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Public Limited Company  
Share Capital of EUR 1,009,897,173.75  
Company Registered Office: 29, boulevard Haussmann, 75009 Paris  
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May 21, 2019

**INFORMATION DOCUMENT**

**MADE AVAILABLE TO EMPLOYEES AND RETIRED EMPLOYEES OF  
THE SOCIETE GENERALE GROUP  
ON THE OCCASION OF A CAPITAL INCREASE  
REPRESENTING A MAXIMUM OF 12,118,400 SHARES  
RESERVED FOR EMPLOYEES AND RETIRED EMPLOYEES OF ENTITIES ADHERING TO  
SOCIETE GENERALE'S  
GROUP SAVINGS PLANS**

**THE GROUP EMPLOYEE SHARE OWNERSHIP PROGRAMME (2019 GESOP)**

This information document can be consulted at Société Générale's administrative office (17 cours Valmy, 92972 La Defense Cedex) is also available online on its intranet website and is released in accordance with Article 221-3 of the General Regulation of the French Securities Regulator, the Autorité des Marchés Financiers (AMF)

**MAIN CHARACTERISTICS OF THE CAPITAL INCREASE RESERVED FOR ELIGIBLES  
EMPLOYEES AND RETIRED EMPLOYEES OF ENTITIES ADHERING TO SOCIETE GENERALE'S  
GROUP SAVINGS PLANS**

<b>Issuer</b>	Société Générale, a public limited company under French Law, with a bank status (hereafter, « <b>Société Générale</b> »).
<b>Securities Offered</b>	<p>The maximum global nominal value of the capital increase is set at EUR 15,148,000 corresponding to the issue of 12,118,400 shares to be subscribed in cash.</p> <p>The capital increase is subdivided into three (3) tranches using distinct investment vehicles, respectively accessible to entities or groups of distinct entities.</p> <p>The Société Générale shares to be issued will be of the same category as and can be assimilated to the Société Générale shares already admitted to negotiations on Euronext Paris (Compartment A).</p>
<b>Purpose of the offer</b>	The 2019 GESOP is part of the employee shareholding's retention policy of the Société Générale group's, in France as well as outside of France, in order to better involve its employees and retired employees in the results of the Group.
<b>Terms for Subscription</b>	<p><u>Method for determining the Subscription Price</u></p> <p>The subscription price is EUR 21.69, equal to the average quoted prices of the Société Générale share on Euronext Paris during the twenty (20) trading sessions preceding May 21, 2019 (date of the Chief Executive Officer's decision acting upon sub-delegation of the Board of Directors), minus a 20 % discount.</p> <p>The subscription period will start on Monday, June 3<sup>rd</sup> 2019 at 9h00 Paris time and will end on Monday, June 17<sup>th</sup> 2019 at 23h59 Paris time.</p> <p><u>Custody of the shares</u></p> <p>The first two (2) tranches are subscribed through a collective employee shareholding fund (<i>Fonds Commun de Placement d'Entreprise, "FCPE"</i>) as part of company or group savings plans. Only the third (3<sup>rd</sup>) tranche can be directly subscribed to by the employees as part of the International Group Savings Plan.</p> <p><u>Beneficiaries of the offer</u></p> <p>This offer is reserved for employees having a three (3) months seniority under an employment contract in force by the end of the subscription period, split in:</p> <ul style="list-style-type: none"><li>- for the 1<sup>st</sup> tranche, the beneficiaries of Société Générale Company Savings Plan and of the Group Savings Plan to which the companies of Société Générale Group adhere, whose headquarters are located in France or in French overseas countries (Département et région d'outre-mer</li><li>- for the 2<sup>nd</sup> tranche, the beneficiaries of Crédit du Nord's Company Savings Plans, its subsidiaries' and its branches', providing for the possibility of subscribing to Société Générale's reserved capital increase operations;</li><li>- for the 3<sup>rd</sup> tranche, the beneficiaries of the International Group Savings Plan to which adhere (i) the companies of Société Générale group whose headquarters are located outside France or outside the French Overseas Collectivities (Département et région d'outre-</li></ul>

mer) and (ii) the Group representative offices and branches established outside France or outside the French Overseas Collectivities (Département et région d'outre-mer).

Concerning the first two 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 plans can participate in this reserved capital increase.

#### Subscription ceiling

In accordance with article L. 3332-10 of the French Labour Code, the total amount of payments made by a Beneficiary (including all payments made under other savings plans) cannot exceed 25 % of his or her gross annual remuneration received in the year of the subscription, or, for a Beneficiary whose employment contract is suspended and who did not receive any remuneration with respect to the year of the subscription, 25 % of the annual ceiling determined under article L. 241-3 of the French Social Security Code. The Board of Directors also decided on February 6, 2019 that the individual subscription total amount (which can be composed of a voluntary contribution, including arbitrage of available assets, as well as profit sharing premiums net amounts, of labor dividend and the matching contribution) per Beneficiary cannot exceed EUR 20,000.

