

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

SOCIETE GENERALE

French Public Limited Company (*Société anonyme*)

Share capital: EUR 1,009,897,173.75

Registered office: 29, boulevard Haussmann - 75009 Paris (France)

Paris Trade and Companies Register No. 552 120 222

Notice of an ordinary General Meeting

Ladies and gentlemen, as shareholders and unit holders of the company mutual fund (FCPE) “Société Générale actionnariat (FONDS E)”, you are hereby informed that you will be convened to the ordinary General Meeting to be held on **21 May 2019 at 4:00 p.m.**, at Paris Expo, Espace Grande Arche, la Grande Arche, 92044 Paris-La Défense (France), in order to deliberate on the following agenda:

Agenda

1. Approval of the consolidated accounts for the 2018 financial year.
2. Approval of the annual accounts for the 2018 financial year.
3. Allocation of the 2018 income; setting of the dividend.
4. Option for the payment of the dividend in new shares.
5. Renewal of Mr Frédéric Oudéa as Director.
6. Renewal of Mrs Kyra Hazou as Director.
7. Renewal of Mr Gérard Mestrallet as Director.
8. Related party agreements and commitments previously approved.
9. Related party agreement and commitment for the benefit of Mr Frédéric Oudéa.
10. Related party agreement and commitments for the benefit of Mr Séverin Cabannes.
11. Related party agreements and commitments for the benefit of Mr Philippe Aymerich.
12. Related party agreements and commitments for the benefit of Mr Philippe Heim.
13. Related party agreements and commitments for the benefit of Mrs Diony Lebot.
14. Approval of the compensation policy for the Chairman of the Board of Directors, pursuant to Article L. 225-37-2 of the French Commercial Code.
15. Approval of the compensation policy for the Chief Executive Officer and the Deputy Chief Executive Officers, pursuant to Article L. 225-37-2 of the French Commercial Code.
16. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
17. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Frédéric Oudéa, Chief Executive Officer, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
18. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Philippe Aymerich, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
19. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
20. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Philippe Heim, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.

21. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mrs Diony Lebot, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
22. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Bernardo Sanchez Incera, Deputy Chief Executive Officer until 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
23. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Didier Valet, Deputy Chief Executive Officer until 14 March 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
24. Advisory opinion on the compensation paid in 2018 to the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code.
25. Authorisation granted to the Board of Directors to trade Company's ordinary shares up to a limit of 5% of the share capital.
26. Powers for formalities.

Draft resolutions

First resolution (Approval of the consolidated accounts for the 2018 financial year).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' and Statutory auditors' reports on the consolidated accounts for the financial year, approves the consolidated accounts for the 2018 financial year as presented, as well as the transactions reflected in these accounts or summarised in these reports.

Second resolution (Approval of the annual accounts for the 2018 financial year).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' and Statutory auditors' reports on the annual accounts for the financial year, approves the annual accounts for the 2018 financial year as presented, as well as the transactions reflected in these accounts or summarised in these reports and acknowledges that the net accounting income for the 2018 financial year amounts to EUR 1,725,338,080.72.

Pursuant to Article 223 quater of the French General Tax Code, it approves the total amount of expenses and charges that are not deductible for tax purposes referred to in 4 of Article 39 of the said Code which amounted to EUR 563,576 for the past financial year as well as the theoretical tax pertaining to these expenses and charges, amounting to EUR 194,058.

Third resolution (Allocation of the 2018 income; setting of the dividend).

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

1. Acknowledges that the net income for the 2018 financial year amounts to EUR 1,725,338,080.72. This amount, added to the retained earnings of the opening balance sheet, which amounted to EUR 8,077,034,706.41, forms a distributable total of EUR 9,802,372,787.13.
2. Resolves to allocate to the shares, as dividend, a sum of EUR 1,777,419,025.80 by withholding the entire net income of the financial year and an amount of EUR 52,080,945.08 withheld out of the retained earnings account.

Therefore, the dividend per share entitled to the dividend amounts to EUR 2.20.

It is specified that in the event of a change in the number of shares entitled to dividend compared to the 807,917,739 shares representing the share capital as at 31 December 2018, the total amount of the dividend would be adjusted accordingly and the amount allocated to the retained earnings account would be determined on the basis of the dividends actually paid.

