

SOCIETE GENERALE
A French Company with a share capital of EUR 998 395 202.50
Registered office: 29, boulevard Haussmann – 75009 PARIS
552 120 222 RCS Paris

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

Notice of a Joint General Meeting

Mrs. and Messrs. the shareholders and unit holders of the FCPE “Société Générale Actionnariat” fund are hereby informed that they will shortly be convened to the Joint General Meeting to be held on 20 May 2014 at 4:00 p.m. at Paris Expo, Espace Grande Arche, la Grande Arche, 92044 Paris-La Défense, in order to deliberate on the following agenda:

Agenda

For consideration by the Meeting as an Ordinary Meeting

1. Approval of the consolidated financial statements for the 2013 financial year.
2. Approval of the annual financial statements for the 2013 financial year.
3. Allocation of the 2013 income; setting of the dividend.
4. Approval of the related party agreements.
5. Advisory opinion on remuneration due or awarded to Frédéric Oudéa for the 2013 financial year.
6. Advisory opinion on remuneration due or awarded to Deputy Chief Executive Officers for the 2013 financial year.
7. Advisory opinion on remuneration paid in 2013 to regulated persons pursuant to article L. 511-71 of the French Monetary and Financial Code.
8. Authorisation to increase the variable part of the total compensation awarded to the regulated persons mentioned in article L. 511-71 of the French Monetary and Financial Code without exceeding double their fixed compensation.
9. Renewal of Mr. Robert Castaigne as a Director.
10. Appointment of Mr. Lorenzo Bini Smaghi as a Director.
11. Authorisation granted to the Board of Directors in order to buy and sell Société Générale ordinary shares within the limit of 5% of the share capital.

For consideration by the Meeting as an Extraordinary Meeting

12. Delegation of authority granted to the Board of Directors in order to undertake an increase in the share capital with pre-emptive subscription rights.
13. Delegation of authority granted to the Board of Directors in order to undertake an increase in the share capital without pre-emptive subscription rights.
14. Authorisation granted to the Board of Directors in order to increase the number of securities to be issued in the event of surplus demand for a capital increase with or without pre-emptive subscription rights.
15. Delegation of authority granted to the Board of Directors in order to undertake an increase in the share capital in order to remunerate in-kind contributions without pre-emptive subscription rights.
16. Delegation to the Board of Directors in order to undertake an issue of contingent convertible bonds without pre-emptive subscription rights, through private placement pursuant to paragraph II of article L. 411-2 of the French Monetary and Financial Code.

17. Delegation to the Board of Directors in order to undertake capital increases or the sale of shares reserved for subscribers to a company or group Employee Savings Plan, without pre-emptive subscription rights.
18. Authorisation granted to the Board of Directors in order to award free performance shares, existing or to be created, without pre-emptive subscription rights, to employees.
19. Authorisation granted to the Board of Directors to cancel Company's own shares.
20. Delegation of Authority

Draft Text of the Resolutions

For consideration by the meeting as an ordinary meeting

First resolution (Approval of the consolidated financial statements for the 2013 financial year).

The General Meeting, ruling 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 on the consolidated financial statements for the financial year, approves the consolidated statements for the 2013 financial year, as they have been presented as well as the transactions reflected on these statements or summarised in these reports.

Second resolution (Approval of the annual financial statements for the 2013 financial year).

The General Meeting, ruling under 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 annual financial statements for the 2013 financial year, as they have been presented, as well as the transactions reflected in these statements and described in the reports, and notes that the net income for the 2013 financial year amounts to EUR 2,713,521,209.57.

In accordance with article 223 quarter of the French Tax Code, it approves the total amount of non-deductible expenses and charges mentioned in article 39-4 of the aforementioned Code which stands at EUR 262,348 for the year under review and the theoretical tax pertaining to these expenses and charges which stands at EUR 90,335.

Third resolution (Allocation of the 2013 income; setting of the dividend).

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

1. Resolves to draw upon the net income for the 2013 financial year of EUR 2,713,521,209.57 an amount of EUR 2,305,366.87 to be allocated to the legal reserve.
After this allocation, the net available balance amounts to EUR 2,711,215,842.70. This sum, added to the retained earnings of the opening balance sheet which amounted to EUR 5,467,273,832.06, forms a distributable total of EUR 8,178,489,674.76.
2. Resolves:
 - to allocate an additional amount of EUR 1,912,499,680.70 to retained earnings;
 - to allocate to the shares, in the form of dividends, a sum of EUR 798,716,162.00.

Therefore, the dividend per share entitled to dividends amounts to EUR 1.00.

It is specified that in the event of a change in the number of shares entitled to dividends from the 798,716,162 shares comprising the share capital as of 31 December 2013, the total amount of the dividend would be adjusted consequently and the amount allocated to the retained earnings account would be determined on the basis of dividends actually paid.

