;
- d. Other means stipulated by law.

#### **Chapter IV GENERAL MEETING OF THE SHAREHOLDERS**

**Art 14** The General Meeting represents the entirety of the Bank's shareholders.

The General Meetings are ordinary and extraordinary. They shall be held at the Bank's headquarters or at the location indicated in the convocation.

**Art 15** The Ordinary General Meeting shall be held at least once a year, within at most 5 months after the closing of the financial year.

Besides other issues on the agenda, the Ordinary General Meeting shall:

- a. discuss, approve or modify the annual financial statements, based on the reports presented by the Board of Directors and by the financial auditor, and set the dividend;
- b. elect and revoke the members of the Board of Directors;
- c. appoint and to revoke the financial auditor, as well as to fix the minimum duration of the financial audit contract;
- d. establish the remuneration due to the members of the Board of Directors for the current financial year;
- e. evaluate the management of the Board of Directors;
- f. establish the budget and the business plan for the following financial year.

**Art 16** For the discussions of the Ordinary General Meeting to be valid, the shareholders present at the meeting must represent at least half of the share capital; the decisions taken by the shareholders must represent the absolute majority of the share capital represented at the meeting.

If the Meeting cannot be held due to the breach of the conditions under § 1, the Meeting that sits after a second convocation may, with the majority of the expressed votes, deliberate on the issues on the first agenda, regardless of the capital share represented by the present shareholders.

**Art 17** The Extraordinary General Meeting shall sit any time it is necessary to take a decision regarding the:

- a. change of the operating time of the Bank;
- b. increase of the share capital;
- c. decrease of the share capital or its completion by issuance of new shares;
- d. change of the headquarters;
- e. merge or division;
- f. early dissolution of the Bank;
- g. issuance of bonds;
- h. conversion of a category of bonds into another category or into shares;
- i. any other modification of the Articles of Incorporation or any other decision requiring the approval of the Extraordinary General Meeting;
- j. approval of the Bank executive officers' signing the legal papers regarding the acquisition, alienation, rental, change or transformation into collaterals of the assets in the Bank's patrimony, the value of which exceeds the limits set forth by the applicable laws;
- k. designation of the capital markets on which the Bank's shares will be listed and traded;
- l. change of the main company object and activity.

The Extraordinary General Meeting may delegate to the Board of Directors the exercise of its attributions as mentioned under letters b) and d), in compliance with the applicable legal provisions.

**Art 18** For the deliberations of the Extraordinary General Meeting to be valid, it is necessary that:

- upon the first convocation, the shareholders present represent three quarters of the share capital and that the decisions be taken with the vote of a number of shareholders representing at least half of the share capital;
- upon the following convocations, the shareholders present represent half of the share capital and that the decisions be taken with the vote of a number of shareholders representing at least one third of the share capital.

**Art 19** The General Meetings shall be convened by the Board of Directors whenever necessary, indicating whether they are ordinary or extraordinary.

The meeting term shall be of at least 30 days since the publication of the convocation in the Official Gazette.

The convocation shall be published in the Official Gazette, Part IV, and in one of the well-known newspapers in the locality where the Bank is headquartered.

The convocation shall specify the location and date of the meeting, the reference date, the proposition for the registration date (where necessary), as well as the agenda, and it shall specify all the issues making the object of the Meeting's debates.

When the agenda contains propositions for the modification of the Articles of Incorporation, the convocation shall include the integral text of the propositions.

**Art 20** The shareholders may also be represented in the meetings of the General Meetings by persons other than shareholders, except for the directors, based on an express authority.

The members of the Board of Directors, the executive officers or the operating employees of the company may not represent the shareholders, under sanction of nullity of the decision, if the required majority had not been met without their vote.

**Art 21** The activities of the General Meeting shall be carried on in compliance with the legal provisions.

**Art 22** The decisions of the Meetings shall be taken by open vote. The secret vote is mandatory for the election of the members of the Board of Directors and for their revocation, for the designation, revocation or dismissal of the financial auditor, as well as for any other cases for which secret vote is mandatory according to the law.



**Art 23** The decisions made by the General Meetings, pursuant to the law or to the Articles of Incorporation, are mandatory even for the shareholders who have not taken part in the Meeting or who voted against such decisions.

