SOCIETE GENERALE

A French Corporation with share capital of EUR 725,909,055
Head office: 29 boulevard Haussmann, 75009 PARIS
552 120 222 RCS PARIS

AMENDMENT TO THE REGISTRATION DOCUMENT FILED WITH THE *AUTORITE DES MARCHES FINANCIERS*, ON MARCH 4, 2009 UNDER NO. D.09-0095

This document is a full translation of the original French text.

The original amendment was filed with the *Autorité des Marchés Financiers* on April 8, 2009.
Only the French version is legally binding.

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I. Chapter 5 : Corporate Governance

1.1 Information on corporate governance – Page 84

A paragraph was omitted in the chapter 5 to be placed page 84 at the end of Corporate Governance report.

- **Attendance fees paid to Company directors**

The total amount of attendance fees was increased from EUR 650,000 to EUR 750,000 by the General Meeting of May 30, 2006, and to EUR 780,000 by the General Meeting of May 14, 2007.
The new rules for distributing attendance fees amongst directors are as follows for 2008 :

• one third of the total fees is split equally between all directors, although members of the Audit Committee each receive three parts and the Chairmen of the Audit, Nomination and
Compensation Committees each receive an additional part. For directors whose mandate does not cover the full year, the share is calculated on a prorata basis for the length of the
mandate during the year;

• the balance is distributed among the directors on the basis on the number of Board meetings and Committee meetings attended by each director over the year.

II. Chapter 9 : Risk management

2.1 Credit portfolio analysis

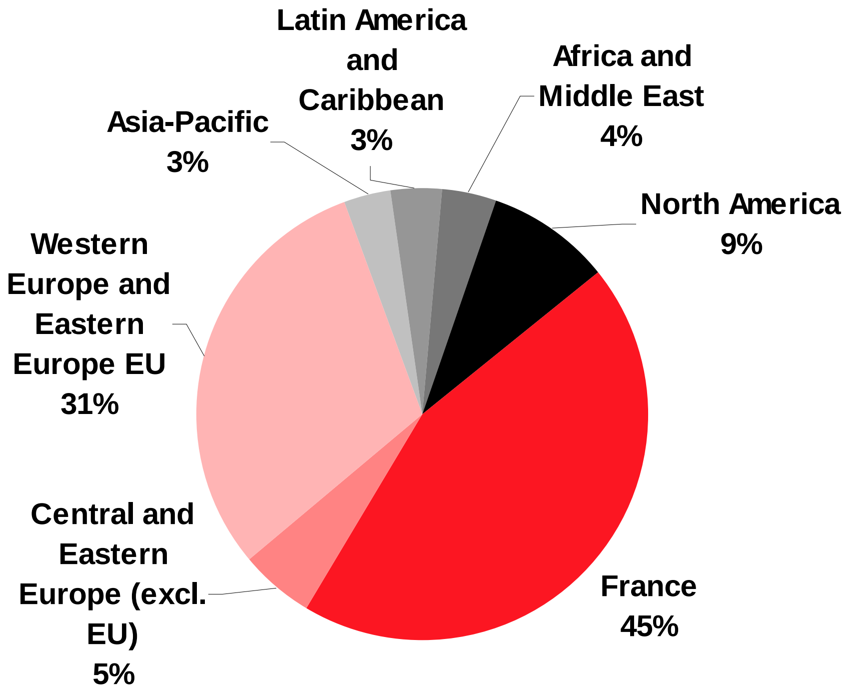
- **Geographic breakdown of group credit risk outstanding at December 31, 2008 (All clients included) – Page 160**

An error occurred in the graph representing the Geographic breakdown of group credit risk outstanding at December 31, 2008 (All clients included).

Balance sheet commitments

- Total balance sheet commitments is EUR 496 billion in EAD *(instead of EUR 541 billion)*.
- The proportion represented by France is 45% *(instead of 49%)*.
- The proportion represented by Western Europe and Eastern Europe UE is 31% *(instead of 28%)*.
- The proportion represented by North America is 9% *(instead of 8%)*.
- The other proportions remain the same.