3. Resolves that the shares will be traded ex-dividend on 27 May 2014 and dividends made payable as of 30 May 2014. The dividend shall qualify for the 40% tax credit pursuant to article 158-3 of the French Tax Code.
4. Notes that, after these allocations:
 - the reserves, which, after the allocation of the net income for the 2012 financial year, amounted to EUR 23,471,382,127.65, now amount to EUR 23,863,287,608.82, taking into account the premiums resulting from capital increases which took place during the 2013 financial year;
 - the retained earnings, which, after the allocation of the net income for the 2012 financial year, amounted to EUR 5,467,273,832.06, now amount to EUR 7,379,773,512.76. This amount will be adjusted according to the change in the number of shares entitled to dividends: it will be increased by the dividend fraction corresponding to the shares that the Company may hold at the time the dividend is due to be paid and decreased by the necessary sums to pay a dividend for shares arising from subscription options exercised since 1 January 2014.
5. Notes, in accordance with the law, that the dividend paid on each ordinary share for the three previous financial years was as follows :

Financial years	2010*	2011*	2012*
Euro net	1.75	0	0.45

**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 for the 2010 and 2011 financial years.*

Fourth resolution (Related party agreements).

The General Meeting, ruling under the conditions required for ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory auditors' special report on the related party agreements covered by articles L. 225-38 and L. 225-42-1 of the French Commercial Code, approves the aforementioned special report and acknowledges that there are no related party agreements to be submitted to the General Meeting's approval.

Fifth resolution (Advisory opinion on remuneration due or awarded to Frédéric Oudéa for the 2013 financial year).

The General Meeting, ruling under conditions required for ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report, having been consulted pursuant to the recommendation of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code amended in June 2013, issues a favourable opinion on remuneration components due or awarded to Frédéric Oudéa, Chairman and Chief Executive Officer, for the 2013 financial year as detailed on pages 96 and 97 of the 2014 registration document.

Sixth resolution (Advisory opinion on remuneration due or awarded to Deputy Chief Executive Officers for the 2013 financial year).

The General Meeting, ruling under conditions required for the ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report, and having been consulted pursuant to the recommendation of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code amended in June 2013, issues a favourable opinion on remuneration components due or awarded to Séverin Cabannes, Jean-François Sammarcelli and Bernardo Sanchez Incera, Deputy Chief Executive Officers, for the 2013 financial year as detailed on pages 98 to 103 of the 2014 registration document.

Seventh resolution (Advisory opinion on remuneration paid in 2013 to regulated persons pursuant to article L. 511-71 of the French Monetary and Financial Code).

The General Meeting, ruling under conditions required for the ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report, and having been consulted pursuant to article L. 511-73 of the French Monetary and Financial Code, issues a favourable opinion on the EUR 299.8 million global package of remunerations of any kind paid during the 2013 financial year to persons mentioned by article L. 511-71 of the French Monetary and Financial Code.

Eighth resolution (Authorisation to increase the variable part of the total compensation awarded to regulated persons mentioned in article L. 511-71 of the French Monetary and Financial Code without exceeding double the amount of their fixed compensation).

The General Meeting, ruling under conditions required for the ordinary meetings as to quorum and majority by article L. 511-78 of the French Monetary and Financial Code, having been informed of the Board of Directors' report, decides that the variable part of the total compensation awarded to persons mentioned in article L. 511-71 of the French Monetary and Financial Code may be increased to a maximum of double the amount of their fixed compensation, a discount rate may be applied pursuant to the terms of article L. 511-79 of the French Monetary and Financial Code and until further notice.

All powers are granted to the Board of Directors, with an option to sub-delegate, to implement this authorisation.

Ninth resolution (Renewal of Mr Robert Castaigne as a Director).

The General Meeting, ruling under conditions required for ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report, decides to renew Mr Robert Castaigne as a Director.

This mandate is granted for a period of 4 years and will expire following the General Meeting to be held in 2018 to approve financial statements of the preceding financial year.

Tenth resolution (Appointment of Mr Lorenzo Bini Smaghi as a Director).

The General Meeting, ruling under conditions required for ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report, decides to appoint Mr Lorenzo Bini Smaghi as a Director.

This mandate is granted for a period of 4 years and will expire following the General Meeting to be held in 2018 to approve financial statements of the preceding financial year.

Eleventh resolution (Authorisation granted to the Board of Directors to buy and sell the Company's ordinary shares up to a maximum of 5% of the share capital).

The General Meeting, ruling under conditions required for ordinary meetings as to quorum and majority, having been informed of the Board of Directors' report and in accordance with the articles L. 225-209 et seq. of the French Commercial Code, the General Regulation of the French Securities Regulator (*Autorité des Marchés Financiers*), European Commission Regulation (EC) No. 2273/2003 of 22 December 2003 and Banking Regulation Committee Regulation No. 90-02:

1. Authorises the Board of Directors to purchase the Company's own ordinary shares up to a limit of 5% of its share capital at the time of the purchase. The total number of shares held by the Company following these purchases may not exceed 10% of the share capital.

