Notice of Joint General Meeting

Shareholders are hereby notified that they will shortly receive an invitation to attend the Joint General Meeting to be held on May 30, 2006 at 4.30 p.m. at Paris Expo, Espace Grande Arche, la Grande Arche, 92044 Paris - La Défense, France, in order to deliberate on the following agenda:

**Agenda**

For consideration by the Meeting as an Ordinary Meeting:
- Approval of the 2005 parent company financial statements;
- Allocation of income and dividend payment;
- Approval of the 2005 consolidated financial statements;
- Approval of related party agreements;
- Renewal of the Director’s mandate of Mr. Robert A. Day;
- Renewal of the Director’s mandate of Mr. Elie Cohen;
- Appointment of Mr. Gianemilio Osculati as Director;
- Appointment of Mr. Luc Vandevene as Director;
- Setting of the annual amount of attendance fees at EUR 750,000;
- Renewal of the Statutory Auditors’ mandate of Deloitte et Associés;
- Renewal of the Statutory Auditors’ mandate of Ernst & Young Audit;
- Renewal of the mandate of Mr. Alain Pons as substitute statutory auditor for Deloitte et Associés;
- Renewal of the mandate of Mr. Gabriel Galet as substitute statutory auditor for Ernst & Young Audit;
- Authorization for the Company to buy and sell its own shares.

For consideration by the Meeting as an Extraordinary Meeting:
- Delegation of authority to the Board of Directors to carry out capital increases with preemptive subscription rights;
- Delegation of authority to the Board of Directors to carry out capital increases without preemptive subscription rights;
- Authorization for the Board of Directors to increase the size of a capital increase with or without preemptive subscription rights if the amount of subscriptions exceeds the initial amount of the issue;
- Authorization for the Board of Directors to increase capital stock in remuneration for contributions of capital stock or securities granting entitlement to the capital stock of another company, where these contributions are not part of a public exchange offer;
- Authorization for the Board of Directors to carry out capital increases reserved for subscribers to a Group or Company savings plan;
- Authorization for the Board of Directors to allocate share subscription or purchase options;
- Authorization for the Board of Directors to grant existing shares or shares to be issued as restricted shares;
- Authorization for the Board of Directors to cancel treasury stock held by the Company;

**Delegation of authority.**

**Draft text of the resolutions**

**First resolution** (Approval of the 2005 parent company financial statements). The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors and Statutory Auditors’ reports:
1. Approves the parent company financial statements at December 31, 2005 as well as the transactions reflected in these statements and described in the reports.
2. As a result, approves net income after taxes of EUR 3,069,086,820.68 for the 2005 fiscal year.

**Second resolution** (Allocation of income and dividend payment). The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report:
1. Notes that net income for the 2005 fiscal year amounts to EUR 3,069,086,820.68 and retained earnings from the previous year to EUR 4,439,665,572.43, representing a total amount of EUR 7,508,752,393.11 available for distribution.
2. Resolves to appropriate this amount as follows:
   - allocation of EUR 1,114,790,006.18 to retained earnings;
   - allocation to common shares of total dividends of EUR 1,954,296,814.50. The dividend per share with a
     nominal value of EUR 1.25 is EUR 4.5.

3. Decides that shares will be traded ex-dividend as of June 6, 2006 and dividends will be payable from this date.
   Taxpayers will be entitled to deduct 40% of the dividend from their taxable income, under Article 158-3 of the French
tax code.