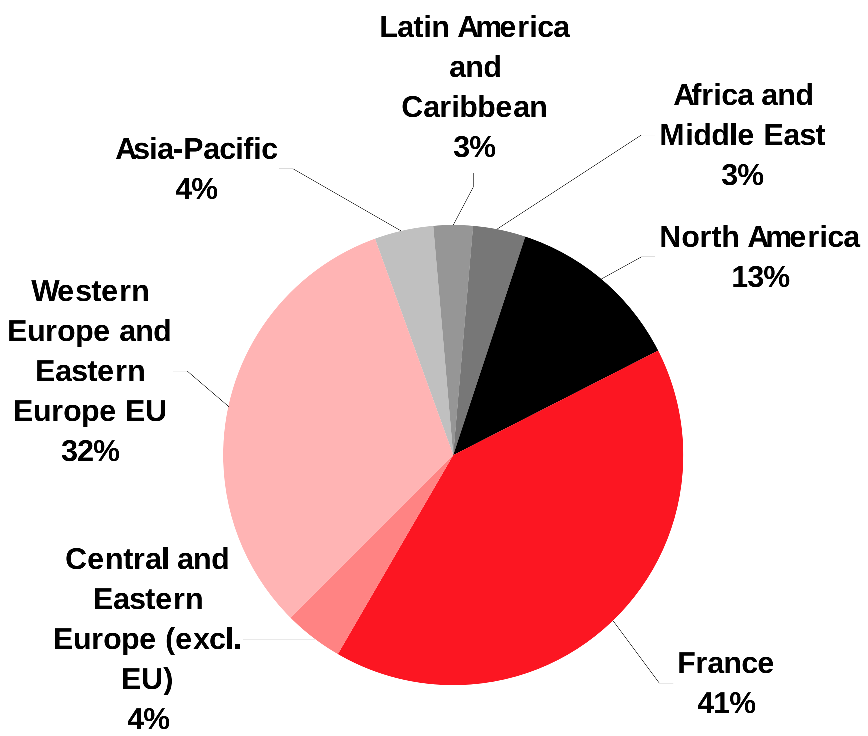
Amended graph:



On-balance sheet and off-balance sheet commitments

- Total on-balance sheet and off-balance sheet commitments is EUR 700 billion in EAD *(instead of EUR 742 billion)*.
- The proportion represented by France is 41% *(instead of 45%)*.
- The proportion represented by Western Europe and Eastern Europe UE is 32% *(instead of 30%)*.
- The proportion represented by North America is 13% *(instead of 11%)*.
- The other proportions remain the same.

Amended graph:



At December 31, 2008, 86% of Societe Generale Group's on-and off-balance sheet outstanding loans were concentrated in the major industrialized countries. Nearly half of the overall amount of loans was to French customers (25% to non-retail customers *(instead of 29%)* and 16% to individual customers *(instead of 15%)*).

III. Chapter 10 : Financial information

3.1 Notes to the consolidated financial statements – Note 4

- **Credit portofolio analysis – Page 232**

An error occurred in the presentation of geographic breakdowns of on-and-off balance sheet EAD standing at December 31, 2008.

At December 31, 2008, on-balance sheet and off-balance sheet loans commitments were divided between the following main four geographic regions: France, Western Europe, Northern America, Central and Eastern Europe (representing 41% *(instead of 44%)*, 25% *(instead of 24%)*, 13% *(instead of 11%)* and 11% (*remain the same*) respectively, of the on-and-off balance sheet commitments exposure at default standing for EUR 700 billion *(instead of EUR 742 billion)*.

IV. Chapter 11 : Legal information

4.1 Statutory Auditors’ Special Report

- **Statutory Auditors’ Special Report on Regulated Agreements and Commitments with Third Parties – Pages 405 and 406**

The Statutory Auditors’ special report (dated March 4, 2009) on the regulated agreements and commitments authorized by Societe Generale’s Board of Directors during the financial year is cancelled and replaced by the Statutory Auditors’ special report dated March 31, 2009. Additions related to the agreement authorized during the financial year, as described paragraph 2.b, have been made.
The procedures for the implementation of the non-compete clause in favor of Mr. Frédéric Oudéa, as presented in said report, are incomplete and do not mention the limit set for the resumption of activity in a non-listed bank in France.

Additions have therefore been made to paragraph 2.b “Procedures” in the Statutory Auditors’ special report, which reads as follows:

« 2. With Mr Frédéric Oudéa […]

b. Nature and purpose:

Non-compete clause for Mr Frédéric Oudéa.