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 authorisation of this General Meeting, in its 19th resolution, only to offset the dilution resulting from the issue of new shares due to the implementation of stock-option plans or free share plans or share capital increases in favour of employees;
 - 2.2. to grant, cover and honour any stock-option plan, free share allocation plan, employee savings plan 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 rights over securities with an equity component;
 - 2.4. to hold and subsequently use the shares in exchange or as payment for Group's external acquisitions;
 - 2.5. to grant a mandate to an investment services provider for the purchase or sale of the Company's shares as part of a liquidity contract that meets the terms of the compliance charter recognised by the French Securities Regulator (*Autorité des Marchés Financiers*).
3. Resolves that these shares may be bought, sold or transferred by any means and at any time, and on one or more occasions, except during a public offering, in compliance with the limits and methods set forth by the laws and the regulations in force. If necessary, 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 purchase price at EUR 75 per share. Based on the share capital as at 11 February 2014, a maximum theoretical total of 39,935,808 shares could be bought, for a maximum theoretical amount of EUR 2,995,185,600.
5. Resolves that this authorisation shall be valid for 18 months as from the date of this General Meeting, and shall cancel and supersede for the unexpired time period and as from the date of its implementation by the Board of Directors, the authorisation given by the Ordinary Shareholders' Meeting dated 22 May 2013 in its 8th resolution.
6. Grants to the Board of Directors, with an option to sub-delegate, all necessary powers to carry out the aforementioned transactions, complete any act and formalities, make the required adjustments following transactions that might be made on share capital and, more generally, take all necessary measures for the implementation of this authorisation.

For consideration by the meeting as an extraordinary meeting

Twelfth resolution (Delegation of authority granted to the Board of Directors, for 26 months, in order to undertake a share capital increase, with pre-emptive subscription rights, (i) through the issue of ordinary shares or any securities giving access to the share capital or its subsidiaries, for a maximum nominal share issuance amount of EUR 399 million, i.e. 39.97% of the share capital, with deduction of the amounts set in the 13th to 18th resolutions, (ii) and/or through incorporation of reserves, up to a maximum nominal amount of EUR 550 million).

The General Meeting, ruling under the conditions required for extraordinary meetings as to quorum and majority, and having been informed of the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with legal provisions, notably articles L. 225-129-2, L. 225-130, L. 225-132, L. 225-134, L. 228-91 to L. 228-93 of the French Commercial Code:

1. Delegates to the Board of Directors its powers to undertake, in France and abroad, a share capital increase, on one or more occasions, for the company:
 - 1.1 by issuing ordinary shares in the Company or any securities granting immediate or deferred entitlement, by any means, to ordinary shares of the Company or in another company of which the Company owns directly or indirectly more than half of the share capital;
 - 1.2 and/or by incorporating into the share capital, reserves, profits, premiums or any other amount that may be incorporated with free share awards or with an increase in the par value of existing shares.

The ordinary shares shall be denominated in euro; securities other than ordinary shares shall be denominated in euro, in foreign currencies, or in any monetary unit established on the basis of several currencies.
2. Sets, as follows, the limits on the transactions thus authorised:
 - 2.1 the maximum nominal amount of the ordinary shares mentioned in 1.1. that may be thus issued, immediately or ultimately, is hereby set at EUR 399 million, it being stipulated that the nominal amount of the ordinary shares issued, where applicable, in accordance with resolutions 13 to 18 of this Meeting shall be deducted from this amount;
 - 2.2 the maximum nominal amount of the capital increase through incorporation mentioned in 1.2. is hereby set at EUR 550 million and is added to the amount set in the above paragraph;
 - 2.3 if necessary, these amounts shall be increased by the additional amount of shares to be issued in order to safeguard the rights of the holders of securities or other rights granting entitlement to ordinary shares of the Company, in accordance with the law or contractual terms that may be applicable;
 - 2.4 the maximum nominal amount of debt securities that can be issued pursuant to this resolution is hereby set at EUR 6 billion, it being stipulated that the nominal amount of securities issued, where applicable, in accordance with resolutions 13 to 18 of this General Meeting, shall be deducted from this amount.
3. In the event of the Board of Directors availing itself of this delegation of powers:
 - 3.1 within the framework of the issues mentioned in 1.1. above:
 - resolves that the shareholders shall have pre-emptive subscription rights to the issued securities in proportion with the number of shares they hold;
 - resolves, in accordance with article L. 225-134 of the French Commercial Code, that if the applications for exact rights and, where applicable, other applications for shares, have undersubscribed the issue of ordinary shares or securities, the Board of Directors may, at

its discretion, allocate all or some of the unsubscribed shares, offer them to the public or limit the issue to the amount of subscriptions received, provided that this amount is equal to at least three quarters of the resolved issue pursuant to article L. 225-134 of the French Commercial Code;

3.2 within the framework of incorporations into capital mentioned in 1.2. above:

- resolves, where applicable and in accordance with article L. 225-130 of the French Commercial Code, that rights representing fractional shares may be neither traded nor sold, and that the corresponding shares shall be sold, with the proceeds being allocated to holders of the rights within the period set by regulations in force.

4. Resolves that this delegation is valid for 26 months as of this date and that it cancels and supersedes for the unexpired time period the delegation granted by the Joint Shareholders' Meeting held on 22 May 2012, in its 14th resolution on the same subject.

5. Acknowledges that the Board of Directors has all powers to implement this delegation of powers or to sub-delegate, under conditions set by the law.

