



Public Limited Company  
Of Total Share Capital EUR 933,027,38.75  
Company Headquarters: 29, boulevard Haussmann, 75009 Paris  
RCS Paris 552 120 222

**INFORMATION DOCUMENT  
MADE AVAILABLE TO EMPLOYEES OF THE SOCIETE GENERALE GROUP  
ON THE OCCASION OF A CAPITAL INCREASE  
REPRESENTING A MAXIMUM OF 11,196,324 SHARES  
RESERVED FOR EMPLOYEES OF ENTITIES ADHERING TO SOCIETE GENERALE'S  
INTERNATIONAL GROUP SAVINGS PLANS**

This information document can be consulted at Societe Generale'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.

## English translation for information only

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

<b>Issuer</b>	Société Générale, public limited company subject to French Law, whose status is that of 'bank' (hereafter, « <b>Societe Generale</b> »).
<b>Securities Offered</b>	<p>The maximum global nominal value of the capital increase is set at EUR 13,995,405 corresponding to the issue of 11,196,324 shares to subscribed to in cash.</p> <p>The capital increase is subdivided into three (3) tranches using distinct investment vehicles, accessible respectively by entities or groups of distinct entities.</p> <p>The Societe Generale newly-issued shares to be issued will be of the same category as and can be assimilated to the outstanding Societe Generale shares that are no longer eligible to receive dividends with respect to the 2010 financial year and that are already listed on Nyse Euronext Paris (Compartment A).</p>
<b>Terms for Subscription</b>	<p><u>Method for determining the Subscription Price</u> The subscription price is equal to EUR 37.50, corresponding to the average of the closing price of the Societe Generale share on Nyse Euronext Paris during the twenty (20) trading days preceding the date of the Board of Directors meeting of April 19, 2011 and to which is then applied a 20 % discount. The subscription period will be open from May 11<sup>th</sup>, 2011 to May 26<sup>th</sup>, 2011 inclusive.</p> <p><u>Method for the holding of shares</u> The first two (2) tranches (in France) are subscribed through a mutual fund (<i>Fonds Commun de Placement d'Entreprise, "FCPE"</i>) within the framework of the company or group savings plan. The third (3rd) tranche (outside France) is the only section where employees subscribe directly to shares within the framework of the International Group Savings Plan.</p> <p><u>Beneficiaries of the offer</u> The current offering is reserved to employees on the condition that they can prove that they have three (3) months seniority relative to their respective and currently valid employment agreements, by the end of the subscription period, split in:</p> <ul style="list-style-type: none"><li>- for the 1<sup>st</sup> tranche, the beneficiaries of Societe Generale Company Savings Plan and of the Group Savings Plan of which the companies of Societe Generale Group are members of which the company headquarters are located either in France or in French overseas counties (<i>Départements d'Outre-Mer</i>) ;</li><li>- for the 2<sup>nd</sup> tranche, the beneficiaries of Crédit du Nord's and its subsidiaries' and branches' respective company savings plans, where these plans provide for the possibility of subscribing to Société Generale's reserved capital increase operations ;</li><li>- for the 3rd tranche, the beneficiaries of the International Group Savings Plan to which adhere (i) the companies of Societe Generale Group for which company headquarters are located</li></ul>

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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*.

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 Code of Labor, the total amount of payments made by a Beneficiary, cannot exceed 25 % of his or her gross annual remuneration in the year of the subscription, or, for a Beneficiary whose work contract is suspended and who perceived no remuneration for the previous year, 25 % of the annual ceiling specified in the article L. 241-3 of the French Social Security Code. The Board of Directors decided on February 15<sup>th</sup>, 2011, 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 11<sup>th</sup> 2011, to May 26<sup>th</sup>, 2011 inclusive. The capital increase is expected to come to effect on July 13<sup>th</sup>, 2011 at the latest.

## **Listing of the newly-created shares**

### Listing location

Societe Generale's shares are listed to Nyse Euronext Paris (deferred settlement market, continuous trading group A, ISIN code FR0000130809).

### Listing of the newly-created Shares

The admission of the newly-created shares on Nyse Euronext Paris shall be requested immediately after the coming into effect of the capital increase (the admission is expected to become effective around July 20<sup>th</sup>, 2011).

## **General information on the newly-created shares for which admission is requested**

### Rights attached to the issued shares

The newly-issued 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 1<sup>st</sup>, 2011. Consequently, they shall be entirely assimilated with older shares that are no longer eligible to receive dividends with respect to the 2010 financial year, and shall give right to the usual legal prerogatives of public limited company shareholders. Notably, they shall give the right to property in company assets and to liquidating dividends in a proportion equivalent to the fraction of the capital stock they represent. Similarly, the dividend is distributed to shareholders in proportion to their capital stock ownership.

A double voting right, obtained relative to the fraction of the capital stock the shares represent, is attributed to all the fully paid shares for which a registration by name is justified, in the name of the shareholder, for at least two years counting from January 1<sup>st</sup>, 1993 as well as to newly-created shares registered by name and attributed free of charge to a shareholder, in the event of a capital increase by incorporation of reserves, profits or share premiums by way of shares benefiting from this right.

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It is to be noted in particular that, in addition to the legal obligation to inform Société Générale of the holding of certain fractions of the capital stock and/or of voting rights and to consequently execute any declaration of intention in accordance with legal provisions, any shareholder, acting either alone or jointly, who would directly or indirectly detain at least 1.5% of the capital stock or voting rights of the Company, is required to inform the Company within 15 days counting from the day this threshold was passed and to also indicate, in this declaration, the number of securities held that ultimately give access to the capital stock. The management companies of FCPs (*Fonds Communs de Placement*) are required to provide this information for the entirety 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 statement to the Company in the conditions fixed above. The violation of this obligation is sanctioned, in accordance with legal provisions, at the request recorded in writing in the minutes of the General Assembly of Shareholders of one or more shareholders holding at least 5% of the capital stock or voting rights of the Company. Any shareholder, acting alone or jointly, is also required to inform the Company within 15 days when his or her percentage of capital stock or voting rights held becomes inferior to the levels specified in the present paragraph.

### Negotiability of the shares

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

Only the regulations relating to the holding of shares within the framework of a company or group savings plan shall limit the negotiability of the said shares.

### Nature and type of the shares

Except at the occurrence of an Early Exit Event, at the end of the legal lock-up period applicable to units and shares held directly within the framework 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, depending on the case, will be unavailable for a period of 5 years, except upon the occurrence of an Early Exit Event in accordance with the provisions applicable in the respective company or group savings plan.

Concerning the 3<sup>rd</sup> tranche, not all Early Exit Events will be available to employees in some countries depending on local legislation.