NOTICE OF MEETING 22 MAY 2013

ORDINARY GENERAL MEETING

at 4:00 P.M.

Paris Expo-Espace Grande Arche
La Grande Arche
92044 Paris-La Défense Cedex

Paris, April 22, 2013

Dear Shareholders,

I sincerely hope that you will be able to attend our Ordinary General Meeting, a privileged moment of exchanges on the Group's activities, the results and the strategy, as well as on corporate governance issues.

To obtain an admission card, please complete and return the enclosed form (tick box A, date and sign at the bottom of the form).

As we did last year, we provide you the possibility to vote on-line. In this way, we wish to reach the greatest number of shareholders and simplify voting procedures.

You will also find enclosed information on the schedule of the Meeting, the agenda, as well as the resolutions and conditions for taking part.

If you are unable to attend the Meeting in person, you may vote in one of the following ways:

- by post or internet,
- by assigning a proxy,
- by authorising the Chairman of the Meeting to vote on your behalf.

Yours faithfully,

Frédéric OUDEA
Chairman and Chief Executive Officer

Only the French text of the enclosed document is legally binding. This English translation is provided solely for the convenience of English speaking shareholders. A French version may be obtained upon request by any shareholder from his depositary bank.

SOCIETE GENERALE

What are the requirements for attending the General Meeting?

The shareholders or unit-holders of the FCPE "Societe Generale Actionnariat" (hereafter the "FCPE") shall be able to justify their status with the accounting registration of the shares. This must be done either in their name or in the name of the intermediary registered as stipulated in article L. 228-1 of the French Commercial Code, three business days before the General Meeting, i.e on May 17, 2013, at midnight, Paris local time (hereafter "D-3").

For the nominative shareholders and the unit-holders of the FCPE, this registration of shares by D-3 in the registered shareholders accounts shall be sufficient to allow them to take part in the General Meeting.

For holders of bearer shares, it is the authorized intermediaries who hold the bearer accounts ("the holder of bearer accounts") who shall confirm their client's shareholder quality directly to the centralising bank of the Shareholders' Meeting during the transmission of the unique form of vote by post or by proxy, or card admission ("the unique form") or while using the Internet voting site.

If a shareholder of bearer shares intends to take part in the General Meeting but has not received his/her admission card by May 17, 2013, he/she shall ask his/her financial intermediary to issue a participation certificate that will allow him/her to justify his/her status as a shareholder by D-3 in order to be allowed to attend the General Meeting.

A shareholder who is not domiciled in France as defined in Article 102 of the French Civil Code, can ask the authorized intermediary to transmit their vote pursuant to the legal and regulatory provisions in force.

Shareholders or unit-holders of the FCPE who have already chosen to vote by post, or by proxy or have already requested an admission card, are no longer entitled to choose any other way to participate in the General Meeting but are entitled to sell all or part of their shares or units in the FCPE.

How to take part in the General Meeting?

- Attend the General Meeting in person;
- Vote by post or on the internet;
- Give a proxy to the President of the General Meeting by post or on the internet;
- Give a proxy to your spouse, your partner by a civil solidarity pact, or any other person of your choice, by post or on the internet.

In any case, shareholders or unit-holders of the FCPE must imperatively: either fill in the attached unique form and forward it to registered intermediary in the T envelope provided, or connect to the internet and follow the instructions listed below.

Attend the General Meeting in Person

Shareholders or unit-holders of the FCPE wishing to attend the General Meeting in person have to request **an admission card**.

1 – Request an admission card on the internet

A holder of direct registered shares shall log in on the Nominet secure website www.nominet.socgen.com (website allowing the management of their assets) using his/her usual username and password. In his/her personal space, he/she shall click on the link "General Meeting" then on the link "Vote" in order to access the Voting website and print his/her admission card.

A holder of administrated registered shares shall log in on the dedicated secure website www.ag.societegenerale.com using the username and password received by post or by e-mail and shall then follow the procedure displayed on the screen in order to print his/her admission card.

A holder of bearer shares shall log in on the website of his/her holder of bearer accounts with his/her usual username and password in order to access the Votaccess website and then he/she will follow the instructions on the screen to print his/her admission card.

A unit-holder of the FCPE will receive by post his/her personal username and password enabling him/her to access the documentation relating to the General Meeting on the www.ag.societegenerale.com website and to print his/her admission card from the aforementioned website.

2 – Request an admission card by post

A nominative shareholder registered for at least one month before the date of the convening notice who did not request to receive the present notice of meeting together with the unique form by e-mail shall receive it by post. In order to request his/her admission card, he/she shall tick **box A** on the upper side of the unique form, date and sign the form before returning it.

A holder of bearer shares shall ask his/her holder of bearer accounts for a unique form and shall follow the instructions. If he/she has not received his/her admission card by May 17, 2013, he/she shall ask his/her intermediary to issue a participation certificate that will allow him/her to justify his/her status as shareholder, in order to be allowed to attend the General Meeting.

A unit-holder of the FCPE who does not have access to the internet shall request the notice of meeting and the unique form by post sent to Société Générale, Service des assemblées générales, CS 30812, 44308 Nantes Cedex 3. In order to request his/her admission card, he/she shall tick **box A** on the upper side of the unique form, date and sign the form before returning it.

Any form request has to be received by Société Générale at least 6 days prior to the General Meeting, i.e. on May 16, 2013. The duly completed and signed unique form has to be received at the latter address at least two calendar days before the General Meeting, i.e on May 20, 2013.

> If you requested an admission card by post and have not received it by May 17, 2013, or should you need any information in this respect, please contact Société Générale dedicated operators at 0 825 315 315 (cost from France : 0.125€/min excluding VAT) from Monday to Friday, between 8:30 a.m. and 6:00 p.m. Paris local time.

3 – Vote during the General Meeting

Voting will be carried out using an electronic voting box.

In order to facilitate proceedings at the Meeting, please:

1. arrive promptly at 3:00 p.m. in order to sign the attendance register at the Meeting registrar's desk if you have your admission card, and, if not, to report to the reception desk,
2. take to the Meeting the electronic voting box you have been given when you signed the attendance register,
3. follow the instructions given at the Meeting on how to use the voting box.

Please note that no voting box will be handed after 5:00 p.m.

Vote or give a proxy on the internet or by post

Shareholders or unit-holders of the FCPE unable to attend the General Meeting in person and wishing to take part in the General Meeting can:

1 – Vote or give a proxy on the internet

- Vote on the internet:

A holder of direct registered shares shall log in on the Nominet website www.nominet.socgen.com (website allowing the management of their assets) using his/her usual username and password. In his/her personal space, he/she shall click on the link "General Meeting" then on the link "Vote" in order to access the Voting website.

A holder of administrated registered shares shall log in on the dedicated secure website www.ag.societegenerale.com using the username and password received by post or by e-mail and shall then follow the procedure displayed on the screen.

A holder of bearer shares shall log in on the website of his/her holder of bearer accounts with his/her usual username and password in order to access the Votaccess website and then he/she will follow the instructions displayed on the screen.

A unit-holder of the FCPE shall automatically receive a post indicating his/her username and password necessary to log in on the dedicated secure website www.ag.societegenerale.com. He/she will thus be able to vote on the internet by following the procedure displayed on the screen.

The secure website dedicated to voting will be open from April 22, 2013, 9:00 a.m., to May 21, 2013, 3:00 p.m. (Paris local time). In order to avoid any overloading of the website, we advise shareholders and unit-holders of the FCPE not to wait for the ultimate date to connect to the website.

- **Appoint the Chairman as your proxy on the internet**:

The holders of registered shares or the unit-holders of the FCPE who chose to be represented by the Chairman shall notify this appointment or its revocation on the internet by logging in on the website www.nominet.socgen.com (for holders of direct registered shares) or www.ag.societegenerale.com (for holders of administrated registered shares and unit-holders of the FCPE) following the procedure detailed here above.

A holder of bearer shares shall log in on the website of his/her holder of bearer accounts with his/her usual username and password in order to access the Votaccess website and then he/she will follow the instructions displayed on the screen.

Please note that in this case, a vote will be cast on behalf of said shareholder or unit-holder of the FCPE in favour of the draft resolutions presented or approved by the Board of Directors.

- **Appoint any other person as your proxy on the internet**:

The holders of registered shares or the unit-holders of the FCPE who chose to be represented by the Chairman shall notify this appointment or its revocation on the internet by logging in on the website www.nominet.socgen.com (for holders of direct registered shares) or www.ag.societegenerale.com (for holders of administrated registered shares and unit-holders of the FCPE) following the procedure detailed here above.

A holder of bearer shares shall log in on the website of his/her holder of bearer accounts with his/her usual username and password in order to access the Votaccess website and then he/she will follow the instructions displayed on the screen.

Proxies given and/or revoked on the internet can be given and/or revoked until May 21, 2013, 3:00 p.m. (Paris local time).

2 – Vote or give a proxy by post

- **Vote by post**: **The shareholder or the unit-holder of the FCPE** shall tick the box next to **"I vote by post"**, vote on each resolution and not forget to fill in the "Amendments and New Resolutions" box, then date and sign the form before returning it.
- **Appoint the Chairman as your proxy by post**: **The shareholder or the unit-holder of the FCPE shall** simply date and sign the bottom of the form if he/she wishes to appoint the Chairman of the Meeting as his/her proxy. Please note that in this case, a vote will be cast on behalf of said shareholder or unit holder of the FCPE in favour of the draft resolutions presented or approved by the Board of Directors.
- **Appoint any other person as your proxy by post**: **The shareholder or the unit-holder of the FCPE** shall simply tick the box next to "I hereby appoint :", then enter the details of the person who will represent him/her, date and sign the bottom of the form.

Postal ballots and appointments/revocations of proxy will only be taken into consideration if the duly completed and signed forms are received by Société Générale – Service des assemblées générales, CS 30812, 44308 Nantes Cedex 3, France, at least two days before the General Meeting, i.e. by May 20, 2013.

VOTE BY POST

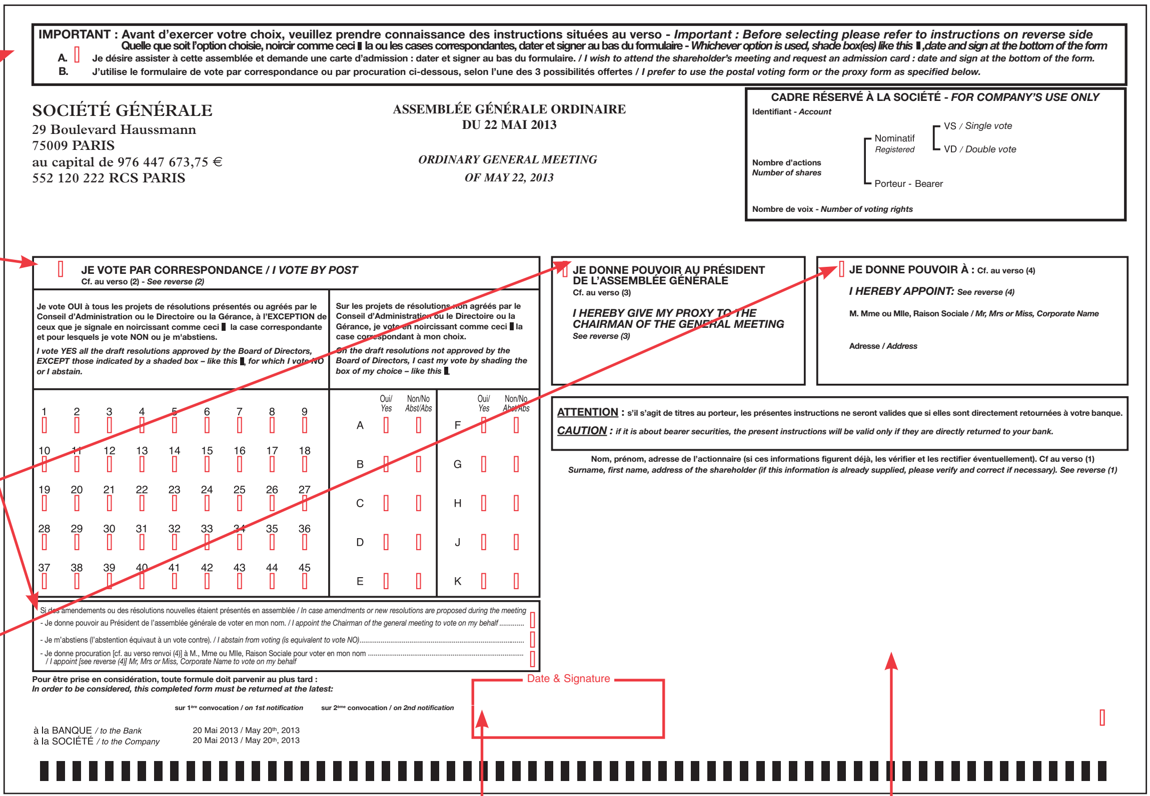
How to fill the Form

To attend the meeting in person :
tick A.

To vote by post :
tick here,
If there are any resolutions that you disagree with, fill in the corresponding box(es).
Do not forget to fill in the **“Amendments and New Resolutions” box.**

To appoint the Chairman of the Meeting :
tick here
date and sign here.

To appoint another individual as proxy, tick here
and enter the name and address of the person who will attend the Meeting on your behalf.



