

## 2010 Remuneration Policies and Practices Report

### Introduction

This document has been produced pursuant to the terms of Articles 43.1 and 43.2 of Regulation no. 97-02 concerning the internal control of credit institutions and investment firms, as amended by the French ministerial decree of December 13, 2010 which modified the regulatory requirements concerning the remuneration of staff whose activities are liable to have an impact on the risk exposure of credit institutions and investment firms.

*Art. 43-1. – Each year, companies subject to this regulation prepare a report sent to the French Prudential Supervisory Authority (Autorité de contrôle prudentiel) showing the following information on remuneration policy and practices concerning the company executive officers as well as employees whose professional activities have a material impact on the risk profile of the company:*

- 1. The decision-making process implemented to define the company's remuneration policy, including the composition and remit of the committee specialized in remunerations and, where applicable, the identity of the external consultants whose services have been used for the determination of the remuneration policy;*
- 2. The principal characteristics of the remuneration policy, including, the criteria used to measure performance and adjust remuneration to risk, the link between remuneration and performance, the policy on deferred remuneration and guaranteed remuneration, and the criteria used to determine the proportion of cash amounts compared to other forms of remuneration;*
- 3. Consolidated quantitative information on remuneration of company executive officers as well as of employees whose activities have a significant impact on the company's risk profile, by indicating for each of these two categories:*
  - a) The amounts of remuneration for the financial year, divided into fixed part and variable part, and the number of beneficiaries. This information shall also be provided for each business area;*
  - b) The amounts and form of variable remuneration, divided into cash payments, shares and share-linked instruments, and others;*
  - c) The amounts of deferred remuneration outstanding, divided into vested and unvested remuneration;*
  - d) The amounts of deferred remuneration awarded during the financial year, paid out or reduced through performance adjustments;*
  - e) New sign-on and severance payments made during the financial year and the number of beneficiaries of such payments;*
  - f) The amounts of severance payments awarded during the financial year, the number of beneficiaries, and the highest such amount awarded to a single beneficiary.*

*Art. 43-2. – Once a year, companies subject to this regulation publish the information mentioned in 1) to 3) of Article 43-1, in a manner and to an extent appropriate to their size, internal organisation and the nature, scope and the complexity of their activities. [...]*

## Part 1. Corporate Governance of Remuneration Policy

The Group's remuneration policy is reviewed annually. It is defined by General Management, on the proposal of the Group's Human Resources Department. The Board of Directors approves the remuneration policy, on the recommendation of the Compensation Committee.

The Group's remuneration policy, in particular for employees whose activities have a significant impact on the Group's risk profile (hereafter "the regulated employees"), applies to Société Générale and the subsidiaries it controls in France and the rest of the world. The policy applied to regulated employees is adapted to take into account local legal and regulatory constraints outside of France.

In defining this policy, the Group takes into consideration the context in the market place based on the analysis of market data from external consultants, in particular Towers Watson, Mercer and McLagan for the different categories of regulated employees.

### 1.1 The composition and the role of the Compensation Committee

At January 1, 2011, the Compensation Committee was made up of four members, including **three independent directors**, who are neither company executives nor tied to the company or any of its subsidiaries by an employment contract. The presence of the Vice Chairman of the Board of Directors on the committee ensures the liaison with the Audit, Internal Control and Risk Committee.

Jean-Martin Folz, Company Director: Independent Director, Chairman of the Compensation Committee and the Nomination and Corporate Governance Committee.

Michel Cicurel, Chairman of the Compagnie Financiere Edmond de Rothschild and the Compagnie Financiere Saint-Honore: Independent Director, Member of the Compensation Committee and the Nomination and Corporate Governance Committee.

Luc Vandeveld, Company Director: Independent Director, Member of the Compensation Committee and the Nomination and Corporate Governance Committee.

Anthony Wyand, Vice-Chairman of the Board of Directors: Chairman of the Audit, Internal Control and Risk Committee, Member of the Compensation Committee and the Nomination and Corporate Governance Committee.