#### Employer Contribution

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

#### **Calendar**

The subscription period will be opened from Monday, June 3<sup>rd</sup> 2019 at 9h00 Paris time to Monday, June 17<sup>th</sup> 2019 at 23h59 Paris time. The capital increase is expected to be on August 1<sup>st</sup> 2019.

#### **Listing of the new shares**

##### Listing location

Société Générale's shares are listed on Euronext Paris (deferred settlement market, continuous trading group A, ISIN code FR0000130809).

##### Listing of the new Shares

The admission of the new shares on Euronext Paris shall be requested immediately after the completion of the capital increase (the admission is expected to become effective on or around August 5<sup>th</sup> 2019).

#### **General information on the new shares which admission to negotiations is requested**

##### Rights attached to the issued shares

The new 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 1<sup>st</sup>, 2019. Consequently, they shall be entirely assimilated with older shares and shall give right to the usual legal prerogatives of shareholders of a public limited company. Notably, they shall give the right to property in the company assets and to liquidating dividends in a proportion equivalent to the fraction of the share capital they represent. Similarly, the dividend is distributed to shareholders in proportion to their share capital ownership.

A double voting right, relative to the fraction of the share capital the shares represent, is granted to all registered shares paid-up in full that have been entered in the name of the same shareholder for at least two years from January 1<sup>st</sup>, 1993 as well as to new registered shares that have been granted free of charge to a shareholder, in the event of a capital increase by incorporation of reserves, profits or share premiums on the basis of shares already benefiting from this entitlement.

It is to be noted that, in addition to the legal obligation to report Société Générale the holding of certain fractions of the share capital and/or of voting

rights and to make any consequent declaration of intention in accordance with legal provisions, any shareholder, acting either alone or jointly, who would directly or indirectly hold at least 1.5% of the share capital or voting rights of the Company, is required to inform the Company within 15 days of the day they crossed this threshold and give, in this declaration the number of securities held that ultimately give access to the share capital. The management companies of FCPs (*Fonds Communs de Placement*) are required to provide this information for the total amount 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 report to the Company in the conditions provided above. The non-compliance of this obligation is sanctioned, in accordance with legal provisions, at the request (which has to be recorded in the minutes of the Shareholders General Meeting) of one or more shareholders holding at least 5% of the share capital or voting rights of the Company. Any shareholder, acting alone or jointly, is also required to inform the Company within 15 days when the percentage of share capital or voting rights they hold becomes inferior to the thresholds determined in the present paragraph.

#### Negotiability of the shares

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

Only the regulations related to the holding of shares as part of a company or group savings plan shall limit the negotiability of the said shares.

#### Nature and type of the shares

Except in the occurrence of an early exit event, at the end of the legal lock-up period applicable to units and shares held directly as part of a company or a group savings plan, the shares will be eligible for either bearer or registered form.

#### **Lock-up Period**

The shares held directly by the Beneficiaries as well as the units of the FCPEs, as the case may be, will be unavailable for a period of 5 years, except in the occurrence of an early exit event in accordance with the provisions applicable in the respective company or group savings plan. Regarding the 3rd tranche, it has to be noted that in some countries and in compliance with local legislation, early exit events may not be available to employees.

#### **Special note regarding the international offering**

This document does not constitute an offer to sell or a solicitation to subscribe to Société Générale shares. The offering of Société Générale shares reserved for employees and retired employees eligibles from adhering entities to Companies or Group Savings Plan of Société Générale Group will be conducted only in countries where such an offering has been registered with the competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption from the requirement to prepare a prospectus or register the offering. More generally, the offering will only be conducted in countries where all required filing procedures and/or notifications have been completed and the authorizations have been obtained. This document is not destined for, and copies thereof should not be sent to, countries in which such a prospectus has not been approved or such an exemption is not available or where all of the required filing procedures and/or notifications have not been completed or where the authorizations have not been obtained.

With respect to the United States in particular, the securities mentioned in this document have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent such registration or an applicable exemption from the registration requirements of the Securities Act. Société Générale does not intend to register any portion of the planned

offering in the United States or to conduct a public offering of securities in the United States. The securities will only be offered in transactions benefitting from an exemption from registration.

This document is made in reliance of the exemption from publishing a prospectus provided for in Article 4(1)(e) of the EU Directive 2003/71/EC, as amended (the "Prospectus Directive").

It represents (i) the document required to qualify for the exemption from the requirement to publish a prospectus as defined in the Prospectus Directive, transposed in internal law of the member states of the European Union and, with respect to French law, to articles 212-4(5°) and 212-5(6°) of the AMF General Regulations and article 19 of AMF circular DOC2016-04 of October 21, 2016 as amended, as well as (ii) the press release required by the AMF in accordance with article 221-33-2 of the AMF General Regulations.