

## Legal information

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*\*This Meeting is convened on April 10, 2000.  
In the event of lack of quorum on that day,  
it will be held on April 18, 2000.*

# Reports and resolutions

## submitted to the General Meeting

### REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

We have called this Joint Shareholders' Meeting today to submit nineteen resolutions for your approval.

The purpose of each resolution is detailed and commented upon below.

The majority of these resolutions relate to points included on the agenda of annual meetings, while four resolutions concern amendments to the by-laws.

### REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS TO BE CONSIDERED BY THE MEETING AS AN ORDINARY MEETING

#### APPROVAL OF THE FINANCIAL STATEMENTS FOR 1999 AND REGULATORY PROVISIONS

The *first and second resolutions* concern the approval of the Parent Company's financial statements for 1999 and the appropriation of income. Remarks on the accounts, which are drawn up in euros, appear in the Management Report for this period. However, the following points should be noted:

Since the public exchange offer made last year for Paribas shares was unsuccessful, the provision booked in the amount of EUR 397,891,934.99 has been reversed, less expenses relating to the project, as planned.

The dividend is set at EUR 6.20 with in France a tax credit of EUR 3.10, although for some legal entities, the tax credit is now equal to 40% of the dividend paid, rather than 50% previously.

The dividend will be paid on April 25, 2000.

The *third resolution* relates to operations and agreements covered by article 101 of the law on commercial companies which are covered in the special report of the Statutory Auditors. In the absence of new agreements concluded in 1999 and subject to the provisions of the said article, this special report refers only to the application of previous agreements.

#### AUTHORIZATION TO ISSUE BONDS AND SIMILAR SECURITIES

The *fourth resolution* relates to the issue of bonds and similar securities, which may include subordinated, redeemable or undated securities.

It fixes the maximum amount of the authorization at EUR 15 billion or its equivalent in other currencies or currency units.

This amount will enable the Company to:

- meet its normal funding requirements linked to the development of its activities and acquisitions, up to EUR 10 billion; this amount will also enable to increase its issuance in order to meet customer demand.
- with the rest of this amount, that is to say EUR 5 billion, to secure the means to actively manage the Company's borrowings by making public exchange offers on previously issued debt securities, without these operations resulting in an increase in the Company's total borrowings.

The use of all or part of this authorization will depend on the effective requirements of the Company.

#### AUTHORIZATION TO REPURCHASE SOCIÉTÉ GÉNÉRALE SHARES

The *fifth resolution* concerns the new plan for the repurchase by the Company of its own shares, under the DDOEF law of July 2, 1998. This renews and replaces the resolution relating to the authorization for the Company to purchase and sell its own shares which had been approved by the Shareholders' Meeting of June 4, 1999.

As the previous authorization, this authorization limits the maximum purchase to 10% of the Company's total capital stock, and is valid for a period of eighteen months.

This resolution is submitted for approval for the same reasons as those approved in 1999.

Share purchases may be made for the cancellation of shares, in order to improve return on equity and earnings per share. For this reason, the Meeting is also asked to approve the authorization to reduce capital in such cases, in the *eighteenth resolution*.

Share purchases may also be made to enable the implementation of an employee incentive program, to promote the achievement of Group targets, or for operations reserved for employees (notably to offset the dilution of capital resulting from such operations or to grant stock options), as well as in the event of acquisitions or for the active management of the Company's equity. Shares may also be purchased with a view to regulating the Group's share price.

Share purchases and the sale and transfer of shares thus acquired may be concluded by any means, with the maximum purchase price set at EUR 360 and the minimum sales price fixed at EUR 120 (the price is subject to adjustment in line with the division of shares, as proposed under the sixteenth resolution).

This resolution was the subject of an information notice duly registered with the French securities and exchange commission, (Commission des Opérations de Bourse), which was made available to shareholders within the regulatory deadline.

As required by law, shareholders are informed that during 1999, under the previous authorization for the sale and purchase of Société Générale shares, 2,502,667 shares were purchased at an average price of EUR 203.1 and 22,750 shares sold at an average price of EUR 127.9.

Total trading costs including taxes were EUR 530,500. At December 31, 1999, the Company held 2,502,667 of its own shares, 2.4% of total capital stock.

Of the shares purchased, 1,000,000 were bought with a view to granting stock options. The remainder were bought with a view to regulating the share price and under the share cancellation program to be implemented until December 2001 (the principle of which was approved by the Board), as well as under share exchanges and other acquisitions.

Including shares purchased since December 31, 1999, Société Générale held 3,439,019 shares at February 22, 2000. The number of new shares the Company is authorized to purchase under the fifth resolution is calculated on this basis.

#### APPROVAL OF THE COOPTING OF A DIRECTOR

The *sixth resolution* recommends the coopting of Mr Serge Tchuruk as a Director, decided by the Board at its meeting of November 10, 1999, following the retirement of Mr André Lévy-Lang.

#### APPOINTMENT OF THE STATUTORY AUDITORS AND THEIR SUBSTITUTES

The *seventh to tenth resolutions* concern the appointment of the Statutory Auditors and their substitutes, for a period of six years. The proposed Statutory Auditors are:

- Barbier Frinault & Autres (Arthur Andersen), represented by Philippe Peuch-Lestrade and Isabelle Santenac, and Ernst & Young Audit, represented by Christian Mouillon, appointed as Statutory Auditors;
- Thierry Gorlin and Patrick Aignan, appointed as substitute Statutory Auditors.

These appointments have been submitted to the French Banking Commission, in compliance with regulations governing credit institutions.

### REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS TO BE CONSIDERED BY THE MEETING AS AN EXTRAORDINARY MEETING

#### AUTHORIZATION TO INCREASE CAPITAL STOCK

The *eleventh and twelfth resolutions* concern the authorization granted to the Board to increase capital stock up to the overall maximum limit, by the issue, with or without preferential subscription rights, of all types of securities giving holders immediate or future access to the Company's capital, or by incorporation of reserves, unappropriated retained earnings or additional paid-in capital.

The overall maximum limit was set at FRF 2.6 billion at the General Meeting of May 6, 1998, for a period of twenty-six months (as the conditional authorization granted last year in the amount of EUR 1.2 billion subject to the outcome of the planned integration with Paribas became null and void in view of the abortive public share exchange offer).

Shareholders are therefore asked to increase the maximum limit to EUR 600 million, in order to reinforce the Company's

development resources and to raise the capital required to continue its growth, notably through possible acquisitions.

To this effect, under the provisions of article 180-III of French law number 66-537 of July 24, 1966, the Board is asking shareholders:

- In the *eleventh resolution*, to authorize the Board to increase the Company's capital stock, up to a maximum amount of EUR 600 million, by the issue of all types of securities (except preferred shares, non-voting preferred-dividend shares and investment certificates), enabling this capital increase to take place, and within a maximum limit of EUR 1.2 billion, by incorporation of reserves, unappropriated retained earnings or additional paid-in capital;
- In the *twelfth resolution*, to fix the maximum limit on the capital increases that may be carried out without preferential subscription rights (also EUR 600 million), with the relevant authorization notably applying to the exchange of shares relating to a public share exchange offer.

These authorizations will apply for a twenty-six month period, and will replace those granted in 1998, for the capital increases authorized and not realized. An incorporation of reserves in the amount of EUR 43,584,125.27 was made for the conversion of the nominal value of shares into euros, and the rounding up of this amount to EUR 5 in January 1999.

These resolutions will be submitted to shareholders after a successful start to 2000. However, it is impossible to draw conclusions relating to the whole year.

These resolutions do not apply to operations relating to employees, for which specific authorizations were submitted in 1997. The said authorizations are valid until 2002 and are adequate as they stand.