The decisions of the General Meeting that run counter to the Articles of Incorporation or to the law may be challenged in court in compliance with the legal provisions in force.

## **Chapter V ADMINISTRATION AND MANAGEMENT OF THE BANK**

**Art 24** The Board of Directors of the Bank is made up of 11 members, individuals, elected by the General Meeting. The majority of the members of the Board of Directors shall be made up by non-executive directors.

The directors receive a four-year mandate and they may be re-elected.

The Board of Directors chooses from among its members the Chairman of the Board of Directors and one or several Vice-Chairmen and establishes their competences.

The list of directors is presented in the annex.

**Art 25** For the appointing of a director to be legally valid, the appointed person must specifically accept it.

**Art 26** The person appointed as director must have a professional liability insurance.

**Art 27** The shareholders and the executives will deposit their signatures with the Trade Register either personally or under the form of a signature authenticated by a notary public.

**Art 28** For the decisions of the Board of Directors to be valid, the actual presence of at least 6 directors is necessary, unless the law specifies otherwise.

The directors participate personally in the meeting or they may be represented by other directors, based on a, express authority. A present member may represent only one absent member.

The meetings of the Board of Directors may also be attended by remote communication means (videoconference, conference call etc.).

In exceptional cases, justified by the emergency of the situation and by the interest of the Bank, the decisions of the Board of Directors may be taken by the unanimous written vote of the members, without it being necessary to call a meeting of the respective body. This procedure cannot be applied in the case of the decisions of the Board of Directors regarding the annual financial statements or the authorised capital.

The decisions are made with the majority of the directors, present in person or represented.

**Art 29** The Board of Directors has the following attributions:

- a. calls the General Meeting of the Bank's Shareholders, establishes the agenda and submits to the approval of the General Meeting all the issues accruing to it;
- b. implements the decisions of the General Meeting of the Shareholders;
- c. sets the reference date for the shareholders entitled to participate and to vote in the General Meeting ;
- d. sets the main business and development directions of the Bank;
- e. determines the accounting and financial control system and approves the financial planning;
- f. appoints and revokes the executive officers (members of the Managing Committee);
- g. supervises the executive officers' activity;
- h. approves the modification of the company object, other than the main business field and main activity;
- i. approves the modification of the Articles of Incorporation following the resolutions of the Board of Directors adopted based on the powers delegated by the General Meeting of the Shareholders according to art. 17 § 2;
- j. approves the retirement of the fixed assets, of the inventories, the downgrade of materials and the creation of the central sale and retirement commission;
- k. 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;
- l. approves the opening and closing of branches in the country and abroad, the change of location and name of such branches, the transformation from one type of unit into another where one of such units is a branch;
- m. elects the members of the Audit Committee according to the legal provisions in force; this Committee has the competences specified under art. 32;
- n. exercises any attributions stipulated by law or delegated by the general meeting of the shareholders.

**Art 30** The directors' obligations and responsibilities are regulated by the provisions regarding the mandate and by those specially stipulated by law.

**Art 31** The Board of Directors meets whenever necessary, but at least every 3 months.

The convocations for the meetings of the Board of Directors shall specify the location of the meeting, the date and the draft agenda; no decision may be taken on the unexpected issues, except for emergencies and provided that the absent members ratify the respective decision in the following meeting.

At each meeting, minutes shall be drafted, which shall comprise the participants' names, the order of the deliberations, the decisions taken, the number of votes expressed and the counter opinions.

**Art 32** The Audit Committee has the following attributions:

- analyses, independently from the management of the Bank, the pertinence of the accounting methods and of the internal procedures regarding the collection of data;
- assesses the quality of the audit and of the internal control, especially in reference to the risk measurement, surveillance and control, and proposes, if necessary, the measures to be taken.
- other attributions stipulated by law and by its operating regulations.

The Chairman of the Audit Committee shall be elected in compliance with the legal provisions.

The Audit Committee shall meet at least once a semester.

After each meeting, the Chairman of the Audit Committee shall make a report comprising the conclusions of the control performed by the Audit Committee and which shall be presented to the Board of Directors for information.

