

## THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

### RESOLUTION no. 1 of the Ordinary General Meeting of the Shareholders no. 103 of April 27, 2010

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 27, 2010, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders 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 624,986,809 shares, representing 89.68% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding shares, representing **5.46%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the special power of attorney no. 2568 dated April 21, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,696,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 32,290,028 shares, representing **4.63%** of the share capital, represented by Mr Emilian BĂDICA, as per the special power of attorney no. 92 dated April 20, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,872,840 shares, representing **5.00%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 3572 dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32.063.517 shares, representing **4.60%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney no. 117 dated April 16, 2010;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the special power of attorney dated April 12, 2010;
- **OTHER SHAREHOLDERS**, holding 2,448,648 shares, representing **0.35%** of the share capital.

The meeting was presided over by Mr Guy POUPET, Chairman of the Board of Directors.

Shareholders representing 624,643,159 votes voted *in favour* of this point, while shareholders representing 343,650 votes (according to the law) *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.95% of the share capital of BRD, present or represented at the meeting

**1. APPROVAL OF THE INDIVIDUAL FINANCIAL STATEMENTS OF THE BANK AS AT DECEMBER 31, 2009, (MADE 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 DIRECTORS' REPORT AND ON THE OPINION OF THE FINANCIAL AUDITOR OF THE BANK.**

**The Ordinary General Meeting of the Shareholders approves:**

- **The individual financial statements of the Bank for the fiscal year 2009 (made in compliance with the local accounting standards), as well as**
- **The consolidated annual financial statements of the Bank for the fiscal year 2009 (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 Ernst & Young Assurance Services S.R.L.**

Made in Bucharest, on April 27, 2010.

**CHAIRMAN OF THE BOARD OF DIRECTORS,**

**Guy POUPET**

**SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS**

**Marioara MEMA**

**Henriette SPINKA**

**Mariana DINU**

## THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

### RESOLUTION no. 2 of the Ordinary General Meeting of the Shareholders no 103 of April 27, 2010

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 27, 2010, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders 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 624,986,809 shares, representing 89.68% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding shares, representing **5.46%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the special power of attorney no. 2568 dated April 21, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,696,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 32,290,028 shares, representing **4.63%** of the share capital, represented by Mr Emilian BĂDICA, as per the special power of attorney no. 92 dated April 20, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,872,840 shares, representing **5.00%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 3572 dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,063,517 shares, representing **4.60%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney no. 117 dated April 16, 2010;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the special power of attorney dated April 12, 2010;
- **OTHER SHAREHOLDERS**, holding 2,448,648 shares, representing **0.35%** of the share capital.

The meeting was presided over by Mr Guy POUPET, Chairman of the Board of Directors.

Shareholders representing 624,643,159 votes voted *in favour* of this point, while shareholders representing 343,650 votes (including the directors, according to the law) *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.95% of the share capital of BRD, present or represented at the meeting.

## **2. THE DIRECTORS' DISCHARGE FOR THE FISCAL YEAR 2009.**

**The Ordinary General Meeting of the Shareholders approves the directors' discharge for the fiscal year 2009.**

Made in Bucharest, on April 27, 2010.

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Guy POUPET**

**SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS**

**Marioara MEMA**

**Henriette SPINKA**

**Mariana DINU**

## ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

### RESOLUTION no. 3 of the Ordinary General Meeting of the Shareholders no. 103 of April 27, 2010

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 27, 2010, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders 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 624,986,809 shares, representing 89.68% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 38,048,908 shares, representing **5.46%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the special power of attorney no. 2568 dated April 21, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,696,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 32,290,028 shares, representing **4.63%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney no. 92 dated April 20, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,872,840 shares, representing **5.00%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 3572 dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,063,517 shares, representing **4.60%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney no. 117 dated April 16, 2010;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the special power of attorney dated April 12, 2010;
- **OTHER SHAREHOLDERS**, holding 2,448,648 shares, representing **0.35%** of the share capital.

The meeting was presided over by Mr Guy POUPET, Chairman of the Board of Directors.

Shareholders representing 624.986.809 votes voted *in favour* of this point.