4. Following these appropriations:
   - reserves, which amounted to EUR 10,111,265,559.65 following the allocation of earnings in 2004, now amount to
     EUR 9,238,209,010.49 in view of the additional paid-in capital on capital increases, the cancellation of 18,100,000 shares,
capital gains from mergers and the impact of the exceptional tax charge of 2.5% deducted from other reserves pursuant to
article 39-IV of the amended Financial Law of 2004;
   - retained earnings, which amounted to EUR 4,439,665,572.43 following the appropriation of earnings for 2004, the impact
     of the changes in accounting methods following the application of a recommendation by the Conseil National de la
     Comptabilité (the French standard setter) and the regulations of the Comité de la Réglementation Comptable (French
     accounting regulation committee) applicable at January 1, 2005, and the impact of the exceptional tax charge of 2.5%,
henceforth amount to EUR 5,554,455,578.61. Retained earnings may be increased by the dividends on any Société Générale
shares held by the Company as treasury stock at the time of the dividend payment for the 2005 fiscal year.

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

<table>
<thead>
<tr>
<th>Fiscal year</th>
<th>(1) 2002</th>
<th>(1) 2003</th>
<th>(2) 2004</th>
</tr>
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<tbody>
<tr>
<td>Net dividend in euros</td>
<td>2.10</td>
<td>2.50</td>
<td>3.30</td>
</tr>
</tbody>
</table>

(1) Certain shareholders liable for tax were entitled to a tax credit equal to 50% of the amount of the dividend.
(2) Certain shareholders liable for tax were entitled to deduct 50% of the amount of the dividend from their taxable income in
accordance with Article 158-3 of the French tax code.

Third resolution (Approval of the 2005 consolidated financial statements). The General Meeting, under the conditions
required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ and
Statutory Auditors’ reports, approves the consolidated financial statements at December 31, 2005.

Fourth resolution (Approval of related party agreements). The General Meeting, under the conditions required for
Ordinary Meetings as to quorum and majority, having been informed of the special report of the Statutory Auditors on
the agreements and transactions described in said report.

Fifth resolution (Renewal of the Director’s mandate of Mr. Robert A. Day). The General Meeting, under the conditions
required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’
report, renews the Director’s mandate of Mr. Robert A. Day.
This mandate is granted for a period of four years and will expire following the General Meeting to be held in 2010 to
approve the financial statements for the preceding fiscal year.

Sixth resolution (Renewal of the Director’s mandate of Mr. Elie Cohen). The General Meeting, under the conditions
required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report,
renew the Director’s mandate of Mr. Elie Cohen.
This mandate is granted for a period of four years and will expire following the General Meeting to be held in 2010 to
approve the financial statements for the preceding fiscal year.

Seventh resolution (Appointment of Mr. Gianemilio Osculati as Director). The General Meeting, under the conditions
required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report,
decides to appoint Mr. Gianemilio Osculati as Director.
This mandate is granted for a period of four years and will expire following the General Meeting to be held in 2010 to
approve the financial statements for the preceding fiscal year.

Eighth resolution (Appointment of Mr. Luc Vandewelde as Director). The General Meeting, under the conditions
required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report,
decides to appoint Mr. Luc Vandeveldde as Director to replace Mr. Euan Baird, who has resigned, for the remaining term of his mandate.

This mandate is granted for a period of two years and will expire following the General Meeting to be held in 2008 to approve the financial statements for the preceding fiscal year.

**Ninth resolution** (Setting of the annual amount of attendance fees at EUR 750,000). The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, hereby sets the total amount to be paid in attendance fees to the Board of Directors as of 2006 at EUR 750,000, until decided otherwise.

**Tenth resolution** (Renewal of the Statutory Auditors’ mandate of Deloitte et Associés). The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report, decides to renew the Statutory Auditors’ mandate of the company Deloitte et Associés, headquartered at 185, avenue Charles de Gaulle, 92200 Neuilly sur Seine, for the fiscal years 2006-2011.

Deloitte et Associés shall be represented by Mr. José-Luis Garcia for a period that may not exceed that specified in Article L. 822-14 of the French Commercial Code.

**Eleventh resolution** (Renewal of the Statutory Auditors’ mandate of Ernst & Young Audit). The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report, decides to renew the Statutory Auditors’ mandate of the company Ernst & Young Audit, headquartered at Faubourg de l’Arche, 11, allée de l’Arche, 92400 Courbevoie, for the fiscal years 2006-2011.