Terms and conditions
Mr Frédéric Oudéa would be bound for one year by a non-compete clause in relation to a listed bank or insurance company in or outside France, or to a non-listed bank in France. In exchange, he would be entitled, during the same period to a compensation to be paid on a monthly basis, equal to his basic salary as chief operating officer. Both parties will however have a right to waive such clause. »

DELOITTE & ASSOCIES

ERNST & YOUNG Audit

Societe Generale

Year ended December 31, 2008

Special Report of the Statutory Auditors

on Related Party Agreements and Commitments

This is a free translation into English of a report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

DELOITTE & ASSOCIES
185, avenue Charles-de-Gaulle
92200 Neuilly-sur-Seine

Statutory Auditors
Member of the Regional Company of Versailles

ERNST & YOUNG Audit
Faubourg de l'Arche
92037 Paris-La Défense

Statutory Auditors
Member of the Regional Company of Versailles

This is a free translation into English of a report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Societe Generale

Year ended December 31, 2008

Special Report of the Statutory Auditors on Related Party Agreements and Commitments

To the Shareholders,

In our capacity as statutory auditors of your company, we hereby report on the agreements and commitments with certain related parties. This report cancels and replaces ours special report dated March 4, 2009 and complements the description of the agreement authorized during the financial year referred to in paragraph 2.b.

In accordance with Article L.225-40 of the French commercial code (*Code de commerce*), we have been advised of the agreements and commitments which were authorized by your board of directors.

We are not required to ascertain whether any other agreements and commitments exist but to inform you, on the basis of the information provided to us, of the terms and conditions of agreements and commitments indicated to us. It is not our role to comment as to whether they are beneficial or appropriate. It is your responsibility, under the terms of Article R.225-31 of the French commercial code (*Code de commerce*), to evaluate the benefits resulting from these agreements and commitments prior to their approval.

We conducted our work in accordance with the professional standards applicable in France. These standards require that we perform the necessary procedures to verify that the information provided to us is consistent with the documentation from which it has been extracted.

1. With Messrs. Frédéric Oudéa and Séverin Cabannes

Nature and purpose:

Supplementary pension plan for Messrs. Frédéric Oudéa and Séverin Cabannes.

Terms and conditions:

Under these plans, Mr Oudéa and Mr Cabannes retain the benefits of the supplementary pension allocation plan for senior managers which applied to them as employees prior to their initial appointment as chief executive officers. This supplementary plan was introduced in 1991. It provides beneficiaries, upon the liquidation of their French Social Security pension, with a total pension equal to the product of the followings:

- The average, over the last ten years of their career, of the proportion of basic salaries exceeding “Tranche B” of the AGIRC pension augmented by a variable part limited to 5% of the basic fixed salary;
- The rate equal to the ratio between a number of annuities corresponding to the years of professional service within your company and 60.

The AGIRC “Tranche C” pension acquired in respect of their professional service within your company is deducted from this total pension. The additional allocation to be paid by your company is increased for beneficiaries who have brought up at least three children, as well as for those retiring after 60. It may not be less than a third of the full rate service value of the AGIRC “Tranche B” points vested by the manager since his appointment in the “Outside Classification” category of your company.

In the event that Mr Frédéric Oudéa's employment contract (which is currently suspended) terminates, such commitment would come to an end.

2. With Mr Frédéric Oudéa

a. Nature and purpose:

Severance pay for Mr Frédéric Oudéa.

Terms and conditions:

Such commitment will not be applicable in the event that the departure results of failure or resignation, and is subject to fulfillment of the following performance conditions:

- in the event of departure before January 2010, the average after tax Group ROE should exceed 6%, assessed on the last four published quarterly results;
- In the event of departure starting January 2010, the average Group ROE after tax (assessed for the two fiscal years preceding the departure) should be in excess of that achieved by the lowest quartile of your company’s peers (the benchmark sample being identical to the benchmark defined for the calculation of the performance-linked component).

Mr Frédéric Oudéa would be entitled to a compensation equal to the difference between two years’ remuneration (basic and performance-linked) – or, in the event of departure before 2010, three years’ basic salary without being able to exceed the ceiling of two years’ basic and performance-linked pay – and, where necessary, any other compensation due by virtue of the termination in his function.

b. Nature and purpose:

Non-compete clause for Mr Frédéric Oudéa.

Terms and conditions:

Mr Frédéric Oudéa would be bound for one year by a non-compete clause in relation to a listed bank or insurance company in or outside France, or to a non-listed bank in France. In exchange, he would be entitled, during the same period to a compensation to be paid on a monthly basis, equal to his basic salary as chief operating officer. Both parties will however have a right to waive such clause.

In addition, in accordance with the French commercial code (*Code de commerce*), we have been advised that the following agreements and commitments entered into and approved in previous years have had continuing effect during the year.

