

SOCIETE GENERALE  
A French Public Limited Company (*société anonyme*) with share capital of  
EUR 1,007,625,077.50  
Registered office: 29, boulevard Haussmann – 75009 PARIS  
Paris Trade and Companies Register No. 552 120 222

*Free translation - In the event of discrepancies between the French and the English version, the French version shall prevail.*

### **Notice of an Ordinary General Meeting**

Mrs. and Messrs. the shareholders and unit holders of the FCPE “Société Générale Actionnariat” fund are hereby informed that they are convened to the Ordinary General Meeting to be held on 19 May 2015 at 4:00 p.m. at Paris Expo, Espace Grande Arche, la Grande Arche, 92044 Paris-La Défense, in order to deliberate on the following agenda:

#### ***Agenda***

1. Approval of the consolidated financial statements for the 2014 financial year.
2. Approval of the annual financial statements for the 2014 financial year.
3. Allocation of the 2014 income; setting of the dividend.
4. Approval of the related party agreements.
5. Advisory opinion on remuneration due or awarded to the Chairman and Chief Executive Officer, Mr Frédéric Oudéa, for the 2014 financial year.
6. Advisory opinion on remuneration due or awarded to Deputy Chief Executive Officers for the 2014 financial year.
7. Advisory opinion on remuneration paid in 2014 to regulated persons pursuant to article L. 511-71 of the French Monetary and Financial Code.
8. Renewal of Mr Frédéric Oudéa as a Director.
9. Renewal of Mrs Kyra Hazou as a Director.
10. Renewal of Mrs Ana Maria Llopis Rivas as a Director.
11. Appointment of Mrs Barbara Dalibard as a Director.
12. Appointment of Mr Gérard Mestrallet as a Director.
13. Authorisation granted to the Board of Directors in order to buy and sell Societe Generale ordinary shares within the limit of 5% of the share capital.
14. Delegation of authority.

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### **1. Participation in the General Meeting**

Any shareholder or unit holder of the FCPE “Société Générale Actionnariat” fund (hereafter the “FCPE”), regardless of how many shares or units he or she holds, has the right to attend the General Meeting.

#### **1.1 Preliminary formalities to accomplish in order to take part in the General Meeting**

In accordance with the provisions of article R. 225-85 of the French Commercial Code, the shareholders or unit holders must be able to justify their status with the registration in an account 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, two business days before the General Meeting, i.e. on 15 May 2015, at midnight, Paris local time (hereafter, “D-2”).

**For the registered shareholders and FCPE unit holders**, this registration in an account by D-2 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 authorised intermediaries who hold the bearer accounts (hereafter, “the bearer accounts”), who shall confirm their client’s shareholder status directly to the centralising bank of the General Meeting either by sending the unique voting form by post or by proxy or card admission (hereafter, “the unique form”) or by using the voting website.

## **1.2 How to participate in the General Meeting**

Shareholders or FCPE unit holders have different ways to participate in the General Meeting.

They can:

- either attend the General Meeting in person,
- or not attend the General Meeting but i) provide a proxy to the Chairman of the General Meeting, to their spouse or partner by a civil solidarity pact, or to any other individual or legal entity of their choice, or ii) vote by post.

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

In order to facilitate their participation in the General Meeting, Societe Generale offers shareholders and FCPE unit holders the option to request an admission card to the General Meeting, to provide/revoke a proxy or to vote, via the secure “Votaccess” website.

**The Votaccess website will be open from 9:00 a.m. on 17 April 2015 until 3:00 p.m. on 18 May 2015 (Paris time). In order to avoid any overloading, we advise shareholders and FCPE unit holders not to wait until the last minute to use this service.**

**Holders of bearer accounts who are not affiliated to Votaccess or submit website access to conditions of use, shall indicate how to proceed.**

### ***A. Shareholders or FCPE unit holders who wish to attend the General Meeting in person***

Shareholders or FCPE unit holders wishing to attend the General Meeting in person must request an admission card.

**Registered shareholders** registered for at least one month before the date of the convening notice shall receive by post, or by e-mail if so requested, the notice of meeting to which shall be appended the unique form.

They may obtain their admission card, either by sending the duly completed and signed unique form by using the prepaid envelope enclosed with the convening notice received by post, or by using the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) with their usual credentials.

**Holders of bearer shares** shall either log in on the website of their authorised intermediary who holds their bearer account with their usual credentials in order to access the Votaccess website and then they will follow the instructions on the screen to print their admission card, or will ask their bearer account holder for a unique form. In this case, if they have not received their admission card by 15 May 2015, they shall have to ask their intermediary to issue a participation certificate which will allow them to justify their status as shareholder by D-2 in order to attend the General Meeting.

**FCPE unit holders** shall log in with their usual credentials on the [www.esalia.com](http://www.esalia.com) website on which they will be able to consult the documentation relating to the General Meeting and to print their admission card. If they do not have access to the internet, they can request the documentation by writing to Societe Generale (Service Assemblées, CS 30812, 44308 Nantes Cedex 3) no later than six days prior to the General Meeting, i.e. on 13 May 2015. The duly completed and signed unique form must be received at the aforementioned address at least two calendar days before the General Meeting, i.e. on 17 May 2015.

***B. Shareholders or FCPE unit holders who cannot attend the General Meeting in person***

Shareholders or FCPE unit holders unable to attend the General Meeting in person and wishing to take part in the General Meeting can participate remotely i) by providing a proxy, ii) by voting by post, or iii) by voting online.