IMPORTANT : Avant d’exercer votre choix, veuillez prendre connaissance des instructions situées au verso - *Important : Before selecting please refer to instructions on reverse side*
Quelle que soit l’option choisie, noircir comme ceci ▮ la ou les cases correspondantes, dater et signer au bas du formulaire - *Whichever option is used, shade box(es) like this ▮, date and sign at the bottom of the form*
A. ▯ Je désire assister à cette assemblée et demande une carte d’admission : dater et signer au bas du formulaire. / *I wish to attend the shareholder’s meeting and request an admission card : date and sign at the bottom of the form.*
B. J’utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l’une des 3 possibilités offertes / *I prefer to use the postal voting form or the proxy form as specified below.*

SOCIÉTÉ GÉNÉRALE
29 Boulevard Haussmann
75009 PARIS
au capital de 976 447 673,75 €
552 120 222 RCS PARIS

ASSEMBLÉE GÉNÉRALE ORDINAIRE
DU 22 MAI 2013

ORDINARY GENERAL MEETING
OF MAY 22, 2013

CADRE RÉSERVÉ À LA SOCIÉTÉ - *FOR COMPANY’S USE ONLY*
Identifiant - *Account*
Nombre d’actions - *Number of shares*
Nominatif *Registered*: VS / *Single vote*; VD / *Double vote*
Porteur - Bearer
Nombre de voix - *Number of voting rights*

▯ JE VOTE PAR CORRESPONDANCE / *I VOTE BY POST*
Cf. au verso (2) - *See reverse (2)*

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d’Administration ou le Directoire ou la Gérance, à l’EXCEPTION de ceux que je signale en noircissant comme ceci ▮ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box – like this ▮, for which I vote NO or I abstain.

Sur les projets de résolutions non agréés par le Conseil d’Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci ▮ la case correspondant à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice – like this ▮.

1 ▯	2 ▯	3 ▯	4 ▯	5 ▯	6 ▯	7 ▯	8 ▯	9 ▯
10 ▯	11 ▯	12 ▯	13 ▯	14 ▯	15 ▯	16 ▯	17 ▯	18 ▯
19 ▯	20 ▯	21 ▯	22 ▯	23 ▯	24 ▯	25 ▯	26 ▯	27 ▯
28 ▯	29 ▯	30 ▯	31 ▯	32 ▯	33 ▯	34 ▯	35 ▯	36 ▯
37 ▯	38 ▯	39 ▯	40 ▯	41 ▯	42 ▯	43 ▯	44 ▯	45 ▯

	Oui/ *Yes*	Non/No *Abst/Abs*		Oui/ *Yes*	Non/No *Abst/Abs*
A	▯	▯	F	▯	▯
B	▯	▯	G	▯	▯
C	▯	▯	H	▯	▯
D	▯	▯	J	▯	▯
E	▯	▯	K	▯	▯

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / *In case amendments or new resolutions are proposed during the meeting*
- Je donne pouvoir au Président de l’assemblée générale de voter en mon nom. / *I appoint the Chairman of the general meeting to vote on my behalf* .... ▯
- Je m’abstiens (l’abstention équivaut à un vote contre). / *I abstain from voting (is equivalent to vote NO)*............ ▯
- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom .... / *I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf* ▯

▯ JE DONNE POUVOIR AU PRÉSIDENT DE L’ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

▯ JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT: *See reverse (4)*
M. Mme ou Mlle, Raison Sociale / *Mr, Mrs or Miss, Corporate Name*
Adresse / *Address*

ATTENTION : s’il s’agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : *if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.*

Nom, prénom, adresse de l’actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, this completed form must be returned at the latest:

	sur 1ère convocation / *on 1st notification*	sur 2ème convocation / *on 2nd notification*
à la BANQUE / *to the Bank*	20 Mai 2013 / May 20th, 2013	
à la SOCIÉTÉ / *to the Company*	20 Mai 2013 / May 20th, 2013	

Date & Signature

Date and sign here
If shares are jointly owned all the joint owners must sign the form.

Check your detail here
or enter your name and address

Resolutions proposed by the Board of Directors and submitted for shareholder's approval

1. Approval of the parent company financial statements for the 2012 financial year.
2. Allocation of the 2012 income; Fixation of the dividend.
3. Option for the payment of dividend in new shares.
4. Approval of the consolidated financial statements for the 2012 financial year.
5. Approval of the related party agreements.
6. Renewal of Mr. Jean-Bernard Levy as a Director.
7. Appointment of Mrs. Alexandra Schaapveld as a Director.
8. Authorization to buy and sell Société Générale shares up to a maximum of 5% of the Company's share capital.
9. Delegation of authority.

This Meeting will be webcast live and will be available as a recording line.

Board of Directors (at January 1, 2013)

Frédéric OUDEA

Date of birth: July 3, 1963

- CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Holds 21,752 shares directly*
1,095 shares through "Societe Generale Actionnariat (fonds E)"

Year of first appointment: 2009 – Year in which current mandate will expire: **2015**

Does not hold any other mandate within or outside the Société Générale Group.

Biography:
Frédéric Oudéa is a graduate of the Ecole Polytechnique and the Ecole Nationale d'Administration. From 1987 to 1995, he held a number of posts in the French senior civil service (Audit Department of the Ministry of Finance, Ministry of the Economy and Finance, Budget Ministry and Cabinet of the Ministry of the Treasury and Communication). He joined Societe Generale in 1995 and went from being Deputy Head to Head of the Corporate Banking arm in London. In 1998, he became Head of Global Supervision and Development of Equities. Appointed Deputy Chief Financial Officer of the Societe Generale Group in May 2002. Appointed Chief Financial Officer in January 2003. Appointed Chief Executive Officer of the Group in 2008. Chairman and Chief Executive Officer of Societe Generale since May 2009.

* *The figure of 21,752 shares is unchanged compared to December 31, 2011. There has been no acquisition or sale of shares in 2012. Please note that the figure mentioned in the 2012 Registration Document on page 76 (22,579 shares) was wrong.*

Anthony WYAND

Date of birth: November 24, 1943

- VICE-CHAIRMAN OF THE BOARD OF DIRECTORS
- Company Director
- Chairman of the Audit, Internal Control and Risk Committee, Member of the Nomination and Corporate Governance Committee and the Compensation Committee

Holds 1,636 shares

Year of first appointment: 2002 – Year in which current mandate will expire: **2015**

Other mandates held in French listed companies:
Director: Société Foncière Lyonnaise.

Mandates held in foreign listed companies:
Director: Unicredit SpA.

Mandates held in French unlisted companies:
Director: Aviva France, Aviva Participations.

Biography:
A British national, Anthony Wyand was appointed Vice-Chairman of the Board of Directors of Societe Generale on May 6, 2009. He joined Commercial Union in 1971, was Chief Financial Officer and Head of European Operations (1987-1998), Executive Managing Director of CGNU Plc (1998-2000) and Executive Director of Aviva until June 2003.

Robert CASTAIGNE

Date of birth: April 27, 1946

- COMPANY DIRECTOR
- Independent Director, Member of the Audit, Internal Control and Risk Committee

Holds 1,000 shares

Year of first appointment: 2009 – Year in which current mandate will expire: **2014**

Other mandates held in French listed companies:
Director: Sanofi, Vinci.

Biography:
Graduated with an engineering degree from the Ecole Centrale de Lille and the Ecole Nationale Supérieure du Pétrole et des Moteurs. Doctorate in economics. Spent his entire career with Total SA, first as an engineer, and then in various functions. From 1994 to 2008, he was Chief Financial Officer and a Member of the Executive Committee of Total SA.

Michel CICUREL

Date of birth: September 5, 1947

- CHAIRMAN OF MICHEL CICUREL CONSEIL
- Independent Director, Member of the Nomination and Corporate Governance Committee and the Compensation Committee

Holds 1,118 shares

Year of first appointment: 2004 – Year in which current mandate will expire: **2016**

Other mandates held in French listed companies:
Member of the Supervisory Board: Publicis.

Mandates held in French unlisted companies:
Director: Bouygues Telecom.

Biography:
After a career at the French Treasury from 1973 to 1982, Michel Cicurel was appointed project director and then Deputy Chief Executive Officer of the Compagnie Bancaire from 1983 to 1988 and Cortal from 1983 to 1989. Deputy Director of Galbani (BSN Group) from 1989 to 1991. Director and Chief Executive Officer, and subsequently Vice-Chairman and Chief Executive Officer of CERUS from 1991 to 1999. Chairman of the Management Board of La Compagnie Financière Edmond De Rothschild and of Compagnie Financière Saint-Honoré from 1999 to June 2012. Michel Cicurel is Chairman of Michel Cicurel Conseil.

Yann DELABRIERE

Date of birth: December 19, 1950

- CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF FAURECIA
- Independent Director

Holds 1,000 shares

Year of first appointment: 2012 – Year in which current mandate will expire: **2016**

Other mandates held in French listed companies:
Chairman and Chief Executive Officer: Faurecia. Director: Cap Gemini

Biography:
A graduate of the École Normale Supérieure and the l'École Nationale d'Administration, with an advanced degree in Mathematics. He began his career at La Cour des Comptes (Court of Auditors). He became Chief Financial Officer of Coface (1982-1987) then Printemps Group (1987-1990) before becoming Chief Financial Officer of PSA Peugeot from 1990 to 2007. He was also Chairman and Chief Executive Officer of Banque PSA Finance. Member of the Board and Chairman of the Audit Committee of Cap Gemini since 2003. Mr. Delabrière has been CEO and Chairman of Faurecia since 2007.

Jean-Martin FOLZ

Date of birth: January 11, 1947

- COMPANY DIRECTOR
- Independent Director, Chairman of the Nomination and Corporate Governance Committee and the Compensation Committee

Holds 1,988 shares

Year of first appointment: 2007 – Year in which current mandate will expire: **2015**

Other mandates held in French listed companies:
Director: Alstom, AXA, Saint-Gobain, Eutelsat.

Mandates held in foreign listed companies:
Director: Solvay (Belgium).

Biography:
Served as Chairman of the PSA Peugeot Citroën group from 1997 to February 2007, after holding management, then executive management, positions with the Rhône-Poulenc group, Schneider group, Péchiney group and Eridania-Beghin-Say.

Kyra HAZOU

Date of birth: December 13, 1956

- Independent Director

Holds 1,000 shares

Year of first appointment: 2011 – Year in which current mandate will expire: **2015**

Biography:
A British and US national, Kyra Hazou was Managing Director and Group Legal Counsel for Salomon Smith Barney/Citibank from 1985 to 2000, after practising as a lawyer in both London and New York. From 2001 to 2007, she was non-executive Director, Member of the Audit Committee and the Risk Committee of the Financial Services Authority in the United Kingdom.

Jean-Bernard LEVY

Date of birth: March 18, 1955

- CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THALÈS
- Independent Director, Member of the Nomination and Corporate Governance Committee and the Compensation Committee

Holds 1,000 shares

Year of first appointment: 2009 – Year in which current mandate will expire: **2013**

Other mandates held in French listed companies:
Chairman and Chief Executive Officer: Thalès. Chairman of the Management Board: Vivendi (until June 28, 2012). Director: Vinci.

Mandates held in foreign listed companies:
Chairman of the Board of Directors: Activision Blizzard Inc USA (until June 28, 2012), Vice-Chairman of the Supervisory Board: Maroc Telecom (until June 28, 2012).

Mandates held in French unlisted companies:
Chairman of the Supervisory Board: Viroxis, Canal+ France (until June 28, 2012) Group Canal+ (until June 28, 2012). Chairman and Chief Executive Officer: SFR (until June 28, 2012 Chairman: JBL Consulting & Investment SAS.

Mandates held in foreign unlisted companies:
Chairman of the Board of Directors: GVT Brazil (until June 28, 2012).

Biography:
Graduate of the Ecole Polytechnique and Télécom Paris Tech, Chairman and Chief Executive Officer of Thalès since December 20, 2012. Chairman of the Management Board of Vivendi from 2005 to 2012. Jean-Bernard Lévy was Managing Partner responsible for Corporate Finance of Oddo et Cie from 1998 to 2002. From 1995 to 1998, he was Chairman and Chief Executive Officer of Matra Communication. From 1993 to 1994, he was Director of the Cabinet of Mr. Gérard Longuet, French Minister for Industry, the Postal Service, Telecommunications and Foreign Trade. From 1988 to 1993, he was Head of Telecommunication Satellites at Matra Marconi Space. From 1986 to 1988, Jean-Bernard Lévy was technical advisor to the Cabinet of Mr. Gérard Longuet, Deputy Minister for the Postal Service and Telecommunications, and from 1978 to 1986 he was an engineer at France Télécom.

Ana Maria LLOPIS RIVAS

Date of birth: August 5, 1950

- FOUNDER, CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF IDEAS4ALL
- Independent Director

Holds 1,000 shares

Year of first appointment: 2011 – Year in which current mandate will expire: **2015**

Other mandates held in foreign listed companies:
Director: British American Tobacco.

Mandates held in foreign unlisted companies:
Chairman of the Board of Directors: DIA.

Mandates held in French unlisted companies:
Director: Service Point Solutions.

Biography:
A Spanish national, Ana Maria Llopis Rivas spent 11 years working in the Spanish banking sector (Banesto and Santander Group) where she notably founded an online bank and broker; Executive Chairman of Razona, a financial consulting firm, she was then appointed Executive Vice President of Financial and Insurance Markets for the consultancy Indra, as well as non-executive Director and Member of the Audit Committee of Reckitt-Benckiser, and then member of the Supervisory Board of ABN AMRO. She is currently Founder, Chairman and Chief Executive Officer of Ideas4all, Director and Chairman of the Appointments and Remuneration Committee of Service Point Solutions, and Director and member of the Nominations, Remuneration and Corporate Social Responsibility Committees of British American Tobacco.

Elisabeth LULIN

Date of birth: May 8, 1966

- FOUNDER AND CHIEF EXECUTIVE OFFICER OF PARADIGMES ET CAETERA
- Independent Director, Member of the Audit, Internal Control and Risk Committee

Holds 1,394 shares

Year of first appointment: 2003 – Year in which current mandate will expire: **2013**

Other mandates held in French listed companies:
Director: Bongrain Group, Safran Group.

Biography:
After a career at the Ministry of Finance (1991-1996) as adviser to Edouard Balladur and subsequently as technical adviser to Alain Juppé (1994-1995), Elisabeth Lulin was appointed Head of the External Communication unit at INSEE (1996-1998). CEO of Paradigmes & Caetera, a company specialised in public policy benchmarking and forecasting, since 1998. Chairman of the Board of Directors of École Nationale Supérieure de Création Industrielle since 2012.

