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SOCIETE GENERALE
French Public Limited Company (*Société Anonyme*)
Share capital: EUR 1,009,380,011.25
Registered office: 29, boulevard Haussmann - 75009 Paris (France)
Paris Trade and Companies Register No. 552 120 222

Convening notice for a combined General Meeting

Ladies and gentlemen, as shareholders and unit holders of the company mutual fund (FCPE) “Société Générale actionnariat (FONDS E)”, you are hereby convened to the combined General Meeting to be held on **18 May 2016 at 4:00 p.m.**, at Paris Expo, Espace Grande Arche, la Grande Arche, 92044 Paris-La Défense (France), in order to deliberate on the following agenda:

Agenda

Resolutions to be resolved upon by an ordinary General Meeting

1. Approval of the consolidated accounts for the 2015 financial year.
2. Approval of the annual accounts for the 2015 financial year.
3. Allocation of the 2015 income; setting of the dividend.
4. Related party agreements and commitments.
5. Advisory opinion on the compensation due or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors since 19 May 2015, for the 2015 financial year.
6. Advisory opinion on the compensation due or awarded to Mr Frédéric Oudéa, Chairman and Chief Executive Officer and then Chief Executive Officer since 19 May 2015, for the 2015 financial year.
7. Advisory opinion on the compensation due or awarded to the Deputy Chief Executive Officers for the 2015 financial year.
8. Advisory opinion on the compensation paid in 2015 to regulated persons pursuant to article L. 511-71 of the French Monetary and Financial Code.
9. Renewal of Mrs Nathalie Rachou as Director.
10. Appointment of Mr Juan Maria Nin Genova as Director.
11. Appointment of Mr Emmanuel Roman as Director.
12. Increase of the overall amount of attendance fees.
13. Authorization granted to the Board of Directors to trade Company’s ordinary shares up to 5% of the share capital.

Resolutions to be resolved upon by an extraordinary General Meeting

14. Delegation of authority granted to the Board of Directors in order to increase the share capital with pre-emptive subscription rights through the issuance of ordinary shares and/or securities giving access to the share capital of the Company and/or its subsidiaries and/or through incorporation.
15. Delegation of authority granted to the Board of Directors in order to increase the share capital with cancellation of pre-emptive subscription rights, by offer to the public, through the issuance

- of ordinary shares and/or any securities giving access to the share capital of the Company and/or its subsidiaries.
16. Delegation of authority granted to the Board of Directors in order to increase the share capital without pre-emptive subscription rights in order to remunerate contributions in kind made to the Company.
 17. Delegation of authority granted to the Board of Directors in order to proceed with the issuance of contingent convertible super-subordinated bonds, with cancellation of pre-emptive subscription rights, through private placement referred to in II of article L. 411-2 of the French Monetary and Financial Code.
 18. Authorization granted to the Board of Directors in order to proceed with share capital increases with cancellation of pre-emptive subscription rights or transfers of shares reserved to members of a company or group Employee Share Ownership Plan.
 19. Authorization granted to the Board of Directors in order to proceed with free allocations of performance shares, existing or to be issued without pre-emptive subscription rights, for the benefit of the regulated persons referred to in article L. 511-71 of the French Monetary and Financial Code or assimilated.
 20. Authorization granted to the Board of Directors in order to proceed with free allocations of performance shares, existing or to be issued without pre-emptive subscription rights, for the benefit of employees other than the regulated persons referred to in article L. 511-71 of the French Monetary and Financial Code and assimilated.
 21. Authorization granted to the Board of Directors in order to cancel treasury shares held by the Company within the limit of 5% per period of 24 months.
 22. Powers for formalities.

1. Participation in the Meeting

Any shareholder or unit holder of the company mutual fund (FCPE) “Société Générale actionnariat (FONDS E)” (hereinafter, the “**FCPE**”), regardless of the number of shares or units he/she/it holds, has the right to participate in the Meeting.

All days and times indicated below are the days and times of Paris (France).

1.1 Preliminary formalities to perform in order to participate in the Meeting

In accordance with article R. 225-85 of the French Commercial Code, shareholders or unit holders will have to justify their status, on the second business day preceding the Meeting, i.e. on 16 May 2016, at midnight (hereinafter, “**D-2**”), with the registration of the securities in an account, either in their name, or in the name of the registered intermediary mentioned in article L. 228-1 of the French Commercial Code.

For registered shareholders and FCPE unit holders, this book-entry at D-2 in the registered securities accounts shall be sufficient to allow them to participate in the Meeting.

For bearer shareholders, it is the authorised intermediaries holders of the bearer securities accounts (hereinafter, the “**Securities Accounts Holders**”) who shall, either during the transmission of the single form to vote by post or by proxy or the request for an admission card (hereinafter, the “**Single Form**”), or when using the Internet voting site, directly justify with the centralising agent of the Meeting the status of their clients as shareholders.

