

PRESS RELEASE

Paris, May 19, 2015

ANNUAL GENERAL MEETING AND BOARD OF DIRECTORS ON 19 MAY 2015

Annual General Meeting

The Ordinary General Meeting of Shareholders of Societe Generale was held on 19 May 2015 at Paris Expo, Grande Arche of Paris La Défense, and was chaired by Frédéric Oudéa.

Quorum was established at 54.66% vs. 58.27% in 2014:

- 731 shareholders attended the Annual General Meeting;
- 708 shareholders were represented;
- 4,919 shareholders voted online;
- 3,004 shareholders voted by post;
- 7,814 shareholders, representing 1.77% of the capital, gave their proxy to the Chairman.

All the resolutions put forward by the Board of Directors were adopted, in particular:

- The 2014 annual and consolidated financial statements were approved;
- The dividend per share has been set at EUR 1.20. It shall be detached on 26 May 2015 and paid from 28 May 2015;
- Three directors were renewed for a period of four years: Mr. Frédéric Oudéa, Mrs. Kyra Hazou and Mrs. Ana Maria Llopis Rivas;
- Two directors were appointed for a period of four years: Mrs. Barbara Dalibard and Mr. Gérard Mestrallet.

Favourable opinions were issued on matters related to the compensation of Chief Executive Officers ("Say on pay") and on compensation paid in 2014 to regulated persons.

Detailed results of the votes will be available on the Company's website starting on 20 May 2015 under the section "annual general meeting".

PRESS RELATIONS

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Board of Directors

As announced in January 2015, the separation of functions of the Chairman and the Chief Executive Officer is effective at the end of the Meeting. Mr. Lorenzo Bini Smaghi is appointed Chairman of the Board and Mr. Frédéric Oudéa keeps the function of Chief Executive Officer.

Following the renewals and appointments of directors, 50% of Board of directors' members are women including 5 women appointed by the shareholders (41.6%). The independent rate of the Board is equal to more than 91.6% (11/12) according to the new calculation method provided by the AFEP-MEDEF Code. The Board of Directors will be composed of fourteen members including two employee representatives, elected by the employees in March 2015 for three years:

- Mr. Lorenzo Bini Smaghi, Chairman
- Mr. Frédéric Oudéa, Chief executive officer and director
- Mr. Robert Castaigne, director
- Mr. Michel Cicurel, director
- Mrs. Barbara Dalibard
- Mr. Yann Delabrière, director
- Mrs. Kyra Hazou, director
- Mrs. France Houssaye, director elected by employees
- Mrs. Béatrice Lepagnol, director elected by employees
- Mr. Jean-Bernard Lévy, director
- Mrs. Ana Maria Llopis Rivas, director
- Mr. Gérard Mestrallet
- Mrs. Nathalie Rachou, director
- Mrs. Alexandra Schaapveld, director.

Upon proposal from the Nomination and Corporate Governance Committee, the Board of Directors reviewed the composition of the committees which will be composed as follows from May 20, 2015:

- Audit and Internal Control Committee: Alexandra Schaapveld (chairman), Robert Castaigne, Kyra Hazou and Nathalie Rachou.
- Risk Committee: Nathalie Rachou (chairman), Robert Castaigne, Kyra Hazou and Alexandra Schaapveld.
- Compensation Committee: Jean-Bernard Lévy (chairman), Michel Cicurel, France Houssaye and Gérard Mestrallet.
- Nomination and Corporate Governance Committee: Gérard Mestrallet (chairman), Michel Cicurel and Jean-Bernard Lévy.

Note to editors:

Mr. Frédéric Oudéa, a French national, born in 1963, Chairman and Chief Executive Officer since May 24, 2009, joined Societe Generale in 1995, after he held a number of positions in French Administration. Within our Company, he has been Deputy Head then Head of the Corporate Banking arm in London, Head of Global Supervision and Development of Equities, Deputy Chief Financial Officer and Group Chief Financial Officer, before being appointed Chief Executive Officer in 2008. At the end of the General Meeting, he will be Chief Executive Officer of Societe Generale.