Thierry MARTEL

Date of birth: October 25, 1963

- CHIEF EXECUTIVE OFFICER OF GROUPAMA

Holds 1,000 shares

Year of first appointment: 2012 – Year in which current mandate will expire: **2016**

Mandates held in unlisted companies:
Chief Executive Officer: Groupama, Groupama Holding, Groupama Holding 2, Fédération Nationale Groupama. Vice-Chairman of the Board of Directors: La Banque Postale IARD, Groupama Banque (until February 9, 2012). Chairman of the Board of Directors: Amaline Assurances (until March 21, 2012). Executive Manager: SGPS.

Biography:
A graduate of the École Polytechnique, IEP Paris and Institut des Actuaires Français. He has spent his entire career in insurance. Former insurance auditor at the Ministry of Economics and Finance (1987-1990), he joined Groupama in 1990, where he held various positions before becoming CEO in 2011.

Gianemilio OSCULATI

Date of birth: May 19, 1947

- COMPANY DIRECTOR
- Independent Director, Member of the Audit, Internal Control and Risk Committee

Holds 6,526 shares

Year of first appointment: 2006 – Year in which current mandate will expire: **2014**

Other mandates held in foreign listed companies:
Director: Italmobiliare SpA.

Mandates held in foreign unlisted companies:
Chairman: Osculati & Partners SpA (until November 2012), Eurizon Capital SpA, Intesa Sanpaolo Assicura, Valore SpA (until November 2012). Deputy Director: Intesa Sanpaolo Previdenza SpA, Intesa Sanpaolo Vita SpA. Director: Ariston Thermo SpA, Intesa Sanpaolo Life Ltd., Gas Plus SpA, Miroglio SpA, Italmobiliare SpA.

Biography:
An Italian national, Gianemilio Osculati was CEO, Managing Director and Chairman at McKinsey Italy, where he specialised in the banking and financial sector. He was Chief Executive Officer of Banca d'America e d'Italia, a subsidiary of Deutsche Bank Group, for six years.

Nathalie RACHOU

Date of birth: April 7, 1957

- FOUNDER AND CHIEF EXECUTIVE OFFICER OF TOPIARY FINANCE LTD.
- Independent Director, Member of the Audit, Internal Control and Risk Committee

Holds 1,035 shares

Year of first appointment: 2008 – Year in which current mandate will expire: **2016**

Other Mandates held in French listed companies:
Director: Véolia Environnement, Altran

Mandates held in French unlisted companies:
Director: Liautaud et Cie.

Biography:
A French national and HEC graduate. From 1978 to 1999, Nathalie Rachou held a number of positions at Banque Indosuez and Crédit Agricole Indosuez: foreign exchange dealer, Head of Asset/Liability Management, founder then CEO of Carr Futures International Paris (brokerage subsidiary of Banque Indosuez trading on the Paris Futures Exchange), Corporate Secretary of Banque Indosuez and Global Head of Foreign Exchange and Currency Options at Crédit Agricole Indosuez. In 1999, she founded Topiary Finance Ltd., an asset management company based in London. She has also been a Foreign Trade Advisor for France since 2001.

France HOUSSAYE

Date of birth: July 27, 1967

- MASS AFFLUENT MARKET MANAGER
- Director elected by employees

Year of first appointment: 2009 – Year in which current mandate will expire: **2015**

Biography:
Societe Generale employee since 1989.

Béatrice LEPAGNOL

Date of birth: October 11, 1970

- PRIVATE CLIENT ADVISOR AT THE EAUZE BRANCH
- Director elected by employees

Year of first appointment: 2012 – Year in which current mandate will expire: **2015**

Biography:
Societe Generale employee since 1990.

Non-voting director

Kenji MATSUO

Date of birth: June 22, 1949

- CHAIRMAN OF MEIJI YASUDA LIFE INSURANCE

Year of first appointment: 2006 – Year in which current mandate will expire: **2014**

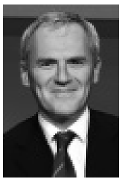
Biography:
A Japanese national, Kenji Matsuo joined Meiji Life in 1973 and was appointed Chairman of Meiji Yasuda Life in 2005.

Director profiles

DIRECTOR	Main sector of activity: Banking, Finance	Other activities	International	Brief description
Frédéric OUDEA	x		x	SG Group since 1995: Corporate and Investment Banking until 2001 – Group CFO from 2003 to 2008. Chairman and Chief Executive Officer since 2009.
Anthony WYAND	x		x	Since 1971 – Insurance (Commercial Union-CGU-Aviva) – Executive Director from 2000 to 2003
Robert CASTAIGNE		x	x	TOTAL SA: CFO and member of the Executive Committee from 1994 to 2008
Michel CICUREL	x		x	Banking experience since 1983 – Chairman of the Management Board of La Compagnie Financière Edmond de Rothschild and of Compagnie Financière Saint-Honoré from 1999 to 2012. Chairman of Michel Cicurel Conseil.
Yann DELABRIERE	x		x	Chief Financial Officer of Coface from 1982 to 1987, Printemps Group from 1987 to 1990 and PSA Peugeot from 1990 to 2007. Chairman and CEO of Faurecia since 2007.
Jean-Martin FOLZ		x	x	Chairman of the automotive group PSA Peugeot Citroën from 1997 to 2007
Kyra HAZOU	x		x	From 1985 to 2000: Managing Director and Group Legal Counsel for Salomon Smith Barney/Citibank. From 2001 to 2007: Non-executive Director, Member of the Audit Committee and the Risk Committee of the Financial Services Authority in the United Kingdom.
Jean-Bernard LEVY		x	x	Vivendi from 2002 to 2012: CEO then Chairman of the Management Board of Vivendi since 2005. Chairman and Chief Executive Officer of Thalès since December 20, 2012
Ana Maria LLOPIS RIVAS	x		x	Banking experience: 11 years working in the Spanish banking sector (Banesto and Santander Group) where she founded an online bank and broker. Since 2007, Founder, Chairman and Chief Executive Officer of Ideas4all. Member of the Supervisory Board of ABN Amro and Director of British American Tobacco
Elisabeth LULIN		x		Auditor in the Audit Department of the French Ministry of Finance from 1991 to 1996 – Founder of a public policy benchmarking consultancy in 1998.
Thierry MARTEL	x		x	Former insurance auditor at the Ministry of Economics and Finance from 1987 to 1990. Groupama since 1990: Chief Executive Officer since 2011
Gianemilio OSCULATI	x		x	Banking experience: CEO of Banca d'America e d'Italia from 1987 to 1993 and Strategy Advisor (McKinsey).
Nathalie RACHOU	x		x	Banking experience from 1978 to 1999 (Banque Indosuez) – Founder of an asset management company in 1999. Director: Véolia Environnement, Altran
France HOUSSAYE	x			Since 1989 – SG employee
Béatrice LEPAGNOL	x			Since 1990 – SG employee

Director whose mandate expires in 2013 and whose renewal is submitted for the General Meeting's approval

Jean-Bernard LEVY



Date of birth: March 18, 1955

- CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THALÈS
- Independent Director, Member of the Nomination and Corporate Governance Committee and the Compensation Committee

Other mandates held in French listed companies:
Chairman and Chief Executive Officer: Thalès. Chairman of the Management Board: Vivendi (until June 28, 2012). Director: Vinci.

Mandates held in foreign listed companies:
Chairman of the Board of Directors: Activision Blizzard Inc USA (until June 28, 2012), Vice-Chairman of the Supervisory Board: Maroc Telecom (until June 28, 2012).

Mandates held during the past 5 years

Mandates held in French unlisted companies:
Chairman of the Supervisory Board: Viroxis, Canal+ France (until June 28, 2012) Group Canal+ (until June 28, 2012). Chairman and Chief Executive Officer: SFR (until June 28, 2012 Chairman: JBL Consulting & Investment SAS.

Mandates held in foreign unlisted companies:
Chairman of the Board of Directors: GVT Brazil (until June 28, 2012).

Attendance rate at the Board during the current mandate: 100%

2012	2011	2010	2009	2008
Chairman of the Management Board: Vivendi (until June 28, 2012). *Chairman and Chief Executive Officer:* SFR (until June 28, 2012). *Chairman:* JBL Consulting & Investment SAS. *Chairman of the Board of Directors:* Activision Blizzard Inc (until June 28, 2012), GVT Brazil (until June 28, 2012). *Chairman of the Supervisory Board:* Canal+ Group (until June 28, 2012), Canal+ France (until June 28, 2012), Viroxis. *Vice-Chairman of the Supervisory Board:* Maroc Telecom (until June 28, 2012). *Director:* Vinci.	*Chairman of the Board of Directors:* Activision Blizzard Inc., GVT (Brazil), Institut Télécom. *Chairman of the Supervisory Board:* Canal+ Group, Canal+ France, Viroxis. *Vice-Chairman of the Supervisory Board:* Maroc Telecom. *Director:* Vinci, SFR.	*Chairman of the Board of Directors:* Activision Blizzard, GVT (Brazil), Institut Télécom. *Vice-Chairman of the Supervisory Board:* Canal+ Group, Maroc Télécom. *Director:* Vinci, Vivendi Games Inc., Activision Blizzard Inc., NBC Universal Inc.	*Chairman of the Board of Directors:* Activision Blizzard, GVT (Brazil). *Vice-Chairman of the Supervisory Board:* Canal+ Group, Maroc Télécom. *Director:* Vinci, Vivendi Games Inc., Activision Blizzard Inc., NBC Universal Inc.	*Chairman of the Board:* Canal+ France. *Vice-Chairman of the Supervisory Board:* Canal+ Group, Maroc Télécom. *Director:* Vinci, Vivendi Games Inc., Activision Blizzard Inc., NBC Universal Inc.

Directors whose appointment is submitted for the General Meeting's approval

Alexandra SCHAAPVELD

Date of birth : September 5, 1958

- Presented as independent Director

Other mandates held in French listed companies:
Member Supervisory Board: Vallourec S.A.

Mandates held in foreign listed companies:
Member Supervisory Board: Bumi Armada (Malaysia)

Mandates held in foreign unlisted companies:
Member Supervisory Board: Holland Casino and FMO (Netherlands)

Mandates held over the past five years:

2012	2011	2010	2009	2008
Member Supervisory Board: Vallourec (France), FMO et Holland Casino (The Netherlands), Bumi Armada (Malaysia).	*Member Supervisory Board:* Vallourec (France), Holland Casino (The Netherlands), Bumi Armada (Malaysia).	*Member Supervisory Board:* Vallourec (France), Holland Casino (The Netherlands).	*Member Supervisory Board:* Holland Casino (The Netherlands).	*Member Supervisory Board:* Holland Casino (The Netherlands).

Biography:
Dutch nationality, graduated in Politics, Philosophy and Economics from Oxford University and obtained a Master's degree in Development Economics from Erasmus University. Mrs Schaapveld began her career in the ABN AMRO Group in the Netherlands, where she held various posts in the Investment Banking division from 1984 to 2007, including being in charge of the bank's major corporate clients. In 2008, Mrs Schaapveld was appointed Head of Western Europe at the Royal Bank of Scotland. She is currently a member of the supervisory boards of FMO and Holland Casino (Netherlands), Bumi Armada (Malaysia) and Vallourec (France). She has no professional activity besides the exercise of these non-executive mandates

PARENT COMPANY FINANCIAL STATEMENT (EXTRACT)

Five-year financial summary of Societe Generale

	2012	2011	2010	2009	2008
Financial position at year-end					
Capital stock *(in millions of euros)*[1]	975	970	933	925	726
Number of outstanding shares[2]	780,273,227	776,079,991	746,421,631	739,806,265	580,727,244
Results of operations *(in millions of euros)*					
Gross banking and other income[3]	27,982	31,197	26,714	29,577*	36,238
Earnings before tax, depreciation, amortization, provisions, employee profit sharing and general reserve for banking risks	1,210	4,980	4,057	5,693	(836)
Employee profit sharing	9	31	15	22	45
Income tax	(257)	(205)	817	(554)	(1,956)
Net income	1,283	1,019	1,362	922	(2,964)
Total dividends paid	351[4]	-	1,306	185	697
Earnings per share *(in euros)*					
Earnings after tax but before depreciation, amortisation and provisions	1.87	6.64	4.32	8.41	1.85
Net income	1.64	1.31	1.82	1.25	(5.10)
Dividend paid per share	0.45[4]	-	1.75	0.25	1.20
Personnel					
Average headcount	46,114	47,540	46,316	46,181	45,698
Total payroll *(in millions of euros)*	3,862	3,298	3,340	3,109	2,813
Employee benefits (Social Security and other) *(in millions of euros)*	1,404	1,349	1,443	1,394	1,212

** Amount adjusted in regard to financial statements published on December 31, 2009.*

(1) In 2012, Societe Generale proceeded to the following increases of capital, representing a total of EUR 5.2 million, with a issuing premium of EUR 75.2 million:

- *EUR 5.2 million for the capital increase reserved for the employees, with EUR 75.2 million issuing premium*
- *EUR 0.002 million resulting from stock options granted by the Board of Directors, that were exercised by employees with EUR 0.041 million of issuing premiums.*

(2) At December 31, 2012, Societe Generale's common stock comprised 780,273,227 shares with a nominal value of EUR 1.25 per share.

(3) Gross banking and other income are made up of interest income, dividend income, fee income, income from financial transactions and other operating income.

(4) Subject to approval at the General Meeting.

Summary balance sheet of Societe Generale

ASSETS

(In billions of euros at December 31)	December 31, 2012	December 31, 2011	Change
Interbank and money market assets	147	142	5
Customer loans	267	272	(5)
Securities	377	344	33
of which securities purchased under resale agreements	*132*	*112*	*20*
Other assets	206	236	(30)
of which option premiums	*100*	*117*	*(17)*
Tangible and intangible fixed assets	2	2	(0)
Total assets	**999**	**994**	**5**

LIABILITIES AND SHAREHOLDERS' EQUITY

(In billions of euros at December 31)	December 31, 2012	December 31, 2011	Change
Interbank and money liabilities (1)	257	240	17
Customer deposits	318	320	(2)
Bonds and subordinated debt (2)	22	24	(2)
Securities	172	156	16
of which securities sold under repurchase agreements	*115*	*110*	*5*
Other liabilities and provisions	200	225	(25)
of which option premiums	*105*	*120*	*(15)*
Equity	30	29	1
Total liabilities and shareholders' equity	**999**	**994**	**5**

(1) Including negotiable debt instruments.
(2) Including undated subordinated capital notes.