#### The Compensation Committee:

- prepares the annual performance appraisal of the Chief Executive Officers;
- proposes to the Board, in accordance with the principles set out in the AFEP-MEDEF Corporate Governance Code and with professional banking standards, **the policy governing remuneration of Chief Executive Officers and Directors**, and particularly the determination criteria, structure and amount of this remuneration, including benefits in kind, such as personal protection insurance or pension benefits, as well as any remuneration received from Group companies, ensures that the policy is properly applied;
- gives its opinion to the Board on the General Management's proposals concerning the remuneration policy applicable within the Group, **the remuneration policy and the identification of regulated employees**, and verifies with the General Management that the policy has been implemented. It checks that the report made to it by the General Management **complies with regulation No. 97-02** and is consistent with the applicable professional standards. It also ensures that the General Management and Risk Management and Compliance Departments do effectively cooperate in the definition and the application of this policy, as required by the professional standards, and that due consideration is given to the opinions of Risk Management and Compliance. It receives all the information necessary for it to complete its mission and particularly the annual report sent to the French Prudential Supervisory Authority. It calls on the internal control departments or outside experts where necessary. It reports to the Board on its activities. The Committee may carry out the same assignments for Group companies monitored by the French Prudential Supervisory Authority on a consolidated or sub-consolidated basis;

- reviews the overall amounts allocated in terms of basic salary increases for the current year and variable remuneration for the previous year;
- submits a proposal to the Board for the **performance share and stock option policy**, intended to retain key employees, and the performance conditions required for their vesting. It formulates an opinion on the list of beneficiaries;
- prepares the decisions of the Board relating to the **employee savings plan**;
- oversees the individual remuneration of the head of Compliance, head of Group Internal Audit, the head of Internal Control Coordination and the head of Risk Management, as well as individual remuneration amounts of employees above a threshold it determines.

## 1.2 Internal governance of remuneration within the Group

General Management has defined a **system for the delegation of the management of remuneration** which applies to the whole Group. Through this system, delegations are implemented which, depending on the nature and level of certain decisions regarding remuneration, may require validation by the Group Human Resources Department or General Management.

Moreover, the **Group Human Resources Department is responsible for coordinating the process for reviewing individual situations** (basic salary, variable remuneration, stock options and/or performance shares), with a series of validation stages at the subsidiary, business divisions, Group Human Resources Department, General Management and finally Group Compensation Committee level. The methodology for determining the variable remuneration pools is reviewed annually by the Finance and Risk Management Departments. Moreover, the Group Finance Department ensures that the total remuneration amount is not likely to limit the Group's ability to strengthen its capital base. These validations cover policy, budgets, and individual allocations, with the Group Human Resources Department ensuring the consistency of the overall process and documentation of the validation phases at Group level. The legal and regulatory obligations in force in the various entities and countries are taken into account in this process.

## 1.3 The role of control functions

The Risk and Compliance Divisions are involved in the review process for the variable remuneration of the regulated population. As of 2010, in compliance with the new rules concerning bank remuneration policies and practices defined within the framework of the European Directive 2010/76/EU of 24 November 2010 ("CRD III Directive"), their scope covers all categories of staff whose activities have a material impact on the Group's risk profile. These Divisions, in collaboration with the Group Human Resources Department, contributed to the identification of the populations targeted by the new rules.

The Risk Department, the Compliance Department and the Internal Audit Department contribute to the decision making process by providing their opinions and conclusions to General Management on risk management and compliance with the rules of professional conduct, during the financial year, by those professionals targeted by the CRDIII Directive and by the French texts transposing this Directive.

**The independence of these control functions** is guaranteed by direct reporting to the Group's General Management. Moreover, as with all Group support functions, these functions are compensated through variable remuneration pools determined according to the Group's overall performance, independently of the results of the activities they control. The allocation of these variable remuneration pools is based on the achievement of objectives linked to their function.

**This system of governance ensures that remuneration decisions are made independently and objectively. The process is reviewed after the fact by the Group's permanent and periodic controls division.**

## Part 2. Group remuneration policies and principles

The aim of the Group remuneration policy is to make remuneration an **effective tool for attracting and retaining employees who contribute to the success of the company**. This policy is based on principles common to the whole Group, but may vary by business line and geographic area in which the Group operates (these principles are detailed in Section 5 of the 2011 Registration Document). This policy is consistent with the principles set out by regulators and French professional banking standards, and respects local social, legal, and fiscal legislation.