Thirteenth resolution (Delegation of authority granted to the Board of Directors, for 26 months, in order to undertake an increase in the share capital, with removal of pre-emptive subscription rights, through public offering, through the issue of ordinary shares or any securities giving access to the share capital of the Company or its subsidiaries for a maximum nominal amount of shares issuance of EUR 99.839 million, i.e. 10% of the share capital, with this amount being deducted from the ceiling set in the 12th resolution and those set in the 14th to 16th resolutions being deducted from this amount).

The General Meeting, ruling under the conditions required for extraordinary meetings as to quorum and majority, and having been informed of the Board of Directors' report and the special report of the Statutory Auditors and in accordance with legal provisions, and notably articles L. 225-129-2, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. Delegates to the Board of Directors its powers to undertake, in France and abroad, an increase of the share capital, on one or more occasions, through the issue of ordinary shares of the Company or of any securities granting immediate or deferred entitlement, by any means, to ordinary shares in the Company or in a company of which the Company owns, directly or indirectly, more than half of the share capital.

The ordinary shares shall be denominated in euro; securities other than ordinary shares shall be denominated in euro, in foreign currencies or in any monetary unit established on the basis of a basket of several currencies.

2. Resolves that these issues may be allocated, among others:

2.1. in payment for a company's securities that would be tendered to Société Générale under a public exchange offering for those securities in accordance with article L. 225-148 of the French Commercial Code;

2.2. following the issue of securities granting entitlement to Société Générale shares, by one of the companies of which Société Générale holds, directly or indirectly, more than half of the share capital, under the conditions of article L. 228-93 of the French Commercial Code, being specified that these securities could also give entitlement to existing Société Générale shares.

3. Sets at:

3.1. EUR 99.839 million the maximum amount of ordinary shares that may be issued, immediately or ultimately, without pre-emptive subscription rights, these ceilings being increased, where applicable, by the additional amount of shares to be issued in order to

safeguard the rights of holders of securities granting entitlement to Company's shares, in accordance with the law or contractual provisions that may be applicable.

3.2. EUR 6 billion the maximum nominal amount of debt securities that can be issued pursuant to this resolution.

4. Decides that these ceilings are deducted from the ceilings set forth in the 12th resolution of this Meeting, it being specified that, where applicable, the amount of issues made in accordance with the 14th to 16th resolutions of this Meeting shall also be deducted from these initial ceilings.
5. Resolves to remove shareholders' pre-emptive subscription rights to these shares and to grant to the Board of Directors the power to grant shareholders priority subscription rights, for all or part of the subscription, in accordance with article L. 225-135 of the French Commercial Code. This subscription priority right would not give rise to the creation of negotiable rights but could, if the Board of Directors considers it suitable, be exercised both irreducibly and reducibly.
6. Resolves that if the applications for exact rights and, where applicable, other applications for shares, have undersubscribed the issue of ordinary shares or securities, the Board of Directors may, at its discretion, use one and/or more of the allocation possibilities as provided for by article L. 225-134 of the French Commercial Code.
7. Resolves that the issue price of the shares shall be at least equal to the minimum authorised by the current legislation.
8. Resolves that this delegation is valid for 26 months as of this date, cancels and supersedes for the unexpired time period the delegation granted by the Joint Shareholders' Meeting dated 22 May 2012, in its 15th resolution on the same subject.
9. Acknowledges that the Board of Directors has all powers to implement this delegation of powers or to sub-delegate under conditions set by French law.

Fourteenth resolution (Authorisation granted to the Board of Directors, for 26 months, in order to increase the number of securities to be issued in the event of surplus demand for a capital increase, with or without pre-emptive subscription rights, within the 15% limit of the initial issue and of the ceilings provided in the 12th and 13th resolutions).

The General Meeting, ruling under the conditions required for extraordinary meetings as to quorum and majority, and having been informed of the Board of Directors' report and the special report of the Statutory Auditors:

1. Authorises the Board of Directors, in the event of surplus demand for subscriptions to an increase in the share capital decided in accordance with the 12th or 13th resolutions of this General Meeting, to increase the number of securities issued, in accordance with article L.225-135-1 of the French Commercial Code, within the thirty days of the closing of subscriptions, at the same price as the one used for the initial issue and up to 15% of the initial issue and within the ceilings provided for in these 12th or 13th resolutions.
2. Resolves that this delegation is valid for 26 months as from this date, and that it cancels and supersedes for the unexpired time period the delegation granted by the Joint Shareholders' Meeting dated 22 May 2012, in its 16th resolution on the same subject
3. Acknowledges that the Board of Directors has all powers to implement this delegation or to sub-delegate, under conditions set by law.

Fifteenth resolution (Delegation of authority granted to the Board of Directors, for 26 months, without pre-emptive subscription rights, in order to undertake an increase in the share capital up to a maximum limit of 10% of the existing share capital and within the ceilings provided by the 12th and 13th resolutions, in order to remunerate in-kind contributions on capital stock securities or granting entitlement to the share capital of other companies, outside of the context of a public exchange offering and granted to the Company).