Societe Generale's balance sheet total increased very slightly year-on-year to EUR 999 billion.

Amid a difficult economic environment (the euro zone having fallen back into recession where the equity markets remained for most of the year), Societe Generale successfully followed through its transformation, significantly improving its financial stability both in terms of capital and liquidity.

In 2012, the ECB continued its policy of standing in for the frozen interbank lending market by providing banks with liquidity.

The unconventional interventions of the ECB, particularly through LTROs, as well as measures undertaken by Societe Generale to downsize its balance sheet (selling portfolios, lowering the Corporate and Investment Banking core business's exposure to market risks) contributed to a liquidity surplus which was then largely reinvested in the ECB and the Fed. This effect resulted in a EUR 6 billion increase in interbank and money market assets on the balance sheet, which breaks down into a EUR 21 billion increase in Central Bank assets and a EUR 14 billion decrease in amounts due from banks.

Amid a deteriorated macroeconomic climate in France, outstanding loans were slightly lower, primarily on account of a EUR 3 billion decrease in outstanding long- and medium-term equipment loans to local authorities and resident companies. Despite a slowdown in demand at the end of the year, mortgage loans increased 0.4%, in step with the market.

In 2012, the markets were characterised by successive wait-and-see periods and investors' renewed appetite for risk. The rebound in risky assets was owed to the decisions by central banks to ease their monetary policies by keeping long interest rates low, and to the confidence-boosting turnaround in activity in the United States and Asia. Outstanding equity trading assets increased by EUR 28.8 billion to the detriment of the bond market, down EUR 8.4 billion. There was nevertheless a strong move back towards French treasury bonds (OATs), up EUR 8.3 billion. The increase in securities transactions was offset by other assets, with the valuation of derivatives down EUR 15.6 billion, a decrease in volatility and volumes of equity derivative positions which resulted in a EUR 10 billion reduction in premiums on equity and index options.

Amid rife competition for savings inflows, outstanding balance sheet deposits increased by EUR 17.2 billion, chiefly in the French Networks. Deposit growth was driven by term deposit inflows under the successful "CAT Tréso +" offer for businesses which increased by EUR 6.1 billion. Regulated saving schemes also rose sharply, driven in part by the increase in the Livret A and LDD sustainable development passbook savings accounts in Q4 2012 by EUR 4.4 billion. This increase in outstandings was offset by a EUR 18.8 billion decrease in financial customer deposits.

Societe Generale boasts a diversified range of funding sources and channels:

- stable resources consisting of equity and subordinated debt (EUR 52 billion);
- customer deposits, which make up a significant share (32%) of total balance sheet resources;
- capital raised on the market through a proactive diversification policy making use of various types of debt (secured and unsecured bonds, etc.), issuance vehicles (EMTNs, Certificates of Deposit), currencies and investor pools (EUR 117 billion);
- resources in the form of interbank transactions (EUR 140 billion) and securities sold under repurchase agreements (EUR 115 billion).

By diversifying its sources of funding, Societe Generale was able to finance the rollover of its debt maturing in 2012 and fund the requirements of its commercial operations. Societe Generale intends to maintain this policy in order to further the well-balanced development of its balance sheet.

Summary income statement of Societe Generale

	2012						2011		
		12/11		*12/11*		*12/11*			
(In millions of euros at December 31)	France	*(%)*	International	*(%)*	Societe Generale	*(%)*	France	International	Societe Generale
Net banking income	**8,498**	***(10)***	**2,754**	***19***	**11,252**	***(5)***	**9,468**	**2,315**	**11,783**
Operating expenses	(6,264)	*(7)*	(1,523)	*(4)*	(7,788)	*(6)*	(6,704)	(1,584)	(8,288)
Gross operating income	**2,234**	***(19)***	**1,231**	***68***	**3,464**	***(1)***	**2,764**	**731**	**3,495**
Cost of risk	(1,336)	*86*	(253)	*498*	(1,589)	*108*	(723)	(42)	(765)
Operating income	**897**	***(56)***	**978**	***42***	**1,875**	***(31)***	**(2,041)**	**689**	**2,730**
Net income from long-term investments	(682)	*(59)*	(177)	*N/A*	(859)	*(55)*	(1,651)	(265)	(1,916)
Operating income before tax	**215**	***(45)***	**801**	***89***	**1,016**	***25***	**390**	**424**	**814**
Income tax	468	*12*	(211)	*(1)*	257	*25*	418	(213)	205
Net allocation to regulatory provisions	10	*N/A*	-	*N/A*	10	*N/A*	-	-	-
Net income	**693**	***(14)***	**590**	***180***	**1,283**	***26***	**808**	**211**	**1,019**

In 2012, Societe Generale generated gross operating income of EUR 3.5 billion, largely in line with that of 2011.

- 2012 was characterised by a number of non-recurring events:
  - the completion of the deleveraging programme for the Corporate and Investment Banking businesses (more than EUR 8 billion of the credit portfolio sold in 2012 for a EUR 268 million discount after tax);
  - the transfer to a subsidiary of a loan granted to Généfinance containing an index clause, generating a profit of EUR 362 million after tax;
  - an additional provision of EUR 300 million to take into account the developments in a number legal risks, including in particular ongoing judicial investigations and proceedings with the US and European authorities, as well as the recent ruling from the French *Conseil d'Etat* on the précompte (equalisation tax – for which Societe Generale's exposure stands ay EUR 1.5 billion before exercising any potential recourse);
  - the sale of the Greek subsidiary Geniki generated a loss of EUR 121 million after tax.

- Net banking income was down slightly at EUR 11.3 billion vs. 2011 (EUR 11.8 billion).
- Amid a deteriorated macroeconomic environment in France, the French Networks' commercial activity was robust in 2012, demonstrating once again the stability of the franchise. Moreover, the French Networks remained fully committed to its customers and continued to support the economy by assisting companies and individual customers with financing their projects. The French Networks' income was resilient and came from increased income linked to growing outstanding deposits, offset by an increasingly marked decline in reinvestment rates and a virtually stable loan margin.
- Following the major crisis in the euro zone in the second half of 2011, economic conditions in 2012 remained difficult. Nevertheless, Corporate and Investment Banking's income remained stable with markets gradually returning to normal in 2012, particularly in Fixed Income, Currencies and Commodities.
- Societe Generale's cost-cutting efforts brought down its operating expenses to EUR 7.8 billion at end-2012 vs. EUR 8.3 billion at end-2011. Operating expenses include the French systemic tax at EUR 138 million.
- The net cost of risk increased due to the weakness of the French economy and the creation of an additional provision for legal risks.
- The stability of the gross operating income, together with the deterioration of the net cost of risk, lowered operating income to EUR 1.9 billion at December 31, 2012.
- The improvement of net income from long-term investments is attributed to the recognition of impairment losses on equity investments in 2011, including EUR 887 million for Geniki and EUR 469 million for Généval.
- Net income after tax came out at EUR 1.3 billion at end-2012, up 26% compared to 2011.

Notes to the parent company financial statements

Note 1 (extract)

Significant accounting principles

The parent company financial statements for Societe Generale were drawn up in accordance with the provisions of regulation 91-01 of the French Banking Regulation Committee (CRB) applicable to credit establishments, and with the accounting principles generally accepted in the French banking industry. As the financial statements of foreign branches were prepared using accounting principles generally accepted in their respective countries, they were subsequently adjusted to comply with the accounting principles applicable in France. The presentation of the financial statements complies with regulation 2000-03 of the French Accounting Regulation Committee (CRC) on parent company financial statements for enterprises governed by the French Banking and Financial Regulation Committee (CRBF), amended by CRC regulation 2005-04 dated November 3, 2005.

Account comparability

In 2011, a line of securities, recorded in short-term investment securities, was fully impaired by mistake. Consequently, net income for 2011 was reduced by EUR 386 million. In early 2012, this line of securities was sold and the impairment reversed, thus increasing net income for 2012 by EUR 386 million.

Accounting policies and valuation methods

In accordance with the accounting principles applicable to French banks, the majority of transactions are recorded using valuation methods that take into account the purpose for which they were made.

In financial intermediation transactions, assets and liabilities are generally carried at historical cost and depreciation are recognised where counterparty risk arises. Revenues and expenses arising from these transactions are recorded over the life of the transaction in accordance with the time period concept. Transactions on forward financial instruments carried out for hedging purposes or to manage the bank's overall interest rate risk are accounted for using the same principles.

Trading transactions are generally marked to market at year-end, except for loans, borrowings and short-term investment securities which are recorded at nominal value (see below). When instruments are traded on illiquid markets, the market value used is reduced for reasons of prudence. Moreover, a reserve is recorded to cover valuations established on the basis of in-house models (Reserve Policy), which is determined according to the complexity of the model used and the life of the financial instrument.

GROUP ACTIVITY AND RESULTS

The financial information presented for the financial year ended December 31, 2012 and comparative information in respect of the 2011 financial year have been prepared in accordance with IFRS as adopted in the European Union and applicable at that date. The consolidated financial statements are audited by the Statutory Auditors.

* *Information followed by an asterisk indicates "when adjusted for changes in Group structure and at constant exchange rates"*

2012 marked the achievement of key milestones in the transformation process under way since 2010:

- completion of Corporate and Investment Banking's deleveraging programme (disposal of EUR 16 billion of loan portfolio assets since end-June 2011) and continuation of the legacy asset disposal programme (disposal of EUR 19 billion of legacy assets over the last 18 months).
- business refocusing and business asset portfolio optimisation, marked mainly by the sale of the Greek subsidiary, Geniki, in International Retail Banking, and TCW in Private Banking, Global Investment Management and Services, the agreement to sell the Egyptian subsidiary, NSGB, as well as by the trend in the Group's risk-weighted assets, which fell in 2012. The asset disposal programme has thus already achieved the lower end of its target range and considerably reduced balance sheet risks.
- very satisfactory improvement in the financing structure, with an improved loan/deposit ratio, high medium/long-term debt issuance volumes and extended maturities.
- implementation of efficiency measures, which resulted in a decline in operating expenses vs. 2011.

Coupled with the solid business results, these initiatives helped boost the Group's Core Tier 1 ratio(1) to 10.7% at year-end, an increase of +165 basis points in one year.

Analysis of the consolidated income statement

Although exposed to a sharply slowing environment, Retail Banking posted generally satisfactory revenues. Accordingly, the French Networks enjoyed stable net banking income. Revenues were also stable* in International Retail Banking but concealed a more mixed situation: revenues were solid in the Czech Republic, Russia, Mediterranean Basin and Sub-Saharan Africa, whereas other countries in Eastern Europe experienced reduced activity due to a deteriorated economic environment. Lastly, Specialised Financial Services and Insurance revenues grew, especially in the Insurance activity.

Corporate and Investment Banking, whose revenues were stable vs. 2011 despite the disposal of loan portfolios and legacy assets under way for 18 months, benefited from the gradual normalisation of the markets in 2012, particularly in Fixed Income, Currencies & Commodities activities. In an environment that remained sluggish throughout the year – low rates, reduced brokerage volumes – Private Banking, Global Investment Management and Services maintained its revenues at the same level as the previous year.

The Group's cost-cutting efforts resulted in a significant decline in operating expenses. These were sharply lower, down -4.1%* vs. 2011 (and -2.2% excluding restructuring costs recorded in 2011).

The commercial cost of risk, measured in basis points(2) amounted to 75 basis points for 2012, vs. 67 basis points in 2011, reflecting the deterioration in the macroeconomic environment in Europe.

The 2012 results include EUR -2,594 million of non-economic items, the impact of the Group's transformation (asset disposals and reduction in the loan portfolio at SG CIB), the restructuring of Greek sovereign debt, and Corporate and Investment Banking's legacy asset portfolio(3).

When corrected for these items, Group net income totaled EUR 3,368 million in 2012.

(1) Calculated according to EBA Basel 2.5 standards (Basel 2 standards incorporating CRD3 requirements).
(2) Annualised, excluding litigation issues, legacy and Greek sovereign assets, in respect of assets at the beginning of the period.
(3) Impact on Group net income of non-economic items: EUR -859m in 2012, including EUR -822 million for the revaluation of own financial liabilities; non-recurring items: EUR -1,319m in 2012; legacy assets: EUR -416m in 2012. Details in methodology n°7, p. 60.

(In millions of euros)	2011	2012	Change	
Net banking income	25,636	23,110	-9.9%	-10.3%*
Operating expenses	(17,036)	(16,438)	+3.5%	+4.1%*
Gross operating income	**8,600**	**6,672**	**-22.4%**	**-22.4%***
Net cost of risk	(4,330)	(3,935)	-9.1%	+5.6%*
Operating income	**4,270**	**2,737**	**-35.9%**	**-42.0%***
Net income from other assets	12	(507)	NM	
Net income from companies accounted for by the equity method	94	154	-63.8%	
Impairment losses on goodwill	(265)	(842)	NM	
Income tax	(1,323)	(334)	-74.8%	
Net income before non-controlling interests	2,788	1,208	-56.7%	
O.w non-controlling interests	*403*	*434*	*+7.7%*	
Group net income	**2,385**	**774**	**-67.5%**	**-68.8%***
Cost/income ratio	66.5%	71.1%		
Average allocated capital	39,483	42,074	+6.6%	
ROE after tax	**6.0%**	**1.1%**		
ROTE after tax	**7.5%**	**1.4%**		
Tier 1 Ratio	**10.7%**	**12.5%**		

* *When adjusted for changes in Group structure and at constant exchange rates.*

Net banking income

The Group's net banking income totalled EUR 23,110 million in 2012.

If non-economic or non-recurring items and legacy assets are stripped out, underlying revenues amounted to EUR 24,963 million, stable (-0.3%) vs. the previous year.