1.2 Methods for participating in the Meeting

The shareholder or FCPE unit holder has several possibilities to attend the Meeting.

He/she/it may:

- either personally attend the Meeting,
- or remotely participate i) by giving a proxy to the Chairman of the Meeting, to his/her spouse or partner with whom he/she concluded a solidarity pact (*pacte de solidarité*), or to any other natural or legal person of his/her/its choice, or ii) by voting remotely.

Once a shareholder has voted remotely, sent a proxy or requested an admission card, he/she/it is no longer able to choose any other methods of participation but is entitled to sell all or part of his/her/its shares. The number of shares considered for the vote will be the number of shares registered in the shareholder's account on 16 May 2016 at midnight.

In order to facilitate their participation in the Meeting, Societe Generale offers its shareholders and the FCPE unit holders the possibility to request an admission card, to appoint or revoke a proxy, or to vote via the secured "Votaccess" website.

The Votaccess website will be open from 15 April 2016 at 9:00 a.m. to 17 May 2016 at 3:00 p.m. In order to avoid any potential overloading, it is recommended to shareholders and FCPE unit holders not to wait until the deadline to connect.

Only holders of bearer shares whose Securities Account Holder has joined the Votaccess system and offers this service to them for this Meeting will have access. The Securities Account Holder of the bearer shareholder, who has not joined Votaccess or subjects the access to the website to conditions of use, will indicate how to proceed to the shareholder.

A. Shareholders or FCPE unit holders wishing to personally participate in the Meeting

The shareholder or FCPE unit holder wishing to personally attend the Meeting shall bring an admission card.

The registered shareholder registered for at least one month on the date of the convening notice will receive the convening notice accompanied by the Single Form by post, unless he/she/it requested to be convened electronically.

He/she/it may obtain his/her/its admission card, either by returning the Single Form duly completed and signed by using the prepaid return envelope enclosed with the convening received by post, or by connecting to the website www.sharinbox.societegenerale.com with his/her/its usual login information.

The bearer shareholder shall either connect with his/her/its usual login information to the Internet portal of his/her/its Securities Account Holder to access the Votaccess website and will then follow the instructions on the screen to print his/her/its admission card, or will send a request for Single Form to his/her/its Securities Account Holder. In the latter case, if he/she/it has not received his/her/its admission card by 12 May 2016, he/she/it shall ask his/her/its Securities Account Holder for a participation certificate which will allow him/her/it to justify his/her/its status as shareholder on D-2 to be admitted to the Meeting.

For bearer shareholders appearing on the day of the Meeting without a certificate, phones and fax machines will be available. It will fall to them to contact their Securities Account Holder and get the requested certificate by fax in order to attend the Meeting.

Only certificates in a paper format will be accepted on the day of the Meeting.

The FCPE unit holder shall connect, with his/her usual login information, to the website www.esalia.com on which the documentation relating to the Meeting will be available and print

his/her admission card. If he/she does not have access to the Internet, he/she may request the documentation by writing by post to Societe Generale (Service Assemblées, CS 30812, 44308 Nantes Cedex 3 - France) no later than six days prior to the Meeting, i.e. on 12 May 2016, and the duly completed and signed Single Form shall be received at the same address no later than two calendar days before the Meeting, i.e. on 16 May 2016.

The shareholder or FCPE unit holder must be able to prove his/her/its identity to attend the Meeting.

B. Shareholders or FCPE unit holders who cannot personally attend the Meeting

The shareholders or the FCPE unit holder not personally attending the Meeting may remotely participate i) by giving a proxy, ii) by voting by post, or iii) by voting online.

i) Appointment - Revocation of a proxy

The shareholder or FCPE unit holder who has chosen to be represented by a proxy of his/her/its choice may notify this appointment or revoke it:

- by post, by the **registered shareholders** or **FCPE unit holders** to their Securities Account Holder, using the Single Form duly completed and signed which, to be taken into account, shall be received by Societe Generale (Service des assemblées générales, CS 30812, 44308 Nantes Cedex 3 - France) no later than 16 May 2016;
- online, by connecting, for **registered shareholders** to the website www.sharinbox.societegenerale.com, for **FCPE unit holders** to the website www.esalia.com and, for **bearer shareholders** to the Internet portal of their Securities Account Holder to access the Votaccess website, according to the process described in section iii) hereafter no later than 17 May 2016 at 3:00 p.m.

It is reminded that the written and signed proxies shall include the name, first name and address of the shareholder or FCPE unit holder as well as the ones of his/her/its proxy. It is specified that for any proxy given by a shareholder or FCPE unit holder without indicating his/her/its proxy, the Chairman of the Meeting will cast a vote according to the recommendations of the Board of Directors.