The General Meeting, ruling under the conditions required for extraordinary meetings as to quorum and majority, and having been informed of the Board of Directors' report and pursuant to the provisions of article L.225-147 of the French Commercial Code:

1. Delegates to the Board of Directors its authority, on the basis of the report of the Contribution Auditor, to undertake one or more increases in the share capital by issuing ordinary shares of the Company and/or securities giving access, by any means, immediately or deferred, to the share capital of the Company, without pre-emptive subscription rights, in order to remunerate the in-kind contributions made to the Company and composed of capital stock or securities with an equity component when the provisions of article L.225-148 of the French Commercial Code do not apply.
The ordinary shares shall be denominated in euro; securities other than ordinary shares shall be denominated in euro, in foreign currencies, or in any monetary unit established on the basis of a basket of several currencies.
2. Sets at EUR 99.839 million the maximum nominal amount of the share capital increases to be undertaken.
3. Resolves that this ceiling and the nominal amount of securities that may be issued are deducted from the ceilings provided in the 12th and 13th resolutions of this Meeting.
4. Resolves that this delegation is valid for 26 months as from this date and that it cancels and supersedes for the unexpired time period the delegation granted by the Joint Shareholders' Meeting dated 22 May 2012, in its 17th resolution on the same subject.
5. Acknowledges that the Board of Directors has all powers, with an option to sub-delegate in accordance with the provisions set by law, to approve the valuation of contributions, to decide and implement the capital increase remunerating the contributions, to subtract from the capital contribution premium, where applicable, all fees incurred by the capital increase, to subtract from the capital contribution premium, if necessary, the sums needed to allocate the legal reserve, to amend the by-laws accordingly, and more generally, to take all necessary measures relating to the transaction.

Sixteenth resolution (Delegation of authority to the Board of Directors, for 26 months, in order to undertake an issue of subordinated bonds which may be convertible into Company shares in the event that the Group's Common Equity Tier 1 ratio ("CET1") falls below 5.125% ("contingent convertible bonds"), with removal of pre-emptive subscription rights, through private placement pursuant to paragraph II of article L.411-2 of the French Monetary and Financial Code, within the limit of 10% of the share capital and of the ceilings provided by the 12th and 13th resolutions).

The General Meeting, ruling under the conditions required for extraordinary meetings as to quorum and majority, and having been informed of the Board of Directors' report and the special report of the Statutory Auditors and pursuant to legal provisions, and notably pursuant to article 54 of EU Regulation no. 575/2013 of the European Parliament and the Council of the European Union dated 26 April 2013 governing prudential requirements applicable to credit institutions and investment firms and amending (EU) n°648/2012 Regulation and articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 to L. 228-93 of the French Commercial Code:

1. Delegates its authority to the Board of Directors to undertake a share capital increase, in France and abroad, through private placement in accordance with paragraph II of article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, through the issue of subordinated bonds that would be converted into ordinary shares of the Company in the event that the Group's Common Equity Tier 1 (CET1) ratio falls below 5.125% (contingent convertible bonds). The ordinary shares shall be denominated in euro. The contingent convertible bonds shall be denominated in euro, in foreign currencies, or in any monetary unit established on the basis of a basket of several currencies.
2. Sets at EUR 99.839 million, the maximum nominal amount of share capital increases that may be realised. This ceiling will be increased, where applicable, by the additional amount of shares to be issued to safeguard the rights of contingent convertible bond holders, in accordance with the applicable legal and contractual provisions.
3. Decides to remove shareholders' pre-emptive subscription rights to these securities;
4. Decides that such ceiling and the nominal amount of securities that may be issued shall be deducted from the ceilings provided in the 12th and 13th resolutions of this Meeting.
5. Decides that the issue price of shares to be issued through conversion of contingent convertible bonds may not be lower, at the Board of Directors' discretion, (i) than the average share price on the Euronext Paris regulated market, weighted by volumes of the last trading session prior to the pricing of the contingent convertible bonds issue or (ii) the average share price on the Euronext Paris regulated market, weighted by volumes stopped during a session when the issue price of contingent convertible bonds is fixed, in both cases, possibly decreased by a maximum discount of 50%.
6. Resolves that this authorisation is valid for 26 months as of this date.

Acknowledges that the Board of Directors has all powers to implement this delegation of powers or to sub-delegate, under the conditions set by law.

Seventeenth resolution (Delegation granted to the Board of Directors, for 26 months, to undertake capital increases or the sale of shares reserved for subscribers to a company or group Employee Savings Plan, without pre-emptive subscription rights, within the limits of 2% of the share capital and within the ceiling provided in the 12th resolution).

The General Meeting, ruling under the conditions required for extraordinary meetings as to quorum and majority, and having been informed of the Board of Directors' report and the special report of the Statutory Auditors pursuant to articles L. 3332-1 et seq. of the French Labour Code and in particular accordance with articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code:

1. Authorises the Board of Directors to increase the share capital, on one or more occasions, and at its sole discretion, where necessary, in separate stages, through the issue of ordinary shares or other securities granting entitlement to shares in Société Générale, reserved for subscribers to a Company or Group Employee Savings Plan, as well as the companies affiliated under the conditions of articles L. 225-180 of the French Commercial Code and L.3344-1 and L. 3344-2 of the French Labour Code.
2. Sets at EUR 19.967 million the maximum nominal amount of capital increases that may be subscribed by the plan members. This ceiling will be increased, if necessary, by the additional amount of shares to be issued in order to safeguard the rights of holders of securities or other rights granting access to the share capital of the Company, in accordance with the applicable legal and contractual provisions.

