

## COMMUNIQUE DE PRESSE

Paris, 22 May 2012

### **ANNUAL GENERAL MEETING AND BOARD OF DIRECTORS OF 22 MAY 2012**

#### **Annual General Meeting**

The Annual General Meeting of Shareholders was held on 22 May 2012 at Paris Expo, Grande Arche of Paris La Defense, and was chaired by Frédéric Oudéa.

The quorum was established at 59.14% vs. 60.49 % in 2011:

- 841 shareholders attended the Annual General Meeting,
- 438 shareholders were represented,
- 5,407 shareholders voted by post,
- 6,018 shareholders, representing less than 2,6% of the capital, gave their proxy to the Chairman.
- More than 30% of the votes have been posted on the Internet before the Annual General Meeting.

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

- the 2011 parent company and consolidated financial statements were approved,
- two directors were renewed for a period of four years: Michel Cicurel and Nathalie Rachou,
- two new directors were appointed for a period of four years: Yann Delabrière and Thierry Martel,
- Deloitte et Associés and Ernst & Young were appointed as statutory auditors for a period of six financial years.

The resolution presented by the shareholders to transform the Company's form of governance through the creation of an Executive Board and a Supervisory Board was rejected.

***The voting results are detailed in the appendix.***

#### **Board of Directors**

Upon the Nomination and Corporate Governance Committee's suggestion, the Board of Directors appointed Jean-Bernard Lévy as a member of the Nomination and Corporate Governance Committee and Compensation Committee in the place of Luc Vandevelde.

These committees comprise four directors, three of whom are independent: Cicurel, Folz (Chairman), Lévy and Wyand (non-independent).

#### **SERVICE DE PRESSE**

LAETITIA MAUREL  
+33(0)1 42 13 88 68  
[Laetitia.A.maurel@socgen.com](mailto:Laetitia.A.maurel@socgen.com)

NATHALIE BOSCHAT  
+33(0) 1 42 14 83 21  
[nathalie.boschat@socgen.com](mailto:nathalie.boschat@socgen.com)

ASTRID BRUNINI  
+33 50° 1 42 13 68 71  
[Astrid.brunini@socgen.com](mailto:Astrid.brunini@socgen.com)

HELENE MAZIER  
+33(0)1 58 98 72 74  
[Helene.mazier@socgen.com](mailto:Helene.mazier@socgen.com)

#### **SOCIÉTÉ GÉNÉRALE**

COMM/PRS  
758886 PARIS CEDEX 18  
SOCIETEGENERALE.COM

SOCIÉTÉ ANONYME AU CAPITAL DE 970 099 988,75 EUR  
552 120 222 RCS PARIS

## **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.

Around 160,000 employees, based in 77 countries, accompany more than 33 million clients throughout the world on a daily basis. Societe Generale' 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
- International retail banking, with a presence in Central and Eastern Europe and Russia, in the Mediterranean basin, in Sub-Saharan Africa, in Asia and in the French Overseas Territories
- Corporate and investment banking with a global expertise in investment banking, financing and global markets.

Societe Generale is also a significant player in specialised financing and insurance, private banking, asset management and securities services.

Societe Generale is included in the main international socially-responsible investment indices: FTSE4Good, ASPI, DJSI World and DJSI Europe.

For more information, you can follow us on twitter @societegenerale or visit our website [www.societegenerale.com](http://www.societegenerale.com).

