

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1
of the Ordinary General Meeting of the Shareholders no. 109
of September 13, 2012

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on September 13, 2012, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 606,186,005 shares, representing 86.98% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Bernard DAVID, as per the correspondence voting form dated August 24, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mr Ioan CUZMAN, as per the correspondence voting form dated August 22, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding 31,915,508 shares, representing **4.58%** of the share capital, represented by Mr Dan VOICULESCU, according to the special power of attorney no. 7442 dated September 4, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MUNTENIA S.A.**, holding 28,897,930 shares, representing **4.15%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 3894/18055 dated September 5, 2012;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 301 dated September 10, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 19,979,388 shares, representing **2.87%** of the share capital, represented by Mrs Mărioara MEMA, according to the special power of attorney no. 9070 dated September 4, 2012;
- **OTHER SHAREHOLDERS**, holding 48,228,458 shares, representing **6.92%** of the share capital.

The meeting was presided over by Mr Petre BUNESCU, Interim Chairman of the Board of Directors.

Shareholders representing 605,668,895 votes voted in *favour* of this point, shareholders representing 517,100 votes voted *against* this point, while shareholders representing 10 votes *abstained* from voting.

The decision was made with the vote of the shareholders holding 99.91% of the share capital of BRD, present or represented at the meeting.

Turn BRD
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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;
C.U.I./C.I.F. RO361579
Prelucrare înscrisă în registrul de evidența a prelucrărilor de
date cu caracter personal sub. nr. 1788.
Atestat CNVM nr. 255/06.08.2008, înregistrată în
Registrul Public al CNVM cu nr. PJR01INCR/400008

1. ELECTING OF MR PHILIPPE CHARLES LHOTTE AS DIRECTOR OF BRD – GROUPE SOCIÉTÉ GÉNÉRALE S.A. FOR A 4-YEAR OFFICE, STARTING WITH THE DATE OF THE PRESENT GENERAL MEETING OF THE SHAREHOLDERS, FOLLOWING THE RENUNCIATION BY MR ALEXANDRE PAUL MAYMAT TO HIS OFFICE, AS WELL AS THE AUTHORISATION OF MR PETRE BUNESCU, DEPUTY CEO TO SIGN ON BEHALF OF THE BANK: THE MANAGEMENT CONTRACT WITH MR PHILIPPE CHARLES LHOTTE, TO SIGN THE ADDENDUM AND THE UPDATED MEMORANDUM AND ARTICLES OF ASSOCIATION FOLLOWING THE CHANGES IN THE MEMBERS OF THE BOARD OF DIRECTORS.

THE APPOINTMENT OF MR PHILIPPE CHARLES LHOTTE IS SUBJECT TO THE PRIOR APPROVAL BY THE NATIONAL BANK OF ROMANIA, AS PER THE LEGAL PROVISIONS IN FORCE.

The Ordinary General Meeting of the Shareholders approves the election of Mr Philippe Charles LHOTTE as director of BRD – Groupe Société Générale S.A. for a 4-year office, starting with the date of the present General Meeting of the Shareholders, following the renunciation by Mr Alexandre Paul MAYMAT to his office, as well as the authorisation of Mr Petre BUNESCU, Deputy CEO to sign on behalf of the Bank: the Management Contract with Mr Philippe Charles LHOTTE, to sign the Addendum and the updated Memorandum and Articles of Association following the changes in the members of the Board of Directors.

The appointment of Mr Philippe Charles LHOTTE is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

Made in Bucharest, on September 13, 2012.

INTERIM CHAIRMAN OF THE BOARD OF DIRECTORS

Petre BUNESCU

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Mărioara MEMA

Adina-Ileana RADULESCU

Mariana DINU

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THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 2
of the Ordinary General Meeting of the Shareholders no. 109
of September 13, 2012

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on September 13, 2012, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders of BRD S.A., duly convened, according to the provisions of art. 16 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 606,186,005 shares, representing 86.98% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 419,313,688 shares, representing **60.17%** of the share capital, represented by Mr Bernard DAVID, as per the correspondence voting form dated August 24, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mr Ioan CUZMAN, as per the correspondence voting form dated August 22, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE OLTENIA S.A.**, holding 31,915,508 shares, representing **4.58%** of the share capital, represented by Mr Dan VOICULESCU, according to the special power of attorney no. 7442 dated September 4, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MUNTENIA S.A.**, holding 28,897,930 shares, representing **4.15%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of S.A.I. Muntenia Invest S.A., according to the special power of attorney no. 3894/18055 dated September 5, 2012;
- **FONDUL PROPRIETATEA S.A.** holding 25,387,456 shares, representing **3.64%** of the share capital, represented by Mr Adrian CIGHI, as per the correspondence voting form no. 301 dated September 10, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 19,979,388 shares, representing **2.87%** of the share capital, represented by Mrs Mărioara MEMA, according to the special power of attorney no. 9070 dated September 4, 2012;
- **OTHER SHAREHOLDERS**, holding 48,228,458 shares, representing 6.92% of the share capital.

The meeting was presided over by Mr Petre BUNESCU, Interim Chairman of the Board of Directors.

Shareholders representing 606,186,005 votes voted in *favour* of this point.

The decision was made with the vote of the shareholders holding 100% of the share capital of BRD, present or represented at the meeting.

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2. SETTING THE DATE OF OCTOBER 1ST, 2012 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.

The Ordinary General Meeting of the Shareholders approves the date of October 1st, 2012 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.

Made in Bucharest, on September 13, 2012.

INTERIM CHAIRMAN OF THE BOARD OF DIRECTORS

Petre BUNESCU

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Mărioara MEMA

Adina – Ileana RADULESCU

Mariana DINU