3. Resolves that the shares will be traded ex-dividend on 27 May 2019 and paid as from 14 June 2019.

Under the conditions defined by the laws and regulations in force, the entirety of this gross dividend falls within the scope of the single flat-rate deduction, unless it is opted for the progressive scale of the income tax which will entitle to the proportional tax allowance of 40% referred to in 3 of Article 158 of the French General Tax Code.

4. Acknowledges that, after these allocations:
 - the reserves, which amounted after the allocation of the 2017 income to EUR 24,075,870,631.63, now amount to EUR 24,234,213,233.43, taking into account the merger surplus which occurred during the 2018 financial year;
 - the retained earnings, which amounted after payment of the dividend for the 2017 financial year to EUR 8,077,034,706.41, now amount to EUR 8,024,953,761.33. They will be adjusted according to the change in the number of shares entitled to dividend: they will be increased by the fraction of the dividend corresponding to the shares that the Company might hold at the time the dividend is paid.
5. Reminds that, in accordance with the law, the dividend allocated per share over the previous three financial years was as follows:

Financial years	2015	2016	2017
EUR net	2	2.20	2.20

Fourth resolution (Option for the payment of the dividend in new shares).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and in accordance with the provisions of Articles L. 232-18 *et seq.* of the French Commercial Code and Article 18 of the by-laws:

1. Resolves to grant each shareholder the possibility of opting for the payment of the whole dividend to which he/she/it is entitled in new shares of the Company.
2. Resolves that this option shall be exercised from 29 May 2019 to 7 June 2019 included. If the option is not exercised within this period, the dividend shall be paid in cash only.
3. Resolves that the issue price of the new shares to be delivered as payment of the dividend shall be equal to 90% of the average of the opening quoted prices of the Company's share on Euronext Paris during the twenty trading sessions preceding the day of the decision to pay out the dividend, minus the net amount of the dividend and rounded up to the next Euro cent. The shares thus issued as payment of the dividend shall bear rights as of 1st January 2019. The delivery of the said shares shall occur as from 14 June 2019.
4. Resolves that, if the amount of the dividends for which the option is exercised does not correspond to a whole number of shares, the shareholder may, at his/her/its option, receive the immediately higher number of shares by paying, the day on which he/she/it exercises his/her/its option, the difference in cash, or receive the immediately lower number of shares supplemented by a cash payment.

5. Grants all powers to the Board of Directors, with the authority to delegate, to ensure the implementation of the payment of the dividend in new shares, carry out all formalities and statements, record the resulting share capital increase, proceed with the related amendments to the by-laws and, more generally, take all necessary measures for the implementation of this resolution.

Fifth resolution (Renewal of Mr Frédéric Oudéa as Director).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, resolves to renew the term of office of Mr Frédéric Oudéa as Director.

This term of office of a duration of 4 years will expire at the close of the General Meeting held in 2023 to decide on the accounts of the previous financial year.

Sixth resolution (Renewal of Mrs Kyra Hazou as Director).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, resolves to renew the term of office of Mrs Kyra Hazou as Director.

This term of office of a duration of 4 years will expire at the close of the General Meeting held in 2023 to decide on the accounts of the previous financial year.

Seventh resolution (Renewal of Mr Gérard Mestrallet as Director).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, resolves to renew the term of office of Mr Gérard Mestrallet as Director.

This term of office of a duration of 4 years will expire at the close of the General Meeting held in 2023 to decide on the accounts of the previous financial year.

Eighth resolution (Related party agreements and commitments previously approved).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special report on the related party agreements and commitments referred to in Articles L. 225-38 and L. 225-42-1 of the French Commercial Code, approves the said Statutory auditors' special report regarding the related party agreements and commitments previously approved by the General Meeting which have remained applicable or have ended during the financial year.

