



Public Limited Company  
Of Total Share Capital EUR 725 909 055  
Company Headquarters: 29, boulevard Haussmann, 75009 Paris  
RCS Paris 552 120 222

**INFORMATION DOCUMENT  
MADE AVAILABLE TO EMPLOYEES OF THE SOCIETE GENERALE GROUP  
ON THE OCCASION OF A CAPITAL INCREASE  
REPRESENTING A MAXIMUM OF 11 665 416 SHARES  
RESERVED FOR EMPLOYEES ADHERING TO SOCIETE GENERALE'S  
INTERNATIONAL GROUP SAVINGS PLANS**

The original French version and the English translation one are  
available at the headquarter of Société Générale, 17 cours Valmy, F-92972 Paris La Défense Cedex,  
on the intranet website  
and distributed according to article 221-3 of the General Rules  
of the Autorité des marchés financiers (AMF : French Securities Regulator)

## English translation for information only

### MAIN CHARACTERISTICS OF THE CAPITAL INCREASE RESERVED FOR EMPLOYEES ADHERING TO SOCIÉTÉ GÉNÉRALE GROUP SAVINGS PLANS

<b>Issuer</b>	Société Générale, public limited company subject to French Law, whose status is that of 'bank' (hereafter, « <b>Société Générale</b> »).
<b>Securities Offered</b>	<p>The maximum global nominal value of the capital increase is set at EUR 14.581.770 corresponding to the issue of 11.665.416 shares to subscribe to in cash.</p> <p>The capital increase is subdivided into four (4) tranches using distinct investment vehicles, accessible respectively to entity or group of distinct entity.</p> <p>The Société Générale newly-issued shares are of the same category as and can be assimilated to the outstanding Société Générale shares that are no longer eligible to receive dividends with respect to the 2008 financial year, and that are already listed on the Eurolist market of Euronext Paris SA (Compartment A) (Code Euronext FR0000130809).</p>
<b>Terms for Subscription</b>	<p><u>Method for determining the Subscription Price</u> The subscription price is equal to EUR 27.09, corresponding to the average of the closing price of the Société Générale share on the Eurolist market of Euronext Paris SA during the twenty (20) trading days preceding the date of the Board of Directors meeting of April 23, 2009 and to which is then applied a 20 % discount. The subscription period will be open from May 15<sup>th</sup>, 2009 to May 29<sup>th</sup>, 2009 (inclusive).</p> <p><u>Method for the holding of shares</u> The first three (3) tranches (in France) are subscribed to through FCPEs (<i>fonds commun de placement d'entreprise</i>) within the framework of the company or group savings plan. The fourth (4<sup>th</sup>) tranche (out of France) is the only section where direct shareholding will be the custody arrangement for subscribing employees, and within the framework of the international group savings plan.</p> <p><u>Offering Beneficiaries</u> The current offering is reserved for those adhering to the Société Générale group and its subsidiaries' company or group savings plans, on the condition that they can prove having three (3) months seniority relative to their respective and currently valid employment agreements, counting from the end of the subscription period:</p> <ul style="list-style-type: none"><li>- The 1<sup>st</sup> tranche is reserved for eligible members of the Société Générale Company Savings Plan negotiated and agreed upon on June 9<sup>th</sup> 2008 ;</li><li>- The 2<sup>nd</sup> tranche is reserved for eligible members of Crédit du Nord's and its subsidiaries' respective company savings plans, in the event that these plans provide for the possibility of subscribing to Société Générale's reserved capital increase operations made through an FCPE ;</li></ul>

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- The 3rd tranche is reserved for eligible members of the Group Savings Plan of which the companies of the Société Générale Group are members, and for which the company headquarters are located either in France or in French overseas counties (*Départements d'Outre-Mer*) ;

- The 4th tranche is reserved for eligible members of the International Group Savings Plan to which adhere (i) the companies of the Société Générale Group for which company headquarters are located either out of France, or in the *Collectivités d'Outre-Mer*, and (ii) the Group subsidiaries established either out of France, or in the *Collectivités d'Outre-Mer*.

Concerning the first three tranches, ex-employees having left their company due to retirement, including those benefiting from early retirement, and having kept assets in the company or group savings plan can participate in this reserved capital increase.