The following remarks apply to these resolutions:

#### a) Overall maximum limits of capital increases

- The *eleventh resolution*, under which securities may be issued with preferential subscription rights, fixes a limit of EUR 600 million as the maximum nominal capital increase which may result from the issue by the Board of any type of securities giving access to Société Générale's capital.

This amount does not include further capital increases which may result from the adjustments of the rights of any holders of certain categories of capital stock in the event additional securities are issued.

All capital increases, whether immediate, deferred or potential, resulting from issues with preferential subscription rights, or,

under the *twelfth resolution*, without such rights, would be included in the aforementioned limit.

However, a separate limit of EUR 1.2 billion is set for capital increases which may result from the incorporation of reserves, unappropriated earnings, additional paid-in capital or any other item that may be incorporated into capital. This limit may be added to the aforementioned limit.

Such capital increases, which are carried out by issue of bonus shares or by way of an increase in the nominal value of outstanding shares, are completely different from issue of capital stock since they do not affect the total of shareholders' equity.

In addition, the resolution fixes a maximum amount of EUR 2.3 billion for issues of debt securities with an equity component.

It should also be noted that the decision submitted for the approval of shareholders entails shareholders' express surrender of their preferential rights to the secondary securities to which the securities issued may give right by way of subscription, exchange, presentation of a warrant, or in any other manner.

- The *twelfth resolution*, as provided for by law, sets a separate maximum amount for capital increases without shareholders' preferential subscription rights. It is necessary for the Board to have general powers for this type of operation, so as to reduce formalities and shorten the regulatory time-frame for conducting issues, in order to be able to conduct public issues, on the domestic market or on international markets, or both at the same time, depending on circumstances prevailing at the time. This type of issue enables Société Générale's shareholder base to be enlarged and the Company's profile to be raised, thus optimizing the raising of equity.

This limit is also set at EUR 600 million, in line with the authorizations previously granted to the Board by shareholders' meetings.

In the case of issues on the French market only, and within the aforementioned limit, the Board may reserve a period during which shareholders would have a right to subscribe before the general public.

The limit set for issue of debt securities with an equity component is set as EUR 2.3 billion, the same as that fixed under the *eleventh resolution*.

The overall limit for operations which may be carried out under this resolution corresponds to the unused portion of authorizations given under the previous resolution. Any amount used under either of the resolutions is to be included in these overall limits.

**b) Terms and conditions of determining  
and justifying the issue price**

In the case of issues without preferential subscription rights, the determination of the issue price, for both immediate and deferred issues, is governed by the principle laid down by law that third parties who are not currently shareholders may not subscribe for or be allotted shares at a price lower than the minimum amount set by law, that is, at the present time, the average opening price of the share on the Paris stock exchange for ten consecutive trading days chosen among the twenty days preceding the start of the issue decided by the Board (after adjustment of this average to take into account any difference in the dates from which the shares are eligible for dividends).

On the basis of this principle, the Board will determine the issue price of the securities to be issued in the best interests of the Company and its shareholders, taking into account all the relevant factors, such as general stockmarket trends and those of the market in Société Générale in particular; the spread with market interest rates in the case of bond issues; the number of shares that could be subscribed for through the warrants attached to the shares or bonds; maturity, issue price, and terms of redemption of the warrants, if applicable.

By taking into account all these considerations, imposed both by law and by financial market regulations, a fair price can be determined.

**c) Securities authorized for issue  
and date of exercise of share allotment rights**

Under these general authorizations, all types of securities with an equity component may be issued, including shares, bonds that maybe converted or exchanged for shares, warrants to subscribe for shares, different sorts of composite securities, and more generally, any securities giving access to capital, the issue of which is authorized (except preferred shares, non-voting preferred-dividend shares, and investment certificates).

Share allotment rights attached to these securities, and the period of exercise would be fixed in accordance with the rules applicable to each type of security, at the time of issue.

The shares to be allotted would thus be issued at the end of a period which may vary depending on the characteristics and types of the securities initially issued. For example, if share warrants were issued in two years' time, that is shortly before the end of the period covered by the above authorizations, the capital increase which would result from the exercise of these warrants would take place in seven years' time at the latest, since the time period allowed by the law for the exercise of share warrants is currently five years.

This period may be much longer in the case of composite securities, as the potential capital increase which would result from their issue would depend on their various components and the successive share allotment rights, by conversion, repayment, exchange of warrants, or otherwise.

However, the Board undertakes not to fix dates of exercise of share allotment rights beyond fifteen years from the date of this Meeting, both for shares to be issued in connection with securities issued by Société Générale itself or by companies that are controlled, directly or indirectly, by Société Générale.

**AUTHORIZATION TO INCREASE THE CAPITAL STOCK  
IN CASE OF A PUBLIC SHARE EXCHANGE OFFER  
FOR THE COMPANY'S SHARES**

In the *thirteenth resolution*, as in previous years, as permitted by law, shareholders are requested to authorize the Board to utilize the powers granted to it to increase the Company's capital by all legal means, in compliance with current regulations, when a public tender or exchange offer for the shares of the Company is under way.

The recent report of the Committee on corporate governance recommends that this type of resolution should no longer be used, in order to put a stop to criticism that it may be used for purely defensive purposes.

The report nevertheless recognizes that no such use has ever been proven in practice. Moreover, in view of the possible duration of offers, the absence of such authorizations may in some cases compromise the Company's capacity to seize investment opportunities.

For this reason, shareholders are requested to renew this authorization, while limiting its scope to acquisitions.

**AMENDMENTS TO THE BY-LAWS: REDUCTION  
IN THE TERM OF DIRECTORS' MANDATES  
AND CHANGES IN METHODS  
FOR CONVENING BOARD MEETINGS**

Under the *fourteenth resolution*, shareholders are requested to authorize the reduction in the duration of mandates of directors appointed by the Meeting from six to four years. The duration of mandates of Directors appointed by employees will remain fixed at three years.

This change, which will not apply to Directors currently in office, is aimed at aligning the duration of the mandates of all the said Directors at four years.

The resolution authorizes the Ordinary Meeting to set the duration of mandates renewable during a transition period at between two and four years. This will enable mandates to be staggered in time, so that approximately a quarter of mandates will be renewed each year. This will enable shareholders to appoint Board members more regularly, as recommended in the latest report of the committee on corporate governance.

The *fifteenth resolution* aims to make the rules for convening Board meetings more flexible, by allowing the possibility for a third of Directors to call a meeting at any time, cancelling the current requirement that this possibility only apply in the event that no meeting has been held for a period of two months.

### **AMENDMENT TO THE BY-LAWS: DIVISION OF THE NOMINAL VALUE OF SHARES**

In order to improve the liquidity of the Company's shares, the *sixteenth resolution* proposes dividing the nominal value of the share by four to EUR 1.25. The Board would make any adjustments and amendments to the by-laws necessary under this transaction, which would be fully implemented around three weeks after receiving the approval of shareholders, by the listing of new shares.

### **AMENDMENT TO THE BY-LAWS: LIMITING VOTING RIGHTS**

Under the *seventeenth resolution*, shareholders are requested to limit voting rights which may be exercised at Meetings by the same person (in name, as a proxy, or in agreement with another person). For the purposes of this limit, shares held indirectly will be combined with those held directly.

The aim of such a measure, already applied in several major corporations, is to force a shareholder who wishes to take control of the Company to launch a public bid and to offer other shareholders an attractive share price with a view to obtaining a majority of voting rights.