Ninth resolution (Related party agreement and commitment for the benefit of Mr Frédéric Oudéa).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special report on the related party agreements and commitments authorised by the Board of Directors on 6 February 2019 and referred to in Article L. 225-42-1 of the French Commercial Code, approves the renewals, with amendments making them more demanding, of:

- the "severance pay" commitment subject to performance conditions; and
- the "non-compete clause" agreement;

previously approved by the ordinary General Meeting on 23 May 2017 for the benefit of Mr Frédéric Oudéa, subject to the condition precedent of the renewal of Mr Frédéric Oudéa as Chief Executive Officer by the Board of Directors to be held at the close of this Meeting.

Tenth resolution (Related party agreement and commitments for the benefit of Mr Séverin Cabannes).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special report on the related party agreements and commitments authorised by the Board of Directors on 6 February 2019 and referred to in Article L. 225-42-1 of the French Commercial Code:

1. Approves, with effect from 1 January 2019, the amendment of the “pension” commitment previously approved by the combined General Meeting on 19 May 2009 for the benefit of Mr Séverin Cabannes. The new scheme has the effect of reducing the Company's expenses under the supplementary pension plans.
2. Approves, subject to the condition precedent of the renewal of Mr Séverin Cabannes as Deputy Chief Executive Officer by the Board of Directors to be held at the close of this Meeting:
 - the renewal, without amendment, of the “pension” commitment subject to performance conditions aforementioned in 1. for the benefit of Mr Séverin Cabannes;
 - the renewals, with amendments making them more demanding, of the “severance pay” commitment subject to performance conditions and the “non-compete clause” agreement previously approved by the ordinary General Meeting on 23 May 2017 for the benefit of Mr Séverin Cabannes.

Eleventh resolution (Related party agreements and commitments for the benefit of Mr Philippe Aymerich).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special report on the related party agreements and commitments referred to in Article L. 225-42-1 of the French Commercial Code:

1. Approves:
 - the “pension” commitment subject to performance conditions authorised by the Board of Directors on 3 May 2018 and amended, with effect from 1 January 2019, by the Board of Directors on 6 February 2019 for the benefit of Mr Philippe Aymerich. The new scheme has the effect of reducing the Company's expenses under the supplementary pension plans;
 - the “severance pay” commitment subject to performance conditions and the “non-compete clause” agreement authorised by the Board of Directors on 3 May 2018 for the benefit of Mr Philippe Aymerich.
2. Approves, as authorised by the Board of Directors on 6 February 2019 and subject to the condition precedent of the renewal of Mr Philippe Aymerich as Deputy Chief Executive Officer by the Board of Directors to be held at the close of this Meeting:
 - the renewal, without amendment, of the “pension” commitment subject to performance conditions aforementioned in 1. for the benefit of Mr Philippe Aymerich;
 - the renewals, with amendments making them more demanding, of the “severance pay” commitment subject to performance conditions and the “non-compete clause” agreement aforementioned in 1. for the benefit of Mr Philippe Aymerich.

Twelfth resolution (Related party agreements and commitments for the benefit of Mr Philippe Heim).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special

report on the related party agreements and commitments referred to in Article L. 225-42-1 of the French Commercial Code:

1. Approves:

- the “pension” commitment subject to performance conditions authorised by the Board of Directors on 3 May 2018 and amended, with effect from 1 January 2019, by the Board of Directors on 6 February 2019 for the benefit of Mr Philippe Heim. The new scheme has the effect of reducing the Company's expenses under the supplementary pension plans;
- the “severance pay” commitment subject to performance conditions and the “non-compete clause” agreement authorised by the Board of Directors on 3 May 2018 for the benefit of Mr Philippe Heim.

2. Approves, as authorised by the Board of Directors on 6 February 2019 and subject to the condition precedent of the renewal of Mr Philippe Heim as Deputy Chief Executive Officer by the Board of Directors to be held at the close of this Meeting:

- the renewal, without amendment, of the “pension” commitment subject to performance conditions aforementioned in 1. for the benefit of Mr Philippe Heim;
- the renewals, with amendments making them more demanding, of the “severance pay” commitment subject to performance conditions and the “non-compete clause” agreement aforementioned in 1. for the benefit of Mr Philippe Heim.