**i) Appointment - Revocation of a proxy**

Shareholders or FCPE unit holders who chose to be represented by a proxy of their choice can appoint or revoke their proxy:

- by writing, either directly for **registered shareholders and FCPE unit holders**, or through the bearer account holder for the **holders of bearer shares**, to Societe Generale, Service des assemblées générales, CS 30812, 44308 Nantes Cedex 3, before 17 May 2015;
- or online, by logging in on the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website, for the **registered holders**, or on the [www.esalia.com](http://www.esalia.com) website for the **FCPE unit holders**, and for the **holders of bearer shares** on the Votaccess website following the process described in section iii) hereafter, before 18 May 2015, at 3:00 p.m.

**ii) Voting by post with the unique form**

**Registered shareholders** shall receive the unique form by post (unless requested by e-mail).

**Holders of bearer shares** shall ask for the unique form from their authorised intermediary. Once the holder of bearer shares has duly completed and signed such form, the authorised

intermediary shall forward it together with a participation certificate to the centralising bank of the General Meeting.

**FCPE unit holders** shall vote online directly on the Votaccess website, via Esalia with their usual credentials. If they do not have access to the internet, they can ask for the unique form by writing to Societe Generale, Service des assemblées générales, CS 30812, 44308 Nantes Cedex 3.

Any request for a unique form must be received by Societe Generale at least six days before the General Meeting, i.e. on 13 May 2015.

In any case, the duly completed and signed unique form, together with a share registration certificate for the holders of bearer shares, must be received at the aforementioned address at least two calendar days before the date of the General Meeting, i.e. 17 May 2015.

### **iii) Voting online**

**The registered shareholders** shall log in on the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using their Sharinbox access code indicated on the unique form they received. The password enabling them to log in on the website was initially communicated to them by post at the time of their first contact with Societe Generale Securities Services. This password can be resent by clicking on “Get your codes” on the website homepage.

Then they must follow the instructions in their personal area by clicking on the name of the meeting under the section “Ongoing operations” on the homepage. They can then click on the “Vote” section in order to access the webpage on which they can vote.

**Holders of bearer shares** shall log in with their usual username and password on the internet portal of their authorised intermediary in order to access the Votaccess website and shall follow the procedure displayed on the screen.

**FCPE unit holders** shall log in with their usual credentials, on the website [www.esalia.com](http://www.esalia.com). They will thus be able to access the voting website by following the procedure displayed on the screen.

Online voting will be open from 9:00 a.m. on 17 April 2015 until 3:00 p.m. on 18 May 2015 (Paris time). In order to avoid any overloading of the website, we advise shareholders and FCPE unit holders not to wait until the last minute to log on to the website.

## **2. Written questions**

In accordance with the provisions of article R. 225-84 of the French Commercial Code, any shareholder who wishes to submit written questions should do so after this notice is published and no later than four business days before the General Meeting, i.e. 13 May 2015. Questions should be addressed to the Chairman of the Board of Directors and sent by registered letter with acknowledgement of receipt to the registered head office of the company.

In order to be considered, those questions must be accompanied by a share registration certificate.

### **3. Right of communication of shareholders**

The documents that the Company must legally hold at the shareholders' disposal for the General Meeting will be made available at Societe Generale's administrative head office, 17 Cours Valmy – 92972 Paris La Défense, as from the publication of the notice convening the General Meeting.

The documents and information mentioned under article R. 225-73-1 of the French Commercial Code and to be submitted to the General Meeting will be made available to the shareholders on Societe Generale's website: [www.societegenerale.com](http://www.societegenerale.com), at least 21 days before the General Meeting.

The results of voting and the quorum will be made available on the aforementioned website no later than two business days after the General Meeting, i.e. 21 May 2015.

### **4. Declaration of securities lending**

Pursuant to article L. 225-126 of the French Commercial Code, any person, except persons mentioned in paragraph 3° of article L. 233-7 IV of the same code, who holds temporarily, alone or in concert, a number of shares representing more than 0.5% of the voting rights, shall send a declaration to the Company and to the French Securities Regulator (AMF) no later than the second business day before the General Meeting at midnight, Paris time, i.e. 15 May 2015. This declaration shall specify the number of shares acquired from a temporary sale transaction, the transferor's identity, the date and the expiry of the agreement concerning the transaction and, if applicable, the voting agreement. The Company publishes this information under the terms and conditions provided by the AMF's general regulation.

Shareholders who do not inform the Company and the AMF pursuant to article L. 225-126 I of the French Commercial Code may not exercise the voting rights attached to those shares for the shareholders' meeting in question and for any shareholders' meeting which may be held until the resale or return of the aforementioned shares. The resolutions approved by the shareholders' meeting in breach of article L. 225-126 II can be cancelled.

The shareholder who must declare the securities loans shall send an email to the following addresses:

- [DECLARATIONPRETSEMPRUNTS@amf-france.org](mailto:DECLARATIONPRETSEMPRUNTS@amf-france.org)
- [declaration.pretsemprunts@socgen.com](mailto:declaration.pretsemprunts@socgen.com)

### **5. Internet broadcast of the Meeting**

The Meeting will be broadcast live by webcast and recorded for later viewing at [www.societegenerale.com](http://www.societegenerale.com).

*The Board of Directors*