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

**3. APPROVAL OF THE PROFIT DISTRIBUTION AND SETTING OF THE DIVIDEND FOR 2009 (THE GROSS DIVIDEND PROPOSED IS OF RON 0.27947 / SHARE). THE DIVIDENDS WILL BE PAID WITHIN NO MORE THAN 2 MONTHS AS OF THE DATE OF THE GENERAL MEETING.**

**The Ordinary General Meeting of the Shareholders approves:**

**The distribution of dividends amounting to RON 194,767,429 (the gross dividend is of RON 0.27947 / share) from the distributable profit of 2009, amounting to RON 779,069,717.**

**The dividends will be paid to the shareholders as follows:**

- **The shareholders who own current accounts opened with BRD (card accounts included) will automatically receive the dividends in the respective current accounts;**
- **The shareholders who previously indicated an account opened with another commercial bank will receive the dividends in the indicated account;**
- **The shareholders who did not indicate an account for the transfer of the dividends shall report to the BRD agencies to request the payment in cash or by transfer.**

Made in Bucharest, on April 27, 2010.

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Guy POUPET**

**SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS**

**Marioara MEMA**

**Henriette SPINKA**

**Mariana DINU**

## ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

### RESOLUTION no. 4 of the Ordinary General Meeting of the Shareholders no. 103 of April 27, 2010

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 27, 2010, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders 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 624,986,809 shares, representing 89.68% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 38,048,908 shares, representing **5.46%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the special power of attorney no. 2568 dated April 21, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,696,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 32,290,028 shares, representing **4.63%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney no. 92 dated April 20, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,872,840 shares, representing **5.00%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 3572 dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,063,517 shares, representing **4.60%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney no. 117 dated April 16, 2010;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the special power of attorney dated April 12, 2010;
- **OTHER SHAREHOLDERS**, holding 2,448,648 shares, representing **0.35%** of the share capital.

The meeting was presided over by Mr Guy POUPET, Chairman of the Board of Directors.

Shareholders representing 624.986.809 votes voted *in favour* of this point.

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

**4. APPROVAL OF THE INCOME AND EXPENDITURE BUDGET FOR 2010  
AND OF THE BUSINESS PLAN FOR THE FISCAL YEAR 2010**

**The Ordinary General Meeting of the Shareholders approves the income and expenditure budget for 2010, as well as the business plan for the fiscal year 2010.**

Made in Bucharest, on April 27, 2010.

**CHAIRMAN OF THE BOARD OF DIRECTORS,**

**Guy POUPET**

**SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS**

**Marioara MEMA**

**Henriette SPINKA**

**Mariana DINU**

## ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

### RESOLUTION no. 5 of the Ordinary General Meeting of the Shareholders no. 103 of April 27, 2010

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 27, 2010, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders 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 624,986,809 shares, representing 89.68% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 38,048,908 shares, representing **5.46%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the special power of attorney no. 2568 dated April 21, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,696,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 32,290,028 shares, representing **4.63%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney no. 92 dated April 20, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,872,840 shares, representing **5.00%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 3572 dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,063,517 shares, representing **4.60%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney no. 117 dated April 16, 2010;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the special power of attorney dated April 12, 2010;
- **OTHER SHAREHOLDERS**, holding 2,448,648 shares, representing **0.35%** of the share capital.

The meeting was presided over by Mr Guy POUPET, Chairman of the Board of Directors.

Shareholders representing 624,643,159 votes voted *in favour* of this point, while shareholders representing 343,650 votes (according to the law) *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.95% of the share capital of BRD, present or represented at the meeting.

**5. APPROVAL OF THE REMUNERATION DUE TO THE NON-EXECUTIVE DIRECTORS FOR THE FISCAL YEAR 2010, AS WELL AS OF THE GENERAL LIMITS FOR THE DIRECTORS' AND OFFICERS' ADDITIONAL REMUNERATIONS.**

**The Ordinary General Meeting of the Shareholders approves the remuneration for the non-executive members of the Board of Directors for 2010, amounting to EUR 1,500 / month (gross amount, in lei equivalent), as well as the general limits for the directors' and officers' additional remunerations for 2010, amounting to RON 6.5 million, gross amount.**

Made in Bucharest, on April 27, 2010.