The proposed limit of 15% of voting rights is relatively high in relation to those applied in other companies, and will affect no investor adversely. This limit would become null and void in the event that, following a public bid, a shareholder should come to hold the majority of voting rights.

This provision would therefore not prevent a takeover following a public bid, but would remove the possibility of a gradual takeover or a takeover at a low share price in the context of low attendance at General Meetings.

### **AUTHORIZATION TO REDUCE CAPITAL STOCK BY CANCELLING SHARES**

The *eighteenth resolution* seeks to authorize the Board to reduce capital stock by cancelling treasury stock acquired under the authorization requested in the fifth resolution and for the purposes defined therein.

This authorization renews that granted to the Board in 1999, for a period of three years, and enables capital to be reduced by the cancellation of shares. No more than 10% of total capital can be cancelled in any twenty-four month period, as specified by law. Under regulations governing credit institutions, this operation shall be subject to the approval of the French Credit Institutions Committee (Comité des établissements de crédit et des entreprises d'investissement).

### **DELEGATION OF AUTHORITY (nineteenth resolution)**

As in the past, this resolution delegates general authority for formalities.

## SPECIAL REPORT OF THE STATUTORY AUDITORS ON SPECIAL AGREEMENTS

for the year ended December 31, 1999

To the Shareholders of Société Générale,

In our capacity as Statutory Auditors, we hereby report to you on the agreements signed by your Company.

In application of article 103 of the law of July 24, 1966 we have been informed of those agreements which were subject to the prior authorization of your Board of Directors.

It is not incumbent on us to check for the possible existence of other agreements but instead to inform you, on the basis of the information with which we have been provided, of the principal characteristics and clauses of those agreements of which we have been notified, without being obliged to give our opinion on their usefulness or on their validity. Under the terms of article 92 of the decree of March 23, 1967, it is incumbent on you to evaluate the interest related to the signing of these agreements with a view to their approval.

We have carried out our assignments in accordance with French accounting standards; these standards require that we apply procedures necessary to verify the compliance of this information with which we have been provided with the original documents from which the said information was taken.

### AGREEMENT WITH THE SOCIÉTÉ FONCIÈRE LYONNAISE

On September 8, 1997, your Company signed with Société Foncière Lyonnaise, a subsidiary of Commercial Union Assurance Company plc, an agreement containing the following clauses:

- a promise to buy and a promise to sell the "Edouard VII" real estate complex, with the sale being completed on December 2, 1997;
- a description of the guarantee of the operation, including a rental guarantee granted to the purchaser by Société Foncière Capucines Caumartin.

No payment was made by your company in relation to this rental guarantee during the 1999 financial year.

### WITH SOGÉBAIL

- Agreements with Sogébaïl – Guarantee commitments

An amendment signed on September 29, 1995, clarifies the agreement of March 14, 1975, by which your Company is

committed to guarantee the obligations undertaken by Sogébaïl's customers under leasing contracts for which your company acted as intermediary.

Under the terms of this amendment, in the event of a default during the term of a leasing contract, your Company commits itself to pay Sogébaïl in the amount of the rent initially agreed in the contract.

In those cases where a problem building is subsequently rented out at a lower rental than that foreseen in the original leasing contract, your Company is also committed to pay the difference to Sogébaïl.

The amount claimed from your Company during the 1999 financial year in execution of this agreement totaled FRF 78 million, of which FRF 41 million corresponded to claims related to a shortfall in rental revenues. The total amount paid by your Company in 1999 as a result of claims under this guarantee was FRF 118 million. Amounts remaining due to Sogébaïl, including amounts owed for previous years, were FRF 90 million at the end of 1999. Fees received with regard to this guarantee amounted to FRF 81 million in 1999.

- Agreements with Sogébaïl – Financing of leasing operations

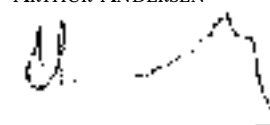
Pursuant to agreements signed with Sogébaïl on July 4, 1969, July 9, 1974 and December 30, 1974, your Company is committed to provide Sogébaïl with the funds necessary to finance leasing operations referred or approved by Société Générale.

At December 31, 1999, the total amount of funds borrowed by Sogébaïl represented FRF 237 million in overdrafts and FRF 11,408 million in the form of loans and term accounts.

Neuilly-sur-Seine and Paris-La-Défense, February 24, 2000

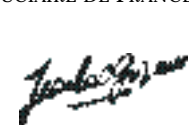
The Statutory Auditors

BARBIER FRINAULT & AUTRES  
ARTHUR ANDERSEN

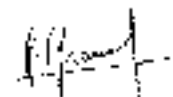


Philippe Peuch-Lestrade

KPMG-AUDIT  
FIDUCIAIRE DE FRANCE



Jean-Paul Griziaux



Pascal Brouard

## SPECIAL REPORT OF THE STATUTORY AUDITORS TO THE EXTRAORDINARY GENERAL MEETING

for the year ended December 31, 1999

To the Shareholders of Société Générale,

In our capacity as Statutory Auditors, we present below our special report on the proposals which you are asked to approve.

### 1. REPORT ON THE ISSUE OF SECURITIES (ELEVENTH AND TWELFTH RESOLUTIONS)

In execution of the mission entrusted to us by articles 186, 339-1 and 339-5 of the law of July 24, 1966, we present our report on the capital increase within an overall maximum limit of EUR 2.3 billion, which you are asked to approve. The said capital increase can notably be carried out by the issue of all types of securities with an immediate or deferred equity component, within a limit of EUR 600 million. The eleventh resolution concerns the issue of the aforementioned securities with preferential subscription rights, while the twelfth resolution concerns the issue of securities without preferential subscription rights.

We have examined the proposed capital increase by applying those procedures which we considered necessary in accordance with the standards of the profession.

As the price of the shares to be issued has not been fixed, we have no opinion on the conditions in which the capital increases shall be carried out, nor on the proposal to cancel the preferential subscription rights, submitted for your approval. The underlying principle of this nevertheless falls within the framework of the resolutions submitted for your approval.

Under article 155-2 of the decree of March 23, 1967, we will draw up an additional report in the event that the Board of Directors decides on a capital increase.

### 2. CAPITAL REDUCTION BY THE CANCELLATION OF THE COMPANY'S OWN SHARES (EIGHTEENTH RESOLUTION)

In execution of the mission entrusted to us by the fourth paragraph of article 217-2 of the law of July 24, 1966 in the event of a capital reduction by the cancellation of the Company's own shares, we present our report on the proposal submitted for your approval.

We have analyzed the planned capital reduction by applying those procedures which we considered necessary in accordance with the standards of the profession.

This transaction entails the purchase by your Company of its own shares, within a limit of 10% of total capital, under the conditions stipulated by article 217-2 of the law of July 24, 1966. This authorization, which replaces that granted by the Joint Shareholders' Meeting of June 4, 1999, for its unused portion, is submitted for your approval and will apply for a period of eighteen months.

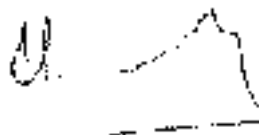
The Board of Directors requests that you grant it full powers to cancel shares purchased by the Company under the authorization granted to buy its own shares, within a limit of 10% of total capital for each 24 month period. The authorization will apply for a period of 3 years.

We have no comments to make on the causes, terms and conditions of the proposed capital reduction.

