

The current report under Regulation CNVM no. 1/2006

Date of Report: April, 09, 2015

BRD-Groupe Société Générale S.A.

Headquarter: Bld Ion Mihalache, nr 1-7, sector 1, Bucuresti

Tel/Fax: 021.301.61.00 /021. 301.66.36

Unique Registration Code with the Trade Register: 361579

Order Number in the Trade Register: J40/608/1991

Capital subscribed and paid: 696.901.518 lei

Regulated market on which the issued securities are traded: Bucharest Stock Exchange-Premium Category

Important Events

The Decisions of the General Shareholders' Meetings of BRD-Groupe Société Générale S.A.

The General Shareholders Meeting of BRD (Ordinary General Shareholders' Meeting and Extraordinary General Shareholders' Meeting) took place at Athenee Palace Hilton Bucharest, "Le Diplomate" Room (1-3 Episcopiei Street, 1st district, Bucharest) on April 09, 2015. According to the calling of the meeting, only the shareholders registered on March 30, 2015 reference date, had the right to participate in, and to vote at the general meetings.

The meetings took place in the presence of the shareholders representing 73,97 % of the share capital of the Bank.

The Ordinary General Shareholders' Meeting of BRD

During the Ordinary General Shareholders' Meeting, the shareholders discussed and approved all the items on the agenda, as follows:

1. Electing of the secretary of the Ordinary General Shareholders' Meeting

The Ordinary General Shareholders' Meeting approved the election of Mrs. Mariana DINU, shareholder of BRD - Groupe Societe Generale S.A., to ensure the secretariat of the Ordinary General Shareholders' Meeting.

2. Approval of the individual and consolidated annual financial statements, prepared according to International Financial Reporting Standards, as adopted by the European Union, for the financial year ended as at December 31, 2014, accompanied by the Annual Board of Directors' Report at individual and consolidated level as well as by the financial auditor report

Turn BRD
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<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
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The key figures for 2014 were presented to the shareholders:

		2014	2013	Var vs 2013
Financial result	Net banking income (RONm)	2,498	2,726	-8.4%
	Operating expenses (RONm)	(1,255)	(1,292)	-2.9%
	Cost of risk (RONm)	(1,193)	(2,083)	-42.7%
	Net result (RONm)	43	(386)	
	C/I	50.2%	47.4%	+2.9 pp
	ROE	0.8%	-7.2%	
Capital adequacy	CAR ^(*)	17.0%	14.2%	
Loans and deposits	Gross loans (RONbn) ^(**)	26.5	27.8	-4.7%
	Total deposits (RONbn) ^(**)	36.0	36.1	-0.3%
Franchise	Branches	860	883	-23
	Active clients (x 1000)	2,234	2,279	-45

Summary of the financial positions

	Consolidated		Individual	
	Amount	vs. 2013 (%)	Amount	vs. 2013 (%)
RON million				
Cash and current accounts with Central Bank	7,190	-26%	7,190	-26%
Loans and advances to credit institutions	1,263	77%	1,236	80%
Net loans and advances to customers	27,352	-4%	26,461	-5%
Other financial instruments	9,019	22%	9,053	22%
Tangible and intangible assets	1,044	-6%	1,027	-6%
Other assets	238	-38%	212	-39%
Total assets	46,107	-4%	45,180	-4%
Amounts owed to credit institutions	3,699	-37%	3,001	-42%
Amounts owed to customers	35,954	0%	36,041	0%
Other liabilities	703	11%	646	10%
Shareholders equity	5,750	7%	5,492	6%
Total liabilities and shareholders equity	46,107	-4%	45,180	-4%

Summary of income statement

	Consolidated		Individual	
	Amount	vs. 2013 (%)	Amount	vs. 2013 (%)
RON million				
Net banking income	2,620	-8%	2,498	-8%
Operating expenses	-1,325	-3%	-1,255	-3%
Gross operating income	1,295	-13%	1,243	-13%
Cost of risk	-1,215	-43%	-1,193	-43%
Net result	68		43	

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The Ordinary General Shareholders' Meeting approved the individual and consolidated annual financial statements, prepared according to International Financial Reporting Standards, as adopted by the European Union, for the financial year ended as at December 31, 2014, accompanied by the Annual Board of Directors' Report at individual and consolidated level as well as by the financial auditor report.

3. The Directors' discharge for the fiscal year 2014

The Ordinary General Shareholders' Meeting approved the Directors' discharge for the fiscal year 2014.

4. Allocation of the net profit for the period ended December 31, 2014 of RON 43,239,843 to the retained earnings

The Ordinary General Shareholders' Meeting approved the allocation of the net profit for the period ended December 31, 2014 of RON 43,239,843 to the retained earnings.

5. Approval of the income and expenditure budget for 2015 and of the Business Plan for the fiscal year 2015

The Ordinary General Shareholders' Meeting approved the Income and Expenditure Budget for 2015 and of the Business Plan for the fiscal year 2015.

