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Public Limited Company  
With a Share Capital of EUR 976 447 673,75  
Company Registered Office: 29, boulevard Haussmann, 75009 Paris  
RCS Paris 552 120 222

April 16, 2013

**INFORMATION DOCUMENT**

**MADE AVAILABLE TO EMPLOYEES AND RETIRED EMPLOYEES OF  
THE SOCIETE GENERALE GROUP  
ON THE OCCASION OF A CAPITAL INCREASE  
REPRESENTING A MAXIMUM OF 11,641,199 SHARES  
RESERVED FOR EMPLOYEES AND RETIRED EMPLOYEES OF ENTITIES ADHERING  
TO SOCIETE GENERALE'S  
INTERNATIONAL GROUP SAVINGS PLANS**

This information document can be consulted at Société Générale's administrative office, 17 cours Valmy, 92972 La Defense Cedex. It is also available online on its intranet website and is released in accordance with Article 221-3 of the General Regulation of the French Securities Regulator.

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### MAIN CHARACTERISTICS OF THE CAPITAL INCREASE RESERVED FOR EMPLOYEES AND RETIRED EMPLOYEES OF ENTITIES ADHERING TO SOCIETE GENERALE GROUP SAVINGS PLANS

**Issuer** Société Générale, a public limited company under French Law, with a bank status (hereafter, « **Société Générale** »).

**Securities Offered** The maximum global nominal value of the capital increase is set at EUR 14,551,498,75 corresponding to the issue of 11,641,199 shares to be subscribed in cash.

The capital increase is subdivided into three (3) tranches using distinct investment vehicles, respectively accessible to entities or groups of distinct entities.

The Société Générale shares to be issued will be of the same category as and can be assimilated to the Société Générale shares already listed on Nyse Euronext Paris (Compartment A).

#### **Terms for Subscription**

##### Method for determining the Subscription Price

The subscription price is equal to EUR 21.33, corresponding to the average quoted price of the Société Générale share on Nyse Euronext Paris during the twenty (20) trading sessions preceding April 16, 2013, the date of the Chairman and Chief Executive Officer's decision, to whom all the necessary powers have been sub-delegated by the Board of Directors, minus a 20 % discount.

The subscription period will be open from May 14, 2013 to May 28, 2013 inclusive.

##### Means for holding the shares

The first two (2) tranches (in France) are subscribed through a mutual fund (*Fonds Commun de Placement d'Entreprise, "FCPE"*) as part of the company or group savings plan. Only the third (3rd) tranche (outside France) can be directly subscribed to by the employees as part of the International Group Savings Plan.

##### Beneficiaries of the offer

The present offer is reserved for employees having a three (3) months seniority within the Group under an employment contract in force by the end of the subscription period, split in:

- for the 1<sup>st</sup> tranche, the beneficiaries of Société Générale Company Savings Plan and of the Group Savings Plan to which the companies of Société Générale Group adhere, whose headquarters are located either in France or in French overseas counties (*Départements d'Outre-Mer*) ;

- for the 2<sup>nd</sup> tranche, the beneficiaries of Crédit du Nord's and its subsidiaries' and branches' respective company savings plans, when these plans provide for the possibility of subscribing to Société Générale's reserved capital increase operations ;

- for the 3rd tranche, the beneficiaries of the International Group Savings Plan to which adhere (i) the companies of Société Générale Group whose headquarters are located either outside France or in the *Collectivités d'Outre-Mer* and (ii) the Group offices and branches established either outside France or in the *Collectivités d'Outre-Mer*.

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Concerning the first two tranches, ex-employees having left their company due to retirement, including those benefiting from early retirement and having kept assets in the company or group savings plans can participate in this reserved capital increase.

### Subscription ceiling

In accordance with article L. 3332-10 of the French Labour Code, the total amount of payments made by a Beneficiary cannot exceed 25 % of his or her gross annual remuneration the year of the subscription, or, for a Beneficiary whose employment contract is suspended and who did not receive any remuneration the previous year, 25 % of the annual ceiling determined under article L. 241-3 of the French Social Security Code. The Board of Directors decided on February 12<sup>th</sup>, 2013 that the total amount of net payments and net employer contribution per Beneficiary cannot exceed EUR 20,000.

### Employer Contribution

Employer Contribution rules are specific to each company or group savings plan.

### **Calendar**

The subscription period will be open from May 14, 2013 to May 28, 2013 inclusive. The capital increase is expected to come to effect on July 11, 2013 at the latest.

### **Listing of the new shares**

#### Listing location

Société Générale's shares are listed on Nyse Euronext Paris (deferred settlement market, continuous trading group A, ISIN code FR0000130809).

#### Listing of the new Shares

The admission of the new shares on Nyse Euronext Paris shall be requested immediately after the completion of the capital increase (the admission is expected to become effective around July 16, 2013).

### **General information on the new shares which admission is requested**

#### Rights attached to the issued shares

The new shares shall be, as soon as they are created, subjected to all the provisions of the Company by-laws and shall have dividend entitlement from January 1st, 2013. Consequently, they shall be entirely assimilated with older shares and shall give right to the usual legal prerogatives of shareholders of a public limited company. Notably, they shall give the right to property in the company assets and to liquidating dividends in a proportion equivalent to the fraction of the share capital they represent. Similarly, the dividend is distributed to shareholders in proportion to their share capital ownership.

A double voting right, relative to the fraction of the share capital the shares represent, is granted to all registered shares paid-up in full that have been entered in the name of the same shareholder for at least two years from January 1st, 1993 as well as to new registered shares that have been granted free of charge to a shareholder, in the event of a capital increase by incorporation of reserves, profits or share premiums on the basis of shares already benefiting from this entitlement.

It is to be noted that, in addition to the legal obligation to report Société Générale the holding of certain fractions of the share capital and/or of voting rights and to make any consequent

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declaration of intention in accordance with legal provisions, any shareholder, acting either alone or jointly, who would directly or indirectly hold at least 1.5% of the share capital or voting rights of the Company, is required to inform the Company within 15 days of the day they crossed this threshold and give, in this declaration the number of securities held that ultimately give access to the share capital. The management companies of FCPs (*Fonds Communs de Placement*) are required to provide this information for the total amount of the Company shares held in the funds they manage. Above 1.5 %, every incremental threshold crossing of 0.50 % of the share capital or of the voting rights also requires a report to the Company in the conditions provided above. The violation of this obligation is sanctioned, in accordance with legal provisions, at the request (which has to be recorded in the minutes of the Shareholders General Meeting) of one or more shareholders holding at least 5% of the share capital or voting rights of the Company. Any shareholder, acting alone or jointly, is also required to inform the Company within 15 days when the percentage of share capital or voting rights they hold becomes inferior to the thresholds determined in the present paragraph.

### Negotiability of the shares

No statutory clause limits the free negotiability of the shares comprising the share capital of Société Générale.

Only the regulations related to the holding of shares as part of a company or group savings plan shall limit the negotiability of the said shares.

### Nature and type of the shares

Except in the occurrence of an Early Exit Event, at the end of the legal lock-up period applicable to units and shares held directly as part of a company or a group savings plan, the shares will be eligible for either bearer or registered form.

### **Lock-up Period**

The shares held directly by the Beneficiaries as well as the units of the FCPEs, as the case may be, will be unavailable for a period of 5 years, except in the occurrence of an Early Exit Event in accordance with the provisions applicable in the respective company or group savings plan.

Regarding the 3<sup>rd</sup> tranche, it has to be noted that in some countries and in compliance with local legislation, Early Exit Events may not be available to employees.