Neuilly-sur-Seine and Paris-La-Défense, February 24, 2000

The Statutory Auditors

BARBIER FRINAULT & AUTRES  
ARTHUR ANDERSEN

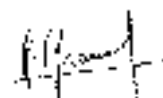


Philippe Peuch-Lestrade

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FIDUCIAIRE DE FRANCE



Jean-Paul Griziaux



Pascal Brouard

## RESOLUTIONS

### RESOLUTIONS TO BE CONSIDERED BY THE MEETING AS AN ORDINARY MEETING

#### FIRST RESOLUTION

##### Approval of the financial statements

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, having been informed of the Board of Directors' and Statutory Auditors' reports, approves the balance sheet at December 31, 1999, and the income statement for the year then ended, drawn up in euros, on the basis of 1 euro for 6.55957 French francs.

The General Meeting approves net income after taxes of EUR 1,644,887,787.09 for the 1999 financial year.

#### SECOND RESOLUTION

##### Appropriation of income and dividend payment

The General Meeting, under the conditions required for Ordinary meetings as to quorum and majority, decides that of net income after taxes for the period, amounting to EUR 1,644,887,787.09, EUR 5,432,149.03 will be appropriated to the legal reserve.

For fiscal purposes, this allocation is appropriated to the special reserve for long-term capital gains.

Following these appropriations, the net balance stands at EUR 1,639,455,638.06. To this amount are added the 1998 unappropriated retained earnings of EUR 220,439,497.98. The new balance, EUR 1,859,895,136.04 constitutes income available for distribution, to be used as follows:

- Appropriation of EUR 574,959,832.53 to the special reserve for long-term capital gains.
- Allocation to common shares of total dividends of EUR 646,849,850.20 representing a net dividend per share with nominal value EUR 5 of EUR 6.20 plus, in France, a tax credit of EUR 3.10 for physical persons and legal entities under the parent companies regime, or EUR 2.48 for other shareholders.

Following these appropriations:

- reserves are increased from EUR 7,388,192,308.93 at year-end 1998, to EUR 8,144,743,953.61, including additional paid-in capital on the capital increases carried out in 1999 in the amount of EUR 219,743,788.37, and an additional allocation of EUR 43,584,125.27 made when the capital stock was converted into euros,

- unappropriated retained earnings will stand at EUR 638,085,453.31, compared with EUR 220,439,497.98 at year-end 1998.

Unappropriated retained earnings may be increased by the dividends on any Société Générale shares held by the Company as treasury stock at the time dividends are paid.

Shares will be traded ex-dividend on April 25, 2000 and dividends will be payable in cash as of that date.

The General Meeting notes, in accordance with the law, that the dividend paid on each share for the three preceding financial years was as follows:

	1996*		1997*		1998*	
	Net dividend	Tax credit**	Net dividend	Tax credit	Net dividend	Tax credit**
Per share	17.50	8.75	21.00	10.50	24.60	12.30
in euros	2.67	1.33	3.20	1.60	3.75	1.88

\* nominal value FRF 30.

\*\* tax credit of 50%.

In accordance with articles 209 quater 1 and 223 D of the French tax code, the General Meeting decides to appropriate an additional EUR 15,000,000 to the special reserve for long-term capital gains by transfer from other reserves.

#### THIRD RESOLUTION

##### Operations and agreements covered by article 101 of the law on commercial companies, previously concluded

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, takes note of the special report of the Statutory Auditors on the implementation in 1999 of agreements and operations covered by article 101 of the law of July 24, 1966 on commercial companies, that had previously been agreed upon and approved by the General Meeting.

#### FOURTH RESOLUTION

##### Authorization to issue bonds and other similar securities (in particular subordinated securities, whether redeemable or undated)

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, authorizes the

Board of Directors to decide, on one or more occasions, the creation and issue, in France or abroad, up to a maximum nominal amount of EUR 15 billion, or its equivalent, bonds and other similar securities (in particular subordinated securities, whether redeemable or undated) denominated either in euros, or in foreign currencies or in any other monetary units established by reference to several currencies, with or without a mortgage collateral or other type of guarantee, within the proportions, terms and periods, issue and amortization rates and conditions the Board may deem appropriate.

The General Meeting grants to the Board of Directors all the powers necessary to proceed with this or these issues, as well as to determine the characteristics of the securities issued, which may include a variable rate of interest and a fixed or variable redemption premium above the nominal value, any such premium being in addition to the maximum nominal amount fixed above.

In compliance with the law, this authorization is valid for a five-year period as of the date of this decision. This authorization will replace, as of the date of the next meeting of the Board of Directors deciding to use it or to delegate, in compliance with the law, the powers granted to the Board by this resolution, and in any case no later than August 2, 2000, and for its remaining unused portion, the authorization granted by the Joint General Meeting of June 4, 1999 under the twelfth resolution.

## FIFTH RESOLUTION

### Authorization to purchase and sell Société Générale shares

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, takes note of the report of the Board of Directors and the items in the information notice submitted to the French Securities and Exchange Commission, (COB - Commission des Opérations de Bourse), authorizes the Board of Directors to purchase Société Générale shares, in accordance with article 217-2 of the law of July 24, 1966.

The purchase and sale of these shares may be carried out using any means, including options, and at any time.

The maximum purchase price is set at EUR 360 and the minimum selling price is fixed at EUR 120.

After such a purchase, the portion of capital held may not exceed 10% of the Company's issued capital stock.

On the basis of capital stock at February 22, 2000, a maximum number of 6,994,043 shares – less shares held by the Company

at that date – could be thus purchased, for a total amount of around EUR 2.52 billion.

This authorization is intended to allow the following operations:

- Canceling shares in order to increase ROE and earnings per share;
- Offering shares as part of an employee incentive scheme with respect to Group targets;
- Offering employees the possibility to purchase shares, either directly or through a Company mutual fund, under the conditions stipulated by law, in particular articles L.443-1 and following of the French labor code;
- Granting stock options to employees or senior officers of the Company or the Group;
- Using the shares with a view to acquiring new companies through an exchange offer or any other means which may improve the conditions of such an operation;
- Holding the shares and where appropriate, selling or otherwise transferring them with a view to actively managing shareholders' equity with respect to its funding requirements;
- Regulating the Company share price.

Shares purchased may be held, sold or transferred using any means, or cancelled in accordance with the authorization granted under the eighteenth resolution.

This authorization will expire at the end of the General meeting called to approve the financial statements of the year ended December 31, 2000, and at the latest in eighteenth months.

It replaces the unused portion of the authorization granted by the General Meeting of June 4, 1999, under the thirteenth resolution.

Full powers are granted to the Board of Directors to apply this authorization, with the option of delegating all the necessary powers to the Chairman or a CEO or any member of General Management, to:

- carry out transactions,
- adjust the purchase or sale price of the shares as well as the number stipulated above in line with the impact of these operations on the share value and the number of outstanding shares, should the nominal share value be modified, should capital stock be increased through incorporation of reserves or allocation of bonus shares, should there be a stock split or reverse split, or should reserves or other assets be distributed or any other operation carried out on capital stock.

## SIXTH RESOLUTION

### Approval of the coopting of Mr Tchuruk

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, approves the coopting of Mr Serge Tchuruk as a Director, as decided by the Board of Directors on November 10, 1999, to replace Mr André Lévy-Lang, following the resignation of the latter.

In accordance with article 7 of the By-Laws, Mr Serge Tchuruk will take office for the remaining period of his predecessor's mandate, that is, until the General Meeting to be held in 2003 to approve the financial statements of the preceding financial year.

## SEVENTH RESOLUTION

### Renewed appointment of a Statutory Auditor

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, decides to renew the appointment of Barbier Frinault & Autres (Arthur Andersen), of 41, rue Ybry, 92200 Neuilly-sur-Seine, represented by Philippe Peuch-Lestrade and Isabelle Santenac, as Statutory Auditors with respect to the accounts for the financial years from 2000 to 2005.