Pursuant to the above, proxies will not be accepted on the day of the Meeting.

ii) Remote vote using the Single Form

The registered shareholder will receive the Single Form by post unless he/she/it requested a receipt by e-mail.

The bearer shareholder shall ask for the Single Form to his/her/its Securities Account Holder who, once the shareholder will have duly completed and signed the said form, shall forward it, together with a participation certificate, to the centralising agent of the Meeting.

The FCPE unit holder shall vote directly online on the Votaccess website, via Esalia with his/her usual login information. If he/she does not have access to the Internet, he/she may ask for the Single Form by post to Societe Generale (Service des assemblées générales, CS 30812, 44308 Nantes Cedex 3 – France).

Any request for a Single Form shall be received no later than six days before the Meeting, i.e. on 12 May 2016.

In any case, the duly completed and signed Single Form, together with a registration certificate for the holders of bearer shares, shall be received at the aforementioned address no later than two calendar days before the date of the Meeting, i.e. on 16 May 2016.

It is specified that no Single Form received after this date by Societe Generale will be considered.

iii) Online vote

The registered shareholder shall connect to the website www.sharinbox.societegenerale.com using his/her/its Sharinbox access code indicated, when appropriate, on the Single Form which has been sent. The login password to the website was sent to him/her/it by post at the time of his/her/its first contact with Societe Generale Securities Services. It may be resent by clicking on “Get your codes” on the website homepage.

The shareholder shall then follow the instructions in his/her/its personal space by clicking on the name of the meeting under the section “Ongoing operations” on the homepage then on “Vote” to access the voting website.

The bearer shareholder shall connect, with his/her/its usual login information, to the Internet portal of his/her/its Securities Account Holder to access the Votaccess website and shall follow the procedure displayed on the screen.

The FCPE unit holder shall connect, with his/her usual login information, to the website www.esalia.com. He/she will be able to access the voting website to vote online by following the procedure displayed on the screen.

Online voting will be open from 15 April 2016 at 9:00 a.m. to 17 May 2016 at 3:00 p.m. In order to avoid any potential overloading, it is recommended to the shareholders and FCPE unit holders not to wait until the deadline to connect.

2. Written questions

In accordance with article R. 225-84 of the French Commercial Code, the shareholder who wishes to submit written questions shall, from the date of this publication and no later than the fourth business day preceding the Meeting, i.e. on 12 May 2016, send his/her/its questions to the Chairman of the Board of Directors at the registered office of Societe Generale by registered letter with acknowledgement of receipt.

To be considered, these questions shall imperatively be accompanied by a registration certificate.

3. Shareholders’ right of communication

The documents to be made available to the shareholders for the Meeting will be available at Societe Generale’s administrative office (17, Cours Valmy – 92972 Paris - La Défense – France) as from the publication of the convening notice.

The documents and information mentioned in article R. 225-73-1 of the French Commercial Code to be submitted to the Meeting will be made available on Societe Generale’s website (www.societegenerale.com) no later than the twenty-first day before the Meeting.

The results of the votes and the composition of the quorum will be made available online on the aforementioned website no later than two business days after the Meeting, i.e. 20 May 2016.

4. Statement of securities lending and borrowing

Pursuant to article L. 225-126 of the French Commercial Code, any person, except for the persons mentioned in 3° of IV of article L. 233-7 of the same code, who comes to hold temporarily, alone or in concert, in respect of one or several transactions of temporary transfers, a number of shares representing more than 0.5% of the voting rights, shall inform Societe Generale and the French Financial Markets Authority no later than the second business day preceding the Meeting at midnight, i.e. on 16 May 2016, and when the agreement governing this transaction is still in force at this date, the total number of shares he/she/it holds temporarily. This statement shall specify, in addition to the number of shares acquired as part of one of the aforementioned transactions, the transferor's identity, the date and the maturity of the agreement relating to the transaction and, where applicable, the voting agreement. Societe Generale publishes this information in accordance with the terms and conditions provided by the French Financial Markets Authority's general regulation.

Failing to inform Societe Generale and the French Financial Markets Authority in accordance with the conditions provided for by I of article L. 225-126 of the French Commercial Code, the shares acquired as part of one of the transactions mentioned in the same I are deprived of voting right for the relevant shareholders' meeting and for any shareholders' meeting which might be held until the resale or restitution of the said shares. The resolutions passed by the shareholders' meeting in breach of II of article L. 225-126 of the French Commercial Code may be cancelled.

The shareholder who is required to make a statement shall send an email to the following addresses:

- declarationpretsemprunts@amf-france.org and
- Declaration.pretsemprunts@socgen.com

5. Internet broadcast of the Meeting

The Meeting will be broadcast live or deferred on the website www.societegenerale.com.

The Board of Directors