- The **French Networks** posted revenues of EUR 8,161 million in 2012. They were stable excluding the PEL/CEL vs. 2011 in a sharply slowing economic environment, underpinned by interest margins that held up well;
- At EUR 4,943 million in 2012, **International Retail Banking's** net banking income was stable (-0.1%*) vs. 2011. Lacklustre economic activity in Eastern Europe was offset by increased activity in the Czech Republic, Russia, Mediterranean Basin and Sub-Saharan Africa;
- **Corporate and Investment Banking's** core activities posted 2012 revenues in line (-2.0%*) with the figures for 2011 at EUR 6,457 million. They were driven by the recovery in 2012 of Fixed Income, Currencies & Commodities activities, which partially offset loan portfolio disposal costs (EUR -489 million in 2012).

Corporate and Investment Banking's legacy assets made a negative contribution of EUR -268 million to the division's revenues in 2012 vs. EUR -476 million in 2011.

Corporate and Investment Banking 's revenues totalled EUR 6,189 million in 2012.

- **Specialised Financial Services and Insurance's** revenues totalled EUR 3,489 million in 2012 (+1.4%* vs. 2011), underpinned by growth in the Insurance activity (+12.5%* vs. 2011 at EUR 684 million). Specialised Financial Services generally maintained its revenues, at EUR 2,805 million in 2012 (-1.0%*), despite considerable resource constraints.
- **Private Banking, Global Investment Management and Services'** net banking income was -2.8%* lower than in 2011 at EUR 2,160 million. This performance was achieved in a generally unfavourable environment for the business due to persistently low rates and reduced brokerage activity.

The accounting impact on net banking income of the revaluation of the Group's own financial liabilities was EUR -1,255 million in 2012, reflecting tightening financing spreads in the banking sector during the year. In 2011, the revaluation of the Group's own financial liabilities boosted book net banking income by EUR +1,177 million due to the widening of these spreads. At the same time, the valuation of the bank's loan portfolio hedges caused net banking income to fall by EUR -56 million in 2012.

Operating expenses

At EUR -16,438 million in 2012, operating expenses were down -4.1%* (-2.2% when restated for total restructuring provisions recorded at end-2011).

There were significant efforts to control operating expenses in Corporate and Investment Banking (-8.7%[1]), Private Banking, Global Investment Management and Services (-3.4%[1]), Specialised Financial Services and Insurance (-1.0%[1]) and the French Networks (-0.4%[1]).

When restated for legacy assets, non-economic and non-recurring items, the cost to income ratio was -1.3 points lower than in 2011, at 65.6% for 2012.

Operating income

The Group's gross operating income came to EUR 6,672 million for 2012. This was substantially lower than in 2011 (-22.4%*) due to the accounting effect of the revaluation of the Group's own financial liabilities. Gross operating income came to EUR 7,927 million, excluding the effect of the revaluation of the Group's own financial liabilities, up 6.8% vs. 2011.

The Group's net cost of risk amounted to EUR -3,935 million for 2012, vs. EUR -4,330 million in 2011.

The Group's commercial cost of risk (expressed as a fraction of outstanding loans) amounted to 75[2] basis points in 2012 vs. 67[2] basis points in 2011.

- **The French Networks'** cost of risk was higher at 50 basis points (41 basis points in 2011) reflecting the deteriorating economic environment, notably for Corporates where the Group posted an increase in provisions in respect of medium-sized companies in the industrial sector.
- At 183 basis points (vs. 177 basis points in 2011), **International Retail Banking's** cost of risk was slightly higher. However, the trend was mixed according to region.
- The cost of risk of **Corporate and Investment Banking's** core activities was contained at 31 basis points (vs. 11 basis points in 2011) and remained at a low level. Legacy assets' net cost of risk amounted to EUR -262 million in 2012 (considerably lower than the EUR -425 million in 2011).
- **Specialised Financial Services'** cost of risk fell to 125 basis points (vs. 149 basis points in 2011), reflecting the notable improvement in Consumer Finance.

The Group also booked a EUR -300 million provision for litigation issues in 2012.

The Group's NPL coverage ratio was 77% at end-2012 (76% at end-2011).

The decline in the net cost of risk (EUR -3,935 million in 2012 vs. EUR -4,330 million in 2011) can be attributed principally to a base effect related to provisions booked in respect of Greek sovereign risk in 2011.

The Group's operating income totalled EUR 2,737 million for 2012, substantially lower than in 2011. The decline was primarily due to the impact of the revaluation of the Group's own financial liabilities.

Operating income came to EUR 3,992 million, excluding the effect of the revaluation of the Group's own financial liabilities, vs. EUR 3,093 million in 2011, an increase of more than 29%.

(1) Change excluding restructuring costs recorded in 2011 and systemic tax allocated to the businesses in 2012.
(2) Annualised, excluding litigation issues, legacy and Greek sovereign assets, in respect of assets at the beginning of the period.

Group net income

After taking into account tax (the Group's effective tax rate was 15.0% in 2012 vs. 30.9% in 2011) and non-controlling interests, Group net income totalled EUR 774 million for 2012, vs. EUR 2,385 million in 2011.

When corrected for non-economic items (EUR -859 million[1]), non-recurring items (EUR -1,319 million[2]) and the impact on the accounts of Corporate and Investment Banking's legacy asset portfolio (EUR -416 million), Group net income amounted to EUR 3,368 million in 2012, vs. EUR 3,515 million in 2011.

In 2012, the Group's underlying ROE stood at 7.3%[3] and the underlying ROTE came to 8.9%[3].

Earnings per share amounts to EUR 0.64 for 2012, after deducting interest payable to holders of deeply subordinated notes and undated subordinated notes[4].

ACTIVITY AND RESULTS OF THE CORE BUSINESSES

The financial statements of each core business are drawn up in accordance with those of the Group in order to:

- determine the results of each core business as if it were a stand-alone entity;
- present a true and fair view of each business's results and profitability over the period.

The core businesses reflect the Group's management method, through its key businesses:

- **the French Networks** which include the domestic networks Societe Generale, Crédit du Nord and Boursorama;
- **International Retail Banking** which covers retail banking activities abroad;
- **Corporate and Investment Banking**, consisting of:
  - "**Global Markets**" which encompasses all market activities, i.e. "Equities" and "Fixed Income, Currencies & Commodities",
  - "**Financing & Advisory**" which covers all strategy, capital raising and structured financing advisory services,
  - "**Legacy assets**" which manages financial assets that have become illiquid in the wake of the financial crisis;
- **Specialised Financial Services and Insurance** which comprises the subsidiaries providing financing to businesses (equipment finance, operational vehicle leasing and fleet management) and individuals (consumer finance), as well as the life and non-life insurance activities;
- **Private Banking, Global Investment Management and Services** comprise Private Banking activities, Asset Management operations performed through TCW and Amundi, Securities Services (securities and employee savings business) and the Group's brokerage arm, operated by Newedge. TCW was disposed of in February 2013.

These operating divisions are supplemented by the **Corporate Centre** which acts as the Group's central funding department vis-à-vis the divisions. As such, it recognises the cost of carry of equity investments in subsidiaries and related dividend payments, as well as income and expenses stemming from the Group's ALM and income from the Group's management of its assets (management of its industrial and bank equity portfolio and of its real estate assets). Income and expenses that do not relate directly to the activity of the core businesses are also allocated to the Corporate Centre.

This means that the debt revaluation differences linked to own credit risk and the revaluation differences of the credit derivative instruments hedging the loans and receivables portfolios are allocated to this division. In 2011 and 2012, the Corporate Centre also reflects the cost of risk booked with respect to the Group's Greek sovereign exposure.

The principles used to determine the income and profitability of each core business are outlined below.

(1) Revaluation of the Group's own financial liabilities amounting to EUR -822 million and book income in respect of the Group's loan portfolio hedges amounting to EUR -37 million in 2012.

(2) Cost of Corporate and Investment Banking asset disposals (EUR -338 million), goodwill write-down (EUR -842 million), Greek sovereign risk (EUR -16 million), net gains/losses on business assets sold or available-for-sale assets (EUR -18 million), debt buybacks (EUR +195 million) and a provision for litigation issues (EUR -300 million).

(3) Group ROE after tax was 1.1% and ROTE was 1.4%.

(4) The interest, net of tax effect, payable to holders of deeply subordinated notes and undated subordinated notes at end-December 2012 amounts to respectively EUR 266 million and EUR 27 million. At end-December 2012, the capital gain net of tax and accrued unpaid interest relating to buybacks of deeply subordinated notes amounted to EUR 2 million.

Capital allocation

Since January 1, 2012, the general principle adopted by the Group is to allocate normative capital to the core businesses corresponding to 9% of Basel 2 average risk-weighted assets (vs. 7% previously) and supplemented by the consumption of Tier 1 capital[(1)] chargeable to each core business, after taking into account non-controlling interests and the adjustment of capital consumption related to the insurance activities.

This capital allocation rule therefore applies to the Group's 5 core businesses (French Networks; International Retail Banking; Corporate and Investment Banking; Specialised Financial Services and Insurance; Private Banking, Global Investment Management and Services) and allows an evaluation of capital consumption by activity as well as their level of profitability on an autonomous and uniform basis, independently of local regulatory constraints.

Net banking income

Net banking income (NBI) for each core business includes:

- revenues generated by its activity;
- the yield on normative capital allocated to the core businesses, which is defined on an annual basis by reference to an estimated rate of return on Group capital during the financial year. On the other hand, the yield on the core businesses' book capital is reassigned to the Corporate Centre.

Moreover, capital losses and gains generated by the core businesses on the disposal of shares in non-consolidated entities, and income from the management of the Group's industrial and bank equity portfolios, are booked under NBI, as these securities are classified as available-for-sale financial assets.

Operating expenses

Each core business' operating expenses include its direct expenses, its management overheads and a share of the head-office expenses, which are in principle almost fully redistributed between the core businesses. The Corporate Centre only books costs relating to its activity, along with certain technical adjustments.

Cost of risk

The cost of risk is charged to each core business so as to reflect the cost of risk inherent in their activity during each financial year.

Impairment losses concerning the whole Group are booked by the Corporate Centre.

Societe Generale's cost of risk is expressed in basis points. It is calculated by dividing the net allocation to provisions for commercial risks by average outstanding loans as at the end of the four quarters preceding the closing date.

Net income from other assets

Net income from other assets essentially comprises capital losses and gains on the disposal of shares in consolidated entities and of operating fixed assets.

(1) Initial securitisation losses, non-consolidated bank shareholdings > 10%, EL – portfolio-based provisions, EL on Equity portfolio, etc.

Impairment losses on goodwill

Impairment losses on goodwill are booked by the core business to which the corresponding activity is attached.

Income tax

The Group's tax position is managed centrally, with a view to optimising the consolidated expense.

Income tax is charged to each core business on the basis of a normative tax rate which takes into account the local tax rate of the countries in which it conducts its activities and the nature of its revenues.

SUMMARY OF RESULTS AND PROFITABILITY BY CORE BUSINESS

Results by core business

(In millions of euros)	French Networks		International Retail Banking		Corporate & Investment Banking		Specialised Financial Services & Insurance		Private Banking, Global Investment Management and Services		Corporate Centre		Group	
	2011	**2012**	**2011**	**2012**	**2011**	**2012**	**2011**	**2012**	**2011**	**2012**	**2011**	**2012**	**2011**	**2012**
Net banking income	8,165	8,161	5,017	4,943	5,980	6,189	3,443	3,489	2,169	2,160	862	(1,832)	25,636	23,110
Operating expenses	(5,248)	(5,264)	(2,988)	(3,077)	(4,748)	(4,189)	(1,846)	(1,844)	(1,967)	(1,905)	(239)	(159)	(17,036)	(16,438)
Gross operating income	**2,917**	**2,897**	**2,029**	**1,866**	**1,232**	**2,000**	**1,597**	**1,645**	**202**	**255**	**623**	**(1,991)**	**8,600**	**6,672**
Net cost of risk	(745)	(931)	(1,284)	(1,348)	(563)	(630)	(829)	(687)	(13)	(10)	(896)	(329)	(4,330)	(3,935)
Operating income	**2,172**	**1,966**	**745**	**518**	**669**	**1,370**	**768**	**958**	**189**	**245**	**(273)**	**(2,320)**	**4,270**	**2,737**
Net income from other assets	1	(3)	0	(4)	76	10	(5)	(12)	(6)	11	(54)	(509)	12	(507)
Net income from companies accounted for by the equity method	10	11	13	8	0	0	(33)	15	98	115	6	5	94	154
Impairment losses on goodwill	0	0	0	(250)	0	0	(200)	0	(65)	(580)	0	(12)	(265)	(842)
Income tax	(739)	(669)	(161)	(112)	(97)	(313)	(219)	(271)	(43)	(77)	(64)	1,108	(1,323)	(334)
Net income before non-controlling interests	1,444	1,305	597	160	648	1,067	311	690	173	(286)	(385)	(1,728)	2,788	1,208
O/w non-controlling interests	*16*	*14*	*272*	*211*	*13*	*14*	*14*	*16*	*2*	*7*	*86*	*172*	*403*	*434*
Group net income	**1,428**	**1,291**	**325**	**(51)**	**635**	**1,053**	**297**	**674**	**171**	**(293)**	**(471)**	**(1,900)**	**2,385**	**774**
Cost/income ratio	64.3%	64.5%	59.6%	(62.2%)	79.4%	67.7%	53.6%	52.9%	90.7%	88.2%	NM	NM	66.5%	71.1%
Average allocated capital (1)	8,267	8,514	5,061	5,220	11,640	11,334	5,198	5,169	1,710	1,860	7,606*	9,979*	39,483	42,074

** Calculated as the difference between total Group capital and capital allocated to the core businesses.*

(1) As from January 1, 2012, the allocation of capital to the different businesses is based on 9% of risk-weighted assets at the beginning of the period, vs. 7% previously. The published historical data related to allocated capital have been adjusted accordingly.

