

## **Decisions taken by the Board of Directors on March 14, 2013 regarding the remuneration of Chief Executive Officers**

On the proposal of the Compensation Committee, the Board of Directors approved the 2012 variable remuneration of Mr Frédéric Oudéa, Chairman and Chief Executive Officer, Mr Séverin Cabannes, Mr Jean-Francois Sammarcelli and Mr Bernardo Sanchez Incera, Deputy Chief Executive Officers.

In accordance with the principles defined in March 2012, the following criteria were taken into account to determine the annual variable remuneration:

- regarding 60% of variable remuneration, based on the level of achievement of quantitative objectives:
  - at the group level: EPS, gross operating income and cost/income ratio
  - on the scope of supervision of each Deputy Chief Executive Officer: net income before tax and gross operating income
- for the remaining 40%: individual qualitative objectives related to the strategy of the Group and its business lines, human resources management, cost control, balance sheet management, risk control, and social and environmental responsibility.

The maximum annual variable compensation is set at 150% of his fixed salary for Mr Frédéric Oudéa and 120% of their salary for Mr Cabannes, Mr Sammarcelli and Mr Sanchez Incera.

During the year 2012, Societe Generale strengthened its fundamentals in terms of income statement structure and capital, showing the first significant results of the transformation process started three years ago and the Group adaptation to a complex and durably troubled environment. The Board of Directors noted the achievement of the predetermined goals for the quantitative portion of the variable pay. It assessed also the officers' performances against the individual objectives that were assigned for 2012; the Board considered that they met to a very large extent their objectives set in terms of income statement structure and capital strengthening, risks reduction, trading franchises reinforcing, and business lines adaptation.

For all the Chief Executive Officers, 60% of the total variable remuneration is subject to the achievement of objectives in terms of Core Tier One. Final amounts are therefore uncertain and linked to Societe Generale share performance.

Regarding the payout process, Mr Frédéric Oudéa suggested to entirely defer his variable remuneration in the form of shares or share equivalents, transferable over 3 years (in 2014, 2015 and 2016), expressing his confidence into the Group's perspectives. Mr Oudéa will consequently not receive any cash payment in 2013 relative to his 2012 variable remuneration awards which are thus fully aligned with the Group and shareholders' long term interests.

For the Deputy Chief Executive Officers, the deferred 2012 variable remuneration in the form of shares or share equivalents, transferable over 3 years (in 2014, 2015 and 2016) accounts for 80% of the total. In 2013, the cash payments of variable remuneration amount to EUR 134,035 for Mr Cabannes, EUR 117,499 for Mr Sammarcelli and EUR 112,022 for Mr Sanchez Incera.

The deferred amounts, subject to the achievement of the core tier one condition as previously stated and linked to the share value, are EUR 1,194,600 for Mr Oudéa, EUR 536,141 for Mr Cabannes, EUR 469,997 for Mr Sammarcelli and EUR 448,090 for Mr Sanchez Incera.

The Board checked that this decision is compliant with European regulation CRDIII and the French ministerial order, as between 80% to 100% of the variable compensation is awarded in the form of shares or equivalents (versus the minimum 50% required by regulations) and the deferred component fully subject to performance conditions, accounts for 60% of the total, in accordance with regulations.

En EUR	Gross variable remuneration for previous financial year						Gross variable remuneration for financial year 2012 (3)			
	2010 (1)			2011 (2)			Fixed salary (a)	Variable pay (b)	o/w 2013 cash award	Total (a)+(b)
	Fixed salary (a)	Variable pay (b)	Total (a)+(b)	Fixed salary (a)	Variable pay (b)	Total (a)+(b)				
<b>Mr Oudéa</b>	850,000	1,196,820	<b>2,046,820</b>	1,000,000	682,770	<b>1,682,770</b>	1,000,000	1,194,600	<b>0</b>	<b>2,194,600</b>
<b>Mr Cabannes</b>	550,000	665,281	<b>1,215,281</b>	650,000	310,144	<b>960,144</b>	650,000	670,176	<b>134,035</b>	<b>1,320,176</b>
<b>Mr Sammarcelli</b>	550,000	675,826	<b>1,225,826</b>	650,000	487,937	<b>1,137,937</b>	650,000	587,496	<b>117,499</b>	<b>1,237,496</b>
<b>Mr Sanchez Incera</b>	650,000	667,662	<b>1,317,662</b>	700,000	391,440	<b>1,091,440</b>	700,000	560,112	<b>112,022</b>	<b>1,260,112</b>

Note: Total calculated on value at grant date. This table does not include the long term incentives granted in May 2012 to the Officers.

(1) The annual variable remuneration for 2010 broke down as follows: one half in cash and paid upfront in March 2011 and one half in the form of share equivalents valued at EUR 49.20 (average price at grant date). In practice, the actual amounts paid relative to the part granted in share equivalents were 47% lower than their value at grant date.

(2) The annual variable remuneration for 2011 was fully differed in shares or equivalent shares, the officers did not receive any payment in 2012

(3) The 2013 fixed salary remains unchanged compared to 2012

Moreover, regarding the Deputy Chief Executive Officers, the Board of Directors changed, on the proposal of the Compensation Committee, the criteria of the quantitative portion of the 2013 annual variable remuneration. In order to measure the objective of cost control within the context of transformation of the Group, the Board added an objective of cost/income ratio of their scope of responsibility to the other performance indicators set by the Board in February 2013.

The other principles of determination of the annual variable remuneration for 2013 remain unchanged, as stated in the release<sup>1</sup> following the Board decisions of 12 February 2013.

<sup>1</sup> The release is available on SG investors' website.