

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1 of the Ordinary General Meeting of the Shareholders no. 107 of April 26, 2012

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 26, 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 598,313,119 shares, representing 85.85% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. 3094 dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 51,091,911 shares, representing **7.33%** of the share capital.

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

Shareholders representing 598,006,119 votes voted *in favour* of this point, while shareholders representing 307,000 votes, including the directors (according to the law) *abstained* from voting.

The decision was made with the vote of the shareholders holding 99.94% of the share capital of BRD, present or represented at the meeting.

1. APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF THE BANK AS AT DECEMBER 31, 2011 (PREPARED ACCORDING TO THE LOCAL ACCOUNTING STANDARDS), AS WELL AS OF THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS AS AT DECEMBER 31, 2011 (PREPARED ACCORDING TO THE INTERNATIONAL FINANCIAL REPORTING STANDARDS), BASED ON THE REPORTS PROVIDED BY THE BOARD OF DIRECTORS AND ON THE REPORTS OF THE BANK'S FINANCIAL AUDITOR.

The Ordinary General Meeting of the Shareholders approves:

- **The individual financial statements of the Bank for the fiscal year 2011, made in compliance with the local accounting standards, as well as**
- **The individual and consolidated annual financial statements of the Bank for the fiscal year 2011, made in compliance with the International Financial Reporting Standards (IFRS),**

based on the reports presented by the Board of Directors and on the reports of the financial auditor of the Bank, Deloitte Audit S.R.L.

Made in Bucharest, on April 26, 2012.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 2 of the Ordinary General Meeting of the Shareholders no. 107 of April 26, 2012

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 26, 2012, 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 598,313,119 shares, representing 85.85% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. 3094 dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 51,091,911 shares, representing **7.33%** of the share capital.

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

Shareholders representing 597,866,629 votes voted *in favour* of this point, while shareholders representing 446,490 votes, including the directors (according to the law) *abstained* from voting.

The decision was made with the vote of the shareholders holding 99.93% of the share capital of BRD, present or represented at the meeting.

2. THE DIRECTORS' DISCHARGE FOR THE FISCAL YEAR 2011.

The Ordinary General Meeting of the Shareholders approves the BRD directors' discharge for the fiscal year 2011.

Made in Bucharest, on April 26, 2012.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 3 of the Ordinary General Meeting of the Shareholders no. 107 of April 26, 2012

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 26, 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 598,313,119 shares, representing 85.85% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. 3094 dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 51,091,911 shares, representing **7.33%** of the share capital.

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

Shareholders representing 598,312,269 votes voted *in favour* of this point, while shareholders representing 850 votes voted *against*.

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

3. APPROVAL OF THE PROFIT DISTRIBUTION AND SETTING OF THE DIVIDEND FOR 2011 (THE GROSS DIVIDEND PROPOSED IS RON 0.16690 / SHARE). THE DIVIDENDS WILL BE PAID WITHIN NO MORE THAN 2 MONTHS SINCE THE DATE OF THE GENERAL MEETING.

The Ordinary General Meeting of the Shareholders approves:

- **The distribution of dividends amounting to RON 116,316,342 (the gross dividend is RON 0.16690 / share) from the distributable profit of 2011, amounting to RON 465.265.368.**
- **The dividends will be paid to the shareholders within no more than 2 months as of the date of the General Meeting of 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 account;**
 - **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 are required to go to the BRD agencies to request the payment in cash or by transfer.**

Made in Bucharest, on April 26, 2012.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 4 of the Ordinary General Meeting of the Shareholders no. 107 of April 26, 2012

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 26, 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 598.316.029 shares, representing 85.85% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. 3094 dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 51,091,911 shares, representing **7.33%** of the share capital.

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

Shareholders representing 598,176,539 votes voted *in favour* of this point, while shareholders representing 139,490 votes *abstained* from voting.

The decision was made with the vote of the shareholders holding 99.98% of the share capital of BRD, present or represented at the meeting.

4. APPROVAL OF THE INCOME AND EXPENDITURE BUDGET FOR 2012 AND OF THE BUSINESS PLAN FOR THE FISCAL YEAR 2012

The Ordinary General Meeting of the Shareholders approves the income and expenditure budget for 2012, as well as the business plan for the fiscal year 2012.

Made in Bucharest, on April 26, 2012.

HAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 5 of the Ordinary General Meeting of the Shareholders no. 107 of April 26, 2012

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 26, 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 598,316,029 shares, representing 85.85% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. 3094 dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 51,094,821 shares, representing **7.33%** of the share capital.

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

Shareholders representing 597,869,539 votes voted *in favour* of this point, while shareholders representing 446,490 votes, including the directors (according to the law) *abstained* from voting.

The decision was made with the vote of the shareholders holding 99.93% 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 2012, 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 2012, amounting to EUR 1,500 / month (gross amount, in lei equivalent), as well as the general limits for the directors' and executive officers' additional remunerations for 2012, amounting to RON 9 million, gross amount.