**Art 33** The operational management and the coordination of the daily activity of the bank are ensured by the executive officers.<sup>1</sup>The executive officers of the Bank are appointed by the Board of Directors among the directors or outside the Board of Directors and they make up together the Managing committee.

The Managing Committee is presided by a Chief Executive Officer.

The Chairman of the Board of Directors may also fill the position of CEO.

The executive officers are in charge of taking all the measures required in running the company, within the limits of the company object and in compliance with the exclusive competences reserved by the law or by the articles of incorporation to the Board of Directors and to the General Meeting of the Shareholders.

Each executive officer is invested with all the competences to act in the name of the bank and to represent it in the relationships with third parties, in any circumstance related to the activities they coordinate as per the flowchart of the Bank, in compliance with the legal provisions and with the provisions of the Articles of Incorporation.

**Art 34** To the extent of the competences and liabilities established by the Board of Directors, the executive officers act jointly organized in a Managing Committee, to:

1. approve, mainly the following:

- a) the internal normative documents of the Bank and the modifications thereto;
- b) the interest policy applied to the Bank's resources and placements;
- c) the tariffs and commissions in RON and foreign currency;
- d) the annual loan policy;

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<sup>1</sup> According to Law 441/2006, modifying and completing Law 31/1990 on trading companies, the *manager* of the joint-stock company is that person to whom the Board of Directors delegated company management attributions. Any other person, irrespective of the technical denomination of their position in the company, is excluded from the application of the provisions of these articles of incorporation with respect to the managers of the joint-stock company.

- e) the annual control program;
  - f) the salary chart and other forms of remuneration of the employees;
  - g) the training and improvement program for the employees;
  - h) the private register that keeps track of the Bank's shares;
  - i) the participation of the Bank in the share capital of other entities, in compliance with the bank legislation<sup>2</sup>;
  - j) the opening and closing of secondary offices in the country and abroad (except for branches), changing their location and name, transforming them from one type of unit into another, as well as opening and closing the Bank's professional training centres;
  - k) the appointment or delegation of appointment of the managers of the organisational structures in the Bank Head Office, as well as of the units in the network;
2. analyse and propose to the Board of Directors all the aspects accruing to it;
  3. exercise other attributions stipulated by law or by the internal normative documents of the Bank.

**Art 35** The Managing Committee meets regularly, at least every two weeks.

The decisions of the Managing Committee shall be taken with absolute majority of the votes of its members.

The vote of the members of the Managing Committee may also be expressed by mail, after they have been completely informed on the issues on the agenda.

In the Managing Committee the vote cannot be given by delegation.

**Art 36** Between the General Meetings of the Shareholders that take place at most twice a year, the shareholders have the right to enquire on the Bank's management.

To this effect, the Board of Directors shall deliver the following documents to the shareholders, for consulting purposes:

- the compulsory reports which the Bank drafts as company admitted for trading on a regulated market;
- the annual report of the Board of Directors;
- excerpts of the registry of the activities and deliberations of the General Meetings.

The shareholders may request, at their expense, legalised copies of such documents.

## **Chapter VI FINANCIAL STATEMENTS OF THE BANK**

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<sup>2</sup> According to the provisions of the present Articles of Incorporation, *the participation of the Bank in the share capital of other entities* includes decisions regarding the creation of an entity, the acquisition of shares in an entity, the increase of share holding in an entity, the reduction of share holding in an entity or the disposal /sale of shares held in an entity.

**Art 37** The financial year of the Bank starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup>.

**Art 38** The directors shall, within 15 days since the date of the General Meeting, submit a copy of the annual financial statements, together with their report, the financial auditor's report and the minutes of the General Meeting, to the Trade Register Office.

Likewise, the directors will ensure that the reporting and publicity conditions with respect to the annual financial statements, as specified in the bank legislation and the securities legislation, are met.

**Art 39** The net profit shall be allocated, on approval by the General Meeting of the Shareholders, among:

- a) The dividends due to the Bank's shareholders proportionally to their participation rate in the share capital; such dividends shall be paid within maximum 3 months since the date of approval of the annual financial statements of the closed financial year;
- b) Other destinations established by the General Meeting in compliance with the legal provisions.