Ernst & Young Audit shall be represented by Mr. Philippe Peuch-Lestrade.

**Twelfth resolution** (Renewal of the mandate of Mr. Alain Pons as substitute statutory auditor for Deloitte et Associés). The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report, decides to renew the mandate of Mr. Alain Pons, whose legal residence is 185, avenue Charles de Gaulle, 92200 Neuilly sur Seine, as substitute statutory auditor for the company Deloitte et Associés for the fiscal years 2006-2011.

**Thirteenth resolution** (Renewal of the mandate of Mr. Gabriel Galet as substitute statutory auditor for Ernst & Young Audit). The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report, decides to renew the mandate of Mr. Gabriel Galet, whose legal residence is Faubourg de l’Arche, 11, allée de l’Arche, 92200 Courbevoie, as substitute statutory auditor for the company Ernst & Young Audit for the fiscal years 2006-2011.

**Fourteenth resolution** (Authorization for the Company to buy and sell its own shares up to a limit of 10% of its capital stock). The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report and pursuant to articles L. 225-209 et seq. of the French Commercial Code, the General Regulation of the Autorité des marchés financiers (French securities regulator) and European Commission Regulation (EC) no. 2273/2003 of December 22, 2003:

1. Authorizes the Board of Directors to purchase own shares up to a maximum of 10% of the Company’s issued capital stock at the time of the transaction. The total number of shares held by the Company following these purchases may not exceed 10% of capital stock.

2. Decides that the Board of Directors may purchase shares at its own discretion for the following purposes:
   — canceling shares in accordance with the authorization granted by this General Meeting under its twenty-second resolution;
   — granting or honoring stock options or otherwise allocating shares to employees and representatives of the Group, and notably:
     - offering employees of the Company or affiliated companies under articles L. 225-180 and L. 233-16 of the French Commercial Code, the possibility of purchasing shares, either directly or through a company investment fund, under the conditions stipulated by law, in particular articles L. 443-1 et seq. of the French Labor Code;
     - granting share purchase options or restricted shares to employees or Chief Executive Officers of the Company or affiliated companies under articles L. 225-180 and L. 225-197-2 of the French Commercial Code.
   — making or honoring commitments regarding the issue of securities with an equity component;
   — holding and subsequently using the shares in exchange or as payment for acquisitions, up to a limit of 5% of the Company’s capital stock;
   — granting 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 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, including during public offers, and on one or more occasions, in compliance with the limits and methods specified in the applicable regulations. The shares may be bought, sold or otherwise transferred over-the-counter, in blocks, or in the
form of options or derivatives.

4. Sets the maximum buying price at EUR 165 per share and the minimum selling price at EUR 70 per share. These shares may be allocated as restricted shares, under the conditions stipulated in articles L. 443-1 et seq. of the French Labor Code and articles L 225-197-1 et seq. of the French Commercial Code. On the basis of the capital stock at February 15, 2006, and without taking into account shares already held by the Company, a maximum theoretical total of 43,428,818 shares could be bought, for a maximum theoretical amount of EUR 7,165,754,970.

5. Resolves that this authorization is valid for a period of eighteen months from the date of this General Meeting and that, as of the date of its implementation by the Board of Directors, it shall replace the authorization granted by the Joint General Meeting of May 9, 2005 in its eighth resolution for the remaining term of the same.

6. Grants the Board of Directors full powers, with the option of delegating these powers, to carry out the aforementioned transactions, complete all acts and formalities, make the required adjustments following transactions on capital stock and, more generally, to take all necessary measures for the application of this authorization.

For consideration by the Meeting as an Extraordinary Meeting.