Thirteenth resolution (Related party agreements and commitments for the benefit of Mrs Diony Lebot).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors’ report and the Statutory auditors’ special report on the related party agreements and commitments referred to in Article L. 225-42-1 of the French Commercial Code:

1. Approves:

- the “pension” commitment subject to performance conditions authorised by the Board of Directors on 3 May 2018 and amended, with effect from 1 January 2019, by the Board of Directors on 6 February 2019 for the benefit of Mrs Diony Lebot. The new scheme has the effect of reducing the Company's expenses under the supplementary pension plans;
- the “severance pay” commitment subject to performance conditions and the “non-compete clause” agreement authorised by the Board of Directors on 3 May 2018 for the benefit of Mrs Diony Lebot.

2. Approves, as authorised by the Board of Directors on 6 February 2019 and subject to the condition precedent of the renewal of Mrs Diony Lebot as Deputy Chief Executive Officer by the Board of Directors to be held at the close of this Meeting:

- the renewal, without amendment, of the “pension” commitment subject to performance conditions aforementioned in 1. for the benefit of Mrs Diony Lebot;
- the renewals, with amendments making them more demanding, of the “severance pay” commitment subject to performance conditions and the “non-compete clause” agreement aforementioned in 1. for the benefit of Mrs Diony Lebot.

Fourteenth resolution (Approval of the compensation policy for the Chairman of the Board of Directors, pursuant to Article L. 225-37-2 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors’ report, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of

Directors as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Fifteenth resolution (Approval of the compensation policy for the Chief Executive Officer and the Deputy Chief Executive Officers, pursuant to Article L. 225-37-2 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the compensation policy for the Chief Executive Officer and the Deputy Chief Executive Officers as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Sixteenth resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Seventeenth resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Frédéric Oudéa, Chief Executive Officer, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Frédéric Oudéa, Chief Executive Officer, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Eighteenth resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Philippe Aymerich, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Philippe Aymerich, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Nineteenth resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Twentieth resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Philippe Heim, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Philippe Heim, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Twenty-first resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mrs Diony Lebot, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mrs Diony Lebot, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Twenty-second resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Bernardo Sanchez Incera, Deputy Chief Executive Officer until 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Bernardo Sanchez Incera, Deputy Chief Executive Officer until 14 May 2018, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Twenty-third resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Didier Valet, Deputy Chief Executive Officer until 14 March 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Didier Valet, Deputy Chief Executive Officer until 14 March 2018, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Twenty-fourth resolution (Advisory opinion on the compensation paid in 2018 to the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, consulted pursuant to Article L. 511-73 of the French Monetary and Financial Code, issues a favourable opinion on the global package of compensation of any kind of EUR 451.4 million paid during the 2018 financial year to the persons mentioned in Article L. 511-71 of the French Monetary and Financial Code.

Twenty-fifth resolution (Authorisation granted to the Board of Directors to trade Company's ordinary shares up to a limit of 5% of the share capital).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, the General Regulations of the French Financial Markets Authority (*Autorité des Marchés Financiers*) and the Regulation (EU) No 596/2014 dated 16 April 2014:

1. Authorises the Board of Directors to purchase Company's ordinary shares up to a limit of 5% of the total amount of shares representing the share capital at the completion date of these purchases, the maximum number of ordinary shares held following these purchases cannot exceed 10% of the share capital.
2. Resolves that the Company's shares may be purchased upon decision of the Board of Directors in order to:
 - 2.1. cancel them, in accordance with the terms of the authorisation of the combined General Meeting dated 23 May 2018 in its 27th resolution, solely to offset the dilution resulting from the issuance of new shares as part of free shares plans or share capital increases reserved for employees;
 - 2.2. grant, cover and honour any free shares allocation plan, employee savings plan and any form of allocation for the benefit of employees and company officers of the Company or affiliated companies under the conditions defined by the applicable legal and regulatory provisions;
 - 2.3. deliver shares upon the exercise of rights attached to securities giving access to the Company's share capital;
 - 2.4. hold and subsequently deliver shares as payment or exchange as part of Group's external growth transactions;
 - 2.5. allow an investment services provider to operate on the Company's shares as part of a liquidity agreement compliant with the regulations of the French Financial Markets Authority (*Autorité des Marchés Financiers*).
3. Resolves that the acquisitions, sales or transfers of these shares may be carried out, on one or more occasions, by any means and at any time, except during a public tender offer on the Company's securities, within the limits and under the terms set forth by the laws and regulations in force.
4. Sets, per share, at EUR 75 the maximum purchase price. Thus, as at 6 February 2019, a theoretical maximum number of 40,395,886 shares could be purchased, corresponding to a theoretical maximum amount of EUR 3,029,691,450.
5. Sets at 18 months as from this Meeting the duration of this authorisation which will cancel, for the remaining period, and supersede, as from the date of its implementation by the Board of Directors, the authorisation granted by the combined General Meeting dated 23 May 2018 in its 19th resolution.
6. Grants full powers to the Board of Directors, with authority to delegate, to conduct the aforementioned transactions, carry out all formalities and statements, make, where applicable, any adjustment following any potential transaction on the share capital of the Company and, more generally, take all necessary measures for the implementation of this authorisation.

