

## **SOCIETE GENERALE**

A French corporation with a share capital of EUR 729,088,551.15

Head office: 29, boulevard Haussmann – 75009 Paris

552 120 222 R.C.S. Paris

### **Final Notice to attend a Joint General Meeting**

Société Générale's shareholders are hereby notified that they are convened to a Joint General Meeting to be held on May 27, 2008 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**

Following the dissociation of the functions of Chairman and Chief Executive Officer decided by the Board of Directors, Mr. Citerne, co-Chief Executive Officer, has proposed to the Board not to renew his Director mandate as provided in the 5<sup>th</sup> resolution of the preliminary notice. The Board had considered proposing a new appointment to the Shareholders. Finally, upon advice of the Nomination Committee, the Board has decided not to propose a new appointment in order to reduce the number of directors to 14. Consequently, the 5<sup>th</sup> resolution is simply removed from the agenda without any other change on the numbering of other resolutions.

Other resolutions remain unmodified.

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

1. Approval of the parent company financial statements for the 2007 financial year;
2. Allocation of 2007 income and dividend payment-Transfer to the legal reserve;
3. Approval of consolidated financial statements for the 2007 financial year;
4. Approval of related party agreements concluded in 2007 and continuation of earlier agreements;
5. Resolution removed;
6. Renewal of the Director's mandate of Mr. Michel Cicurel;
7. Renewal of the Director's mandate of Mr. Luc Vandeveldel;
8. Appointment of Ms. Nathalie Rachou as a Director;
9. Authorization to buy and sell Société Générale shares.

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

10. Delegation of authority to the Board of Directors to undertake an increase in the capital stock with pre-emptive subscription rights;
  11. Delegation of authority to the Board of Directors to undertake an increase in the capital stock without pre-emptive subscription rights;
  12. Authorization given to the Board of Directors to increase the number of shares to be issued in the event of surplus demand for a capital increase with or without pre-emptive subscription rights;
  13. Delegation given to the Board of Directors to increase the capital stock to remunerate in-kind contributions of capital stock or securities granting entitlement to the capital stock of outside companies, outside of the context of a public exchange offer;
  14. Delegation given to the Board of Directors to undertake capital increases or the sales of shares reserved for subscribers to a company or group Employee Savings Plan;
  15. Authorization granted to the Board of Directors to award stock options;
  16. Authorization given to the Board of Directors to award free existing or new shares;
  17. Authorization given to the Board of Directors to cancel treasury stock held by the Company;
  18. Delegation of authority.
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Regardless of the number of shares held, all shareholders have the right to attend the General Meeting, in person or by assigning proxy to their spouse or another Société Générale's shareholder, or by post.

In application of article R.225-85 of the French Commercial Code, those shareholders that are able to justify their status with an accounting entry in their name or in the name of the intermediary properly registered on their behalf - either in nominative shares accounts or in the accounts of bearer shares held by their authorized intermediaries - no later than three working days before the date of the Meeting, i.e. by midnight Paris local time (hereinafter referred to as D-3) of May 22, 2008 may attend the meeting.

For holders of nominative shares, this entry at D-3 in the share accounts is sufficient to enable them to attend the meeting.

For holders of bearer shares, their authorized intermediaries are required to directly justify their clients' status as a shareholder to the centralizing body of the Meeting. They do so by producing a certificate which they attach to the form drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary and enabling to vote by mail or by proxy or request an admission card.

However, holders of bearer shares who wish to attend the General Meeting in person but have not received their admission card by May 22, 2008, will need to request a certificate from their financial intermediary in order to justify their status as a shareholder at D-3 to be allowed to attend the Meeting;

All shareholders are hereby reminded of the laws in force:

- Shareholders may obtain the form enabling to vote by mail or by proxy or request an admission card, simply by sending a written request to Société Générale, Service des Assemblées, BP 81236, 32 rue du Champ-de-Tir, 44312 Nantes Cedex 03. Requests will be processed only if received at least six days before the date of the General Meeting, i.e. by May 21, 2008;
- Postal ballots and votes by proxy will be counted only if the duly completed and signed forms are received by Société Générale's Head Office or the above-mentioned *Service des Assemblées* at least two days before the date of the Meeting, i.e. by May 25, 2008;
- Shareholders who have already chosen to vote by post or by proxy or have already requested an admission card are no longer entitled to choose another form of participation; however, they are still entitled to sell their shares, in part or in whole;
- According to article R. 225-84, a shareholder who wishes to ask questions in writing has to, as of the present insert and no later than four working days before the date of the Meeting, i.e. May 21, 2008, send these questions to the Head Office for the attention of the Chairman of the Board, by registered letter with acknowledgement of receipt. To be taken into consideration, these questions have to be necessarily accompanied with a certificate justifying the status as a shareholder of the sender.

Shareholders can consult at the administrative head office, 17 cours Valmy, 92972 Paris-La Défense, the documents that the Company must legally hold at their disposal. The preliminary notice of Joint General Meeting, the Board of Directors' report on the resolutions, the notice to attend the Joint General Meeting, the notice of Meeting including legal documentation, and the 2008 Registration Document, can be consulted on the Société Générale's website: [www.socgen.com](http://www.socgen.com). The preliminary notice of Joint General Meeting, required by article R.225-73 of French Commercial Code, was published in the "*Bulletin des Annonces Légales Obligatoires-BALO*" of March 19, 2008. A first Notice to attend had been published in the "*Bulletin des Annonces Légales Obligatoires-BALO*" of April 30, 2008.

This General Meeting will be broadcast live and as a recording on the website mentioned above.

*The Board of Directors.*