### 2.1 Perimeter of the regulated population

In accordance with the new dispositions of Regulation no. 97-02, **the perimeter of employees subject to specific regulation has been extended** to include, in addition to the financial market professionals covered in 2009, all employees whose professional activities have potentially a significant impact on the risk profile of the bank (including employees exercising control functions). **Consequently, more than 3600 employees have been included in the perimeter in 2010 versus 2600 for 2009, representing an increase of 41%.**

The approach used to determine the regulated population was firstly an identification of the activities covered and then the positions within these activities having a material impact.

The perimeter of activities having a material impact on the Group's risk profile was determined mainly on the basis of work already carried out by the Risk and Finance Departments, in the context of the process of formal definition of the Group's risk appetite and based on stress test scenarios, the results of which have been presented to the Board of Directors and communicated to the French Prudential Supervisory Authority. This process is designed to assess the sensitivity of the Group businesses' profitability to stress tests and therefore is a means of identifying those activities having potentially a significant impact on the Group's results. The assessment of the "material impact" of each activity on the risk profile was made at the consolidated Group level.

Within the activities identified, the material impact of individual positions on the risk profile of the company was assessed by the Risk and Compliance departments in order to define the identified populations based on the level and type of risk of the activity and the managerial/decisional level of the position with regard to risk management and compliance. As such, the regulated population covers categories of employees having individually or collectively an impact on the risk profile of the Group. Finally, pursuant to article 31-4 of Regulation no. 97-02, employees with a level of remuneration comparable to that of the risk takers were also included in the perimeter.

**In addition to the perimeter covered by the 2009 remuneration disclosure (that is the executive officers and the financial market professionals), the perimeter of the regulated population for 2010 has been extended to include the majority of the Group's senior management, the Senior management of the Corporate and Investment banking division, the Senior Bankers, professionals belonging to certain specific Financing activities within SG CIB, the senior management of the other activities identified (including Private Banking and Retail Banking) and certain control functions.**

With respect to the activities identified outside of the Corporate and Investment banking division, those employees having the responsibility to make decisions having potentially a material impact on the risk profile of the Group are principally those occupying senior management positions.

Concerning the control functions, the positions included in the perimeter include senior staff from the Risk Management, Compliance, Internal Audit, Finance and Human Resources Divisions, as well as staff responsible for operational risks within the perimeter of the identified activities.

### 2.2 The main principles of the remuneration policy for the regulated population

For the second consecutive year, remuneration in the financial sector has been subject to significant regulatory changes, leading Société Générale to adapt its remuneration policy. As such, the remuneration policy applicable to the regulated population in 2010 was adapted to meet the requirements of the aforementioned European Directive 2010/76/EU of 24 November 2010, transposed in France by the ministerial decree of December 13, 2010, which represent an additional pillar of the regulatory framework, following the regulations introduced in 2009 based on the principles of the Financial Stability Board (FSB) and the G20 initiatives.

Building on the initiatives undertaken in 2009, Société Générale continued in 2010 to adapt its remuneration policy for the regulated population, in compliance with the new regulations, in particular:

- **by extending the perimeter of the identified population** as described in section 2.1 ;
- **through adopting a global approach to variable remuneration**, taking into account all elements of remuneration (annual cash variable remuneration and long term incentives) and with a payout structure in line with the new regulations (see below, payout process for variable remuneration) ;
- **by reducing significantly the portion of the variable remuneration paid upfront in cash** and thus ensuring the risk alignment of a significant portion of the variable remuneration (indexation on the share value, retention periods and performance conditions).

In addition, Société Générale decided not to grant any stock options with respect to 2010, preferring the grant of performance shares (or share indexed instruments under performance conditions) for the entire Group.

In compliance with the new regulations, the Board of Directors has approved the appropriate ratio between the variable and fixed components of total remuneration for the regulated population and this ratio has been communicated to the French Prudential Supervisory Authority.

## **2.3 The 2010 variable remuneration policy for the regulated population**

Allocation of variable remuneration is not contractual, it depends on both individual and collective performance and takes into account both quantitative and qualitative criteria. In particular, in order to avoid any conflicts of interest, for sales staff there is no direct link between their variable remuneration and the type of product or the amount of Net Banking Income generated; it is also based on qualitative criteria and a significant portion is deferred over three years and subject to a performance condition of the business division and/or activity concerned. The variable remuneration also takes into account the economic, social, and competitive context.