Made in Bucharest, on April 26, 2012.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 6 of the Ordinary General Meeting of the Shareholders no. 107 of April 26, 2012

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 26, 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 598,316,029 shares, representing 85.85% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANIA S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. 3094 dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 51,094,821 shares, representing **7.33%** of the share capital.

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

Shareholders representing 597,605,299 votes voted *in favour* of this point, while shareholders representing 258,640 votes voted *against*, and shareholders representing 450,990 votes *abstained* from voting; 1,100 votes were cancelled.

The decision was made with the vote of the shareholders holding 99.88% of the share capital of BRD, present or represented at the meeting.

6. THE ELECTION OF MR ALEXANDRE PAUL MAYMAT AS DIRECTOR, FOR A 4-YEAR TERM OF OFFICE, STARTING WITH MAY 1ST, 2012, FOLLOWING THE RENUNCIATION BY MR GUY MARIE CHARLES POUPEL TO HIS TERM OF OFFICE, AS WELL AS THE MANDATE OF MR JEAN-LOUIS MATTEI, DIRECTOR OF THE BANK, TO SIGN THE MANAGEMENT AGREEMENT ON BEHALF OF THE BANK, AS WELL AS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS OF THE BANK TO SIGN THE ADDENDUM AND THE UPDATED ARTICLES OF INCORPORATION FOLLOWING THE CHANGE IN THE COMPOSITION OF THE BOARD OF DIRECTORS.

THE APPOINTMENT OF MR ALEXANDRE PAUL MAYMAT IS SUBJECT TO THE OBTAINING OF THE PRIOR APPROVAL FROM THE NATIONAL BANK OF ROMANIA, AS PER THE LEGAL PROVISIONS IN FORCE.

The Ordinary General Meeting of the Shareholders approves the election of Mr Alexandre Paul MAYMAT as director, for a 4-year term of office, starting with May 1st, 2012, following the renunciation by Mr Guy Marie Charles POUPEL to his term of office, as well as the mandate of Mr Jean-Louis MATTEI, director of the Bank, to sign the management agreement on behalf of the Bank, as well as of the Chairman of the Board of Directors of the Bank to sign the Addendum and the updated Articles of Incorporation following the change in the composition of the Board of Directors.

The nomination of Mr. Alexandre Paul Maymat is subject to the obtaining of the prior approval from the National Bank of Romania, according to the legal provisions in force.

Made in Bucharest, on April 26, 2012.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPEL

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 7 of the Ordinary General Meeting of the Shareholders no. 107 of April 26, 2012

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 26, 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 598,316,029 shares, representing 85.85% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTIȚII FINANCIARE TRANSILVANI S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 51,094,821 shares, representing **7.33%** of the share capital.

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

Shareholders representing 598,313,379 votes voted *in favour* of this point; shareholders representing 850 votes voted *against*; 1,800 votes were *cancelled*.

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

**7. APPOINTMENT OF THE FINANCIAL AUDITOR OF THE BANK FOR 2012
AND SETTING OF THE DURATION OF THE FINANCIAL AUDIT CONTRACT**

The Ordinary General Meeting of the Shareholders approved the appointment of the company Deloitte Audit S.R.L., headquartered in Bucharest, sector 1, str. Nicolae Titulescu nr. 4-8, etaj 3, tax identification number 7756924, as auditor of BRD - Groupe Société Générale S.A. for 2012.

Made in Bucharest, on April 26, 2012.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 8 of the Ordinary General Meeting of the Shareholders no. 107 of April 26, 2012

The Ordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 26, 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 598,316,029 shares, representing 85.85% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTITII 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. 3094 dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 51,094,821 shares, representing **7.33%** of the share capital.

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

Shareholders representing 598,316,029 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.

8. APPROVAL OF THE DATE OF MAY 14, 2012 AS REGISTRATION DATE FOR THE IDENTIFICATION OF THE SHAREHOLDERS WHO WILL BENEFIT FROM DIVIDENDS AND WHO ARE SUBJECT TO THE RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS.

The Ordinary General Meeting of the Shareholders approves the date of May 14, 2012, as registration date for the identification of the shareholders who will benefit from dividends and who are subject to the decisions of the Ordinary General Meeting of the Shareholders.

Made in Bucharest, on April 26, 2012.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 1 of the Extraordinary General Meeting of the Shareholders no. 108 of April 26, 2012

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, 1 Bd. Poligrafiei, Bucharest, on April 26, 2012, 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 599,225,199 shares, representing 85,98% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTITII 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. 3094 dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 52,003,291 shares, representing **7.46%** of the share capital.

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

Shareholders representing 599,225,199 votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding 85,98% of the share capital of BRD.

1. THE APPROVAL OF THE MODIFICATION OF THE ARTICLES OF INCORPORATION OF THE BANK ACCORDING TO THE PROPOSALS ENCLOSED TO THE NOTICE TO ATTEND, AS WELL AS THE MANDATE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS OF THE BANK TO SIGN THE ADDENDUM AND THE UPDATED ARTICLES OF INCORPORATION.