Fifteenth resolution (Delegation of authority to the Board of Directors, for a period of 26 months, to carry out capital increases with preemptive subscription rights, (i) through the issue of ordinary shares or other securities granting holders entitlement to the capital stock of the Company or its subsidiaries, up to a maximum nominal amount of EUR 220 million (for ordinary SG shares) or EUR 6 billion (for debt securities), from which shall be deducted those limits set in the sixteenth to eighteenth resolutions, (ii) and/or through the incorporation of reserves, up to a maximum nominal amount of EUR 550 million). The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report and the special report of the Statutory Auditors, and in accordance with the legal provisions in force, notably articles L. 225-129-2, L. 225-130, L. 225-132, L. 225-134, L. 228-92 and L. 228-93 of the French Commercial Code:

1. Authorizes the Board of Directors to carry out a capital increase, in France or abroad, on one or more occasions:
   1.1. through the issue of ordinary shares in the Company or other securities granting immediate or deferred entitlement, by any means, to ordinary shares in the Company or in another company in which the Company directly or indirectly holds a majority stake;
   1.2. and/or through the incorporation of reserves, retained earnings, additional paid-in capital or any other item liable to be incorporated into capital, and to attribute restricted shares or increase the nominal value of existing shares.
   Ordinary shares shall be denominated in euros; other securities may be denominated in euros, foreign currencies or in any monetary units pegged to a basket of currencies.

2. Sets the following maximum limits for transactions carried out under this authorization:
   2.1. the maximum nominal amount of ordinary shares, as referred to in paragraph 1.1, that may be issued immediately or in the longer term, is set at EUR 220 million. The nominal amount of any ordinary shares issued under the sixteenth to eighteenth resolutions of this General Meeting shall be deducted from this maximum limit;
   2.2. the maximum nominal amount of capital increases through the incorporation of reserves as described in paragraph 1.2 shall be set at EUR 550 million, and shall be added to the maximum limit stipulated in the above paragraph;
   2.3. where applicable, these figures shall be increased by the consideration of additional shares to be issued in order to preserve, in accordance with French law, the rights of holders of marketable securities carrying equity entitlements;
   2.4. the maximum nominal amount of debt securities with an equity component that may be issued is set at EUR 6 billion. The nominal amount of any ordinary shares issued under the sixteenth and seventeenth resolutions of this General Meeting shall be deducted from this maximum limit.

3. In the event that the Board of Directors uses this authorization:
   3.1. to carry out capital increases as described in paragraph 1.1 above, the General Meeting:
       - decides that shareholders may, pro rata to the number of shares held, benefit from preemptive subscription rights to the securities issued as a result of the present resolution;
       - decides, in accordance with article L. 225-134 of the French Commercial Code, that should preemptive or non-preemptive subscriptions prove insufficient with regard to the number of ordinary shares or securities issued, the Board of Directors may, as it deems fit, either allocate the unsubscribed shares as it sees fit, offer them to the public or limit the issue to the level of subscriptions received, provided that these are at least equivalent to three quarters of the issue decided upon;
3.2. to carry out capital increases through the incorporation of reserves as described in paragraph 1.2 above, the General Meeting:

- decides that, in accordance with article L. 225-130 of the French Commercial Code and wherever necessary, fractions of rights may not be traded or sold and that, where the corresponding shares are sold, the sums resulting from the sale will be distributed to the holders of the rights within the period stipulated in the applicable regulations.

4. Resolves that this authorization is valid for a period of twenty-six months and cancels and replaces the authorization granted by the Joint General Meeting of April 29, 2004 in its twelfth resolution for the remaining term of the same.

5. Notes that the Board of Directors has full powers to implement this resolution, and to delegate these powers in accordance with the conditions laid down by French law.