## EIGHTH RESOLUTION

### Appointment of a Statutory Auditor

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, appoints

Ernst & Young Audit, of 34, boulevard Haussmann, 75009 Paris, represented by Christian Mouillon, as Statutory Auditor with respect to the accounts for the financial years from 2000 to 2005.

## NINTH RESOLUTION

### Renewed appointment of a substitute Statutory Auditor

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, decides to renew the appointment of Thierry Gorlin of 41, rue Ybry, 92200 Neuilly-sur-Seine, as a substitute Statutory Auditor for Barbier Frinault & Autres (Arthur Andersen), with respect to the accounts for the financial years from 2000 to 2005.

## TENTH RESOLUTION

### Appointment of a substitute Statutory Auditor

The General Meeting, under the conditions required for Ordinary Meetings as to quorum and majority, appoints Patrick Aignan, from 9, avenue Carnot, 75017 Paris, as a substitute Statutory Auditor for Ernst & Young Audit, with respect to the accounts for the financial years from 2000 to 2005.

## RESOLUTIONS TO BE CONSIDERED BY THE MEETING AS AN EXTRAORDINARY MEETING

## ELEVENTH RESOLUTION

**Authorization granted to the Board of Directors for the purpose of increasing the capital stock, up to an overall maximum limit, by issue of all types of securities with an immediate or deferred equity component, or by incorporation of reserves, unappropriated retained earnings or additional paid-in capital.**

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having examined the report of the Board of Directors and the special report of the Statutory Auditors,

**1.** Authorizes the Board of Directors to increase the Company's capital, on one or more occasions:

a) Through the issue of any securities, including freestanding warrants, with an immediate or deferred equity component, except preferred shares, non-voting preferred-dividend shares and investment certificates.

b) Or by incorporation of reserves, unappropriated retained earnings, additional paid-in capital or any other item that may be incorporated into capital.

**2.** Fixes the limits for the operations authorized above, as follows:

- The maximum total increase in nominal capital which may result from the issues of securities authorized under 1.-a) above, is EUR 600 million,
- The maximum total increase in nominal capital which may result from the incorporations authorized under 1.-b) above, is EUR 1.2 billion,
- The whole after taking account of the amount of capital increases resulting from the adjustment of the rights of the holders of certain categories of capital stock in the event of new financial operations.

Moreover, the maximum nominal amount of issues of debt securities with an equity component may not exceed EUR 2.3 billion.

**3.** Decides that:

- The securities, the issue of which is authorized above, may be denominated in euros, or in foreign currencies or in any other monetary units established by reference to several currencies, up to the maximum total amount authorized in euros or its equivalent at the date of issue.
- In the case of issues with preferential subscription rights, the securities not subscribed for by shareholders in proportion to their existing shareholding, or under the priority right granted to them to subscribe for shares not subscribed for by other shareholders if the Board has created such a right in connection with the issue, may be offered to the public.

This authorization entails shareholders' express surrender of their preferential subscription rights to any other securities with an equity component to which the securities issued may give rights.

**4.** Grants full powers to the Board of Directors to:

- Carry out these issues within a period of twenty-six months from the date of this meeting, to decide on the amounts, terms and conditions of the issues and, in particular, on the type and form of the securities to be created, together with their issue price, it being understood that the amount to be received by the Company in respect of each share issued without preferential subscription rights will not be less than the minimum amount set by the law;
- Fix the date from which the shares will carry rights to dividends, and this date may be earlier than the date of issue of the shares;
- Decide that the holders of shares paid up through the incorporation of reserves, unappropriated retained earnings and additional paid-in capital, will not be allowed to sell or otherwise transfer their rights, or that they will not be allowed to transfer

their rights to fractions of shares, and that the corresponding shares will be sold;

- Decide that the amount of each capital increase will be limited to the total amount of subscriptions received; to note that the increase has been completed and to modify the by-laws in consequence; to charge, if thought appropriate, the cost of the issues against the corresponding additional paid-in capital;
- Conclude all agreements that may be useful for the successful completion of the issues, the listing and the servicing of the securities; and, generally, take all measures that are appropriate, the whole in accordance with the laws and regulations in force at the time of the issues.

**5.** Decides that this authorization replaces the authorization granted by the seventh resolution of the General Meeting of May 6, 1998, for the portion not used by the Board of Directors.

## TWELFTH RESOLUTION

### Limit applicable to capital increases carried out under the eleventh resolution, by the issue of securities without preferential subscription rights

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having examined the report of the Board of Directors and the special report of the Statutory Auditors,

**1.** Authorizes the Board of Directors to increase the Company's capital on one or more occasions through the issue, without preferential subscription rights, of any securities, including free-standing warrants, with an immediate or deferred equity component, as authorized under paragraph 1.-a) of the eleventh resolution.

Such securities may in particular be issued in compensation for securities that may be offered to Société Générale in reply to a public exchange offer.

They may also be issued to holders exercising their rights in connection with securities with an equity component giving access to Société Générale's capital, that were issued by companies which are majority-owned, directly or indirectly, by Société Générale.

**2.** Fixes the following limits:

- The maximum total increase in nominal capital which may result from the issues of such securities without preferential subscription rights is EUR 600 million;
- The maximum total increase in nominal capital which may result from the issue of debt securities with an equity component is EUR 2.3 billion;

- The whole within the limit of the unused portion of the maximum amounts set in the eleventh resolution.

**3. Decides that:**

- The securities, the issue of which is authorized above, may be denominated in euros, or in foreign currencies, or any other monetary units established by reference to several currencies, up to the maximum total amount in euros or its equivalent at the date of issue;
- The Board may grant shareholders, for the period and under the terms it sets, a priority right to subscribe to the securities being issued, in proportion to their existing shareholding, without this giving rise to the creation of transferable or negotiable rights.

This authorization entails shareholders' express surrender of their preferential subscription rights to any other securities with an equity component to which the security issued may give right, since the securities are themselves issued without preferential subscription rights.

**4.** Grants to the Board of Directors the same powers as those defined under the eleventh resolution to carry out these issues within a period of twenty-six months from the date of this Meeting.

**5.** Decides that this authorization replaces the authorization granted by the eighth resolution of Joint Shareholders' Meeting of May 6, 1998, for the portion not used by the Board of Directors.

**THIRTEENTH RESOLUTION**

**Power to use authorized capital increases in the event of a public tender or exchange offer for the Company's shares**

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, expressly authorizes the Board of Directors, from the date of this Meeting until the next General Meeting called to approve the financial statements for the previous year, to utilize, when a public tender or exchange offer for the shares of the Company is under way, the powers granted by the General Meeting to increase the Company's capital by all legal means.

This authorization is only to be used for purposes of acquisitions.

**FOURTEENTH RESOLUTION**

**Amendment to the by-laws (reduction in the duration of directors' mandates)**

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, decides to make the following changes to article 7 of the by-laws:

a) The third paragraph of article 7.I.1 will now read as follows:

"The functions of Directors appointed by the Ordinary General Meeting shall expire four years after the approval of the current amendment to the by-laws. This provision does not apply to Directors in office at the time of this approval.

However, the Ordinary General Meeting shall be able to set a term of between two and four years for the mandates of Directors it will appoint on expiry of current mandates of Directors, in order that a sufficient number of mandates of Directors appointed by this meeting will be renewed each year to enable the full renewal of all mandates in four years' time."

b) The following will be inserted at the beginning of the third-from-last paragraph of article 7.I.: "regardless of the appointment procedure".

**FIFTEENTH RESOLUTION**

**Amendment to the by-laws (changes in method for convening a Board meeting)**

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, decides to cancel the following words at the end of the third paragraph of article 10 of the by-laws "if the Board has not met for more than two months".

