

SOCIETE GENERALE

A French corporation with a share capital of EUR 933,027,038.75

Head office: 29, boulevard Haussmann – 75009 Paris

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Preliminary notice of Ordinary General Meeting

Société Générale's Shareholders are hereby informed that they will shortly be convened to the Ordinary General Meeting, to be held on May 24, 2011 at 4:30 p.m. (Paris time) 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 parent company financial statements for the 2010 financial year.
2. Allocation of 2010 income. Amount and payment date of dividend.
3. Option for payment of dividend in new shares.
4. Approval of consolidated financial statements for the 2010 financial year.
5. Renewal of the Director's mandate of Mr. Frédéric OUDEA.
6. Renewal of the Director's mandate of Mr. Anthony WYAND.
7. Renewal of the Director's mandate of Mr. Jean-Martin FOLZ.
8. Appointment of Mrs. Kyra HAZOU as a Director.
9. Appointment of Mrs. Ana Maria LLOPIS RIVAS as a Director.
10. Increase of the annual amount of attendance fees.
11. Authorization to the Board of Directors in order to buy and sell Société Générale's shares, up to a maximum of 10% of the Company's capital stock.
12. Delegation of Authority.

First resolution (Approval of the parent company financial statements for the 2010 financial year)

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, and having been informed of the Board of Directors' and Statutory Auditors' reports:

Approves the parent company financial statements as at December 31, 2010, as they have been presented, as well as the transactions reflected in these statements and described in the reports.

Notes that the net income for the 2010 financial year amounts to EUR 1,361,675,673.35.

Second resolution (Allocation of 2010 income. Amount and payment date of dividend)

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

1. Resolves to draw upon the net income of the 2010 financial year, of EUR 1,361,675,673.35, an amount of EUR 826,920.75 to be allocated to the legal reserve.

After this allocation, the available clear net balance is EUR 1,360,848,752.60. This sum added to the retaining earnings of the opening balance sheet, which was of EUR 3,440,774,551.59, forms a distributable total of EUR 4,801,623,304.19.

2. Resolves:

- to allocate a complementary sum of EUR 54,610,898.35 to the retained earnings;

- to allocate to the Shareholders, in the form of dividends, a sum of 1,306,237,854.25 EUR. The dividend per share with a nominal value of EUR 1.25 is EUR 1.75.

3. Resolves that shares will be traded ex-dividend as of May 31, 2011 and dividends made payable as from June 24, 2011. Certain tax payers are entitled to deduct 40% of the dividend from their taxable income, under Article 158-3 of the French Tax Code. It may also be taxed at a flat withholding rate.

4. Notes that, after these allocations:

- the reserves, which amounted, after the allocation of the net income of the 2009 financial year, to EUR 22,093,506,743.70, are now of EUR 22,324,449,435.60, taking into accounts the loosened Share premiums brought out on capital increases and bonus of fusions of the 2010 financial year;
- the retained earnings, which amounted, after the allocation of the net income of the 2009 financial year, to EUR 3,440,774,551.59, are now of EUR 3,495,385,449.94. This amount might be increased by the dividends on Société Générale's shares held by the Company at the time the dividend for 2010 financial year will be made payable.

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

Financial year	2007*	2008*	2009*
Net dividend in Euro	0.90	1.20	0.25

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

Third resolution (Option for payment of dividend in new shares)

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

1. Resolves to grant each shareholder the option to choose between payment of dividend either in cash or in shares, on the whole dividend.

2. Resolves that the option must be exercised from May 31, to June 15, 2011. After that last date, or if the option is not exercised, the dividend will be paid in cash only.

3. Resolves that the issue price of the new shares offered as payment of dividend will be equivalent to 90% of the amount resulting from the calculation of the average opening quoted price during the twenty trading sessions preceding the decision to pay the dividend, minus the net dividend amount and rounded up to the next Euro cent.

The shares issued as payment of dividend will bear rights from January 1, 2011.

4. Resolves that if the amount of the dividend for which the option is exercised does not correspond to a whole number of shares, the shareholder may choose to receive the immediately higher number of shares by paying the difference in cash when the option is exercised or to receive the immediately lower number of shares plus a balancing cash adjustment.

5. Grants the Board of Directors full powers, with an option to sub-delegate these powers, to carry out the payment of the dividend in new shares, to complete all acts and formalities, to record the capital increase that will result and to amend the by-laws accordingly.

Fourth resolution (Approval of consolidated financial statements for the 2010 financial year)

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, and having been informed of the Board of Directors' and Statutory Auditors' reports, approves the consolidated accounts as at December 31, 2010, as they have been presented.