### **2.3.1 Performance and risk alignment of variable remuneration (*ex ante*)**

#### **2.3.1.1 The setting of variable remuneration pools**

The variable remuneration pools are fixed by business line, on a global basis, in order to ensure financial solidarity between the different activities and to avoid conflicts of interest.

The variable pools within the **Corporate and Investment Banking Division** are calculated based on the normalized profit of the activity, after deduction of:

- direct and indirect overheads;
- liquidity costs (cost of refinancing cross-charged internally);
- cost of risk;
- cost of capital.

These elements are determined by the Group Risk Division and Finance Division, in respect of all associated regulatory requirements.

Within the CIB division, a portion of each business line's variable remuneration pool is allocated to a transversal pool which is used to finance variable remuneration for activities in the development stage.

With respect to the **Private Banking, Global Investment Management and Services Division**, the variable remuneration pools are adjusted based on the evolution of Operating Income (after deduction of cost of risk), reduced by the cost of capital.

For the **Corporate and Investment Banking Division and the Private Banking, Global Investment Management and Services Division**, the allocation of the variable remuneration pools to the teams in the various countries is made both on the basis of the results of these teams, but also taking into consideration how these results were achieved. As such, as detailed in section 1.3, the Risk and Compliance Divisions review, at least annually, the risk management and compliance with the rules of

professional conduct, at the level of the identified activities and at the individual level for the professionals responsible for managing these activities. Their conclusions are taken into due consideration by the senior management of these Divisions, the Group General Management and the Group Human Resources Department, in the validation of the variable remuneration pools and their allocation. The whole process is documented by the Human Resources Division.

With respect to **control functions**, the variable remuneration pools are determined independently of the results of the business activities they control. They are determined taking into account the Group's overall results.

For the **Group's senior management functions** (Executive Officers, Group Executive Committee and Group Management Committee), the variable remuneration is not based on a collective pool, but is determined individually taking into account the Group's results, where applicable the results of the business activity which they supervise, the level of realisation of their qualitative and quantitative performance targets and taking into account the market remuneration level for an equivalent function, determined through the analysis of external remuneration benchmarking data.

### 2.3.1.2 Individual allocation of variable remuneration

The **individual allocations** of variable remuneration for the regulated population are, as for the entire Group, **correlated with the individual annual performance appraisal which takes into account the level of achievement of quantitative and qualitative objectives.**

There is no direct or automatic link between the financial results of an individual employee and his or her level of variable remuneration since they are subject to an overall assessment, including the manner in which the results were achieved.

The objectives set always respect the SMART method (the objectives are Specific, Measurable, Accessible, Realistic and fixed within a Timeframe), which means that the objectives are clearly identified and that their realisation can be assessed via indicators which are known to the employee.

The qualitative objectives are individual, in relation with the professional activity of the employee and adapted to the position held (i.e. where applicable the managerial or decisional level of the position). The quality of risk management, the means and behaviours used to achieve the results, cooperation and teamwork and personnel management are some examples of behavioural qualities which might be assessed.

Thus, **the level of individual variable remuneration depends on:**

- the **results of the employee's business line**;
- **individual performance**, assessed on the basis of annual qualitative and quantitative objectives (that may include achieving individual financial objectives);
- **the way in which performance level has been reached: prudent risk management** (including market risks, counterparty risks, and operational risks), **compliance with the professional rules of conduct**, and **the quality of cooperation internally** (for example between front offices and back/middle offices).

The competitive context in the market place is taken into account by participating in **remuneration benchmark surveys** (carried out by type of business and geographic area), which shed light on the remuneration levels practiced by the principal competitors.

In addition, for control functions, the Group conducts **transversal reviews across the different business lines for comparable job functions**, to ensure consistency of remuneration between the various Group activities and to facilitate mobility.

### 2.3.2 The payout process for variable remuneration

The variable remuneration allocated for 2010 will be paid out according to the rules set out in the new regulations.

**A significant portion of variable remuneration for the regulated population is deferred over three or four years and vesting of the deferred portion is subject to the achievement of performance conditions and risk alignment** described in section 2.3.3.

The vesting takes place no faster than on a pro-rata basis (one third each year).