**SIXTEENTH RESOLUTION**

**Amendment to the by-laws (division of the nominal value of shares)**

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, decides:

- To divide the nominal value of all shares comprising common stock by four, reducing the said value to EUR 1.25. Shares with the new nominal value will replace existing shares with a nominal value of EUR 5, at a rate of four to one and with no action to be taken by shareholders.

- To grant full powers to the Board, with authority to delegate, to:

- carry out any necessary adjustments to the number or amounts resulting from the division of shares, notably adjusting the number of shares comprising the common stock, the number of shares to be held by Directors, the number of stock options and the subscription price of stock option programs;

- amend articles 4 and 7-I of the by-laws accordingly, after the operation is completed, and if needed, decide on the date of this completion;

- and more generally, take all action necessary to carry out this decision or that arising from it, notably to carry out all formalities, deposits and publicity relating to the division of shares.

### SEVENTEENTH RESOLUTION

#### Amendment to the by-laws (limiting voting rights)

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, decides to apply a limit on the voting rights of persons at General Meetings, and in this respect, decides to insert the following into the last paragraph of article 14 of the by-laws:

“The number of votes at General Meetings held by one person, either individually or as a proxy, may not exceed 15% of total voting rights at the date of the Meeting.

For the purposes of applying these limits, shares held by the person include shares held indirectly or those held in the conditions described in Articles 356-1 and following of the French law of July 24, 1966 governing commercial companies.

The limits shall also apply to all proxy votes returned to the company where no proxy is identified, and for which the Chairman of the meeting votes as a legal proxy. Subject to this, the limits shall not apply to the total votes cast, under these proxies, by the Chairman of the Meeting.

They will cease to apply when a shareholder acquires - either directly or indirectly or in agreement with another person - more than 50.01% of the company's voting rights following a public share exchange offer.”

### EIGHTEENTH RESOLUTION

#### Authorization to reduce capital by cancelling the Company's own shares

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having examined the report of the Board of Directors and the special report of the Statutory Auditors, authorizes the Board of Directors to reduce the Company's capital stock by cancelling treasury stock held by the Company, including treasury stock acquired under an authorization granted by the General Meeting under the first paragraph of article 217-2 of the French law of July 24, 1966, in compliance with the fourth paragraph of the aforementioned law.

The Meeting grants the Board full powers to carry out this capital reduction of its own accord, up to a maximum amount of 10% of capital in any twenty-four month period, to set the terms and conditions of the operation, to charge the difference between the nominal value of the shares cancelled and their book value against reserves or additional paid-in capital, to make the necessary corresponding amendments to the by-laws, to meet the disclosure requirements and formalities, and to grant all powers necessary to implement its decisions, in compliance with the legal requirements in force at the time of implementation of this authorization.

This authorization is valid for a period of three years. It replaces the authorization granted by the Joint Shareholders' Meeting of June 4, 1999 under the seventh resolution, for the portion not used by the Board of Directors.

### NINETEENTH RESOLUTION

#### Delegation of authority

Full authority is delegated to the bearer of a copy or excerpt from the Minutes of this Meeting, to carry out all filings and publications related to the aforementioned resolutions.

# Capital increase reserved for employees

## SUPPLEMENTARY REPORT OF THE BOARD OF DIRECTORS

(Article 155-2 of the decree of March 23, 1967)

### I - DECISION TO CARRY OUT A CAPITAL INCREASE RESERVED FOR EMPLOYEES

The Board of Directors, under the authorization granted to it by the Extraordinary General Meeting of May 13, 1997 for a maximum nominal amount of FRF 400 million, decided on February 23, 2000 to carry out, in accordance with article L 443.5 of the French Labor Code, a further capital increase reserved for those Société Générale employees and former employees who are members of the Company Savings Plan and for those employees and former employees of Sogénal, Crédit du Nord and (subject to an amendment being made to the current Group Savings Plan) Crédit du Nord's subsidiaries, who are members of the Group Savings Plan. This increase is to be carried out through mutual funds created under these plans.

Two such increases have already been carried out under the current authorization, the first in 1998, in the amount of FRF 55.7 million, or 1,855,360 shares, and the second in 1999, in the amount of FRF 50.9 million, or 1,697,190 shares.

### II - AMOUNT OF THE INCREASE

The Board has set the total amount of the increase at EUR 15 million, bearing in mind the special regulations applicable to capital increases reserved for employees, which require that they be only made for the amount subscribed.

The final amount of the capital increase will be known only when all the subscriptions have been counted. The period for collecting subscription forms from employees will run from March 8 to March 30 for employees of Société Générale and Sogénal, from March 27 to April 10 for employees of Crédit du Nord and its subsidiaries.

The Board has decided that this increase will be carried out in three tranches:

- One reserved for employees and former employees of Société Générale, in the nominal amount of EUR 13.5 million, corre-

sponding to the issue of 2,700,000 shares of EUR 5 nominal value each.

- One reserved for employees and former employees of Sogénal, in the nominal amount of EUR 0.6 million, corresponding to the issue of 120,000 shares of EUR 5 nominal value each.
- One reserved for employees and former employees of Crédit du Nord and its subsidiaries, in the nominal amount of EUR 0.9 million, corresponding to the issue of 180,000 shares of EUR 5 nominal value each.

### III - ISSUE PRICE

Within the limits set by article L 443.5 of the French Labor Code and by the decisions of the Extraordinary General Meeting of May 13, 1997, the issue price for the shares has been fixed as follows:

- For individual subscriptions below or equal to FRF 125,000, the issue price is set at EUR 161.20, 20% below the average opening stockmarket price of the Société Générale share on the twenty trading days preceding February 23, 2000.
- For subscriptions in excess of FRF 125,000, the issue price is set at EUR 201.50, the average opening stockmarket price of the Société Générale share on the twenty trading days preceding February 23, 2000.

### IV - EFFECT OF THE CAPITAL INCREASE

#### 1. THEORETICAL EFFECT ON NET ASSETS PER SHARE

Based on the financial statements at December 31, 1999, after appropriation of net income for the year, net assets per Société Générale share are currently EUR 94.20.

If this issue were subscribed for its maximum nominal amount of EUR 15 million (or 3,000,000 new shares), at the discounted price of EUR 161.20 per share, a total of EUR 483.6 million would be raised and net assets per share would thus increase to EUR 96.16.

## 2. THEORETICAL EFFECT ON THE MARKET PRICE

This effect depends on the evolution of the share price in relation to its current level, and on the success of the issue.

If the maximum limit were reached and if the market price remained unchanged from the average opening price on the twenty trading days preceding February 23, 2000 of EUR 201.50 and if all new shares were issued at the discounted price of EUR 161.20 per share, market capitalization would be increased to EUR 21,506 million for a total number of shares increased to 107,330,621. The theoretical effect of the increase would therefore be a fall of 0.56%, with the theoretical market price of the share being equal to 99.44% of its level before the issue.

It should be noted that the above measure of the potential dilutive effect of the issue is theoretical, and will be altered by the profitability of the funds received.

## V – ADJUSTMENT OF THE NUMBER, THE NOMINAL VALUE AND THE SUBSCRIPTION PRICE OF SHARES ISSUED

If the General Meeting of Shareholders approves the division of Société Générale shares, the maximum number of shares to be issued, their nominal value and their subscription price will be adjusted accordingly. This adjustment will have no impact on the capital increase envisaged above.