Evolution of the main financial indicators, as it was mentioned in the budget for 2015, is the follows:

		Réalisé 2013	Réalisé 2014	Evolution 14/13	Budget 2015	Evolution B15/ R 14
Clients (milliers)		2,279	2,234	-2.0%	2,278	2.0%
Crédit nets (G RON)	Total	27.8	26.5	-4.7%	27.6	4.5%
	Retail	17.4	17	-1.7%	17.2	0.8%
	Non Retail	10.4	9	-9.8%	10.4	11.3%
Dépôts (G RON)	Total	36.1	36.0	-0.3%	38.6	7.2%
	Retail	20.6	21	0.8%	22.1	6.7%
	Non Retail	15.6	15	-1.7%	16.5	7.8%
Crédits nets/dépôts		77%	73%	-3 pts	72%	-2 pts

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	M RON	Réalisé 2013	Réalisé 2014	Evolution 14/13	Perspectives 2015
Résultats financiers	PRODUIT NET BANCAIRE	2,726	2,498	-8.4%	augmentation d'environ 3%
	FRAIS GENERAUX	(1,292)	(1,255)	-2.9%	augmentation à un rythme inférieur à celui de l'inflation
	RESULTAT BRUT D'EXPLOITATION	1,434	1,243	-13.3%	
	COUT NET DU RISQUE	(2,083)	(1,193)	-42.7%	baisse significative
	PROFIT/PERTE	(386)	43	na	amélioration significative
Ratio	COEFFICIENT D'EXPLOITATION	47.4%	50.2%	+ 2.8 pts	
	ROE	-7.2%	0.8%	+ 8.0 pts	

6. Approval of the remuneration due to the non-executive directors for the fiscal year 2015, as well as of the general limits for the directors' additional remunerations and officers' remunerations

The Ordinary General Shareholders' Meeting approved the individual remuneration for the non-executive directors for 2015, amounting to EUR 1,500 (gross amount), as well as the general limits for the directors' additional remunerations and officers' remuneration for 2015, amounting to RON 10.9 million gross amount.

7. Approval of decreasing the number of members of the Board of Directors from 11 to 9, starting with April, 18, 2015

The Ordinary General Shareholders' Meeting approved the decrease of the number of members of the Board of Directors from 11 to 9, starting with April, 18, 2015.

8. Expiry of the mandates as director of Messrs. Dumitru POPESCU and Sorin Marian COCLITU on April, 18, 2015 following the mandates came to end

The Ordinary General Shareholders' Meeting confirmed the expiry of the mandates as director of Messrs. Dumitru POPESCU and Sorin Marian COCLITU on April, 18, 2015, following the mandates came to end.

9. Renewal of the mandate as director of Mr. Bernardo SANCHEZ INCERA, starting with April, 14, 2015 and also the renewal of the mandates as director of Messrs. Didier Charles Maurice ALIX, Petre BUNESCU and Ioan CUZMAN, starting with April, 18, 2015, for a 4-year period

The Ordinary General Shareholders' Meeting approved the renewal of the mandate as director of Mr. Bernardo SANCHEZ INCERA, starting with April, 14, 2015 and also the renewal of mandates as director of Messrs. Didier Charles Maurice ALIX, Petre BUNESCU and Ioan CUZMAN starting with April, 18, 2015, for a 4-year period, and empowering Mr. Philippe Charles LHOTTE, to sign on behalf of the Bank the Management Contract with each director.

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10. Electing Mr. Slawomir Mieczyslaw LACHOWSKI as director for a 4-year period, starting with April, 18, 2015

The Ordinary General Shareholders' Meeting approved the election of Mr. Slawomir Mieczyslaw LACHOWSKI as director for a 4-year period, starting with April, 18, 2015 and empowering Mr. Philippe Charles LHOTTE, to sign on behalf of the Bank: the Management Contract with him, as well as the Addendum and the updated Articles of Association following the changes in the members of the Board of Directors.

The appointment of Mr. Slawomir Mieczyslaw LACHOWSKI as Director is subject to the prior approval by the National Bank of Romania, as per the legal provisions in force.

11. Designation of Mr. Slawomir Mieczyslaw LACHOWSKI as independent director starting with April, 18, 2015

The Ordinary General Shareholders' Meeting approved the designation of Mr. Slawomir Mieczyslaw LACHOWSKI as independent director, starting with April, 18, 2015.

12. Appointment of Ernst & Young Assurance Services SRL as financial auditor of the Bank for the financial year 2015

The Ordinary General Shareholders' Meeting approved the appointment of Ernst & Young Assurance Services S.R.L., headquartered in Bucharest, Tower Center, 21nd floor, 15-17 Ion Mihalache Blvd, district 1, fiscal code RO11909783, as the financial auditor of BRD – Groupe Société Générale for the financial year 2015.

13. Approval of the date of April 27, 2015 as ex date

The Ordinary General Shareholders' Meeting approved the date of April 27, 2015 as ex date as per art. 2 and art. 5 point 11 of Regulation no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of companies.

14. Approval of the date of April 28, 2015 as registration date

The Ordinary General Shareholders' Meeting approved the date of April 28, 2015 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

The Extraordinary General Shareholders' Meeting of BRD

The Extraordinary General Shareholders' meeting approved all the items on the agenda, as follows:

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1. Electing of the secretary of the Extraordinary General Shareholders' Meeting

The Extraordinary General Shareholders' Meeting approved the election of Mrs. Mariana DINU, shareholder of BRD - Groupe Société Générale S.A., to ensure the secretariat of the Ordinary General Shareholders' Meeting.

2. The amendment of the Articles of Incorporation of the Bank

The Extraordinary General Shareholders' Meeting approved the amendment of the Articles of Incorporation of the Bank according to the Annex, as well as the delegation of power to Mr. Philippe Charles LHOTTE, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation.

3. Approval of the date of April 27, 2015 as ex date

The Ordinary General Shareholders' Meeting approved the date of April 27, 2015 as ex date as per art. 2 and art. 5 point 11 of Regulation no. 6/2009 on the exercise of certain rights of shareholders within the general meetings of companies.

4. Approval of the date of April 28, 2015 as registration date

The Ordinary General Shareholders' Meeting approved the date of April 28, 2015 as registration date, as per art. 238 of Law no. 297/2004 regarding the capital market.

Flavia POPA
General Secretary



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