1. With Groupama S.A.

Nature, purpose, terms and conditions:

SG Financial Services Holding has provided a guarantee on behalf of Société Générale Group, with the exception of Crédit du Nord, whereby Société Générale Group:

- shall not undertake, in metropolitan France, to acquire a strategic holding in a retail bank via a partnership with an insurance company,
- shall continue to provide services at market terms to Groupama Banque for a period of at least one year in the event the Group should cease to be a shareholder of Groupama Banque.

2. With Messrs. Didier Alix, Daniel Bouton and Philippe Citerne

Nature, purpose, terms and conditions:

As Chief Executive Officers, Messrs. Didier Alix, Daniel Bouton and Philippe Citerne are under the supplementary pension plan for senior executives set up on January 1, 1986. This plan entitles its beneficiaries to a total amount of pension payments equal to a percentage of the base remuneration, calculated according to the number of years of service, capped at a maximum of 70% of this remuneration for a settlement at the age of 60. The base remuneration is the basic salary increased by a variable part expressed as 5% of the basic fixed salary. The cost for your Company is equal to the difference between the total pension as defined above and all other retirement pensions or similar pensions received in consideration of salaried activities. This pension is maintained for 60% of its value to the surviving spouse.

It is noted that Mr Daniel Bouton is no longer entitled to new rights to the supplementary pension plan starting May 12, 2008, date of his appointment as chairman and of resignation from his suspended employment contract. His rights were set at that date and shall be liquidated when he will claim his right to the French Social Security pension.

3. With Rosbank

Nature and purpose:

Set-up of a subordinated loan for an amount of 3,900,000,000 roubles with a 7 years maturity and a 8% fixed rate, and purchase, as of September 20, 2007, of a subordinated loan for 750,000,000 roubles granted by Génébanque to Rosbank on May 18, 2007.

Terms and conditions:

As of December 31, 2008, the interest income recorded for these loans amounted to 312,035,562 roubles and 60,006,185 roubles respectively. The respective outstanding balances amounted to 3,917,067,262 roubles and 751,642,442 roubles.

Neuilly-sur-Seine and Paris-La Défense, March 31, 2009

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES	ERNST & YOUNG Audit
Represented by	Represented by
José-Luis Garcia	Philippe Peuch-Lestrade

PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT AND THE AMENDMENT

M. Frédéric OUDEA
Chief Executive Officer of Societe Generale.

STATEMENT OF THE PERSON RESPONSIBLE

I declare, after taking all reasonable measures for this purpose and to the best of my knowledge, that the information contained in this amendment to the 2009 registration document is in accordance with the facts and that it makes no omission likely to affect its meaning.

I have received a completion letter from the Auditors stating that they have verified the correspondence of the information about the financial position and accounts with the historical financial information and that they have read this document in its entirety.

The historical financial data presented in the 2009 registration document has been discussed in the Statutory Auditors' reports found on pages 310 to 311 and 382 to 383 herein and those enclosed for reference for financial years 2006 and 2007, found on pages 246 to 247 and 301 to 302 of the 2007 registration document and on pages 266 to 267 and 330 to 331 of the 2008 registration document. The Statutory Auditors' reports on the 2008 parent company and consolidated financial statements, on the 2007 parent company and consolidated financial statements, and on the 2006 parent company financial statements contain remarks.

Paris, April 8, 2009

Chief Executive Officer
M. Frédéric OUDEA

PERSONS RESPONSIBLE FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Statutory Auditors

Name: Cabinet Ernst & Young Audit
represented by Mr Philippe Peuch-Lestrade
Address: Faubourg de l'Arche – 11, allée de l'Arche 92037 Paris, La Défense
Date of first appointment: April 18, 2000
Term of mandate: six fiscal years
End of current mandate: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31, 2011.

Name: Société Deloitte et Associés
represented by Mr José-Luis Garcia
Name: Société Deloitte et Associés represented by Mr José-Luis Garcia
Date of first appointment: April 18, 2003
Term of mandate: six fiscal years
End of current mandate: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31, 2011.

Substitute Statutory Auditors

Name: Mr Robert Gabriel Galet
Address: Faubourg de l'Arche – 11, allée de l'Arche 92037 Paris, La Défense
Date of appointment: May 30, 2006
Term of mandate: six fiscal years

Name: Mr Alain Pons
Address: 185, avenue Charles-De-Gaulle – BP 136 92524 Neuilly-sur-Seine cedex *Date of nomination:* April 18, 2003
Term of mandate: six fiscal years