For the 2010 financial year, **deferred variable remuneration represents nearly 60%** of the total variable remuneration for the regulated population. With respect to individual employees, the level of deferral is proportional to the level of variable remuneration: higher variable remuneration is subject to a higher deferral percentage. This percentage is at least 40% for those employees identified as having individually a material impact on the Group's risk profile and increases to 70% for the highest variable remuneration levels.

**A significant portion of the variable remuneration is paid out in the form of Société Générale performance shares or instruments indexed on the Société Générale share value.** For the 2010 financial year, at the individual level, the portion paid out in shares or share equivalents represents at least 50% of the deferred portion of the variable remuneration and 50% of the total variable remuneration for those employees identified as having individually a material impact on the Group's risk profile. The percentage is more than 60% for the executive officers.

The combination of these two conditions (the deferral of a portion of variable remuneration and pay-out in the form of share or share equivalents) means that **the portion of the variable remuneration paid out immediately in cash is limited to 30% for employees identified as having individually a material impact on the Group's risk profile and is only 15% for the highest variable remuneration levels.**

At the individual level, the pay-out structure is adapted based on the level of responsibility of the position held and based on the level of variable remuneration, in order that the level of risk alignment of variable remuneration is proportional to the material impact that such employee may influence on the Group's risk profile.

The **individual variable remuneration** can thus **be structured in four parts** for the regulated population:

- a portion paid in cash in march of the year following the close of the financial year ;
- a portion paid out in the form of instruments indexed on the Société Générale share value and subject to a retention period of at least six months (one year for the Group's senior management functions), the final amount to be paid out at the end of that period being dependent on the Société Générale share value at that time.
- a deferred cash award (without indexation on the share value) for which final pay-out is subject to the realisation of the conditions described in section 2.3.3 ;
- a deferred award of Société Générale performance shares, or instruments indexed on the Société Générale share value, the vesting of which is dependent on the realisation of pre-determined performance conditions and subject to a retention period post-vesting and for which the final value to the beneficiary is dependant on the Société Générale share value at the end of the retention period.

**The retention period is at least six months for the instruments indexed on the Société Générale share value and is one year for the Group's senior management functions** (Executive Officers, Group Executive Committee and Group Management Committee). For the **performance shares, the retention period is two years in addition to the two-year vesting period**, in accordance with French regulations.

All employees receiving deferred variable remuneration are **prohibited from using hedging or insurance strategies during both the deferral period and the retention period.**

### 2.3.3 Performance conditions and risk alignment for deferred variable remuneration (ex post)

**The vesting of the deferred portion of the variable remuneration is conditional on both the realisation of a performance condition and on appropriate risk management and compliance with the professional rules of conduct during the vesting period.**

As such, all deferred variable remuneration is subject to a minimum performance condition. The type of performance condition varies according to the Division and business line, but in all cases, if a minimum performance level is not met each year during the vesting period, the deferred remuneration will be partially or completely forfeited.

Within the Corporate and Investment Banking Division, the vesting of the deferred remuneration is subject in part to a minimum performance condition for the whole CIB Division and in part to a minimum performance of the business line (Markets, Financing,..). These performance conditions are based on the level of Operating Income of the CIB and of the business line, respectively.

Within the Private Banking, Global Investment Management and Services Division, the minimum performance condition is based on the cost of credit risk and of operational losses.

With respect to control functions, the performance condition is based on the Group Net Income.

The performance thresholds are determined by the Finance Division, after consultation with the Risk Division and are approved by the Board of Directors.

**The nature of the performance condition is adapted to the level of responsibility of the professional concerned.** The Group's senior management functions are subject to specific performance conditions, in line with their capacity to influence the Group's results. For this category of professional, the minimal performance conditions are more demanding than those applicable to the other categories of employee and are in line with the Group's Strategic and Financial Plan.

As such, the performance based deferred cash remuneration will be paid in cash in March 2014, provided the net EPS for 2013 is at least 75% of the net EPS for 2010, or the SG share's annual TSR over 3 years (2011, 2012 and 2013) is higher than the median annual TSR for 11 of the Group's peers<sup>1</sup>. The performance condition applicable to the performance shares is that approved by the May 25, 2010 General Shareholders' Meeting. As a reminder, these conditions stipulate that the number of vested shares will vary according to the Group's net ROE. As such only 50% of shares will vest if the Group's net ROE for 2012 is 10%, and the Group's ROE must be at least 15% for 100% of the shares to vest. If the Group's ROE for 2012 is less than 10%, the percentage of vested shares will vary between 0% and 50%, depending on SG's ranking in the panel of 11 banks comparable<sup>1</sup> to Société Générale, based on the SG share's annualized TSR over 3 years (2010 to 2012).