Sixteenth resolution (Delegation of authority to the Board of Directors, for a period of 26 months, to carry out capital increases without preemptive subscription rights, through the issue of ordinary shares or other securities granting holders entitlement to the capital stock of the Company or its subsidiaries, up to a maximum nominal amount of EUR 110 million (for ordinary SG shares) or EUR 6 billion (for debt securities), to be deducted from the limits set in the fifteenth resolution). The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report and the special report of the Statutory Auditors, and in accordance with the legal provisions in force, notably articles L. 225-129-2, L. 225-135, L. 225-136, L. 225-148, L. 228-92 and L. 228-93 of the French Commercial Code:

1. Authorizes the Board of Directors to carry out a capital increase, in France or abroad, on one or more occasions, through the issue of ordinary shares or other securities granting holders immediate or deferred entitlement to ordinary shares in the Company or in another company in which the Company directly or indirectly holds a majority stake. Ordinary shares shall be denominated in euros; other securities may be denominated in euros, foreign currencies or in any monetary units pegged to a basket of currencies.

2. Decides that these securities may be issued:
   2.1. in compensation for securities that may be tendered to Société Générale in the event of a public exchange offer for the shares of another company in accordance with the conditions of article L. 225-148 of the French Commercial Code;
   2.2. following the issuance of securities with an equity component giving access to Société Générale’s stock in accordance with article L. 228-93 of the French Commercial Code, by a company in which Société Générale directly or indirectly holds a majority stake.

3. Fixes the following limits, within the limit of the unused portion of the maximum amounts set in the fifteenth resolution:
   3.1. the maximum nominal amount of ordinary shares which may be issued without preemptive subscription rights is EUR 110 million. Where applicable, this figure shall be increased by the consideration of additional shares to be issued in order to preserve, in accordance with French law, the rights of holders of marketable securities carrying equity entitlements;
   3.2. the maximum nominal amount of issues of debt securities with an equity component is EUR 6 billion.

4. Decides to cancel preemptive subscription rights to the securities issued under this resolution, and grants the Board of Directors the option of allowing shareholders a priority subscription period in accordance with the terms of article L. 225-135 of the French Commercial Code.

5. Decides that the issue price of these shares shall be at least equal to the minimum authorized by the applicable legislation.

6. Resolves that this authorization is valid for a period of twenty-six months and cancels and replaces the authorization granted by the Joint General Meeting of April 29, 2004 in its thirteenth resolution for the remaining term of the same.

7. Notes that the Board of Directors has full powers to implement this resolution, and to delegate these powers in accordance with the conditions laid down by French law.

Seventeenth resolution (Authorization of the Board of Directors, for a period of 26 months, to increase the size of a capital increase with or without preemptive subscription rights if the amount of subscriptions exceeds the initial amount of the issue, up to a limit of 15% of the initial issue and subject to the limits specified in the fifteenth and sixteenth resolutions). The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report and the special report of the Statutory Auditors:
1. Authorizes the Board of Directors to increase the number of securities issued in accordance with article L. 225-135-1 of the French Commercial Code, if the total amount of subscriptions received for an issue carried out under the fifteenth or sixteenth resolutions exceeds the initial amount of the issue, and this within thirty days of the close of subscriptions to the initial issue, up to a limit of 15% of the initial issue and subject to the maximum nominal limits set in the fifteenth and sixteenth resolutions.

2. Resolves that this authorization is valid for a period of twenty-six months.

3. Notes that the Board of Directors has full powers to implement this resolution, and to delegate these powers in accordance with the conditions laid down by French law.

Eighteenth resolution (Authorization of the Board of Directors, for a period of 26 months, to increase capital stock up to a maximum of 10% and subject to the limits specified in the fifteenth and sixteenth resolutions, in remuneration for contributions of capital stock or of securities granting entitlement to the capital stock of another company, where these contributions are not part of a public exchange offer). The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report, and in accordance with article L. 225-147 of the French Commercial Code:

1. Grants the Board of Directors the necessary powers to carry out a capital increase without preemptive subscription rights, on one or more occasions and on the basis of the report of the contribution auditor, in order to remunerate contributions of capital stock or securities with an equity component, when the provisions of article L. 225-148 are not applicable.