Fifth resolution (Renewal of the Director's mandate of Mr. Frédéric Oudéa)

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, and having been informed of the Board of Directors' report, resolves to renew Mr. Frédéric Oudéa as a Director.

This mandate is granted for a period of four years and will expire following the General Meeting to be held in 2015 to approve the financial statements for the preceding fiscal year.

Sixth resolution (Renewal of the Director's mandate of Mr. Anthony Wyand)

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, and having been informed of the Board of Directors' report, resolves to renew Mr. Anthony Wyand as a Director.

This mandate is granted for a period of four years and will expire following the General Meeting to be held in 2015 to approve the financial statements for the preceding fiscal year.

Seventh resolution (Renewal of the Director's mandate of Mr. Jean-Martin Folz)

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, and having been informed of the Board of Directors' report, resolves to renew Mr. Jean-Martin Folz as a Director.

This mandate is granted for a period of four years and will expire following the General Meeting to be held in 2015 to approve the financial statements for the preceding fiscal year.

Eighth resolution (Appointment of Mrs. Kyra Hazou as a Director)

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, and having been informed of the Board of Directors' report, resolves to appoint Mrs. Kyra Hazou as a Director.

This mandate is granted for a period of four years and will expire following the General Meeting to be held in 2015 to approve the financial statements for the preceding fiscal year.

Ninth resolution (Appointment of Mrs. Ana Maria Llopis as a Director)

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, and having been informed of the Board of Directors' report, resolves to appoint Mrs. Ana Maria Llopis Rivas as a Director.

This mandate is granted for a period of four years and will expire following the General Meeting to be held in 2015 to approve the financial statements for the preceding fiscal year.

Tenth resolution (Increase of the annual amount of attendance fees)

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, and having been informed of the Board of Directors' report, sets the annual amount to be paid to the Directors in attendance fees at EUR 1,250,000, as from fiscal year 2011 and until further notice.

Eleventh resolution (Authorization to buy and sell Societe Generale shares, up to a maximum of 10% of the Company's capital stock)

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, and having been informed of the Board of Directors' report, and in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, the General Regulation of the "Autorité des Marchés Financiers" and the European Commission Regulation No. 2273/2003 of December 22, 2003:

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

2. Resolves that the Board of Directors may purchase shares at its own discretion for the following purposes:

2.1. to cancel the purchased shares, in accordance with the authorization of the General Meeting held in May 25th, 2010, in its 24th resolution, only to compensate the dilution that could result from the issuing of new shares due to the implementation of stock-option plans, free share plans or employees share purchase plans;

2.2. to attribute, cover and honour stock option plans, free share plans, employees share purchase plans or any form of allocation to employees and Chief Executive officers of the Company or affiliated companies under the conditions provided by applicable legal provisions;

2.3. to provide shares upon the exercise of securities with an equity component;

2.4. to hold and subsequently use the shares in exchange or as payment for Group's acquisitions, up to a maximum limit of 5% of the Company's capital stock;

2.5. to grant a mandate to an investment services provider for the purchase or sale of Company shares as part of a liquidity contract that meets the terms of the compliance charter recognized by the "Autorité des Marchés Financiers".

3. Resolves that the buying, selling or transfer of these shares may be carried out by any means and at any time, and on one or more occasions, except the event of a public offer, in compliance with the limits and methods set forth by the laws and regulations in force. The shares may be bought, sold or otherwise transferred over-the-counter, in blocks, in the form of options or derivatives.

4. Sets the maximum buying price at EUR 100 per share. On the basis of the capital stock at February 15, 2011, and without taking into account shares already held by the Company, a maximum theoretical total of 74,642,163 shares could be bought, for a maximum theoretical amount of EUR 7,464,216,300.

5. Resolves that this authorization is valid for 18 months from the date of this General Meeting, and cancels for the remaining term and replaces as from the implementation of the resolution by the Board of Directors, that granted by the Joint Shareholders' Meeting of May 25, 2010 in its 15th resolution.

6. Grants the Board of Directors full powers, with an option to sub-delegate 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.

Twelfth 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 relative to the aforementioned resolutions.

1. Participation in the General Meeting

Regardless of the number of shares held, all shareholders have the right to attend the General Meeting.

Formalities to be completed before participating

In application of Article R. 225-85 of the French Commercial Code, those shareholders that are able to justify their status with an accounting entry in their name or in the name of the intermediary properly registered on their behalf - either in nominative shares accounts or in the accounts of bearer shares

held by their authorized intermediaries - three working days before the date of the Meeting, i.e. May 19, 2011 by midnight Paris local time (hereinafter referred to as D-3), may attend the meeting.

For holders of nominative shares, this entry at D-3 in the share accounts is sufficient to enable them to attend the meeting.