Twenty-sixth resolution (Powers for formalities).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, grants full powers to the holder of an original, a copy or an extract of the minutes of this Meeting to carry out any filing, formality and publication related to the above resolutions.

1. Participation in the Meeting

Any shareholder or unit holder of the company mutual fund (FCPE) “Société Générale actionnariat (FONDS E)” (hereinafter, the “**FCPE**”), regardless of the number of shares or units he/she/it holds, has the right to participate in the Meeting.

All days and times indicated below are the days and times of Paris (France).

1.1 Preliminary formalities to be performed in order to participate in the Meeting

In accordance with Article R. 225-85 of the French Commercial Code, shareholders or FCPE unit holders will have to justify their status, on the second business day preceding the Meeting, i.e. on 17 May 2019, at midnight (hereinafter, “**D-2**”), with the registration of the securities in an account, either in their name, or in the name of the registered intermediary referred to in Article L. 228-1 of the French Commercial Code.

For registered shareholders and FCPE unit holders, this book-entry at D-2 in the registered securities accounts shall be sufficient to allow them to participate in the Meeting.

For bearer shareholders, it is the authorised intermediaries holders of the bearer securities accounts (hereinafter, the “**Securities Accounts Holders**”) who shall, either during the transmission of the single form to vote by post or proxy or to request an admission card (hereinafter, the “**Single Form**”), or when using the Internet voting site, directly justify with the centralising agent of the Meeting the status of their clients as shareholders.

1.2 Methods for participating in the Meeting

The shareholder or FCPE unit holder has several possibilities to attend the Meeting.

He/she/it may:

- either personally attend the Meeting,
- or participate remotely i) by giving a proxy to the Chairman of the Meeting, to his/her spouse or partner with whom he/she concluded a civil solidarity pact (*pacte civil de solidarité*), or to any other natural or legal person of his/her/its choice, or ii) by voting remotely (by post or online).

Once a shareholder has voted remotely, sent a proxy or requested an admission card or a participation certificate, he/she/it is no longer able to choose any other method of participation but is entitled to sell all or part of his/her/its shares. The number of shares considered for the vote will be the number of shares registered in the shareholder’s account on 17 May 2019 at midnight.

In order to facilitate their participation in the Meeting, Societe Generale offers its shareholders and the FCPE unit holders the possibility to request an admission card, to appoint or revoke a proxy, or to vote via the secured “Votaccess” website.

The Votaccess website will be open from 17 April 2019 at 9:00 a.m. to 20 May 2019 at 3:00 p.m. In order to avoid any potential overloading, it is recommended to shareholders and FCPE unit holders not to wait until the deadline to connect.

Only holders of bearer shares whose Securities Account Holder has joined the Votaccess system and offers this service to them for this Meeting will have access. The Securities Account Holder of the bearer shareholder, who has not joined Votaccess or subjects the access to the website to conditions of use, will indicate how to proceed to the shareholder.

A. Shareholders or FCPE unit holders wishing to personally participate in the Meeting

The shareholder or FCPE unit holder wishing to personally attend the Meeting shall bring a **proof of identity** and an admission card.

The registered shareholder registered for at least one month at the date of the convening notice will receive the convening brochure accompanied by the Single Form by post mail, unless he/she/it requested a receipt by e-mail.