We have called this General Meeting today to submit 9 resolutions for your approval. The purpose of each resolution is set forth hereafter.

Report of the Board of Directors on the resolutions presented to the General Meeting

I - 2012 financial statements and dividend (resolutions 1 to 4)

The **first and second resolutions** relate to the approval of the parent company financial statements for 2012, the allocation of the net income and the fixation of dividend. The parent company recorded a net income of EUR 1,283,228,890.59 in 2012. A detailed presentation of the parent company financial statements is set forth in the Registration Document.

The dividend per share is set at EUR 0.45. It will be traded ex-dividend as of May 29, 2013 and will be paid as from June 24, 2013. Individuals residing in France will be entitled to a 40% tax rebate for French source dividends.

The **third resolution** seeks your approval of the payment of dividends in new shares, with a discount of 10%. The issuing price will be equivalent to 90% of the amount resulting from the calculation of the average opening quoted price during the twenty trading sessions preceding the decision to pay the dividend, minus the net dividend amount and rounded up to the next Euro cent. The shareholder might, up to him, choose to receive the immediately higher number of shares by paying the difference in cash, or to receive the immediately lower number of shares plus a balancing cash adjustment. If the option is not exercised, the dividend shall be paid in cash.

This option which Societe Generale already proposed to its shareholders from 2008 to 2011 will allow the consolidation of the bank’s equity.

The Board informs you that the dividends paid in new shares are exempted from the 3% tax payable by the Company and set up in 2012.

The **fourth resolution** seeks your approval of the consolidated financial statements. Consolidated Group net income for 2012 amounted to EUR 773,975,287. Comments on the consolidated financial statements are also included in the Registration Document.

II - Related party agreement (resolution 5)

The **fifth resolution** seeks your approval of the Statutory Auditors’ special report on the related party agreements previously approved which continued without any execution on 2012, namely:

- the non competition clause in favour of Mr. Frédéric Oudéa approved by your General Meeting held in 2012;
- the supplementary pension scheme in favour of Mr. Bernardo Sanchez Incera and Mr. Jean-François Sammarcelli approved by your general meeting held in 2010;
- the supplementary pension scheme in favour of Mr. Séverin Cabannes approved by your general meeting held in 2009.

Any new commitment or new agreement was concluded in 2012.

The Statutory Auditors’ special report on related party agreements is included in the Registration Document and in the Notice of Meeting.

III - Board of Directors – Appointment and Renewal of Directors (resolutions 6 to 7)

In the **sixth resolution**, the Board of Directors, upon proposal of the Nomination and Corporate Governance Committee, proposes to renew Mr. Jean-Bernard Levy’s mandate for a further four-year term as Director.

Mr. Jean-Bernard Levy, 58 years old, began his career as an engineer at France Telecom, from 1978 to 1986, before being appointed technical advisor to the Cabinet of Mr. Gérard Longuet, Deputy Minister for the Postal Service and Telecommunications. Head of telecommunication satellites at Matra Marconi Space from 1988 to 1993, then Mr. Levy was Director of the Cabinet of Mr. Gérard Longuet, French Minister for Industry, the Postal Service, Telecommunications and Foreign Trade from 1993 to 1994. Chief Executive Officer of Matra Communication from 1995 to 1998, he joins Oddo et Cie as Chief Executive Officer then as Managing Partner from 1998 to 2002. He joined Vivendi in August 2002 as Chief Executive Officer before being Chairman of the Executive Board from 2005 to 2012. Since December 20, 2012, Mr. Levy is the Chief Executive Officer of Thalès.

He is an independent Director of Societe Generale since 2009, and member of the Nominations and Corporate Governance Committee and of the Remunerations Committee since May 22, 2012.

More details are set forth in the Registration Document.

In the **seventh resolution**, the Board of Directors, upon proposal of the Nomination and Corporate Governance Committee, proposes to appoint Mrs. Alexandra Schaapveld as Director for a four-year term.

Mrs. Alexandra Schaapveld, 54 years old, Dutch citizen, began her career at ABN AMRO Group in Netherlands in various roles in the investment banking from 1984 to 2007. In particular, she was head of global clients before becoming in 2008 Head for Western Europe GBM at the Royal Bank of Scotland Group.

Today, Mrs. Schaapveld is a member of Supervisory Boards of FMO and Holland Casino (Netherlands), Bumi Armada (Malaysia) and Vallourec (France). She has no professional activity besides her non-executive mandates.

More details are set forth in the Notice of Meeting.

These proposals are in line with the aims of the Board of Directors regarding its composition and notably:

- a better balance between women and men;
- a well-balanced and diversified mix of competencies and experience in finance and market activities areas;
- continuity and gradual renewal;
- International experience;
- Exercise of executive responsibilities in major corporate groups.

If such resolutions were to be adopted, the Board of Directors would be composed of fifteen members including two employee representatives, elected by the employees in March 2012 for three years, and ten independent Directors. It would be composed of six women, i.e. 40% of its members, if, in compliance with the January 27, 2011 law on the balanced representation of women and men in Boards, are only taken into account the Directors directly appointed by the Shareholders Meetings.

IV - Authorization to buy back Societe Generale's shares (resolution 8)

The **eighth resolution** seeks to renew the authorisation of the Company to buy back its own shares which was granted to the Board of Directors by the General Shareholders Meeting dated May 22, 2012 (resolution 13).

This resolution limits the number of shares the Company may buy back to 5% of the Company share capital at the date of the meeting, and maintain up to a limit of 10% the total number of its own shares that the Company may hold after these purchases.

On February 12, 2013, the Company directly or indirectly held 26,267,843 of its own shares, i.e 3.37% of the total number of shares composing the share capital: **17,280,827** of which being shares held by the Company as treasury stock (the liquidity contract being included in this amount) and **8,987,016** being shares controlled by the Company.

This authorisation will serve exactly the same purposes as those of the previous authorisations granted in the past years.

These buy backs could be used in order:

- to grant, cover and implement, stock option plans, free share plans, employees savings plans, or any other form of allocation to employees and executive officers of the Group;
- to provide shares upon the exercise of securities with an equity component,
- to hold and subsequently use the shares in exchange or as payment for Group's acquisitions,
- to continue the liquidity contract,
- by virtue of the 22th resolution of the General Shareholders Meeting held on May 22, 2012, to buy back shares and then to cancel them in order to compensate dilution resulting from issues of shares resulting from the exercise of stock options or granting of free shares, or from capital increases reserved for the employees.

The shares may be bought, sold or transferred by any means and at any time, on one or more occasions, except in the period of a public offering, in accordance with the limits and methods set forth by the laws and regulations.

The transactions referred to above may be carried out through over-the-counter or block purchases and sales or in the form of options or derivatives.

The maximum purchase price of the shares will be set at EUR 75 per share, i.e. around 1.32 times the net asset value per share as at December 31, 2012.

This authorisation would be granted for an eighteen-month period.

The Board of Directors shall ensure that these transactions shall be carried out in compliance with the prudential requirements as set forth in the Prudential Supervisory Authority's Regulation.

A detailed report on the 2012 share buyback program is set forth in the Registration Document. An electronic version of the description of the share buyback program submitted to your vote will be available on the Company's website prior to the General Meeting.

V - Powers to carry out formalities (resolution 9)

The **ninth-third resolution** is a standard resolution that grants general powers to the Board to carry out all necessary formalities.

Statutory auditors' report on the annual financial statements

This is a free translation into English of the statutory auditors' report on the financial statements issued in French and it is provided solely for the convenience of English-speaking users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes explanatory paragraphs discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures.

This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to the shareholders.

This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.

Societe Generale – Year ended December 31, 2012

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2012, on:

- the audit of the accompanying financial statements of Societe Generale;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been approved by the board of directors. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2012 and of the results of its operations for the year then ended in accordance with French accounting principles.

Without qualifying our opinion, we draw your attention to Note 1 – Account comparability to the financial statements, which presents the impact on the income statement of an error in a previous fiscal year.

II. Justification of our assessments

In accordance with the requirements of article L. 823-9 of the French commercial code (Code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:

- For the purpose of preparing the financial statements, your company records depreciation and provisions to cover the credit risks inherent to its activities and performs significant accounting estimates, as described in note 1 to the financial statements, related in particular to the valuation of investments in subsidiaries and of its securities portfolio, to the assessment of the deferred tax assets, as well as the assessment of pension plans and other post-employment benefits. We have reviewed and tested the processes implemented by management, the underlying assumptions and the valuation parameters, and we have assessed whether these accounting estimates are based on documented procedures consistent with the accounting policies disclosed in note 1 to the financial statements.
- As detailed in note 1 to the financial statements, your company uses internal models to measure financial instruments that are not listed on active markets. Our procedures consisted in reviewing the control procedures for the models used, assessing the underlying data and assumptions as well as their observability, and verifying that the risks generally expected from the markets were taken into account in the valuations.

These assessments were made as part of our audit of the financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific verifications and information

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the board of directors and in the documents addressed to the shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of article L. 225-102-1 of the French Commercial Code (Code de commerce) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

Paris-La Défense and Neuilly-sur-Seine, March 4, 2013

The Statutory Auditors
French original signed by

ERNST & YOUNG et Autres
Isabelle Santenac

DELOITTE & ASSOCIES
Jean-Marc Mickeler

Statutory auditors' report on the consolidated financial statements

This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in French and it is provided solely for the convenience of English-speaking users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures.

This report also includes information relating to the specific verification of information given in the group's management report.

This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.

Societe Generale – Year ended December 31, 2012

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2012, on:

- the audit of the accompanying consolidated financial statements of Societe Generale;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the board of directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques and other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2012 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

II. Justification of our assessments

In accordance with the requirements of article L. 823-9 of the French commercial code (Code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:

- For the purpose of preparing the consolidated financial statements, your company records depreciation to cover the credit risks inherent to its activities and performs significant accounting estimates, as described in note 1 to the consolidated financial statements, related in particular to the valuation of goodwill and the assessment of the deferred tax assets, as well as of the pension plans and other postemployment benefits. We have reviewed and tested the processes implemented by management, the underlying assumptions and the valuation parameters, and we have assessed whether these accounting estimates are based on documented procedures consistent with the accounting policies disclosed in note 1 to the consolidated financial statements.
- Your company provides in note 3 to the consolidated financial statements its indirect exposures to the US residential real estate market, and in note 25 its exposures to certain eurozone countries, as well as the processes implemented and the procedures used for measuring or assessing them. We have reviewed the control procedures implemented to measure such exposures, to assess the credit risk and related depreciation and the appropriateness of the related disclosures included in the aforementioned notes.
- As detailed in note 1 to the consolidated financial statements, your company uses internal models to measure financial instruments that are not listed on active markets. Our procedures consisted in reviewing the control procedures for the models used, assessing the underlying data and assumptions as well as their observability, and verifying that the risks generally expected from the markets were taken into account in the valuations.

- As stated in notes 3 and 6 to the consolidated financial statements, your company assessed the impact of changes in its own credit risk with respect to the valuation of certain financial liabilities measured at fair value through profit or loss. We have verified the appropriateness of the data used for this purpose.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific verification

As required by law, we have also verified in accordance with professional standards applicable in France the information presented in the group's management report. We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Paris-La Défense and Neuilly-sur-Seine, March 4, 2013

The Statutory Auditors

French original signed by

ERNST & YOUNG et Autres	DELOITTE & ASSOCIES
Isabelle Santenac	Jean-Marc Mickeler

Statutory auditors' special report on related party agreements and commitments

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Société Générale – General Meeting of Shareholders to approve the financial statements for the year ended December 31, 2012

To the Shareholders,

In our capacity as statutory auditors of your company, we hereby report on certain related party agreements and commitments.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements and commitments indicated to us, or that we may have identified in the performance of our engagement. We are not required to comment as to whether they are beneficial or appropriate or to ascertain the existence of any such agreements and commitments. It is your responsibility, in accordance with Article R. 225-31 of the French commercial code (Code de Commerce), to evaluate the benefits resulting from these agreements and commitments prior to their approval.

In addition, we are required, where applicable, to inform you in accordance with Article R. 225-31 of the French commercial code (Code de Commerce) concerning the implementation, during the year, of the agreements and commitments already approved by the General Meeting of Shareholders.

We performed those procedures which we considered necessary to comply with professional guidance issued by the national auditing body (Compagnie Nationale des Commissaires aux Comptes) relating to this type of engagement. These procedures consisted in verifying that the information provided to us is consistent with the documentation from which it has been extracted.

Agreements and commitments submitted for approval by the General Meeting of Shareholders

Agreements and commitments authorised during the year

We hereby inform you that we have not been advised of any agreements or commitments authorized in the course of the year to be submitted to the General Meeting of Shareholders for approval in accordance with article L. 225-38 of the French commercial code (Code de Commerce).

Agreements and commitments already approved by the General Meeting of Shareholders

Agreements and commitments approved in prior years which were not implemented during the year

In addition, we have been advised that the following agreements and commitments which were approved by the General Meeting of Shareholders in prior years were not implemented during the year.

1. With Mr. Frédéric Oudéa

Nature and purpose

Non-compete clause for Mr. Frederic Oudea.

Conditions

The non-compete clause for Mr. Frederic Oudea, had been authorized by your board of directors on May 24, 2011 and approved by the General Meeting of Shareholders on May 22, 2012.

Under the condition that he will not be employed for an eighteen-month period following the termination of his terms of office, in a listed bank or insurance Company in or outside France, or in a non-listed bank in France, Mr. Frederic Oudea will be entitled, during the same period, to a compensation to be paid on a monthly basis, equal to his basic salary. Parties will however have a right to waive such clause.

2. With Messrs. Bernardo Sanchez Incera and Séverin Cabannes

Nature and purpose

Supplementary pension plan for Messrs. Bernardo Sanchez Incera and Séverin Cabannes

Conditions

Under the terms of this plan, Messrs. Bernardo Sanchez Incera and Séverin Cabannes retain the benefits of the supplementary pension allocation plan for senior managers which applied to them as employees prior to their initial appointment as Deputy Chief Executive Officers. This supplementary plan was introduced in 1991. It provides its beneficiaries, upon the liquidation of their French Social Security pension, with a total pension equal to the product of the followings:

- The average, over the last ten years of the career, of the proportion of basic salaries exceeding “Tranche B” of the AGIRC pension increased by a variable part limited to 5% of the basic fixed salary.
- The rate equal to the ratio between a number of annuities corresponding to the years of professional services within your Company and 60.

