

## **SOCIETE GENERALE**

A French corporation with share capital of EUR 542,860,226.25  
Head office: 29, boulevard Haussmann - 75009 Paris - France  
552 120 222 R.C.S. Paris

### **Notice of Joint General Meeting**

Shareholders are hereby notified that they are convened to a Joint General Meeting to be held on May 30, 2006 at 4.30 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*

##### **For consideration by the Meeting as an Ordinary Meeting:**

- Approval of the 2005 parent company financial statements;
- Allocation of income and dividend payment;
- Approval of the 2005 consolidated financial statements;
- Approval of related party agreements;
- Renewal of the Director's mandate of Mr. Robert A. Day;
- Renewal of the Director's mandate of Mr. Elie Cohen;
- Appointment of Mr. Gianemilio Osculati as Director;
- Appointment of Mr. Luc Vandeveldel as Director;
- Setting of the annual amount of attendance fees at EUR 750,000;
- Renewal of the Statutory Auditors' mandate of Deloitte et Associés;
- Renewal of the Statutory Auditors' mandate of Ernst & Young Audit;
- Renewal of the mandate of Mr. Alain Pons as substitute statutory auditor for Deloitte et Associés;
- Renewal of the mandate of Mr. Gabriel Galet as substitute statutory auditor for Ernst & Young Audit;
- Authorization for the Company to buy and sell its own shares.

##### **For consideration by the Meeting as an Extraordinary Meeting:**

- Delegation of authority to the Board of Directors to carry out capital increases with preemptive subscription rights;
- Delegation of authority to the Board of Directors to carry out capital increases without preemptive subscription rights;
- Authorization for the Board of Directors to increase the size of a capital increase with or without preemptive subscription rights if the amount of subscriptions exceeds the initial amount of the issue;
- Authorization for the Board of Directors to increase capital stock in remuneration for contributions of capital stock or of securities granting entitlement to the capital stock of another company, where these contributions are not part of a public exchange offer;
- Authorization for the Board of Directors to carry out capital increases reserved for subscribers to a Group or Company savings plan;
- Authorization for the Board of Directors to allocate share subscription or purchase options;
- Authorization for the Board of Directors to grant existing shares or shares to be issued as restricted shares;
- Authorization for the Board of Directors to cancel treasury stock held by the Company;

##### **Delegation of authority.**

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All shareholders, irrespective of the number of shares held, may attend the Meeting in person, or be represented by their spouse or by another shareholder.

However, in order to be admitted to the Meeting, to vote by mail, or to be represented at the Meeting, the following conditions apply:

- holders of registered shares must have registered their shares in an account managed directly by the Company ("*nominatif pur*") or in an administered share account ("*nominatif administré*") no later than two days prior to the date of the Meeting;
- holders of bearer shares must obtain a certificate from the authorized intermediary who manages their share account (bank, credit institution, etc.) confirming that said shares are not available for sale until the date of the meeting, and submit this certificate to Société Générale's head office or to one of its branches in France no later than two days prior to the date of the Meeting; your authorized intermediary will automatically send the certificate to Société Générale if you duly complete the voting form and return it to him.

Shareholders may request a copy of this form in writing from the following address:

**Société Générale**, Service des assemblées, B.P. 81236, 32 rue du Champ de Tir, 44312 Nantes Cedex 03, France.

Requests must be received by the Company at least six days before the date of the Meeting.

For votes by post or by proxy to be taken into consideration, the duly completed forms, together with written confirmation of fulfillment of the above formalities, must reach the Company at least two days before the date of the Meeting.

Any shareholders who have sent a proxy voting or postal voting form, or who have requested an admission card, may nevertheless sell all or part of their shares by notifying the authorized custodian of the revocation of this registration or of the non-availability for sale up to 3 p.m., Paris time, the day before the General Meeting, on the condition that the shareholders supply the elements required to cancel their vote or amend the number of shares and voting rights corresponding to their vote.

Shareholders who are not resident in France, as defined in Article 102 of the French Civil Code, may ask their registered intermediary to transmit their vote under the legal and regulatory provisions in force.

Any shareholder can consult with the head administrative, 17 cours valmy, 92972 Paris-La Défense, the documents which the company must legally hold at its disposal. The preliminary notice of Joint General Meeting, the notice to attend the Joint General Meeting, the notice of the Meeting and the 2006 Registration document, can be consulted on the Group's website [www.socgen.com](http://www.socgen.com)

The preliminary notice of Joint General Meeting was published in the "*Bulletin des Annonces Légales Obligatoires-BALO*" of march 27, 2006.

This General Meeting will be broadcast live and as a recording via the Internet.

*The Board of Directors.*