He/she/it may obtain his/her/its admission card, either by returning the Single Form duly completed and signed by using the prepaid return envelope enclosed with the convening received by post mail, or by connecting to the website www.sharinbox.societegenerale.com with his/her/its usual login information to access the Votaccess website.

The bearer shareholder shall either connect with his/her/its usual login information to the Internet portal of his/her/its Securities Account Holder to access the Votaccess website and will then follow the instructions on the screen to print his/her/its admission card, or will send a request for Single Form to his/her/its Securities Account Holder. In the latter case, if he/she/it has not received his/her/its admission card by 17 May 2019 or has lost it, he/she/it shall ask his/her/its Securities Account Holder for a participation certificate which will allow him/her/it to justify his/her/its status as shareholder on D-2 to be admitted to the Meeting.

For bearer shareholders appearing on the day of the Meeting without an admission card or a participation certificate, phones and fax machines will be available. It will fall to them to contact their Securities Account Holder and get the requested participation certificate in order to attend the Meeting.

On the day of the Meeting, the participation certificate will be accepted either in paper format or in electronic format provided, in the latter case, that the shareholder is able to send it, on the spot, to a dedicated email address which will be communicated upon his/her/its arrival.

The FCPE unit holder shall connect, with his/her usual login information, to the website www.esalia.com to access the Votaccess website, on which the documentation relating to the Meeting will be available and print his/her admission card. If he/she does not have access to the Internet, he/she may request the documentation by post mail received by Societe Generale (Service Assemblées, CS 30812, 44 308 Nantes Cedex 3 - France) no later than six days prior to the Meeting, i.e. on 15 May 2019, and the duly completed and signed Single Form shall be received at the same address no later than two calendar days before the Meeting, i.e. on 19 May 2019.

B. Shareholders or FCPE unit holders who cannot personally attend the Meeting

The shareholder or FCPE unit holder not personally attending the Meeting may participate remotely i) by giving a proxy, ii) by voting by post, or iii) by voting online.

i) Appointment - Revocation of a proxy

The shareholder or FCPE unit holder who has chosen to be represented by a proxy of his/her/its choice may notify this appointment or revoke it:

- by post, by the **shareholders or FCPE unit holders**, to their Securities Account Holder, using the Single Form duly completed and signed which, to be taken into account, shall be received by Societe Generale (Service Assemblée, CS 30812, 44 308 Nantes Cedex 3 - France) no later than 19 May 2019;
- online, by connecting, for **registered shareholders** to the website www.sharinbox.societegenerale.com, for **FCPE unit holders** to the website www.esalia.com and, for **bearer shareholders** to the Internet portal of their Securities Account Holder to access the Votaccess website, according to the process described in section iii) hereafter no later than 20 May 2019 at 3:00 p.m.

It is reminded that the written and signed proxies must include the name, first name and address of the shareholder or FCPE unit holder as well as the ones of his/her/its proxy. It is specified that for any proxy given by a shareholder or FCPE unit holder without indicating his/her/its proxy, the Chairman of the Meeting will cast a vote according to the recommendations of the Board of Directors.

Pursuant to the above, proxies will not be accepted on the day of the Meeting.

ii) Voting by post using the Single Form

The registered shareholder will receive the Single Form by post mail unless he/she/it requested a receipt by e-mail.

The bearer shareholder shall ask for the Single Form to his/her/its Securities Account Holder who, once the shareholder will have duly completed and signed the said form, shall forward it, together with a participation certificate, to the centralising agent of the Meeting.

The FCPE unit holder shall vote directly online on the Votaccess website, via Esalia with his/her usual login information. If he/she does not have access to the Internet, he/she may ask for the Single Form by post to Societe Generale (Service Assemblées, CS 30812, 44 308 Nantes Cedex 3 - France).

Any request for a Single Form shall be received no later than six days before the Meeting, i.e. on 15 May 2019.

In any case, the duly completed and signed Single Form, together with a participation certificate for the bearer shareholders, shall be received at the aforementioned address no later than two calendar days before the date of the Meeting, i.e. on 19 May 2019.