The AGIRC “Tranche C” pension vested in respect of his professional services within your Company is deducted from this total pension. The additional allocation to be paid by your Company is increased for beneficiaries who have brought up at least three children, as well as for those retiring after the legal retirement age set by French Social Security. It may not be less than a third of the full rate service value of the AGIRC “Tranche B” points vested by the manager since his appointment in the “Outside Classification” category of your company.

The rights are subject to the employee being present in the Company upon liquidation of his pension.

3. With Mr. Jean-François Sammarcelli

Nature and purpose

Supplementary pension plan for Mr. Jean-François Sammarcelli

Conditions

Under the terms of this plan, Mr. Jean-Francois Sammarcelli retains the benefits of the supplementary pension allocation plan for senior managers set up on January 1, 1986. This plan applied to him as employee prior to its initial appointment as Deputy Chief Executive Officer. This plan, closed in 1991, entitles its beneficiaries to a total amount of pension payments equal to a percentage of the base remuneration, calculated according to the number of years of service, capped at a maximum of 70% of this remuneration for a settlement at the legal retirement age set by French Social Security. The additional allocation to be paid by your Company is increased for beneficiaries who have brought up at least three children, as well as for those retiring after the legal retirement age set by French Social Security. The annuities to be taken into account through the period of their professional activities include both services provided as employee as well as Deputy Chief Executive Officers. The base remuneration is the last basic salary as employee. The cost for your company is equal to the difference between the total pension as defined above and all other retirement pensions or similar paid by French Social Security as well as any other retirement benefits in consideration of salaried activities of the beneficiaries. 60% of said pension shall be paid to any surviving spouse in the event of the death of a beneficiary.

Neuilly-sur-Seine and Paris-La Défense, March 4, 2013

The statutory auditors
French original signed by

DELOITTE & ASSOCIES	**ERNST & YOUNG et Autres**
Jean-Marc Mickeler	Isabelle Santenac

Resolutions submitted

First resolution

Approval of the parent company financial statements for the 2012 financial year

The General Meeting, ruling under conditions required for ordinary meetings as to quorum and majority, and having been informed of the Board of Directors' and Statutory Auditors' reports, approves the parent company financial statements as at December 31, 2012, as they have been presented, as well as the transactions reflected in these statements and described in the reports and notes that the net income for the 2012 financial year amounts to EUR 1,283,228,890.59.

In accordance with article 223 quarter of the French Tax Code, it approves the total amount of expenses and charges mentioned in article 39-4 of the aforementioned Code which stands at EUR 229,695 for the year under review and the tax pertaining to these expenses and charges which stands at EUR 79,092.

Second resolution

Allocation of the 2012 income; Fixation of the dividend

The General Meeting, ruling under conditions required for ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report:

1. Resolves to draw upon the net income of the 2012 financial year, of EUR 1,283,228,890.59 an amount of EUR 524,154.50 to be allocated to the legal reserve.

   After this allocation, the net available balance amounts to EUR 1,282,704,736.10. This sum, added to the retained earnings of the opening balance sheet which amounted to EUR 4,529,607,664.72, forms a distributable total of EUR 5,812,312,400.82.

2. Resolves :

   - to allocate a complementary amount of EUR 931,581,783.95 to the retained earnings;
   - to allocate to the shares, in the form of dividends, a sum of EUR 351,122,952.15. **The dividend per share with a nominal value of EUR 1.25 amounts to EUR 0.45.**

   These amounts are calculated on the basis of the number of shares composing the share capital as at December 31, 2012, i.e. 780,273,227 shares. They will be adjusted according to the number of shares entitled to the payment of the 2012 financial year dividend.

3. Resolves that the shares will be traded ex-dividend as of May 29, 2013 and dividends made payable as from June 24, 2013. The dividend shall qualify for the 40% tax credit in application of article 158-3 of the French Tax Code.

4. Notes that, after these allocations:

   - The reserves, which amounted, after the allocation of the net income of the 2011 financial year, to EUR 23,395,623,822.10, now amount to EUR 23,471,382,127.65, taking into account the premiums resulting from capital increases which took place during the 2012 financial year;
   - The retained earning, which amounted, after the allocation of the net income of the 2011 financial year, to EUR 4,529,607,664.72, now amounts to EUR 5,461,189,448.67. It might be increased of the dividend fraction corresponding to the shares that the Company might hold at the time the dividend for the financial year 2012 will be made payable.

5. Notes, in accordance with the law, that the dividend paid on each ordinary share for the three previous fiscal years was as follows :

Financial year	2009*	2010*	2011*
In Euro	0,25	1,75	0

* *Certain taxpayers are entitled to a tax credit equal to 40% of the amount of the dividend, in accordance with article 158-3 of the French Tax Code and taxed at a flat withholding rate.*

Third resolution

Option for the payment of dividend in new shares

The General Meeting, ruling under conditions required for ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report and in accordance with the article L. 232-18 of the French Commercial Code and with the article 18 of the By-laws:

1. Resolves to grant each shareholder the option to choose the payment of the whole dividend either in cash or in new shares of the Company.
2. Resolves that this option should be exercised from May 29, 2013 to June 12, 2013 included. After the last date or if the option is not exercised, the dividend shall be paid exclusively in cash.
3. Resolves that the issuing price of the new shares which will be offered as payment of dividend will be equivalent to 90% of the amount resulting from the calculation of the average opening quoted price during the twenty trading sessions preceding the decision to pay the dividend, minus the net dividend amount and rounded up to the next Euro cent. The shares issued as payment of the dividend will bear rights as from January 1, 2013.

4. Resolves that, if the amount of the dividends for which the option is exercised does not match a whole number of shares, the shareholder might, up to him, choose to receive the immediately higher number of shares by paying the difference in cash when he exercises his option, or to receive the immediately lower number of shares plus a balancing cash adjustment.
5. Grants the Board of Directors full powers, with an option to sub-delegate these powers, to carry out the payment of the dividend in new shares, to complete any acts and formalities, to record the share capital increase that will result and to amend the By-laws accordingly.

Fourth resolution

Approval of the consolidated financial statements for the 2012 financial year

The General Meeting, ruling under conditions required for the ordinary meetings as to quorum and majority, having been informed of the Board of Directors' and the Statutory Auditors' reports on the consolidated financial statements as at December 31, 2012, approves the consolidated financial statements for the financial year 2012 as they have been presented.

Fifth resolution

Related party agreements

The General Meeting, ruling under conditions required for the ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report on the related party agreements covered by articles L. 225-38 and L. 225-42-1 of the French Commercial Code, approves the aforementioned special report and acknowledges that there is no related party agreement to be approved by the General Meeting.

Sixth resolution

Renewal of Mr Jean-Bernard Levy as a Director

The General Meeting, ruling under conditions required for the ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report, decides to renew the mandate of Director of Mr Jean-Bernard Levy.

This mandate is granted for a period of 4 years and will expire following the General Meeting to be held in 2017 in order to approve financial statements of the preceding fiscal year.

Seventh resolution

Appointment of Mrs. Alexandra Schaapveld as a Director

The General Meeting, ruling under conditions required for ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report, decides to appoint Mrs. Alexandra Schaapveld as a Director.

This mandate is granted for a period of 4 years and will expire following the General Meeting to be held in 2017 in order to approve financial statements of the preceding fiscal year.

Eighth resolution

Authorization to buy and sell Société Générale shares, up to a maximum of 5% of the company share capital

The General Meeting, ruling under conditions required for the ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report and in accordance with the articles L. 225-209 and following of the French Commercial Code, the General Regulation of the French Securities Regulator (*Autorité des Marchés Financiers*), the European Commission Regulation No. 2273/2003 of December 22, 2003 and the Banking Regulation Committee regulation No. 90-02:

1. Authorizes the Board of Directors to purchase own ordinary shares of the company up to a limit of 5% of its share capital at the time of the purchase. The total number of shares held by the company following these purchases may not exceed 10% of the share capital.
2. Resolves that the Board of Directors may purchase the company's shares at its own discretion for the following purposes:
   - 2.1. to cancel the purchased shares, in accordance with the authorization of the General Meeting held in May 22, 2012, in its 22nd resolution, only to compensate the dilution resulting from the issuing of new shares due to the implementation of stock-option plans, free share plans or share capital increase in favour of employees;
   - 2.2. to grant, cover and honour stock options plans, free share plans, employees share savings plans or any form of allocation to employees and Chief Executive Officers of the company or affiliated companies under the conditions provided by applicable legal provisions;
   - 2.3. to provide shares upon the exercise of rights over securities with an equity component;
   - 2.4. to hold and subsequently use the shares in exchange or as payment for Group's acquisitions;
   - 2.5. to grant a mandate to an investment services provider for the purchase or sale of Company shares as part of a liquidity contract that meets the terms of the compliance charter recognized by the French Securities Regulator (*Autorité des Marchés Financiers*).
3. Resolves that the buying, selling or transfer of these shares may be carried out by any means and at any time, and on one or more occasions, except the event of

a public offer, in compliance with the limits and methods set forth by the laws and regulations in force. If necessary, the shares may be bought, sold, or otherwise transferred over-the-counter, in blocks, in the form of options or derivatives.

4. Sets the maximum buying price at EUR 75 per share. Based on the share capital as at February 12, 2013, a maximum theoretical total of 39,013,661 shares could be bought, for a maximum theoretical amount of EUR 2,926,024,575.

5. Resolves that this authorization shall be valid for 18 months as from the date of this General Meeting, and shall cancel and supersede for the unexpired time period and as from the date of its implementation by the Board of Directors, the authorization given by the Ordinary Shareholders' Meeting dated May 22, 2012 in its 13th resolution.

6. Grants the Board of Directors, with an option to sub-delegate, all necessary powers to carry out the aforementioned transactions, complete any act and formality, make the required adjustments following transactions that might be made on share capital and, more generally, take all necessary measures for the implementation of this authorization

Ninth resolution

Delegation of Authority

All powers are granted to holders of a copy or extract of the minutes of this General Meeting to carry out any formality and make any publication related to the aforementioned resolutions.

Assessment of the Board of Director's use of the financial authorisations

Type of authorisation	Purpose of authorisation granted to the Board of Directors	Period of validity	Limit	Use in 2012	Use in 2013 (up to March 14)
Share buybacks	Authorisation to buy Societe Generale shares	**Granted by:** AGM of May 24, 2011, under its 11th resolution **For a period of:** 18 months **Start date:** May 25, 2011 **Early termination:** May 23, 2012	10% of capital at the date of the purchase	Excluding the liquidity contract: none. On May 23, 2012, 4,000,000 shares were recorded in the liquidity contract account.	NA
		Granted by: AGM of May 22, 2012, under its 13th resolution **For a period of:** 18 months **Start date:** May 23, 2012 **Expiry date:** November 23, 2013	5% of capital at the date of the purchase	Excluding the liquidity contract: none. On December 31, 2012, 335,000 shares were recorded in the liquidity contract account (see details on p. xx of the 2013 Registration Document)	Excluding the liquidity Contract: none On March 14, 2013, 0 shares were recorded in the liquidity contract account.
Capital increase through the issue of ordinary shares	Authorisation to increase share capital with pre-emptive subscription rights through the issue of ordinary shares or securities convertible into shares	**Granted by:** AGM of May 25, 2010, under its 16th resolution **For a period of:** 26 months **Early termination:** May 22, 2012	Nominal EUR 460 million for shares, *i.e. 49.7% of capital on the date the authorisation was granted* Nominal EUR 6 billion for securities convertible into shares *Note: these limits are included in those set under resolutions 17 to 22 of the AGM of May 25, 2010*	None	NA
		Granted by: AGM of May 22, 2012, under its 14th resolution **For a period of:** 26 months **Expiry date:** July 22, 2014	Nominal EUR 485 million for shares, *i.e. 49.99% of capital on the date the authorisation was granted* Nominal EUR 6 billion for securities convertible into shares *Note: these limits are included in those set under resolutions 15 to 17 and 19 to 20 of the AGM of May 22, 2012*	None	None
	Authorisation to increase share capital through the incorporation of reserves, retained earnings, or additional paid-in capital	**Granted by:** AGM of May 25, 2010, under its 16th resolution **For a period of:** 26 months **Early termination:** May 22, 2012	Nominal EUR 550 million, *i.e. 59.4% of capital on the date the authorisation was granted*	None	NA

Assessment of the Board of Director's use of the financial authorisations

Type of authorisation	Purpose of authorisation granted to the Board of Directors	Period of validity	Limit	Use in 2012	Use in 2013 (up to March 14)
		Granted by: AGM of May 22, 2012, under its 14th resolution **For a period of:** 26 months **Expiry date:** July 22, 2014	Nominal EUR 550 million, *i.e. 56.6% of capital on the date the authorisation was granted*	None	None
	Authorisation to increase share capital with no pre-emptive subscription rights through the issue of ordinary shares or securities convertible into shares	**Granted by:** AGM of May 25, 2010, under its 17th resolution **For a period of:** 26 months **Early termination:** May 22, 2012	Nominal EUR 138 million for shares, *i.e. 14.9% of capital on the date the authorisation was granted* Nominal EUR 6 billion for securities convertible into shares *Note: these limits are included in those of resolution 16, and include those set in resolutions 18 and 19 of the AGM of May 25, 2010*	None	NA
		Granted by: AGM of May 22, 2012, under its 15th resolution **For a period of:** 26 months **Expiry date:** July 22, 2014	Nominal EUR 145 million for shares, *i.e. 14.95% of capital on the date the authorisation was granted* Nominal EUR 6 billion for securities convertible into shares *Note: these limits are included in those of resolution 14, and include those set in resolutions 16 and 17 of the AGM of May 22, 2012*	None	None
	Option to oversubscribe in the event of surplus demand for capital increases with or without pre-emptive subscription rights approved by the Board	**Granted by:** AGM of May 25, 2010, under its 18th resolution **For a period of:** 26 months **Early termination:** May 22, 2012	15% of the initial issue *Note: such operations are carried out at the same prices as the initial issue and within the same limits as those set out in resolutions 16 and 17 of the AGM of May 25, 2010*	None	NA
		AGM of May 22, 2012, under its 16th resolution **For a period of:** 26 months **Expiry date:** July 22, 2014	15% of the initial issue *Note: such operations are carried out at the same prices as the initial issue and within the same limits as those set out in resolutions 14 and 15 of the AGM of May 22, 2012*	None	None
	Authorisation to increase capital in order to pay for share contributions	**Granted by:** AGM of May 25, 2010, under its 19th resolution **For a period of:** 26 months **Early termination:** May 22, 2012	10% of capital *Note: this limit is included in those set under resolutions 16 and 17 of the AGM of May 25, 2010*	None	NA