2. Sets the maximum total increase in nominal capital which may result from the issue of these securities at 10%. The amount of any issue carried out under this authorization shall be deducted from the nominal limits specified in the fifteenth and sixteenth resolutions of this General Meeting.

3. Resolves that this authorization is valid for a period of twenty-six months.

4. Notes that the Board of Directors has full powers, with the option of delegating these powers, to approve the valuation of contributions, to decide on and implement the capital increase to remunerate these contributions, to book to additional paid-in capital all fees and charges arising from the capital increase, to deduct from additional paid-in capital the sums necessary to bring the legal reserve up to its required level, to make all necessary amendments to the Company by-laws and, more generally, to take all necessary measures relating to the transaction.

Nineteenth resolution (Authorization of the Board of Directors, for a period of 26 months, to carry out capital increases reserved for subscribers to a Group or Company savings plan, up to a maximum limit of 3.5% of capital stock). The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report and the special report of the Statutory Auditors, under the provisions of articles L. 443-1 et seq. of the French Labor Code and in compliance with articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code:

1. Authorizes the Board of Directors to increase the Company’s capital on one or more occasions, at its own discretion and, where necessary, in separate stages, up to a maximum nominal amount of EUR 16,300,000 by issuing shares or other securities with an equity component, reserved for subscribers to a Company or Group savings plan of Société Générale or of another company affiliated to Société Générale under the terms of article L. 225-180 of the French Commercial Code and article L. 444-3 of the French Labor Code.

2. Decides to cancel shareholders’ preemptive rights to subscribe to the capital increase in favor of subscribers to the aforementioned savings plans.

3. Sets the discount applied to securities offered under the savings plan at 20% of the average opening price quoted for Société Générale shares on Euronext Paris SA over the twenty trading days preceding the date of the decision to open up the offer to subscriptions. However, the Board of Directors remains entitled to convert all or part of the discount into an allocation of restricted shares or other securities with an equity component, or to reduce or refuse to grant the discount, subject to legal and regulatory provisions.

4. Authorizes the Board of Directors to allocate restricted shares or securities with an equity component as the employers’ matching contribution, within the limits set by article L. 443-5 of the French Labor Code.

5. Resolves that this authorization is valid for twenty-six months, and cancels and replaces that granted by the Joint General Meeting of April 29, 2004 in its fifteenth resolution for the remaining term of the same, except in the case of the capital increase reserved for employees subscribing to savings plans, the principle of which was decided on by the Board of Directors at its meeting on February 15, 2006.
6. Grants full powers to the Board of Directors, with the option of delegating these powers, to:
— determine the terms and conditions of the transaction(s) to be carried out, and notably to:
  - determine the scope of the issues carried out under the terms of this authorization;
  - set the characteristics of the securities to be issued, the number of securities to be offered for subscription, the dates, terms and conditions of subscription, together with the issue price, the conditions for settlement and delivery, the date on which the securities will bear dividends and, in general, the overall terms of each issue;
  - charge after each capital increase, at its discretion, the cost of the increase to the corresponding additional paid-in capital, and deduct the necessary amount from this total to increase the legal reserve to one tenth of the new capital;
— set the characteristics of other securities with an equity component in accordance with the conditions laid down by French law;
— complete all acts and formalities required to carry out the capital increase(s) under this authorization, amend the by-laws accordingly and, more generally, take all necessary measures relating to the transaction(s).