It is specified that no Single Form received after this date by Societe Generale will be considered.

iii) Online vote

The registered shareholder shall connect to the website www.sharinbox.societegenerale.com using his/her/its Sharinbox access code indicated on the Single Form or in the email which has been sent. The login password to the website was sent to him/her/it by post at the time of his/her/its first contact with Societe Generale Securities Services. It may be resent by clicking on “Get your codes” on the website homepage.

The shareholder shall then follow the instructions in his/her/its personal space by clicking on the name of the meeting under the section “Ongoing operations” on the homepage then on “Vote” to access the voting website.

The bearer shareholder shall connect, with his/her/its usual login information, to the Internet portal of his/her/its Securities Account Holder to access the Votaccess website and shall follow the procedure displayed on the screen.

The FCPE unit holder shall connect, with his/her usual login information, to the website www.esalia.com. He/she will be able to access the Votaccess website and shall follow the procedure displayed on the screen.

Online voting will be open from 17 April 2019 at 9:00 a.m. to 20 May 2019 at 3:00 p.m. In order to avoid any potential overloading, it is recommended to the shareholders and FCPE unit holders not to wait until the deadline to connect.

2. Requests to include draft resolutions or items on the agenda

Requests to include draft resolutions or items on the agenda introduced by shareholders are governed by the provisions of Articles L. 225-105, R. 225-71 and R. 225-73 of the French Commercial Code.

They shall be sent to the registered office of Societe Generale (Secrétariat général – Affaires administratives - SEGL/CAO - 29, Boulevard Haussmann - 75009 Paris - France) within twenty days as from the publication of this notice, by registered letter with acknowledgement of receipt.

They shall be accompanied by a registration certificate justifying the holding or the representation by the authors of the request of the percentage of share capital required by Article R. 225-71 mentioned above. The request to include draft resolutions shall also be accompanied by the text of the draft resolutions and the request to include an item on the agenda must be a reasoned one.

The review by the Meeting of the items and draft resolutions submitted by the shareholders in compliance with the legal and regulatory conditions is subject to the communication by the authors of the request of a new certificate evidencing the book-entry of the securities in the same conditions at D-2.

Requests to include draft resolutions submitted by the economic and social council, in compliance with the provisions provided for by the French Labour Code, must be sent within ten days from the publication of this notice.

3. Written questions

In accordance with Article R. 225-84 of the French Commercial Code, the shareholder who wishes to submit written questions must, from the date of this publication and no later than the fourth business day preceding the date of the Meeting, i.e. on 15 May 2019, send his/her/its questions to the Chairman of the Board of Directors at the registered office of Societe Generale by registered letter with acknowledgement of receipt.

To be considered, these questions must imperatively be accompanied by a registration certificate.

4. Shareholders' right of communication

The documents which must be made available to the shareholders for the Meeting will be available at Societe Generale's administrative office (17, Cours Valmy - 92972 Paris-La Défense - France) as from the publication of the convening notice.

The documents and information mentioned in Article R. 225-73-1 of the French Commercial Code to be submitted to the Meeting will be made available on Societe Generale's website (www.societegenerale.com), no later than the twenty-first day preceding the Meeting.

The results of the votes and the composition of the quorum will be made available online on the aforementioned website no later than two business days after the Meeting, i.e. on 23 May 2019.

5. Statement of securities lending and borrowing

Any person who comes to hold temporarily, alone or in concert, in respect of one of the transactions mentioned in I of Article L. 225-126 of the French Commercial Code, a number of shares representing more than 0.5% of the voting rights, shall inform Societe Generale and the French Financial Markets Authority (*Autorité des marchés financiers*) of the total number of shares he/she/it holds temporarily, no later than the second business day preceding the Meeting at midnight, i.e. on 17 May 2019.

Failing to inform Societe Generale and the French Financial Markets Authority (*Autorité des marchés financiers*) in accordance with the conditions of Article L. 225-126 of the French Commercial Code, these shares are deprived of voting right for the relevant shareholders' meeting and for any shareholders' meeting which might be held until the resale or restitution of the said shares.

6. Internet broadcast of the Meeting

The Meeting will be broadcast live and deferred on the website www.societegenerale.com.

The Board of Directors