

SOCIETE GENERALE

A French corporation with a share capital of 725,909,055 €
Head office: 29, boulevard Haussmann – 75009 Paris
552 120 222 R.C.S. Paris

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 19, 2009 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:

1. Approval of the parent company financial statements for the 2008 financial year.
2. Allocation of 2008 income. Amount and payment date of dividend.
3. Option for payment of dividend in new shares.
4. Approval of consolidated financial statements for the 2008 financial year.
5. Continuation of earlier related party agreements, in accordance with Article L. 225-38 of French Commercial Code.
6. Continuation of related party agreements relating to retirement benefit schemes, in accordance with Article L. 225-42-1 of French Commercial Code.
7. Approval of related party agreements relating to retirement benefit schemes, in accordance with Article L. 225-42-1 of French Commercial Code.
8. Approval of related party agreements in case of departure of Mr. Frédéric Oudéa, in accordance with Article L. 225-42-1 of French Commercial Code.
9. Renewal of the Director's mandate of Mr. Jean Azéma.
10. Renewal of the Director's mandate of Mrs. Elisabeth Lulin.
11. Ratification of the cooptation of Mr. Robert Castaigne as a Director.
12. Appointment of Mr. Jean-Bernard Levy as a Director.
13. Authorization to buy and sell Société Générale shares, up to a maximum of 10% of the Company's capital stock.

For consideration by the Meeting as an Extraordinary Meeting:

14. Addition of an Article regarding « Forum selection clause » to the by-laws.
15. Delegation of Authority granted to the Board of Directors to undertake an increase in the capital stock without pre-emptive subscription rights through the issue of preference shares.
16. Modifications to the by-laws to include the characteristics of the preference shares.
17. Delegation of Authority granted 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.
18. Increase of the ceiling of the delegation of authority granted to the Board of Directors by the 10th resolution of the General Meeting on May 27, 2008, to undertake an increase in the capital stock, with pre-emptive subscription rights.
19. Delegation of Authority.

Text of the amended resolutions.

As indicated in the preliminary notice published in the French official bulletin of legal notices (the “Bulletin des Annonces Légales obligatoires”) on March 13, 2009, the number of basis points to be added to the TSS Rate for the calculation of Dividend B and the final terms for the fixing of the Repurchase Price of preference shares are specified as follows.

The two last dashes of paragraph 9 of the **15th resolution** are deleted and replaced with the following text:

“- decide the repurchase of the preference shares in accordance with the provisions of the by-laws, acknowledge the number of repurchased and cancelled preference shares and amend the by-laws accordingly.”

The seventh paragraph (i) of **Article 18** of the draft by-laws is completed with the TSS Rate:

“(i) the TSS Rate plus an additional 25 basis points for financial year 2009 and for each following financial year until financial year 2014, such that as from financial year 2014 the TSS Rate will be increased by 150 basis points, it being specified that for the first period for which Dividend B shall be due, i.e. 2009, this rate shall be applied to the period between the issue date of the B shares inclusive and 31 December exclusive, on a 365 day basis;”

Article 19 of the draft by-laws is amended in order to add the final terms for the fixing of the Repurchase Price. Accordingly, the (A) and (B) of paragraph 1 are replaced with the following text:

“(A) For the period from the issue date until 30 June 2013 (included), of the higher of the two following amounts:

(i) 100% of the Current Amount per B share, increased by an amount (x) due on the repurchase date, equal to the product of the Current Amount per B share and the TSS Rate, calculated during the Calculation Period (as defined in the schedule to the By-laws), on a 365 day basis or a 366 day basis for a leap year;

(ii) the arithmetic average of the daily volume-weighted stock price of the Company’s A share on the Euronext Paris market during the thirty day trading period preceding the repurchase date.

If the resulting Repurchase Price:

-is determined in accordance with paragraph (A)(i) above, the Company shall pay, at the time of the annual General meeting following the repurchase date, an additional amount (y) equal to the difference, if positive, between:

(a) the product of the Current Amount per B share and the Payment Rate (as defined in Article 18 herein), calculated during the Calculation Period, on a 365 day basis or 366 day basis for a leap year; and

(b) the amount (x) calculated above.

-Is determined in accordance with paragraph A(ii) above and the sum of the amounts (A)(i) + (y) is higher than (A)(ii), the Company shall pay on the date of the annual General meeting following the repurchase date, an amount equal to (A)(i) + (y) – (A)(ii).

In any case, the Repurchase Price cannot be higher than a percentage of the Unit Issue Price which is set at:

-103% if the repurchase takes place between the issue date and 30 June 2010;

-105% if the repurchase takes place between 1 July 2010 and 30 June 2011;

-110% if the repurchase takes place between 1 July 2011 and 30 June 2012; and

-115% if the repurchase takes place between 1 July 2012 and 30 June 2013.

(B) For the period from 1 July 2013, of the higher of the two following amounts:

(i) 110% of the Current Amount per B share, plus an additional (x) amount as defined above;

(ii) the arithmetic average of the daily volume-weighted stock price of the Company’s A share on the Euronext Paris market during the thirty day trading period preceding the repurchase date.

If the resulting Repurchase Price:

-is determined in accordance with paragraph (B)(i) above, the Company shall pay, at the time of the annual General meeting following the repurchase date, an additional amount (y) equal to the difference, if positive, between:

(a) the product of the Current Amount per B share and the Payment Rate (as defined in Article 18 herein), calculated during the Calculation Period, on a 365 day basis or 366 day basis for a leap year; and

(b) the amount (x) calculated above.

-Is determined in accordance with paragraph B(ii) above and the sum of the amounts (B)(i) + (y) is higher than (B)(ii), the Company shall pay on the date of the annual General meeting following the repurchase date, an amount equal to (B)(i) + (y) – (B)(ii).

In any case, the Repurchase Price cannot be higher than a percentage of the Unit Issue Price which is set at:

- 120% if the repurchase takes place between 1 July 2013 and 30 June 2014;
- 125% if the repurchase takes place between 1 July 2014 and 30 June 2015;
- 130% if the repurchase takes place between 1 July 2015 and 30 June 2017;
- 140% if the repurchase takes place between 1 July 2017 and 30 June 2019;
- 150% if the repurchase takes place between 1 July 2019 and 30 June 2022; and
- 160% if the repurchase takes place after 1 July 2022 inclusive.”

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 14, 2009 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 13, 2009, 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; moreover they will be able to contact the calling center for admission cards of Société Générale from Monday to Friday, from 8.30 am to 6pm at this number: 0 825 315 315 (cost of call: 0,125 €/min. from France) in order to obtain any information regarding the processing of their request for an admission card

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 13, 2009;
- 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 17, 2009;
- 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 13, 2009, 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, the report of the auditor in charge of assessing the special advantages of the preference shares and the 2009 Registration Document, can be consulted on the Société Générale's website : 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 13, 2009.

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

The Board of Directors.