

*Free translation - In the event of discrepancies between the French and the English versions, the French one shall prevail.*

SOCIETE GENERALE  
French Public Limited Company (*Société anonyme*)  
Share capital: EUR 1,009,897,173.75  
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 **23 May 2018 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 2017 financial year.
2. Approval of the annual accounts for the 2017 financial year.
3. Allocation of the 2017 income; setting of the dividend.
4. Related party agreements and commitments.
5. Approval of the compensation policy for the Chairman of the Board of Directors, pursuant to Article L. 225-37-2 of the French Commercial Code.
6. Approval of the compensation policy for the Chief Executive Officer and the Deputy Chief Executive Officers, pursuant to Article L. 225-37-2 of the French Commercial Code.
7. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors, for the 2017 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
8. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Frédéric Oudéa, Chief Executive Officer, for the 2017 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
9. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, for the 2017 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
10. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Bernardo Sanchez Incera, Deputy Chief Executive Officer, for the 2017 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
11. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Didier Valet, Deputy Chief Executive Officer, for the 2017 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
12. Advisory opinion on the compensation paid in 2017 to the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code.
13. Renewal of Mr Lorenzo Bini Smaghi as Director.
14. Appointment of Mr Jérôme Contamine as Director.
15. Appointment of Mrs Diane Côté as Director.
16. Increase of the overall amount of attendance fees.
17. Renewal of the company Ernst & Young et Autres as Statutory auditor.

18. Renewal of the company Deloitte & Associés as Statutory auditor.
19. Authorisation granted to the Board of Directors to trade Company's ordinary shares up to a limit of 5% of the share capital.

### **Resolutions to be resolved upon by an extraordinary General Meeting**

20. 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.
21. 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.
22. 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.
23. 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.
24. Authorisation 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 for members of a company or group Employee Share Ownership Plan.
25. Authorisation 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.
26. Authorisation 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.
27. Authorisation 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.
28. Powers for formalities.

The notice of meeting including the text of the draft resolutions was published in the French legal gazette (*Bulletin des Annonces Légales Obligatoires*) dated 19 March 2018, bulletin n° 34.

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## **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 be performed in order to participate in the Meeting**

In accordance with Article R. 225-85 of the French Commercial Code, shareholders or FCPE unit holders will have to justify their status, on the second business day preceding the Meeting, i.e. on 21

May 2018, 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 referred to 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 proxy or to request 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 (by post or online).

Once a shareholder has voted remotely, sent a proxy or requested an admission card or a participation certificate, he/she/it is no longer able to choose any other method 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 21 May 2018 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 18 April 2018 at 9:00 a.m. to 22 May 2018 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 a proof of identity and an admission card.**

**The registered shareholder** registered for at least one month at the date of the convening notice will receive the convening brochure accompanied by the Single Form by post mail, unless he/she/it requested a receipt by e-mail.

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 mail, or by connecting to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) with his/her/its usual login information to access the Votaccess website.

**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 21 May 2018, 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](http://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 post mail received by Societe Generale (Service Assemblées, CS 30812, 44 308 Nantes Cedex 3 - France) no later than six days prior to the Meeting, i.e. on 17 May 2018, 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 21 May 2018.

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

The shareholder or 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 **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 Assemblée, CS 30812, 44 308 Nantes Cedex 3 - France) no later than 21 May 2018;
- online, by connecting, for **registered shareholders** to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com), for **FCPE unit holders** to the website [www.esalia.com](http://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 22 May 2018 at 3:00 p.m.

It is reminded that the written and signed proxies must 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) Voting by post using the Single Form**

**The registered shareholder** will receive the Single Form by post mail 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 Assemblées, CS 30812, 44 308 Nantes Cedex 3 - France).

Any request for a Single Form shall be received no later than six days before the Meeting, i.e. on 17 May 2018.

In any case, the duly completed and signed Single Form, together with a registration certificate for the bearer shareholders, shall be received at the aforementioned address no later than two calendar days before the date of the Meeting, i.e. on 21 May 2018.

**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](http://www.sharinbox.societegenerale.com) using his/her/its Sharinbox access code indicated in the mail 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](http://www.esalia.com). He/she will be able to access the Votaccess website and shall follow the procedure displayed on the screen.

Online voting will be open from 18 April 2018 at 9:00 a.m. to 22 May 2018 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 must, from the date of this publication and no later than the fourth business day preceding the date of the Meeting, i.e. on 16 May 2018, 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 must imperatively be accompanied by a registration certificate.

## **3. Shareholders’ right of communication**

The documents which must 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](http://www.societegenerale.com)), no later than the twenty-first day preceding 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. on 25 May 2018.

#### **4. Statement of securities lending and borrowing**

Any person who comes to hold temporarily, alone or in concert, in respect of one of the transactions mentioned in I of Article L. 225-126 of the French Commercial Code, a number of shares representing more than 0.5% of the voting rights, shall inform Societe Generale and the French Financial Markets Authority (*Autorité des marchés financiers*) of the total number of shares he/she/it holds temporarily, no later than the second business day preceding the Meeting at midnight, i.e. on 21 May 2018.

Failing to inform Societe Generale and the French Financial Markets Authority (*Autorité des marchés financiers*) in accordance with the conditions of Article L. 225-126 of the French Commercial Code, these shares 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 shareholder who is required to make a statement shall send an email to the following addresses:

- [declarationpretsemprunts@amf-france.org](mailto:declarationpretsemprunts@amf-france.org) and
- [declaration.pretsemprunts@socgen.com](mailto:declaration.pretsemprunts@socgen.com)

#### **5. Internet broadcast of the Meeting**

The Meeting will be broadcast live and deferred on the website [www.societegenerale.com](http://www.societegenerale.com).

*The Board of Directors*