Mrs. Kyra Hazou, born in 1956, an American and British national, was Managing Director and Group Legal Counsel for Salomon Smith Barney / Citibank from 1985 to 2000, after practising as a lawyer in both London and New York. From 2001 to 2007, she was non-executive Director, Member of the Audit Committee and the Risk Committee of the Financial Services Authority in the United Kingdom. She is an independent Director of Societe Generale since 2011 and a member of the Audit and Internal Control Committee and a member of the Risk Committee.

Mrs. Ana Maria Llopis Rivas, born in 1950, a Spanish national, spent 11 years working in the Spanish banking sector (Banesto and Santander Group) where she notably founded an online bank and broker. Executive Chairman of Razona, a financial consulting firm, she was then appointed Executive Vice President of Financial and Insurance Markets for the consultancy Indra, as well as non-executive Director and Member of the Audit Committee of Reckitt-Benckiser, and then member of the Supervisory Board of ABN AMRO. She is currently Founder, Chairman and Chief Executive Officer of Ideas4all, Director of AXA Spain and non-executive Chairman of the Board of Directors of DIA. She is an independent Director of Societe Generale since 2011.

Mrs. Barbara Dalibard, born in 1958, a French national, held different positions at France Télécom from 1982 to 1998. Then, she was Managing Director of Alcanet International SAS, subsidiary of the Alcatel-Lucent group, then, Director of the “business” market for Orange France and Vice-President of Orange Business. From 2003 to 2006, she was Director of the « Corporate Solutions » division, then Director of the « Corporate Communication Services » division for France Télécom. From 2006 to 2010, she was Executive Director of Orange Business Services. In 2010, she joined SNCF group, where she was Managing Director of SNCF Voyages and member of the General Management Committee. Since 2014, she is Managing Director of travelers for the SNCF group. Mrs. Barbara Dalibard is also a member of the Board of directors of Eurostar International Limited and of the Supervisory Board of Michelin.

Mr. Gérard Mestrallet, born in 1949, a French National, held different positions in the French Administration before joining the Compagnie Financière de Suez as a Special Advisor to the President, then as Senior Executive Vice-President in charge of industrial affairs of Suez. In February 1991, he has been appointed Executive Director of Société Générale of Belgium. In July 1995, he became Chairman and Chief executive officer of Compagnie de Suez, then in June 1997, Chairman of the Executive Board of Suez Lyonnaise des Eaux and, finally, in 2001, Chairman and Chief executive officer of Suez. Since July 2008, he is Chairman and Chief executive officer of GDF Suez; he is also Chairman of the Board of directors of Suez Environnement and a member of the Supervisory Board of Siemens AG.

Societe Generale

Societe Generale is one of the largest European financial services groups. Based on a diversified universal banking model, the Group combines financial solidity with a strategy of sustainable growth, and aims to be the reference for relationship banking, recognised on its markets, close to clients, chosen for the quality and commitment of its teams.

Societe Generale has been playing a vital role in the economy for 150 years. With more than 148,000 employees, based in 76 countries, we accompany 30 million clients throughout the world on a daily basis. Societe Generale's teams offer advice and services to individual, corporate and institutional customers in three core businesses:

- **Retail banking in France** with the Societe Generale branch network, Credit du Nord and Boursorama, offering a comprehensive range of multichannel financial services on the leading edge of digital innovation;
- **International retail banking, financial services and insurance** with a presence in emerging economies and leading specialised businesses;
- **Corporate and investment banking, private banking, asset management and securities services**, with recognised expertise, top international rankings and integrated solutions.

Societe Generale is included in the main socially responsible investment indices: FTSE4Good (Global and Europe), Euronext Vigeo (Global, Europe, Eurozone and France), ESI Excellence (Europe) from Ethibel and 4 of the STOXX ESG Leaders indices.

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