3. Resolves that this ceiling and the nominal amount of the securities to be issued shall be deducted from the ceilings provided by the 12th resolution of this Meeting.
4. Resolves to cancel shareholders' pre-emptive subscription rights in favour of the aforementioned plans members who, if they are shareholders or FCP E "Société Générale Actionnariat" fund unit holders, hold General Meeting voting rights.
5. Resolves to set the discount offered within the framework of the Employee Savings Plan at 20% of the average quoted closing prices of Société Générale shares on the Euronext Paris regulated market during the twenty trading sessions prior to the date of the decision setting the opening date of subscriptions. However, the Board of Directors may convert all or part of the discount into a free allocation of shares or into securities granting entitlement to shares in the Company; it may also reduce or eliminate the discount, within the legal or regulatory limits.
6. Resolves that the Board of Directors may, within the limits set by article L. 3332-21 of the French Labour Code, award free shares or other securities granting entitlement to shares in the Company under the employer's matching contribution.
7. Resolves that these transactions reserved for Employee Savings Plan members may be undertaken through the sale of shares under the conditions of article L. 3332-24 of the French Labour Code instead of being undertaken through a capital increase.
8. Resolves that this authorisation is valid for 26 months as of this date, and that it cancels and supersedes for the unexpired time period the authorisation granted by the Joint Shareholders' Meeting dated 22 May 2012 in its 19th resolution on the same subject, for the remaining time period, with the exception of the ongoing operation which has been implemented by the Board of Directors dated 11 February 2014.
9. Grants all powers to the Board of Directors, with an option to sub-delegate these powers, within the legal limits, to implement this delegation, including the powers:
 - 9.1 to stipulate all the conditions and mechanisms of the forthcoming transaction(s), including postponement and, notably, for each transaction:
 - to determine the scope of the entities concerned, to set the conditions that beneficiaries must meet;
 - to determine the characteristics of the securities, the amounts offered for subscription, the prices, dates, deadlines, subscription conditions and mechanisms, payment terms, delivery and dates on which the securities will/would have full rights, as well as the rules for limiting allocations in the event of surplus demand;
 - to subtract, if it deems appropriate, the costs incurred by the capital increases, from the amount of the premiums generated by these capital increases and to draw on this amount the sums needed to raise the legal reserve to a tenth of the new capital stock after each capital increase;
 - 9.2 to complete all acts and formalities pertaining to the capital increases undertaken in accordance with this authorisation, to amend the by-laws accordingly and, more generally, to take all measures necessary for the application of this authorisation.

Eighteenth resolution (Authorisation granted to the Board of Directors, for 26 months, in order to award free performance shares existing or to be created to employees, without pre-emptive subscription rights, within a limit of 2% of the share capital and the ceiling provided in the 12th resolution).

The General Meeting, ruling under the conditions required for extraordinary meetings as to quorum and majority, and 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. Authorises the Board of Directors to award free existing or to be issued Société Générale ordinary shares, without pre-emptive subscription rights, on one or more occasions, to employees or certain categories of employees, either of Société Générale or of directly or indirectly affiliated companies or economic interest groupings, under conditions of article L. 225-197-2 of the French Commercial Code, being specified that chief executive officers of Société Générale cannot be beneficiaries.
2. Resolves that the total number of free shares awarded may not represent more than 2% of the share capital of Société Générale at this day, being specified that this ceiling is established without taking into account the number of shares to be issued, if necessary, under the adjustments made in order to safeguard the rights of the free share beneficiaries.
3. Resolves that this ceiling shall be deducted from the one provided by the 12th resolution of this Meeting.
4. Resolves that the Board of Directors shall determine the beneficiaries of these shares, as well as the terms and, where applicable, the share award criteria, it being specified that any award shall be fully contingent on performance conditions, internal or comparative, determined by the Board of Directors, in accordance with the terms provided in the Report of the Board of Directors. Moreover, it resolves that the maximum ceiling of these allocations to regulated persons mentioned in article L. 511-71 of the French Monetary and Financial Code, may not exceed 0.5% of the share capital and is deducted from the aforementioned ceiling of 2%.
5. Resolves that free share awards shall be definitive after a minimum vesting period of two years and that the minimum holding period for the shares shall be two years, with the Board of Directors having all powers to increase, regarding all or part of the awards, the vesting and holding periods, up to a maximum limit of four years each.
Authorises the Board of Directors, to the extent that the vesting period would at least be of four years, to reduce or cancel the holding period regarding all or part of the free share awards.
6. Resolves that the shares shall be definitively acquired and may be sold immediately if the beneficiary comes under one of the cases of invalidity provided in article L. 225-197-1 of the French Commercial Code during the vesting period.
7. Authorises the Board of Directors to adjust during the vesting period, where applicable, the number of free shares that can be awarded in response to transactions involving the share capital of Société Générale, in order to safeguard the rights of the beneficiaries, as the shares awarded in accordance with these adjustments are considered to have been awarded on the same day as the shares initially awarded.
8. Acknowledges that, in the event of a free award of shares to be issued, this authorisation entails the renunciation by shareholders, in favour of said beneficiaries, of their rights to reserves, profits or issue premiums equal to the sums that will be incorporated, after the vesting period, in order to carry out the capital increase.