Assessment of the Board of Director's use of the financial authorisations

Type of authorisation	Purpose of authorisation granted to the Board of Directors	Period of validity	Limit	Use in 2012	Use in 2013 (up to March 14)
		Granted by: AGM of May 22, 2012, under its 17th resolution **For a period of:** 26 months **Expiry date:** July 22, 2014	10% of capital *Note: this limit is included in those set under resolutions 14 and 15 of the AGM of May 22, 2012*	None	None
Issue of securities	Issue of securities giving access to debt securities without giving rise to an increase of the share capital	**Granted by:** AGM of May 22, 2012, under its 18th resolution **For a period of:** 26 months **Expiry date:** July 22, 2014	Nominal EUR 2 billion	None	None
Transactions for employees	Authorisation to increase capital through the issue of ordinary shares or securities convertible into shares reserved for employees subscribing to a Societe Generale Company or Group Savings Plan	**Granted by:** AGM of May 25, 2010, under its 20th resolution **For a period of:** 26 months **Early termination:** May 22, 2012	3% of capital on the date the authorisation was granted *Note: this limit is included in the limit set under resolution 16 of the AGM of May 25, 2010*	4,191,357 shares issued, i.e. 0.54% of capital on the date of the operation	NA
		Granted by: AGM of May 22, 2012, under its 19th resolution **For a period of:** 26 months **Expiry date:** July 22, 2014	3% of capital on the date the authorisation was granted *Note: this limit is included in the limit set under resolution 14 of the AGM of May 22, 2012*	None	Transaction of which the principle was decided by the Board on Feb. 12, 2013
	Authorisation to grant share subscription or purchase options to employees and Chief Executive Officers of the Company	**Granted by:** AGM of May 25, 2010, under its 21st resolution **For a period of:** 26 months **Early termination:** May 22, 2012	4% of capital on the date the authorisation was granted *Note: this limit includes the allocation of free shares and is included in the limit set under resolution 16 of the AGM of May 25, 2010* 0.20% of capital for Chief Executive Officers *Note: this limit is included in the 4% limit set under resolution 21 of the AGM of May 25, 2010*	None	NA
	Authorisation to grant free existing or new shares to employees and Chief Executive Officers	**Granted by:** AGM of May 25, 2010, under its 22nd resolution **For a period of:** 26 months **Early termination :** May 22, 2012	4% of capital at the date on which the authorisation was granted. *Note: this limit is included in the limit set under resolution 21 and the limit provided for under resolution 16 of the AGM of May 25, 2010* 0.20% of capital for Chief Executive Officers *Note: this limit is included in the 4% limit set under resolution 22 of the AGM of May 25, 2010*	3,100,000 shares allocated, i.e. 0.40% of capital on the date of allocation	NA

Assessment of the Board of Director's use of the financial authorisations

Type of authorisation	Purpose of authorisation granted to the Board of Directors	Period of validity	Limit	Use in 2012	Use in 2013 (up to March 14)
		Granted by: AGM of May 22, 2012, under its 20th resolution **For a period of:** 26 months **Expiry date:** July 22, 2014	2% of capital at the date on which the authorisation was granted. *Note: this limit is included in the limit set under resolution 14 of the AGM of May 22, 2012* 0.10% of capital for Chief Executive Officers *Note: this limit is included in the 2% limit set under resolution 20 of the AGM of May 22, 2012*	None	1,900,000 shares allocated, i.e. 0.24% of capital on the date of allocation
Cancellation of shares	Authorisation to cancel shares as part of a share buyback programme	**Granted by:** AGM of May 25, 2010, under its 23rd resolution **For a period of:** 26 months **Early termination :** May 22, 2012	10% of the total number of shares per 24-month period	None	NA
		Granted by: AGM of May 22, 2012, under its 22nd resolution **For a period of:** 26 months **Expiry date:** July 22, 2014	5% of the total number of shares per 24-month period	None	None

Supplementary report of the Board of Directors on the 2012 share capital increase reserved for employees and former employees of Societe Generale group

Dear Sir, Dear Madam, Dear Shareholder,

In accordance with the provisions of Article R. 225-116 of the French Commercial Code, we hereby inform you of the use of the delegation of powers granted to the Board of Directors during the Extraordinary General Meeting held on May 25th, 2010, in the 20th resolution, which aimed at carrying out a share capital increase reserved for employees.

I - Decision to carry out a share capital increase

On February 15th, 2012, the Board of Directors decided:

- to carry out a share capital increase through the issue of shares to be subscribed in cash, and reserved for employees and former employees eligible to the Société Générale Company Savings Plan, Société Générale Group Savings Plan, Crédit du Nord and its subsidiaries Company Savings Plan, and to the International Group Savings Plan;
- that the subscribed shares, entitled to dividends as from January 1st, 2012, should be fully paid up at the time of subscription;
- to delegate to the Chairman and Chief Executive Officer the power to set the subscription period and the subscription price.

On April 2nd, 2012, the Chairman and Chief Executive Officer, pursuant to the sub-delegation granted by the Board of Directors, set the subscription period from Monday April 23rd, 2012 until Monday May 7th, 2012 inclusive, and the subscription price.

The information document and its amendment were released in accordance with the provisions of Article 221-3 of the General Regulation of the French Securities Regulator (Autorité des Marchés Financiers) (respectively on April 2nd, 2012 and May 2nd, 2012).

II - Amount of the share capital increase

In its decision dated February 15, 2012, partially modified on May 2nd, 2012, the Board of Directors set the definitive maximum amount of the share capital increase at EUR 20,546,575 (16,437,260 shares with a nominal value of EUR 1.25).

The share capital increase shall be completed for the amount of the subscribed shares only.

On February 15th, 2012, the Board of Directors decided that this share capital increase would be composed of three tranches:

- The first tranche would be reserved for the beneficiaries of Société Générale Company Savings Plan and of the Group Savings Plan (to which adhere the companies of Société Générale Group whose headquarters are located either (i) in France or (ii) in French overseas counties (Départements d'Outre-Mer)). This tranche would be subscribed to through the intermediary of a Company mutual fund.
- The second tranche would be reserved for the beneficiaries of Credit du Nord and its subsidiaries Company Savings Plans, subscribing through a Company mutual fund.
- The third tranche would be reserved for the beneficiaries of the International Group Savings Plan (to which adhere (i) the companies of Société Générale Group whose headquarters are located either outside France or in the Collectivités d'Outre-Mer and (ii) the Group branches and representative offices established either outside France or in the Collectivités d'Outre-Mer) who subscribe directly to the share capital increase.

III - Subscription price

Within the limits set by the provisions of Article L. 3332.19 of the French Labour Code and by the resolutions of the Joint General Meeting dated May 25, 2010, the Board of Directors decided on February 15th, 2012, that:

- the reference price for the subscription of Société Générale shares may not exceed the average of the closing price of Société Générale shares on Euronext Paris SA during the twenty (20) trading sessions preceding the date of the Chairman and Chief Executive Officer's decision setting the opening date of the subscription period;
- the subscription price would be equal to the reference price with a discount of 20% (rounded up to the next Euro cent).

On April 2nd, 2012, the Chairman and Chief Executive Officer, pursuant to the sub-delegation granted by the Board of Directors, set the subscription price.

Considering the average market price of Société Générale shares during the 20 trading sessions prior to April 2nd, 2012, i.e. EUR 23.981, the subscription price of the three tranches, rounded up to the next Euro cent, was set at EUR 19.19, i.e. the reference price less the 20% discount.

IV - Impact of the share capital increase

A – Impact of the share capital increase on the shareholders' situation

The maximal impact of the issue on the capital stake of a shareholder holding 1% of Société Générale share capital prior to the issue (the calculation being made on the basis of the total number of shares composing the share capital on April 2nd, 2012) is:

	Shareholder stake as a %
Before the issue of new shares	1.00%
After the issue of 16,437,260 new shares, if all shares were to be subscribed for	0.98%

The impact of the issue on the consolidated net assets of the group per share (the calculation being made on the consolidated net assets of the group and the number of shares composing the share capital on December 31st, 2011) is:

	Net assets per share in EUR
Before the issue of 16,437,260 new shares	60.65 EUR
After the issue of 16,437,260 new shares if all the shares were to be subscribed for	59.79 EUR

B – Theoretical impact on the current market price

The theoretical impact of the issue based on the average of the twenty trading sessions preceding the Chairman and Chief Executive Officer's decision dated April 2nd, 2012 is:

	Impact on the market price in EUR
Before the issue of 16,437,260 new shares	23.98 EUR
After the issue of 16,437,260 new shares if all the shares were to be subscribed for	23.88 EUR

Paris, May 2nd, 2012

Statutory auditors' supplementary report on the share capital increase with cancellation of preferential subscription rights reserved for employees who are members of the Company or Group's saving plan

Decision of the Board of Directors of May 2, 2012

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in compliance with article R.225-16 of the French Commercial Code (Code de Commerce), we hereby issue a supplementary report to our special report dated March 26, 2010 on the issue of shares or securities with cancellation of preferential subscription rights, reserved for employees who are members of the Company or Group's saving plan, authorized by the Extraordinary General Meeting held on May 25th, 2010.

This share capital increase has been submitted to your approval in accordance with articles L. 225-129-6 of the French Commercial Code (Code de Commerce) and L. 3332-18 *and seq*. of the French Labour Code (Code du travail)

The Extraordinary General Meeting, held on May 25th, 2010, delegated to your Board of Directors the authority to decide to proceed with such an operation for a period of twenty-six months and a maximum amount of 3% of the share capital of your Company as at the date of this Extraordinary General Meeting.

Using this delegation of authority on February 15th, 2012, your Board of Directors decided to proceed with a share capital increase reserved to the eligible employees members of the company's saving plan and the Crédit du Nord's and its subsidiaries' saving plan, of Société Générale Group's saving plan and of Société Générale International Group's saving plan. The Board of Directors decided to sub-delegate to the Chief Executive Officer the power to set the subscription period and the subscription price. On April 2nd, 2012, the Chief Executive Officer consequently set the subscription period from Monday April 23rd, 2012, to Monday May 7th, 2012 inclusive, as well as the subscription price at EUR 19.19 per share. The Board of Directors' Meeting held on May 2nd, 2012, modifying and partially replacing the decision dated February 15, 2012, decided to proceed with a share capital increase of a maximum amount of EUR 20,546,575 (16,437,260 shares with a nominal value of EUR 1.25).

It is the responsibility of your Board of Directors to prepare a supplementary report in accordance with articles R. 225-115 and R. 225-116 of the French Commercial Code (Code de Commerce). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information related to the issue of shares provided in this report.

We have performed those procedures we considered necessary to comply with professional guidance issued by the French National Auditing Body (Compagnie Nationale des Commissaires aux Comptes) as part of this mission. These procedures consisted in verifying:

- the fairness of the financial information taken from the annual and consolidated accounts, approved by the Board of Directors. We performed an audit of these accounts in accordance with professional standards applicable in France;
- the compliance with the terms of the operation as authorized by the Shareholders' Meeting;
- the information provided in the Board of Director's supplementary report on the choice of constituent elements used to determine the issue price and its final amount.

We have no matters to report as to:

- the fairness of the financial information taken from the accounts and included in the Board of Directors' supplementary report, it being noted that the annual accounts have not yet been approved by the shareholders' Meeting;
- the compliance with the terms of the operation as authorized by the Shareholders' Meeting on May 25th, 2010, and the information provided to the shareholders;
- the choice of constituent elements used to determine the issue price and its final amount;
- the presentation of the effect of the issue on the financial position of the shareholders as assessed in relation to shareholders' equity and on the market value of the share;
- the cancellation of preferential subscription rights you have voted.

Paris-La Défense and Neuilly-sur-Seine, May 3rd, 2012

The Statutory Auditors

French original signed by

ERNST & YOUNG Audit	**DELOITTE & ASSOCIES**
Philippe Peuch-Lestrade	Jean-Marc Mickeler

DOCUMENT TO BE COMPLETED AND RETURNED:

- if you hold registered shares, to:
  Societe Generale – Service des Assemblées – CS 30812 – 44308 Nantes cedex 3 (France)
- if you hold bearer shares: to the intermediary that manages your securities account.

SOCIETE GENERALE

REQUEST FOR DOCUMENTS AND INFORMATION

Under article R. 225-88 of the French Commercial Code*

I undersigned

Surname: First name:

Address:

Postal Code: Town:

County:

Owner of Societe Generale shares

Under Article R. 225-88, paragraph 1 and 2, of the French Commercial Code, request documents and information as provided concerning Ordinary Meeting to be held on **Wednesday May 22, 2013.**

Signed at on

Signature

(*)Under Article R. 225-88, paragraph 3, of the French Commercial Code, upon simple request, holders of registered shares may, obtain documents and information from the Company at each subsequent General Meeting. Shareholders who wish to benefit from this option should stipulate their wish on the present request from.

Societe Generale. SA French corporation – Capital stock: EUR 976,447,673.75
552 120 222 R.C.S. Paris
Head office: 29, boulevard Haussmann – 75009 Paris.