In addition, any **excessive risk-taking or any behaviour deemed to be unacceptable by General Management can lead to the reduction or total forfeiture of the deferred remuneration awards.**

### 2.3.4 Policy concerning guaranteed variable remuneration

Finally, the award of a **guaranteed variable remuneration**, in the context of hiring is:

- strictly limited to one year (according the Regulation no. 97-02 );
- subject to the terms of the deferral plan applicable for the given financial year.

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<sup>1</sup> The peer group is comprised of the 11 banking groups in the European Economic Area and Switzerland with the highest market capitalisation at December 31, 2009, excluding banking groups receiving significant State assistance or those whose Group net income includes at least 35% profits from insurance. It is made up of universal banks, investment banks and retail banks and includes the following institutions: Barclays, BBVA, BNPP, CASA, Credit Suisse, Deutsche Bank, HSBC, Intesa, Santander, Standard Chartered, UCI.

## 2.4 Conclusion

The remuneration policy adopted by the Group for 2010 was designed to **meet the requirements of the new regulatory framework**, in particular that applicable further to the aforementioned European Directive 2010/76/EU of 24 November 2010 concerning the supervisory review of remuneration policies.

**A large perimeter of regulated employees has been identified** (more than 3600 employees) **with the objective of raising their awareness of the risks related to their professional activities**. The scope includes all professionals who have the capacity to exert, individually or collectively, a significant impact on the risk profile of the Group. **The level of risk alignment of the remuneration is proportional to the level of responsibility and the level of remuneration.**

With respect to certain categories of the regulated population, the constraints implemented go beyond the minimal regulatory requirements: higher deferral levels for the highest variable remunerations, longer retention periods and more stringent performance conditions for the Group's senior management functions, a more significant portion of variable remuneration aligned on the Société Générale share value for the Group's executive officers.

All of these measures will be subject to review by the French Prudential Supervisory Authority during the course of 2011 and, where applicable, by the various international regulatory bodies.

### Part 3. Information on remuneration for the 2010 financial year

The remuneration disclosure respects the standard presentation format defined by the professional standards on remuneration disclosure defined by the French Banking Federation on March 8<sup>th</sup> 2011.

#### 3.1. The regulated population (individuals whose professional activities have a material impact on the risk profile of the company)

Société Générale has increased the perimeter of its regulated population by 41% in order to fully comply with the new regulatory framework. The average variable remuneration awarded in March 2011 with respect to 2010 has decreased by 14,7% compared to 2009, while the results of the CIB division have significantly increased with an Operating Income of 2,4 billion Euros versus 0,7 billion in 2009, representing an increase of 225%.

#### Remuneration awarded for the financial year :

	Number of beneficiaries	Total remuneration in M€	Fixed remuneration in M€	Variable remuneration in M€*
<b>Group Total</b>	<b>3 663</b>	<b>1 133,4</b>	<b>404,8</b>	<b>728,6</b>
o/w Corporate and Investment Banking	3 589	1 093,3	391,7	701,6
o/w Other activities and Central Group Functions	74	40,1	13,1	27,0
<i>*o/w</i> <b>Vested portion paid or delivered in M€ (2)</b>				<b>310,8</b>
<i>*o/w</i> <b>Conditional deferred portion in M€ (1)(2)</b>				<b>417,7</b>

Those professionals whose remuneration is below a certain threshold have their variable remuneration paid out in full in the year of award.

(1) Payable between October 2011 and March 2014, o/w 80,4 million Euros due in October 2011.