9. Resolves that this authorisation is valid for 26 months as of this date, and cancels and supersedes for the unexpired time period the authorisation granted by the Joint Shareholders' Meeting dated 22 May 2012, in its 20th resolution on the same subject, for the remaining time period.
10. Grants all powers to the Board of Directors, with an option to sub-delegate within legal limits, to implement this authorisation, to handle all acts and formalities, undertake and oversee the capital increase(s) resulting from the execution of this resolution, amend the by-laws accordingly and, more generally, to take all necessary measures for the implementation of this authorisation.

Nineteenth resolution (Authorisation granted to the Board of Directors in order to cancel up to a maximum limit of 5% of Company's own shares per 24-month period).

The General Meeting, ruling under the conditions required for extraordinary meetings as to quorum and majority, and having been informed of the Board of Directors' report and the Special report of the Statutory Auditors, in accordance with article L. 225-209 of the French Commercial Code:

1. Authorises the Board of Directors to cancel, at its sole discretion, and on one or more occasions, some or all of the Société Générale ordinary shares held by Société Générale as a result of the buyback programmes authorised by the General Meeting, up to a maximum limit of 5% of the total number of shares per 24-month period, and allocate the difference between the purchase value of the cancelled shares and their nominal value to premiums and available reserves, including, in part, to the legal reserve, up to a maximum limit of 10% of the cancelled share capital.
2. Resolves that this authorisation is valid for 26 months as of this date, and cancels and supersedes for the unexpired time period the authorisation granted by the Joint Shareholders' Meeting dated 22 May 2012, in its 22nd resolution on the same subject.
3. Grants all powers to the Board of Directors, with an option to sub-delegate within legal limits, to undertake the capital reduction(s), to amend the by-laws accordingly and to undertake all the necessary formalities.

Twentieth resolution (Delegation of authority).

The General Meeting, ruling under the conditions required for extraordinary meetings as to quorum and majority gives all powers are granted to holders of an original, a copy or an extract of the minutes of this General Meeting to carry out all formalities and make all publications related to the aforementioned resolutions.

1. Participation in the General Meeting

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

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

In accordance with the provisions of article R. 225-85 of the French Commercial Code, the shareholders or unit holders shall be able to justify their status with the accounting registration of the shares. This must be done either in their name or in the name of the intermediary registered as stipulated in article L. 228-1 of the French Commercial Code, three business days before the General Meeting, i.e. on 15 May 2014, at midnight, Paris local time (hereafter, “D-3”).

For the registered shareholders and FCPE unit holders, this registration of shares by D-3 in the registered shareholders accounts shall be sufficient to allow them to take part in the General Meeting.

For holders of bearer shares, it is the authorised intermediaries who hold the bearer accounts (hereafter, “the bearer accounts”), who shall confirm their client’s shareholder status directly to the centralising bank of the General Meeting either by sending the unique voting form by post or by proxy or card admission (hereafter, “the unique form”) or by using the voting website.

1.2 How to participate in the General Meeting

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

They can:

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

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

In order to facilitate their participation in the General Meeting, Société Générale offers shareholders and FCPE unit holders the option to request an admission card to the General Meeting, to provide a proxy or to vote, via internet.

Websites will be open from 9:00 a.m. on 18 April 2014 until 3:00 p.m. on 19 May 2014 (Paris time). In order to avoid any overloading, we advise shareholders and FCPE unit holders not to wait until the last minute to use this service.

Holders of bearer shares will use the Votaccess Platform; if his or her holder of the bearer accounts is not affiliated to Votaccess system or does not offer this service, he or she will indicate how to proceed.

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

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

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

They may obtain their admission card, either by sending the duly completed and signed unique form to Société Générale, Service des assemblées générales, CS 30812, 44308 Nantes Cedex 3, or by using the website www.nominet.socgen.com; with their usual credentials.

Holders of bearer shares shall either log in on the website of their authorised intermediary who holds their bearer account with their usual credentials in order to access the **Votaccess** website and then they will follow the instructions on the screen to print their admission card, or will ask their holder of bearer accounts for a unique form. In this case, if they have not received their admission card by 15 May 2014, they shall have to ask their intermediary to issue a participation certificate which will allow them to justify their status as shareholder by D-3 in order to attend the General Meeting.

FCPE unit holders shall receive a letter with their username and password enabling them to access the documentation relating to the General Meeting on the www.ag.societegenerale.com website and to print their admission card from the aforementioned website. If they do not have access to the internet, they can request the documentation by writing to Société Générale, Service Assemblées, CS 30812, 44308 Nantes Cedex 3, no later than six days prior to the General Meeting, i.e. on 14 May 2014. The duly completed and signed unique form must be received at the aforementioned address at least two calendar days before the General Meeting, i.e. on 18 May 2014.