Twentieth resolution (Authorization of the Board of Directors, for a period of 26 months, to allocate share subscription or purchase options, up to a maximum limit of 4% of capital stock - which constitutes a global limit for the twentieth and twenty-first resolutions). The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report and the special report of the Statutory Auditors, and in accordance with the applicable laws, especially articles L. 225-177 to L. 225-185 and L. 225-209 of the French Commercial Code:
1. Authorizes the Board of Directors to grant, on one or more occasions, options to subscribe for new Société Générale shares, or options to purchase existing Société Générale shares.
2. Decides that the Board of Directors shall choose the beneficiaries of these options from among the employees and Chief Executive Officers, as defined by law, of both Société Générale and of companies or economic interest groupings that are directly or indirectly affiliated to it under the terms of article L. 225-180 of the French Commercial Code.
3. Notes that this authorization entails shareholders’ express waiver of their preemptive subscription rights to any shares to be issued when the options are exercised.
4. Stipulates that the total number of options thus granted may not give rise to the subscription or purchase of shares representing more than 4% of Société Générale’s capital stock at the present date, that the options shall be valid for a maximum of 10 years as of the date on which they are granted, and that the nominal value of any restricted shares attributed under the General Meeting’s twenty-first resolution shall be deducted from this 4% maximum limit.
5. Resolves that in the case of share subscription options, the strike price will be determined on the day the options are allocated by the Board of Directors and must be at least equal to 100% of the average opening price quoted over the twenty preceding trading days.
6. Resolves that in the case of share purchase options, the strike price will be determined on the day the options are allocated by the Board of Directors and must be at least equal to 100% of the average opening price quoted over the twenty preceding trading days and 100% of the average purchase price of the treasury stock held by the Company.
7. Resolves that this authorization is valid for a period of twenty-six months and cancels and replaces the authorization granted by the Joint General Meeting of April 29, 2004 in its sixteenth resolution for the remaining term of the same.
8. Grants full powers to the Board of Directors, with the option of delegating these powers in accordance with the law, to implement this authorization and notably to:
  - set the terms and conditions for the attribution of the options;
  - determine the conditions under which the price and number of shares that can be subscribed or purchased may be adjusted in the event of a financial transaction by the Company;
  - complete all acts and formalities to carry out and record the capital increase(s) carried out under this authorization;
  - amend the by-laws accordingly and, more generally, take all necessary measures relating to the transaction.
Twenty-first resolution (Authorization of the Board of Directors, for a period of 26 months, to grant existing shares or shares to be issued as restricted shares, up to a limit of 2% of capital stock and within the overall limit of 4% of capital stock applicable to the twentieth and twenty-first resolutions). The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ report and the special report of the Statutory Auditors, and in accordance with articles L. 225-197-1 et seq. of the French Commercial Code:

1. Authorizes the Board of Directors to allocate existing Société Générale shares or shares to be issued as restricted shares, on one or more occasions, to executives or other similar employees, or to certain categories of employees and to the Chief Executive Officers mentioned in article L. 225-197-1 of the French Commercial Code, of Société Générale or companies and economic interest groupings that are directly or indirectly affiliated to it under the terms of article L. 225-197-2 of the French Commercial Code.

2. Decides that the Board of Directors shall be entitled to choose the beneficiaries of these shares and shall set the terms and conditions for their attribution.

3. Resolves that the total number of restricted shares attributed may not represent more than 2% of Société Générale’s capital stock at the present date, and must comply with the global limit of 4% set for the attribution of share purchase or subscription options and of restricted shares in this General Meeting’s twentieth resolution.

4. Resolves that the attribution of these shares to the beneficiaries shall be definitive at the end of a minimum vesting period of two years, and that beneficiaries must hold these shares for a minimum of two years. The Board of Director retains the right to increase the vesting and holding periods, up to a maximum of four years.

5. Authorizes the Board of Directors to adjust, during the vesting period, the number of restricted shares that can be attributed to beneficiaries in the event of financial transactions on Société Générale's capital stock.

6. Notes that in the event of the attribution of shares to be issued as restricted shares, the rights of shareholders to the amount of reserves, profits or additional paid-in capital to be incorporated into capital at the end of the vesting period in order to carry out the capital increase, shall be waived in favor of the beneficiaries of the restricted shares.