## SUPPLEMENTARY REPORT OF THE STATUTORY AUDITORS ON THE CAPITAL INCREASE RESERVED FOR EMPLOYEES

To the Shareholders of Société Générale,

In our capacity as Statutory Auditors, and under article 155-2 of the decree of March 23, 1967, we present below our report, as a complement to our special report of March 13, 1997, on the issue of shares for employees, authorized by the Extraordinary Meeting of Shareholders of May 13, 1997.

This Meeting granted the Board of Directors the authority to define and fix the terms and conditions of the said share issue.

Under the aforementioned authorization, the Board of Directors decided on February 23, 2000 to carry out a capital increase for the maximum authorized amount of EUR 15 million, through the issue of shares to be subscribed in cash, in three tranches, with one reserved for Société Générale's employees, the second for Sogénal's employees and the third for Crédit du Nord's employees.

We have verified that the conditions of these operations and the information provided were in accordance with the authorization granted by the Extraordinary Meeting of May 13, 1997 and with the information submitted to the Meeting. We have no observations to make on this matter.

We have checked the information presented in the supplementary report of the Board of Directors on the calculations used for determining the issue price and the final amount of the capital increase. We have also verified the figures presented, applying the procedures which we considered necessary in accordance with the standards of the profession.

We certify the sincerity of the information taken from the Company's financial statements and published in the supplementary report of the Board of Directors.

We have no observations to make on the explanations given for the request to cancel the preferential subscriptions rights, on the calculations used to determine the issue price or on the final amount of the capital increase.

Moreover, we have no comments to make on the impact of the issue on existing shareholders as regards net assets per share, nor on the market price of the share.

Neuilly-sur-Seine and Paris-La-Défense, February 24, 2000

The Statutory Auditors

BARBIER FRINAULT & AUTRES  
ARTHUR ANDERSEN

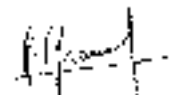
KPMG-AUDIT  
FIDUCIAIRE DE FRANCE



Philippe Peuch-Lestrade



Jean-Paul Griziaux



Pascal Brouard

# Additional information

## GENERAL DESCRIPTION OF THE COMPANY

### CORPORATE NAME

Société Générale

### HEAD OFFICE

29, boulevard Haussmann, 75009 Paris, France

### LEGAL FORM

Société Générale is a French limited liability company (Société Anonyme), registered in France and having the status of a bank.

### GOVERNING LAW

Société Générale is governed by the French Companies Act (Loi sur les Sociétés Commerciales 66-537 of July 24, 1966) and by other laws applicable to credit institutions, including in particular law 84-46 of January 24, 1984.

### DATE OF FORMATION AND DURATION

Société Générale was incorporated by deed approved by the decree of May 4, 1864. The company will expire on December 31, 2047, unless it is wound up or its duration extended.

### CORPORATE PURPOSE (ARTICLE 3 OF THE BY-LAWS)

The purpose of Société Générale is, under the conditions determined by the laws and regulations applicable to credit institutions, to carry out with individuals and corporate entities, in France and abroad:

- all banking transactions,
- all banking-related transactions, including in particular investment-related services or allied services as listed in law n°96-597 of July 2, 1996 for the modernization of financial activities,
- all acquisitions of interests in other companies.

Société Générale may also engage on a regular basis in all transactions other than those listed above, including in particular insurance brokerage, under the conditions set by the French Banking and Financial Regulations Committee (Comité de la Réglementation Bancaire et Financière).

Generally, Société Générale may also carry out, for itself and on behalf of third parties or in joint venture, all financial, commercial, industrial, agricultural, investment and real property operations, directly or indirectly related to the above or with the aim of aiding in their accomplishment.

### REGISTRATION NUMBER

Société Générale is registered in the Commercial Register (Registre du Commerce) under number: 552 120 222 RCS Paris. Its activities code is APE 651C.

### COMPANY REPORTS AND DOCUMENTS

All Société Générale's reports and documents, including in particular its By-laws (Statuts), financial statements and reports submitted to shareholders' meetings by the Board of Directors and the Statutory Auditors may be inspected at the Company's administrative offices, Tour Société Générale, 17, Cours Valmy, 92972 Paris-La-Défense Cedex, France.

The current version of the By-laws has been registered with public notaries "Maîtres Thibierge, Pône, Pecheteau, Fremeaux, Palud et Sarrazin", in Paris, France.

### FISCAL YEAR

The fiscal year starts on January 1 and ends on December 31.

### ALLOCATION AND DISTRIBUTION OF INCOME (ARTICLE 18 OF THE BY-LAWS)

Net income for the year is determined in accordance with currently applicable laws and regulations.

At least 5% of net income for the year, less previous accumulated losses if any, must, by law, be set aside to form a legal reserve until this reserve reaches one-tenth of the amount of capital stock.

Net income available after this transfer, increased by net income brought forward, if any, constitutes income available for distribution to be carried forward or allocated to ordinary, extraordinary or special reserves in those amounts which the General Meeting may deem useful, upon the recommendation of the Board of Directors. The remaining balance is then paid out to shareholders in proportion to their shareholdings.

The General Meeting called to approve the financial statements for the year may, in respect of all or part of final or interim dividends proposed for distribution, offer each shareholder the option to receive payment of his final or interim dividend in cash or in shares, under the conditions laid down by current regulations. The shareholder who exercises this option must

do so for all the final or interim dividends attributable to his entire shareholding.

Except in the case of a reduction in capital stock, no distribution to shareholders may take place if shareholders' equity is, or will be as a result of such distribution, less than an amount equal to the sum of capital stock and those reserves which by law or under the By-laws are not available for distribution.

#### **SHAREHOLDERS MEETINGS (ARTICLES 6 AND 14 OF THE BY-LAWS)**

The General Meeting includes all shareholders of Société Générale.

It is called and deliberates under the conditions provided by law.

It is held at the head office or at any other place in France as indicated in the notice of meeting.

Without consideration as to the number of shares he holds, any shareholder has the right to take part in general meetings, on proof of identity, either by attending personally, by voting by mail using a special form, or by appointing a proxy, provided however:

- if he holds registered shares, that his name is recorded in the Company's share register;
- if he holds bearer shares, that he has deposited, at a place indicated in the notice of meeting, a certificate issued by an authorized intermediary establishing that his shares are not available for sale before the date of the Meeting.

These formalities must be carried out at least five days before the Meeting.

Double voting rights for each share of the capital stock are attributed to all those shares which are fully paid up and which have been registered in the name of the same shareholder for a least two years, as from January 1, 1993. Double voting rights are also attributed to new registered shares that may be allocated free to a shareholder in respect of the shares with double voting rights already held by him, on an increase in capital stock by incorporation of reserves, unappropriated retained earnings, net income or additional paid-in capital.

As part of its public exchange offer for Paribas shares launched on March 1, 1999, Société Générale announced its intention to propose the cancellation of the double voting right.

This proposal was put to the Extraordinary Shareholders' Meeting of June 4, 1999 and was approved under the terms of the sixth resolution. This decision was nevertheless subject to the approval of the Special Meeting of shareholders benefiting from a double voting right.

This Special Meeting took place on December 14, 1999, and decided not to cancel the double voting right.

In all General Meetings, the right to vote attached to a share in beneficial ownership belongs to the beneficial owner.

#### **DISCLOSURE OF CHANGES IN HOLDINGS - DECLARATION THRESHOLDS LAID DOWN IN THE BY-LAWS (ARTICLE 6 OF THE BY-LAWS)**

Any shareholder who, acting alone or jointly with others, holds directly or indirectly at least 0.5% of the capital or the voting rights of the Company or a multiple of such percentage must disclose this situation to the Company within a period of fifteen days from the date of reaching this threshold. He must also indicate the number of securities he owns which give access to capital stock at a future date. Similarly, mutual fund management companies must provide this information on the total number of shares held in the Company by the funds they manage.