**Art 40** The Bank shall draft and keep at its headquarters documents and archives in Romanian, as provided by in the Banking Law.

## **Chapter VII FINAL AND TRANSITORY PROVISIONS**

**Art 41** The dissolution and liquidation of the Bank shall be done in compliance with the procedure established by the laws on trading companies and by the legislation in the field applicable to banks, as well as by the other legal provisions in force at the time.

**GUY MARIE CHARLES POUPET  
CHAIRMAN - CEO**

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**Lawyer's Office "Roşu Eusebiu Severin"**  
**Bucharest, B-dul Gheorghe Magheru nr.43, ap.45, Sector 1**  
**CUI: RO 23539102**

**ATTESTATION REGARDING THE IDENTITY OF THE PARTIES,  
THE CONTENT AND DATE OF THE DOCUMENT**

**NO.2**

**Year 2010 Month January Day 5**

Before me, ROŞU Eusebiu Severin, qualified lawyer with the Bucharest Bar, there appeared

**Mr Guy Marie Charles POUPET**, French citizen, identified with the French passport no. 05AE66728, issued by the Ministry of Foreign Affairs on 04.05.2005, valid until 03.05.2015, domiciled at Societe Generale, 5 Champollion Street – POBOX 2664, Cairo, Egypt, having his residence in Aleea Modrogan nr. 4A, Ap. 1, Sector 1, Bucharest, Romania, as per the Registration Certificate no. 32747, delivered by the Romanian Immigration Office (ORI) – Bucharest, on 16.11.2009, personal identification number 7520105400023, in capacity of Chairman – CEO of BRD – Groupe Société Générale S.A.,

*Who consented to the definite date set for this document and signed all of its five counterparts.*

As per art. 3, paragraph 1, letter c) of Law no. 51/1995,

**I ATTEST TO THE IDENTITY OF THE PARTIES, THE CONTENT AND DATE OF THIS DOCUMENT.**

**LAWYER,**

**Eusebiu Severin**

## BOARD OF DIRECTORS' LIST

No	Last and first name	Place and date of birth	Directors' domicile and citizenship	Special representation rights
1.	Guy Marie Charles Poupet	Mullheim, Germany January 5, 1952	Societe Generale, 5 Champollion Street - POBOX 2664, Cairo, Egypt French	Chairman of the Board of Directors
2.	Petre Bunescu	Bascovele, Argeş County November 15, 1952	Bld. Unirii nr. 64, bl. K4, sc. 4, et. 6, ap. 111, sector 3, Bucharest Romanian	Member
3.	Sorin-Mihai Popa	Roşiorii de Vede, Teleorman County September 5, 1964	Bd. Primăverii nr. 45, sector 1, Bucharest Romanian	Member
4.	Didier Charles Maurice Alix	Langrune Sur Mer 14, France August 16, 1946	14 Bis Rue Raynouard, 75016, Paris French	Member
5.	Jean-Louis Mattei	Cargèse (2A) September 8, 1947	3 bis Rue de L'Essai, Paris French	Member
6.	Bogdan Baltazar	Bucharest September 22, 1939	Str. Aurel Vlaicu nr. 42-46, sc. 1, ap. 1, sector 2, Bucharest Romanian	Member
7.	Aurelian Dochia	Câmpina, Prahova County March 8, 1950	Str. Miletin, nr. 62, et. 3, ap. 4, sector 3, Bucharest Romanian	Member
8.	Dumitru Popescu	Bucharest January 15, 1953	Str. C.A. Rosetti nr. 25, et. 5, ap. 24, sector 2, Bucharest Romanian	Member
9.	Anne Nicole Marie-Pierre Fossemalle	Cannes, Alpes-Maritimes, France March 16, 1964	50 Kensington Gardens Square, Flat 54, Londra W2 4BA, Anglia French	Member
10.	Sorin Marian Coclitu	Bucharest July 16, 1948	Bd. Constructorilor nr. 12, sc. A, ap. 8, sector 6, Bucharest Romanian	Member
11.	Ioan Cuzman	Secusigiu, Arad County October 3, 1944	Str. Gheorghe Doja nr. 85, Arad, jud. Arad Romanian	Member