7. Resolves that this authorization is valid for a period of twenty-six months and cancels and replaces the authorization granted by the Joint General Meeting of May 9, 2005 in its eleventh resolution for the remaining term of the same.

8. Grants full powers to the Board of Directors, with the option of delegating these powers in accordance with the law, to use this authorization, complete all formalities, carry out and record the capital increase(s) authorized under the present resolution, amend the by-laws accordingly and, more generally, take all necessary measures relating to the transaction.

Twenty-second resolution (Authorization of the Board of Directors to cancel treasury stock held by the Company, up to a maximum limit of 10% of the total number of shares per 24-month period). The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors’ and the Statutory Auditors’ reports, and in accordance with article L. 225-209 of the French Commercial Code:

1. Authorizes the Board of Directors to cancel, on one or more occasions and at its own discretion, all or part of the Société Générale shares held by the Company as treasury stock following share buybacks authorized by the General Meeting, up to a maximum of 10% of the total number of shares per 24-month period, and to charge the difference between the purchase price of the cancelled shares and their nominal value to additional paid-in capital and available reserves, and to deduct up to 10% of the total capital cancelled from the legal reserve.

2. Resolves that this authorization is valid for a period of twenty-six months and cancels and replaces the authorization granted by the Joint General Meeting of April 29, 2004 in its seventeenth resolution for the remaining term of the same.

3. Grants full powers to the Board of Directors, with the option of delegating these powers in accordance with the law, to record the reduction(s) in capital stock, modify the by-laws accordingly and carry out all necessary formalities.

Twenty-third resolution (Delegation of authority). Full powers are granted to holders of a copy or extract of the minutes of this Meeting to carry out all formalities and make all publications related to the resolutions above.

All shareholders, irrespective of the number of shares held, may attend the Meeting in person, or be represented by their spouse or by another shareholder.
However, in order to be admitted to the Meeting, to vote by mail, or to be represented at the Meeting, the following conditions apply:

- holders of registered shares must have registered their shares in an account managed directly by the Company (“nominatif pur”) or in an administered share account (“nominatif administré”) no later than two days prior to the date of the Meeting;
- holders of bearer shares must obtain a certificate from the authorized intermediary who manages their share account (bank, credit institution, etc.) confirming that said shares are not available for sale, and submit this certificate to Société Générale’s head office or to one of its branches in France no later than two days prior to the date of the Meeting;

Your authorized intermediary will automatically send the certificate to Société Générale if you duly complete the enclosed form and return it to him.

Shareholders may request a copy of this form in writing from the following address:

**Société Générale,** Service des assemblées, B.P. 81236, 32 rue du Champ de Tir, 44312 Nantes Cedex 03, France.

Requests must be received by the Company at least six days before the date of the Meeting.

For votes by post or by proxy to be taken into consideration, the duly completed forms, together with written confirmation of fulfillment of the above formalities, must reach the Company at least two days before the date of the Meeting.

Any shareholders who have sent a proxy voting or postal voting form, or who have requested an admission card, may nevertheless sell all or part of their shares by notifying the authorized custodian of the revocation of this registration or of the non-availability for sale up to 3 p.m., Paris time, the day before the General Meeting, on the condition that the shareholders supply the elements required to cancel their vote or amend the number of shares and voting rights corresponding to their vote.

Shareholders who are not resident in France, as defined in Article 102 of the French Civil Code, may ask their registered intermediary to transmit their vote pursuant to the legal and regulatory provisions in force.

Requests for the inclusion of draft resolutions in the agenda from shareholders meeting the necessary legal requirements, must be sent to the head office (Société Générale – Secrétariat général - affaires administratives - SEGL/ADM - 29, Boulevard Haussmann - 75009 Paris, France), by registered letter with acknowledgement of receipt, no more than ten days following receipt of the present document.

This General Meeting will be broadcast live and as a recording via the Internet.

*The Board of Directors.*