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

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

i) Appointment - Revocation of a proxy

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

- by writing, either directly for **registered shareholders and unit holders of the FCPE**, or through the holder of the bearer accounts for the **holders of bearer shares**, to Société Générale, Service des assemblées générales, CS 30812, 44308 Nantes Cedex 3, before 18 May 2014;
- or online, by logging in on the www.nominet.socgen.com website, for the **registered holders of direct registered shares or administered registered shares**, or on the www.ag.societegenerale.com website for the **unit holders of the FCPE**, and for the **holders of bearer shares** on the **Votaccess** website following the process described in section iii) hereafter, before 19 May 2014, at 3:00 p.m.

ii) Voting by post with the unique form

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

Holders of bearer shares shall ask for the unique form from their authorised intermediary. Once the holder of bearer shares has duly completed and signed such form, the authorised intermediary shall forward it together with a participation certificate to the centralising bank of the General Meeting.

FCPE unit holders shall access the voting form on the dedicated secured website www.ag.societegenerale.com using the username and password received by mail. They can also ask for the unique form by writing to Société Générale, Service des assemblées générales, CS 30812, 44308 Nantes Cedex.

Any request for a unique form must be received by Société Générale at least six days before the General Meeting, i.e. on 14 May 2014.

In any case, the duly completed and signed unique form, together with a share registration certificate for the holders of bearer shares, shall be received at the aforementioned address at least two calendar days before the date of the General Meeting, i.e. on 18 May 2014.

iii) Voting online

Holders of direct registered shares or administrated registered shares shall log in on the Nominet website www.nominet.socgen.com using their Nominet username indicated on the unique form they received. The password enabling them to log in on the website was initially communicated to them by mail at the time of their first contact with Société Générale Securities Services. This password can be resent by clicking on “loss of your username and/or password” on the website homepage.

Then they shall follow the instructions in their personal space by clicking on the link under the section “General Meeting”, and selecting the meeting concerned. After having validated/modified their personal information, they shall click on the “Vote” section in order to access the webpage on which they can vote.

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

FCPE unit holders will automatically receive a mail indicating their username and password necessary to log in on the dedicated secure website www.ag.societegenerale.com. They will thus be able to vote on the internet by following the procedure displayed on the screen.

Online voting will be open from 9:00 a.m. on 18 April 2014 until 3:00 p.m. on 19 May 2014 (Paris time). In order to avoid any overloading of the website, we advise shareholders and FCPE unit holders not to wait until the last minute to log on to the website.

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

Shareholders’ requests to add draft resolutions or items on the agenda of the General Meeting are governed by the provisions of articles L. 225-105, R. 225-71 and R. 225-73 of the French Commercial Code.

Requests shall be sent by recorded delivery letter to the registered head office of the Company (Société Générale – Secrétariat general – Affaires administratives – SEGL/AGO – 29, Boulevard Haussmann – 75009 Paris) within 20 (twenty) days following the publication of this notice.

Such requests shall be sent accompanied by a share registration certificate justifying that the shareholders making the request hold or represent the percentage of the share capital required by article R. 225-71 mentioned above. Requests to include draft resolutions shall be sent accompanied by the text of the draft resolution and requests to include items in the agenda of the General Meeting must be supported by substantiated reasons.

The consideration by the General Meeting of the draft resolutions and items on the agenda sent by the shareholders in compliance with the legal and regulatory rules is subject to the communication by the

authors of the request of a new certificate evidencing the registration of their shares under the same conditions by D-3.

Requests to include draft resolutions presented by the works council, in compliance with the provisions of the French Labour Code, shall be sent within ten days following the publication of this notice.

3. Written questions

In compliance with the provisions of article R. 225-84 of the French Commercial Code, any shareholder who wishes to submit written questions shall do so after this notice is published and no later than four business days before the General Meeting, i.e. on 14 May 2014. Questions shall be addressed to the Chairman of the Board of Directors and sent by recorded delivery mail to the registered head office of the company.

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

4. Right of communication of shareholders

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

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

The results of voting and the quorum will be made available on the aforementioned website no later than two business days after the General Meeting, i.e. on 22 May 2014.

5. Declaration of securities loans

Pursuant to article L. 225-126 of the French Commercial Code, any person, except persons mentioned in paragraph 3° of article L. 233-7 IV of the same code, who holds temporarily, alone or in concert, a number of shares representing more than 0.5% of the voting rights, shall send a declaration to the Company and to the French Markets Regulator (hereafter, AMF) not later than the third working day before the General Meeting at midnight, Paris time, i.e. on 15 May 2014. This declaration shall specify the number of shares acquired from a temporary sale transaction, the transferor's identity, the date and the termination of the agreement concerning the transaction and, if applicable, the voting agreement. The Company publishes this information under the terms and conditions provided by the AMF's general regulation.

Shareholders who do not inform the Company and the AMF may not exercise the rights attached to those shares for the shareholders' meeting in question and for any shareholders' meeting which may be held until the resale or return of the aforementioned shares.

6. Internet broadcast of the Meeting

The Meeting will be webcast live and recorded for later viewing at www.societegenerale.com.

The Board of Directors