

Decisions made by the Board of Directors meeting on 19 February 2015 concerning the remuneration of Group Chief Executive officers

The Board of Directors issued the following decisions on 19 February 2015 following proposals by the Compensation Committee regarding the remuneration of the Group's Chief Executive Officers.

I – CHIEF EXECUTIVE OFFICERS

A- Annual variable remuneration for Chief Executive Officers for 2014

In accordance with the principles defined in March 2014, the following criteria were taken into account to determine the annual variable remuneration:

- for 60% of variable remuneration, based on the level of achievement of quantitative objectives measured:
 - for all Chief Executive Officers: earnings per share, gross operating income and cost/income ratio, all measured at the level of Societe Generale group;
 - in addition: net income before tax, gross operating income and cost/income ratio assessed for scope of responsibilities of each Deputy Chief Executive Officer;
 - each of these objectives is assigned a equal weight in calculating the corresponding variable proportion.
- for the remaining 40%: specific qualitative objectives related to the implementation of the strategy of the group and business lines, regulatory compliance and risk control, organisation optimisation, people management and corporate and environmental responsibility.

The Board of Directors noted a significant drop in quantitative performance compared to 2013, due to the Group's decision to take an impairment on its Russian subsidiary Rosbank's goodwill in the first quarter of 2014. In contrast, the Board highlighted Societe Generale's successful admission into the European Banking Union and the group's sound progression with its development and transformation strategy, in line with the medium-term goals presented in May 2014 at the Investor's Day presentation.

The Board of Directors set the following annual variable remuneration amounts for the 2014 financial year:

- EUR 948,767 for Mr Frédéric Oudéa, resulting of a quantitative performance of 43% and a qualitative performance assessed by the board at 95%, i.e., a drop of 33% compared to 2013.
- EUR 539,978 for Mr Séverin Cabannes, resulting of a quantitative performance of 55% and a qualitative performance assessed by the board at 85%, i.e., a drop of 23% compared to 2013.
- EUR 494,632 for Mr Bernardo Sanchez Incera, resulting of a quantitative performance of 44% and a qualitative performance assessed by the board at 80%, i.e., a drop of 20% compared to 2013.
- EUR 355,680 for Mr Jean-François Sammarcelli (for his position as Deputy Chief executive officer until 31 August 2014), resulting of a quantitative performance of 64% and a qualitative performance assessed by the board at 75%.

As per the standards applicable to bank executives (European Directive CRD4, the Board of Directors set the conditions for acquiring and paying annual variable remuneration as follows:

- A March 2015 vested portion, representing 40% of the overall amount awarded, of which half, converted into share equivalents, is non-transferable for one year.
- An unvested portion, representing 60% of the total amount and contingent on a two-fold condition (profitability and core-tier one level), of which two thirds are converted into shares equivalents. A non-transferability period of six months applies after each vesting.

B- Summary of fixed and annual variable remuneration for 2014

EUR	Reminder of 2013 Fixed and annual variable remuneration (1)				2014 Fixed and annual variable remuneration (1)			
	Fixed salary	Annual variable remuneration	<i>Additional compensation (2)</i>	2013 remuneration	Fixed remuneration	Performance-related remuneration	<i>Additional compensation (2)</i>	2014 remuneration
Mr Oudéa	1,000,000	1,406,070	300,000	2,706,070	1,100,000	948,767	200,000	2,248,767
Mr Cabannes	650,000	705,120	N/A	1,355,120	700,000	539,978	N/A	1,239,978
Mr Sammarcelli	650,000	704,964	N/A	1,354,964	433,333 *	355,680	N/A	789,013
Mr Sanchez Incera	700,000	619,718	N/A	1,319,718	733,333	494,632	N/A	1,227,965

Note: gross amounts in Euros calculated on value at grant date.

* The 2014 remuneration for Mr J.-F. Sammarcelli equates to the amounts payable for his position as Deputy Chief Executive Officer which was terminated on 31 August 2014.

(1) Annual variable remuneration for 2013 and 2014 were deferred to the extent of 80% of the awarded amount.

(2) The gross additional compensation of EUR 300,000, awarded to Frédéric Oudéa in 2009 after terminating his employment contract as compensation for the loss of his rights to the Societe Generale supplementary pension scheme, was included in his fixed annual salary on 1 September 2014.

C- Long-term incentives

The long-term incentives plan for which the Chief Executive Officers have been eligible since 2012 has been renewed. It is intended to associate executives with the company's progress over the long term and to align their interests with those of shareholders.

The Board decided that in light of the entry into effect of the European Directive "Capital Requirements Directive" (CRD4) in 2014 (which caps the global variable proportion of compensation), awards made under this plan should apply to the previous financial year. The Board considered that it would be unable to issue an appreciation of the compliance of said compensation if awards continued to relate to the current financial year.

The conditions of the long-term incentive plan are as follows:

- Award of share equivalents in two tranches, with vesting periods of four and six years, followed by a one-year non-transferability period after vesting, which lengthens the indexation period to five and seven years respectively.
- Final vesting determined by the relative performance of the Societe Generale share measured by the progress of the Total Shareholder Return (TSR) against the TSR of eleven comparable European banks over the vesting periods. The award vests in full only if Societe Generale TSR lies in the upper quartile of the sample. If performance slightly exceeds the median value, the vesting rate is equal to 50% of the overall grant. No share equivalent vests in the event of insufficient performance. The full vesting matrix is provided in the Registration document.

The reference sample comprises the following financial institutions: Barclays, BBVA, BNP Paribas, Crédit Agricole, Credit Suisse, Deutsche Bank, Intesa Sanpaolo, Nordea, Santander, UBS and Unicredit.

Furthermore, the Board of directors decided that the final payment value of share equivalents shall be limited to the value of the net asset per share of Societe Generale group at 31 December 2014, i.e., €58.

Finally, in case of negative Group net income (excluding pure accounting impact of re-evaluation of Societe Generale's own financial liabilities) for the year preceding the vesting date of long-term incentives, payments will be forfeited, regardless of Societe Generale's share performance.

The following table states the number of share equivalents awarded to each Chief Executive Officer under the terms of the plan and their book value. The said amount takes account of the capping mechanism applicable to global variable proportion of compensation for Chief Executive Officers:

	Maximum number awarded	Accounting value
Mr Oudéa	45,000	EUR 850,500
Mr Cabannes (1)	27,600	EUR 521,640
Mr Sanchez Incera	30,000	EUR 567,000

(1) The award to Mr Cabannes initially set at 30,000 share equivalents was reduced to take account of the cap applicable to the global variable proportion of 2014 compensation.

D- Additional information on Mr Frédéric Oudea's employment conditions

- Mr Oudéa does not have any supplementary retirement plan.
- Furthermore, Mr Oudéa does not benefit from any severance arrangement should he leave the Group ("golden parachute").

II – CHAIRMAN OF THE BOARD OF DIRECTORS

Mr Lorenzo Bini Smaghi will be appointed Chairman of the Board of directors at the end of the AGM to be held on 19 May 2015. The Board of directors has decided to set his annual compensation at EUR 850,000. The Chairman will not receive attendance fees. As he does not live in Paris, the new Chairman may be eligible for housing to serve in this position. No other specific compensation or benefits shall be granted.