## Voting results

Number of shares making up the share capital: 776,079,991

Number of shares with voting rights: 745,773,200

Number of votes cast: 531,214,409

|    | Resolutions  | For         |       | Against     |       | Abstention |       |
|----|--|-------------|-------|-------------|-------|------------|-------|
|    |  | Votes       | %     | Votes       | %     | Votes      | %     |
| 1  | Approval of the parent company financial statements for the financial year 2011  | 529 053 010 | 99.60 | 1 449 567   | 0.27  | 711 832    | 0.13  |
| 2  | Allocation of 2011 income  | 527 620 117 | 99.32 | 2 851 123   | 0.54  | 743 169    | 0.14  |
| 3  | Approval of the consolidated financial statements for the financial year 2011  | 529 143 452 | 99.61 | 1 351 390   | 0.25  | 719 567    | 0.14  |
| 4  | Regulated agreements and commitments   | 302 621 649 | 56.97 | 145 789 157 | 27.45 | 82 764 916 | 15.58 |
| 5  | Renewal of the term of office of Michel Cicurel as a director  | 491 243 075 | 92.47 | 38 964 787  | 7.34  | 1 006 547  | 0.19  |
| 6  | Renewal of the term of office of Nathalie Rachou as a director   | 520 795 291 | 98.04 | 9 437 064   | 1.78  | 976 243    | 0.18  |
| 7  | Appointment of Yann Delabrière as a director   | 508 240 733 | 95.68 | 21 995 830  | 4.14  | 976 846    | 0.18  |
| 8  | Appointment of Thierry Martel as a director  | 525 200 051 | 98.87 | 5 253 926   | 0.99  | 760 432    | 0.14  |
| 9  | Appointment of Ernst & Young et Autres as Statutory Auditors   | 526 919 608 | 99.19 | 3 520 069   | 0.66  | 774 732    | 0.15  |
| 10 | Renewal of the term of office of Deloitte et Associés as Statutory Auditors  | 527 192 835 | 99.25 | 3 211 684   | 0.60  | 809 890    | 0.15  |
| 11 | Appointment of Picarle et Associés as Alternate Auditors   | 521 358 923 | 98.14 | 9 023 333   | 1.70  | 832 153    | 0.16  |
| 12 | Appointment of BEAS as Alternate Auditors  | 521 344 951 | 98.14 | 9 071 674   | 1.71  | 797 784    | 0.15  |
| 13 | Authorisation to buy back shares within the limit of 5% of the capital stock   | 525 125 048 | 98.85 | 5 468 288   | 1.03  | 621 073    | 0.12  |
| 14 | Authorisation to increase capital, maintaining preferential subscription rights  | 427 799 979 | 80.53 | 102 671 550 | 19.33 | 737 859    | 0.14  |
| 15 | Authorisation to increase capital without preferential subscription rights   | 440 862 902 | 82.99 | 89 589 897  | 16.87 | 756 589    | 0.14  |
| 16 | Authorisation to increase the number of shares to be issued in the event of oversubscription in a capital increase decided     | 377 497 148 | 71.07 | 152 951 870 | 28.79 | 760 370    | 0.14  |
| 17 | Authorisation to increase capital to pay for contributions in kind   | 385 923 485 | 72.65 | 62 545 553  | 11.77 | 82 740 350 | 15.58 |
| 18 | Authorisation to issue complex debt securities other than shares that grant the right to securities allocation                 | 524 904 258 | 98.81 | 5 529 400   | 1.04  | 775 730    | 0.15  |
|    | Resolutions  | For         |       | Against     |       | Abstention |       |
|    |  | Votes       | %     | Votes       | %     | Votes      | %     |
| 19 | Authorisation to increase capital or dispose shares reserved for Company or Group Savings Plan subscribers                     | 369 511 742 | 69.56 | 161 076 880 | 30.32 | 620 766    | 0.12  |
| 20 | Authorisation to allocate free, performance-based shares whether existing or to be issued                                      | 382 146 007 | 71.94 | 148 033 986 | 27.87 | 1 029 395  | 0.19  |
| 21 | Authorisation to replace the financial performance condition of the "Allotment of Free Shares for All Plan" of 2 November 2010 | 472 507 766 | 88.95 | 58 071 186  | 10.93 | 630 436    | 0.12  |
| 22 | Authorisation to cancel own shares held by the Company   | 501 536 343 | 94.42 | 28 914 019  | 5.44  | 759 026    | 0.14  |

|    |                                  |             |       |             |       |         |      |
|----|----------------------------------|-------------|-------|-------------|-------|---------|------|
| 23 | Delegations of authority         | 527 553 867 | 99.31 | 2 979 590   | 0.56  | 675 931 | 0.13 |
| A  | Change in the form of governance | 131 452 488 | 24.75 | 398 954 345 | 75.10 | 802 555 | 0.15 |