For holders of bearer shares, their authorized intermediaries are required to directly justify their clients' status as a shareholder to the centralizing body of the Meeting. They do so by producing a certificate which they attach to the form drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary and enabling to vote by mail or by proxy or request an admission card. However, holders of bearer shares who wish to attend the General Meeting in person but have not received their admission card by May 19, 2011, will need to request a certificate from their financial intermediary in order to justify their status as a shareholder at D-3 to be allowed to attend the Meeting.

Holders of nominative shares will receive by post the notice of meeting and the form enabling to vote by mail or by proxy or request an admission card. Holders of bearer shares may obtain those documents from their authorized intermediaries.

Requests will be processed only if received at least six days before the date of the General Meeting, i.e. by May 18, 2011.

Ways to participate

Shareholders who wish to attend the General Meeting may request an admission card using the form above-mentioned.

Shareholders who will not attend the General Meeting and who wish to participate in the General Meeting might vote by mail or be represented either by the Chairman or by their spouse, their civil union partner (PACS), another shareholder or any other person. For that purpose, they may use the form above-mentioned.

Postal ballots and votes by proxy will be counted only if the duly completed and signed forms (with the certificate of registration above-mentioned for holders of bearer shares) are received by Societe Generale's Head Office or the Service des Assemblées, BP 81239, 32 rue du Champ de tir, 44312 Nantes Cedex 03, at least two days before the date of the Meeting, i.e. by May 22, 2011.

In accordance with Article R.225-79 of the French Commercial code, the designation or revocation of representatives might be transmitted electronically, if shareholders comply with the following instructions:

- For holders of nominative shares: the shareholders log on to the website www.nominet.socgen.com with their identification numbers (specified on their Securities Statement), go to the "Contact us" section and click on "General Meeting" then on "Other", and indicate their name, surname, address and the designated or revoked representative's name, surname and address in the message.
- For holders of bearer shares or administered nominative shares: the shareholders send an e-mail to agsocietegenerale2011.mandataires@sgss.socgen.com with their name, surname, address and the designated or revoked representative's name, surname and address. They shall ask their registered intermediary above-mentioned to send a written confirmation to Société Générale's Service des assemblées.
- For employees and former employees holders of units of Société Générale's FCPE: They log on to the website www.esalia.com with the usual identification numbers (Account number and password), and go to the "contact us" section then send a correspondence with "other" as subject and containing their name, surname, address and the designated or revoked representative's name, surname and address.

To be taken into account, the designations or revocations of representatives must be received no later than two days before the General Meeting, i.e. on May 22, 2011.

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 another form of participation; however, they are still entitled to sell their shares, in part or in whole.

2. Requests to add items or draft resolutions to the agenda of the General Meeting

Shareholders' rights to submit draft resolutions or add items to the agenda are set by Articles L. 225-105, R. 225-71 and R. 225-73 of the French Commercial Code.

The requests must be submitted to the Head Office (Societe Generale - Secrétariat général - Affaires administratives - SEGL/AGO - 29, Boulevard Haussmann - 75009 Paris (France) by registered letter with acknowledgement of receipt, within twenty days of the publication of the present meeting notice. Requests from shareholders must include a certificate of registration proving ownership or representation by the authors of the request of the percentage of capital required by Article R. 225-71 mentioned above.

Furthermore, the General Meeting's consideration of draft resolutions submitted by shareholders, as provided by legal and regulatory provisions in force, is conditioned by the submission by the authors of the request of a new certificate of registration of their shares, under the same provisions, by D-3.

The request to submit draft resolutions sent by the Works Council (Comité d'entreprise), under the terms set forth by the French Labor Code, must be submitted within ten days of the publication of the present meeting notice.

3. Written questions

According to Article R.225-84 of the French Commercial Code, a shareholder who wishes to ask questions in writing has to, as of the present insert and no later than four working days before the date of the Meeting, i.e. May 18, 2011, send these questions to the Head of Office for the attention of the Chairman of the Board, by registered letter with acknowledgement of receipt. To be taken into consideration, those questions have to be necessarily accompanied with a certificate justifying the status as shareholder of the sender.

4. Documents published or made available to the shareholders

The documents that the Company must legally hold at the shareholders' disposal for the general Meeting, will be made available at Société Générale's Head Office as from the publication of the notice to attend a General Meeting.

The documents and information to be presented at the General Meeting, in accordance with Article R.225-73-1 of the French Commercial Code, are at the shareholders' disposal on the Company's website: www.societegenerale.com, as from, at the latest, the 21st day before the General Meeting.

The voting results and the quorum will be made available on the website no later than two days after the General Meeting, i.e. on May 26, 2011.

5. Broadcast of the meeting

This General Meeting will be broadcast live and as a recording on the website www.societegenerale.com.