The Extraordinary General Meeting of the Shareholders approves:

- **The modification of the Articles of Incorporation of BRD-Groupe Société Générale, according to the propositions in the Annex;**
- **The mandate of the Chairman of the Board of Directors of the Bank to sign the Addendum and the updated Articles of Incorporation.**

Made in Bucharest, on April 26, 2012.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 2 of the Extraordinary General Meeting of the Shareholders no. 108 of April 26, 2012

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, Bd. Poligrafiei, Bucharest, on April 26, 2012, 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 599,225,199 shares, representing 85,98% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTITII 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. 3094 dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 52,003,291 shares, representing **7.46%** of the share capital.

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

Shareholders representing 599,225,199 votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding **85.98%** of the share capital of BRD.

2. THE APPROVAL OF THE IMPLEMENTATION OF A FRAMEWORK PROGRAMME FOR THE ISSUANCE OF BONDS BY BRD ON THE LOCAL AND INTERNATIONAL CAPITAL MARKET (THE MTN PROGRAMME) IN THE CONDITIONS PROVIDED IN THE NOTICE MADE AVAILABLE TO THE SHAREHOLDERS AND THE APPROVAL OF HOLDING ONE OR SEVERAL ISSUES OF BONDS UNDER THE MTN PROGRAMME IN THE PERIOD 2012 - 2015.

The Extraordinary General Meeting of the Shareholders approves:

- Implementing a framework agreement for the issue of bonds by BRD, within a capital ceiling of EUR 3 billion (the total amount of the capital of the bonds issued under the programme and due any time will not exceed EUR 3 billion) ("Medium Term Notes" or "MTN" Programme), with the following general characteristics:
 - The maturity of each issue will not exceed 10 years;
 - The currency of each issue – any currency;
 - The interest rate can be fixed, floating, subject to indexation according to an underlying element or any combination of the above;
 - Coupon frequency – any type, including, without limitation, monthly, quarterly, half-yearly, annually;
 - The nominal value of the bonds will be between 1,000 and 100,000 euro equivalent;
 - The MTN programme can include as issuer either BRD, or another entity controlled by BRD, or the both of them;
 - The bonds issued by the entity controlled by BRD can be guaranteed by BRD.
- Holding one or several bond issues in the period 2012 – 2015 under the MTN Programme;
- Creating an entity controlled by BRD, which can be an issuer under the MTN programme;

The Management Board will apply the decisions above and:

- Will establish, depending on the market conditions at the time of the issue, the individual parameters of each bond issue under the MTN programme regarding, without limitation: the maturity date, currency, interest rate, coupon frequency, nominal value of the bonds, guarantee of the bonds issued by the entity controlled by BRD (if applicable);
- Will establish the jurisdiction where the bonds issued under the MTN Programme will be issued and / or admitted for trading;
- Will decide on the jurisdiction of creation of the entity that can issue under the MTN programme;
- Will select the financial institutions involved in the MTN programme and the issues thereunder including, without limitation, arrangers, dealers, tax agents, payment agents;
- Will approve the documents of the MTN Programme and of each issue under the MTN programme including, without limitation, the issue prospectus, the subscription agreement, the dealer agreement, the final terms of each issue, as well as the documents related to the formation of the entity controlled by BRD;

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| <ul style="list-style-type: none">- Will designate the person(s) who will negotiate and sign the documents of the MTN programme and of each issue under the MTN Programme. |
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Made in Bucharest, on April 26, 2012.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

DECISION no. 3 of the Extraordinary General Meeting of the Shareholders no. 108 of April 26, 2012

The Extraordinary General Meeting of the Shareholders took place at the Crowne Plaza, Bd. Poligrafiei, Bucharest, on April 26, 2012, 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 599,225,199 shares, representing 85,98% 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 Mihail-Dan NICU, as per the special power of attorney dated April 20, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE BANAT – CRISANA S.A.**, holding 32,463,577 shares, representing **4.66%** of the share capital, represented by Mrs Henriette SPINKA, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTITII 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 of April 17, 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. 133 dated April 23, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE MOLDOVA S.A.**, holding 22,549,709 shares, representing **3.24%** of the share capital, represented by Mr Ion ANDREI, as per the special power of attorney dated April 17, 2012;
- **SOCIETATEA DE INVESTITII FINANCIARE TRANSILVANIA S.A.**, holding 18,608,848 shares, representing **2.67%** of the share capital, represented by Mr Mihai FERCALA, as per the correspondence voting form no. 3094 dated April 17, 2012;
- **OTHER SHAREHOLDERS**, holding 52,003,291 shares, representing **7.46%** of the share capital.

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

Shareholders representing 599,225,199 votes voted *in favour* of this point.

The resolution was made with the vote of the shareholders holding 85.98% of the share capital of BRD.

3. APPROVAL OF THE DATE OF MAY 14, 2012 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 14, 2012, as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Made in Bucharest, on April 26, 2012.

CHAIRMAN OF THE BOARD OF DIRECTORS

Guy Marie Charles POUPET

SECRETARIES OF THE GENERAL MEETING OF THE SHAREHOLDERS

Henriette SPINKA

Daniela APETREI

Mariana DINU