(2) Based on the value at the time of award

<i>* o/w</i> Payment or conditional award in cash in M€	<i>*o/w</i> Payment or conditional award in shares or share equivalents in M€ (2)
478,1	250,5

#### Amounts of outstanding deferred remuneration

The amount of outstanding deferred variable remuneration for prior financial years corresponds, this year, to the outstanding deferred variable remuneration awarded with respect to 2009, being the first year for which the disclosure requirements apply. The data concerning 2009 are based on the perimeter concerned by the 2009 remuneration disclosure, i.e. « financial market professionals ». By way of reminder the 2010 perimeter is much wider than this (see « perimeter of the regulated population »), therefore any comparison between 2009 and 2010 would not be based on equivalent populations :

<b>Amounts of conditional deferred remuneration in M€ (2)</b>	
<b>With respect to 2010 financial year</b>	<b>With respect to prior financial years (2009) (*)</b>
417,7	217,2

(\*) 2009 perimeter: financial market professionals

(2) Based on the value at the time of award

**Deferred remuneration paid out or reduced through performance adjustments for the financial year :**

(This information is disclosed by award year from 2009, first year of application of the disclosure requirements)

<b>Year of award</b>	<b>Amount of deferred remuneration paid out in M€ (*) (2)</b>	<b>Amount of deferred remuneration reduced through performance adjustments M€ (*) (2)</b>
<b>2009</b>	103,2	0

(\*)2009 perimeter : financial market professionals

(2) Based on the value at the time of award

**Sign-on and severance payments made during the financial year :**

This information is based on the 2010 disclosure perimeter.

<b>Total amount of severance payments made and number of beneficiaries</b>		<b>Sign-on payments made and number of beneficiaries</b>	
<b>Amount in M€</b>	<b>Number of beneficiaries</b>	<b>Amount in M€</b>	<b>Number of beneficiaries</b>
29,5	72	0,5	10

**Severance payments awarded during the financial year :**

<b>The amount of severance payments awarded during the financial year</b>	
<b>Total amount</b>	<b>Number of beneficiaries</b>
0	0
<b>Highest such award</b>	
0	

### 3.2. Group executive officers

The perimeter of Group executive officers for the 2010 financial year includes Mr. Oudéa, Mr. Cabannes, Mr. Sammarcelli, and Mr. Sanchez Incera.

The remuneration of the executive officers is covered in a specific chapter in the 2011 Registration Document on pages 109 to 127 and was subject to a specific disclosure following the March 7th 2011 Board of Directors meeting which fixed variable remuneration for 2010.

#### Remuneration awarded for the financial year :

Number of beneficiaries	Total remuneration in M€	Fixed remuneration in M€	Variable remuneration in M€*(1)
4	7,2	2,6	4,6

Note: in addition to these amounts, Mr. Oudéa receives an additional remuneration of 0,3M€.

* o/w Vested portion paid or delivered in M€	* o/w Conditional deferred portion in M€(2)(3)
1,6	3

* o/w Payment or conditional award in cash in M€	*o/w Payment or conditional award in shares or share equivalents in M€ (2)
1,4	1,6

(1) In addition, the group executive officers were awarded 92 302 performance shares which will vest only if the performance conditions approved by the May 25, 2010 General Shareholders' Meeting are met. These shares are not available to the beneficiaries for 4 years.

(2) o/w 1,6 million Euros due in March 2012.

(3) Based on the value at the time of award

#### Amounts of outstanding deferred remuneration

The amount of outstanding deferred variable remuneration for prior financial years corresponds, this year, to the outstanding deferred variable remuneration awarded with respect to 2009, being the first year for which the disclosure requirements apply.

Amounts of conditional deferred remuneration in M€ (2)	
With respect to 2010 financial year	With respect to prior financial years (2009)
3	0

(2) Based on the value at the time of award

**Deferred remuneration paid out or reduced through performance adjustments for the financial year :**

(This information is disclosed by award year from 2009, first year of application of the disclosure requirements)

<b>Year of award</b>	<b>Amount of deferred remuneration paid out in M€</b>	<b>Amount of deferred remuneration reduced through performance adjustments M€</b>
<b>2009</b>	<b>0</b>	<b>0</b>

**Sign-on and severance payments made during the financial year :**

<b>Total amount of severance payments made and number of beneficiaries</b>		<b>Sign-on payments made and number of beneficiaries</b>	
<b>Amount in M€</b>	<b>Number of beneficiaries</b>	<b>Amount in M€</b>	<b>Number of beneficiaries</b>
<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Severance payments awarded during the financial year :**

<b>The amount of severance payments awarded during the financial year</b>	
<b>Total amount</b>	<b>Number of beneficiaries</b>
<b>0</b>	<b>0</b>
<b>Highest such award</b>	
<b>0</b>	