### Subscription ceiling

In accordance with article L. 3332-10 of the French Code of Labor, the total amount of voluntary payments made on behalf of a Beneficiary, cannot exceed 25 % of his or her gross annual remuneration in the year the subscription took place, or, for a Beneficiary whose work contract is suspended and who perceived no remuneration for the previous year, 25 % of the annual ceiling specified in the article L. 241-3 of the French Social Security Code. The Board of Directors has decided on April 23, 2009, that the total amount of net payments and net employer contribution per Beneficiary cannot exceed EUR 20,000.

### Employer Contribution

Employer Contribution rules are specific to each company or group savings plan.

## **Calendar**

The subscription period will be open from May 15<sup>th</sup> 2009, to May 29<sup>th</sup>, 2009 (inclusive).

The capital increase is expected to come to effect on July 9th, 2009 at the latest.

## **Listing of the newly-created shares**

### Listing location

The Société Générale shares are listed on the Eurolist market of Euronext Paris SA (Compartment A).

### Listing of the newly-created Shares

The admission of the newly-created shares on the Eurolist market of Euronext Paris SA shall be requested immediately after the coming into effect of the capital increase (the admission is expected to become effective around July 16th, 2009 ).

## English translation for information only

### **General information on the newly-created shares for which admission is requested**

#### Rights attached to the issued shares

The newly-issued shares shall be, as soon as they are created, subjected to all the provisions of the Company by-laws and shall have dividend entitlement from January 1st, 2009. Consequently, they shall be entirely assimilated with older shares that are no longer eligible to receive dividends with respect to the 2008 financial year, and shall give right to the usual legal prerogatives of public limited company shareholders. Notably, they shall give the right to property in company assets and to liquidating dividends in a proportion equivalent to the fraction of the capital stock they represent. Similarly, the dividend is distributed to shareholders in proportion to their capital stock ownership.

A double voting right, obtained relative to the fraction of the capital stock the shares represent, is attributed to all the fully paid shares for which a registration by name is justified, in the name of the shareholder, for at least two years counting from January 1st, 1993 as well as to newly-created shares registered by name and attributed free of charge to a shareholder, in the event of a capital increase by incorporation of reserves, profits or share premiums by way of shares benefiting from this right.

It is to be noted in particular that, set aside the legal obligation to inform Société Générale of the holding of certain fractions of the capital stock and/or of voting rights and to consequently execute any declaration of intention in accordance with legal provisions, any shareholder, acting either alone or with others, who would directly or indirectly detain at least 1.5% of the capital stock or voting rights of the Company, is expected to inform the Company within 15 days counting from the day this percentage mark was passed and to also indicate, during this declaration, the number of securities held that ultimately give access to the capital stock. The management companies of FCPs (*Fonds Communs de Placement*) are expected to proceed accordingly with this information, and this for the entirety of the Company shares held in the funds they manage. Above 1.5 %, every incremental threshold crossing of 0.50 % of the share capital or of the voting rights also requires a statement to the Company in the conditions fixed above. The violation of this obligation is sanctioned, in accordance with legal provisions, at the request recorded in writing in the minutes of the General Assembly of Shareholders, of one or more shareholders holding at least 5% of the capital stock or voting rights of the Company. Any shareholder, acting alone or with others, is also expected to inform the Company within 15 days, when his or her percentage of held capital stock or voting rights becomes inferior to the levels mentioned in the present paragraph.

#### Negotiability of the shares

No statutory clause limits the free negotiability of the shares comprising the capital stock of Société Générale.

Only the regulations relating to the holding of shares within the framework of a company or group savings plan shall limit the negotiability of the said shares.

## English translation for information only

### Nature and type of the shares

Except at the occurrence of an Early Exit Event, at the outset of the legal lock-up period applicable to units and shares held directly within the framework of a company or a group savings plan, the shares will have the possibility of regaining, by choice, either bearer form, or registered form.

### **Lock-up Period**

The shares held directly by the Beneficiaries as well as the units of the FCPEs, depending on the case, will be unavailable during a period of 5 years, except at the occurrence of an Early Exit Event in accordance with the provisions applicable in the respective company or group savings plan.

Concerning the 4th tranche, not all Early Exit Events will be available to employees in some countries due to the demands of local legislation.