**CHAIRMAN OF THE BOARD OF DIRECTORS,**

**Guy POUPET**

**SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS**

**Marioara MEMA**

**Henriette SPINKA**

**Mariana DINU**

## ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

### RESOLUTION no. 6 of the Ordinary General Meeting of the Shareholders no. 103 of April 27, 2010

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 27, 2010, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders 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 624,986,809 shares, representing 89.68% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 38,048,908 shares, representing **5.46%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the special power of attorney no. 2568 dated April 21, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,696,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 32,290,028 shares, representing **4.63%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney no. 92 dated April 20, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,872,840 shares, representing **5.00%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 3572 dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,063,517 shares, representing **4.60%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney no. 117 dated April 16, 2010;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the special power of attorney dated April 12, 2010;
- **OTHER SHAREHOLDERS**, holding 2,448,648 shares, representing **0.35%** of the share capital.

The meeting was presided over by Mr Guy POUPET, Chairman of the Board of Directors.

Shareholders representing 624,904,772 votes voted *in favour* of this point, shareholders representing 1,617 votes voted *against*, while shareholders representing 80,420 votes *abstained* from voting.

The resolution was made with the vote of the shareholders holding 99.99% of the share capital of BRD, present or represented at the meeting.

## **6. APPOINTMENT OF THE FINANCIAL AUDITOR OF THE BANK FOR 2010 AND SETTING OF THE DURATION OF THE FINANCIAL AUDIT CONTRACT**

**The Ordinary General Meeting of the Shareholders approves the appointment of the company Deloitte Audit S.R.L., headquartered in Bucharest, 1st district, 4-8 Nicolae Titulescu St., 3rd floor, unique registration code 7756924, order number with the Trade Register J40/6775/1995, as auditor of BRD-Groupe Société Générale S.A. for the year 2010.**

Made in Bucharest, on April 27, 2010.

**CHAIRMAN OF THE BOARD OF DIRECTORS,**

**Guy POUPET**

**SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS**

**Marioara MEMA**

**Henriette SPINKA**

**Mariana DINU**

## ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

### RESOLUTION no. 7 of the Ordinary General Meeting of the Shareholders no. 103 of April 27, 2010

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 27, 2010, at 10:00 A.M.

The Ordinary General Meeting of the Shareholders 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 624,986,809 shares, representing 89.68% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 38,048,908 shares, representing **5.46%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the special power of attorney no. 2568 dated April 21, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,696,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 32,290,028 shares, representing **4.63%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney no. 92 dated April 20, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,872,840 shares, representing **5.00%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 3572 dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,063,517 shares, representing **4.60%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney no. 117 dated April 16, 2010;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the special power of attorney dated April 12, 2010;
- **OTHER SHAREHOLDERS**, holding 2,448,648 shares, representing **0.35%** of the share capital.

The meeting was presided over by Mr Guy POUPET, Chairman of the Board of Directors.

Shareholders representing 624,986,809 votes voted *in favour* of this point.

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

**7. APPROVAL OF THE DATE OF MAY 13, 2010, AS REGISTRATION DATE FOR THE IDENTIFICATION OF THE SHAREHOLDERS WHO WILL BENEFIT FROM DIVIDENDS AND WHO ARE SUBJECT TO THE RESOLUTIONS OF THE GENERAL MEETING OF THE SHAREHOLDERS**

**The Ordinary General Meeting of the Shareholders approves the date of May 13, 2010, as registration date for the identification of the shareholders who will benefit from dividends and who are subject to the resolutions of the general meeting of the shareholders.**

Made in Bucharest, on April 27, 2010.

**CHAIRMAN OF THE BOARD OF DIRECTORS,**

**Guy POUPET**

**SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS**

**Marioara MEMA**

**Henriette SPINKA**

**Mariana DINU**

## EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

### RESOLUTION no. 1 of the Extraordinary General Meeting of the Shareholders no. 104 of April 27, 2010

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 27, 2010, at 11:00 A.M.

The Extraordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 18 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 624,986,809 shares, representing 89.68% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 38,048,908 shares, representing **5.46%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the special power of attorney no. 2568 dated April 21, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,696,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 32,290,028 shares, representing **4.63%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney no. 92 dated April 20, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,872,840 shares, representing **5.00%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 3572 dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,063,517 shares, representing **4.60%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney no. 117 dated April 16, 2010;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the special power of attorney dated April 12, 2010;
- **OTHER SHAREHOLDERS**, holding 2,448,648 shares, representing **0.35%** of the share capital.

The meeting was presided over by Mr Guy POUPET, Chairman of the Board of Directors.

Shareholders representing 624,986,809 votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding 89.68% of the share capital of BRD, present or represented at the meeting.

**1. APPROVAL OF BOND ISSUES IN THE PERIOD 2010 – 2011, WITHIN A MAXIMUM CEILING OF EUR 600 MILLION OR THE EQUIVALENT IN LEI OR ANOTHER CURRENCY, IN THE TERMS SPECIFIED IN THE NOTE MADE AVAILABLE TO THE SHAREHOLDERS. THE BOARD OF DIRECTORS WILL ENFORCE THIS RESOLUTION, SETTING THE INDIVIDUAL PARAMETERS OF EACH ISSUE.**

**The Extraordinary General Meeting of the Shareholders approves bond issues in lei, euros or other currencies, within a maximum ceiling of EUR 600 million, in equivalent, for the period 2009 – 2010.**

**The Board of Directors will enforce this resolution, setting, depending on the market conditions, the individual parameters of each issue in the following terms:**

- **Maximum duration: 10 years;**
- **In lei or in G7 currencies;**
- **Interest rate: flat or floating (depending on an official benchmark);**
- **Frequency of the coupon: quarterly, half-yearly or annually**
- **Nominal value: EUR 1,000 – EUR 100,000 in equivalent.**

Made in Bucharest, on April 27, 2010.

**CHAIRMAN OF THE BOARD OF DIRECTORS,**

**Guy POUPET**

**SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS**

**Marioara MEMA**

**Henriette SPINKA**

**Mariana DINU**

## EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

### RESOLUTION no. 2 of the Extraordinary General Meeting of the Shareholders no. 104 of April 27, 2010

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 27, 2010, at 11:00 A.M.

The Extraordinary General Meeting of the Shareholders BRD S.A., duly convened, according to the provisions of art. 18 of the Articles of Incorporation of BRD-Groupe Société Générale S.A., re-updated, took place in the presence of the shareholders holding 624,986,809 shares, representing 89.68% of the share capital of the Bank, as follows:

- **SOCIÉTÉ GÉNÉRALE**, holding 413,721,288 shares, representing **59.37%** of the share capital, represented by Mr Mihail-Dan NICU, as per the special power of attorney dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE OLTENIA S.A.**, holding 38,048,908 shares, representing **5.46%** of the share capital, represented by Mr Florian Teodor BUZATU, as per the special power of attorney no. 2568 dated April 21, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE MUNTENIA S.A.**, holding 36,696,530 shares, representing **5.27%** of the share capital, represented by Mr Petre Pavel SZEL, Chairman – CEO of the investment management company Muntenia Invest S.A.;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 32,290,028 shares, representing **4.63%** of the share capital, represented by Mr Emilian BADICA, as per the special power of attorney no. 92 dated April 20, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 34,872,840 shares, representing **5.00%** of the share capital, represented by Mrs Marioara MEMA, as per the special power of attorney no. 3572 dated April 16, 2010;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,063,517 shares, representing **4.60%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney no. 117 dated April 16, 2010;
- **THE EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT**, holding 34,845,050 shares, representing **5.00%** of the share capital, represented by Mr Mihail SCVORTOV, as per the special power of attorney dated April 12, 2010;
- **OTHER SHAREHOLDERS**, holding 2,448,648 shares, representing **0.35%** of the share capital.

The meeting was presided over by Mr Guy POUPET, Chairman of the Board of Directors.

Shareholders representing 624,986,809 votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding 89.68% of the share capital of BRD, present or represented at the meeting.

**2. APPROVAL OF THE DATE OF MAY 13, 2010 AS REGISTRATION DATE, AS PER ART. 238 OF LAW NO. 297/2004 REGARDING THE CAPITAL MARKET.**

**The Extraordinary General Meeting of the Shareholders approves the date of May 13, 2010 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.**

Made in Bucharest, on April 27, 2010.

**CHAIRMAN OF THE BOARD OF DIRECTORS,**

**Guy POUPET**

**SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS**

**Marioara MEMA**

**Henriette SPINKA**

**Mariana DINU**