Non-compliance with this obligation is sanctioned as provided by law, at the request, entered into the minutes of the General Meeting, of one or more shareholders holding at least 5% of the capital or the voting rights in the Company.

Any shareholder, acting alone or jointly with others, must also inform the Company within a period of fifteen days when the percentage of the capital or the voting rights he holds falls below any of the thresholds described above.

## BUSINESS OF SOCIÉTÉ GÉNÉRALE

### HISTORY

Société Générale was founded in 1864 by public subscription. It rapidly became involved in the financing of industrial and infrastructure investments through lending, equity investments and bond issues.

Between 1870 and 1940, it progressively built up a nationwide network, with 1,500 branches in 1940, compared with 32 in 1870. This network still remains the core of its business.

After the Franco-Prussian war in 1870, the Alsace-Moselle branches were transferred to a German law subsidiary, Société Générale Alsacienne de Banque (Sogénal).

Société Générale opened its first foreign office in London in 1871. It has since rapidly developed an international network through the extension of Sogénal's network into central Europe (Germany, Austria, Switzerland and Luxembourg), by establishing branches in North Africa in 1909-1911 and later in the United States (1940).

Société Générale was nationalized in 1945, and it played an active role in financing post-war reconstruction and meeting the needs born of the thirty years of rapid economic growth that followed the Second World War. It contributed to the spread of new financing techniques (such as medium-term discountable credit, off-balance sheet operations and lease finance).

Following the liberalization of the French banking system in 1966, Société Générale diversified its activities and reached out to new categories of customers. In particular, it expanded its clientele of individual customers.

Fully owned by the French state after its second nationalization in 1982, Société Générale was returned to the private sector when it was privatized in July 1987.

The acquisition of Crédit du Nord in 1997 confirms the Société Générale Group's commitment to take full advantage of the restructuring and concentration within the French banking system.

### DEPENDENCY

Société Générale is not dependent on any patent or licence, nor on any industrial, commercial or financial provision contract.

### EXTRAORDINARY CIRCUMSTANCES AND LAWSUITS

There are currently no extraordinary circumstances or lawsuits likely to have a significant effect on the income or financial situation of Société Générale or its Group.

Two lawsuits were filed against Société Générale in the United States.

The first concerns a case for compensation in the amount of USD 1 billion launched by the receivers of a hedge fund, High Risk Opportunities Hub Fund Ltd. The receivers allege that the collapse of the fund was due to the non-execution of undelivered forward USD/RUR contracts. Société Générale considers this allegation to be unfounded.

The other case is a class action lawsuit issued against several French banks regarding assets confiscated in France as a result of anti-Semitic legislation during the German occupation. The banks have asked the US judge to reject the complaint, notably as the confiscation of Jewish assets in France is currently being considered within the framework of a task entrusted by the French government to a working party chaired by Mr Mattéoli.

Research carried out by Société Générale in this respect has shown that the bank held no confiscated assets.

Société Générale was notified that its results for the 1992 to 1994 and 1996 financial years were subject to tax reappraisals (see page 82 of the Annual Report).

## PERSONNEL EXPENSES

(in millions of euros at December 31)

	1999	1998
Employee compensation	1,925	1,673
Social security benefits and payroll taxes	833	742
Employee profit sharing and incentives	46	42
<b>Total</b>	<b>2,804</b>	<b>2,457</b>

## ADDITIONAL INFORMATION

### EMPLOYEES

At December 31, 1999, total staff employed by the Company was 36,220 compared to 36,769 at December 31, 1998.

### PROFIT SHARING AND INCENTIVES

Under an agreement signed on December 15, 1987 and amended on December 22, 1990, profit sharing is calculated in compliance with French legislation and regulations (with a handful of minor contractual exemptions). Under articles L.441.1, R.441.1 and following of the French Labor Code, a three-year staff incentive plan was signed on June 22, 1999 for

the years 1999, 2000 and 2001. The Company's profits are assessed overall, on the basis of the change in gross operating income in France combined with the change in an indicator consisting of significant components of banking activity. Incentives are exempt from income tax if beneficiaries pay them into the Company's Savings Plan.

Amounts distributed for the years 1995 to 1999

	1995	1996	1997	1998	1999
Profit sharing	–	–	13 <sup>(a)</sup>	2 <sup>(a)</sup>	5 <sup>(a)</sup>
Incentives	34	35	39	40	41

(a) As a result of a tax audit.

### REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

Attendance fees paid to the Board of Directors of the Company amounted to 0.46 million of euros.

In 1999, the remuneration paid to senior management\* amounted to 5.96 millions of euros.

\* It is the Executive Committee, which was composed of 10 members in 1999.

## PERSONS RESPONSIBLE FOR THE REFERENCE DOCUMENT AND PERSONS RESPONSIBLE FOR THE AUDIT OF THE FINANCIAL STATEMENTS

### PERSON RESPONSIBLE FOR THE REFERENCE DOCUMENT

Daniel Bouton  
Chairman of the Board of Directors of Société Générale.

### CERTIFICATION OF THE PERSON RESPONSIBLE FOR THE REFERENCE DOCUMENT

To the best of my knowledge, the information set out in this Reference Document is true and includes all the information needed by investors to form an opinion regarding Société Générale's assets and liabilities, business, financial position, results and prospects; there are no omissions which could impair its meaning.



The Chairman  
Daniel Bouton

### PERSONS RESPONSIBLE FOR THE AUDIT OF THE FINANCIAL STATEMENTS

#### STATUTORY AUDITORS

*Name:* Société KPMG Audit, a department of Fiduciaire de France, represented by Jean-Paul Griziaux and Pascal Brouard  
*Address:* 1, cours Valmy - 92923 Paris-La Défense, France  
*Date of first appointment:* May 31, 1988  
*Term of office:* six fiscal years  
*End of current office:* at the close of the Shareholders' General Meeting which will approve the financial statements for the year ended December 31, 1999.

*Name:* Barbier, Frinault & Autres (Arthur Andersen) represented by Philippe Peuch-Lestrade  
*Address:* 41, rue Ybry - 92576 Neuilly-sur-Seine, France  
*Date of first appointment:* May 25, 1982  
*Term of office:* six fiscal years  
*End of current office:* at the close of the Shareholders' General Meeting which will approve the financial statements for the year ended December 31, 1999.

#### SUBSTITUTE STATUTORY AUDITORS

Gérard Rivière  
Thierry Gorlin

### REPORT OF THE STATUTORY AUDITORS

Ladies and Gentlemen,

We have reviewed the financial and accounting information set out in this Reference Document and carried out such procedures as we considered necessary in accordance with the standards of our profession.

We have audited the consolidated financial statements and the financial statements of the Parent Company for the years ended December 31, 1997, 1998 and 1999.

We have no comment to make on the fairness of the financial and accounting information presented.

**SOCIÉTÉ KPMG AUDIT  
FIDUCIAIRE DE FRANCE**

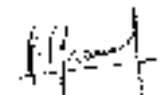
**BARBIER FRINAULT ET AUTRES  
ARTHUR ANDERSEN**



Jean-Paul Griziaux



Philippe Peuch-Lestrade



Pascal Brouard

Statutory Auditors  
Members of the Versailles Regional Institute

### PERSON IN CHARGE OF SOCIÉTÉ GÉNÉRALE'S CORPORATE COMMUNICATION

Roland Carrière, Senior Executive Vice President, Communication Division.  
Telephone: 33 (0) 1 42 14 31 00.

## CROSS REFERENCE INDEX BETWEEN THE REFERENCE DOCUMENT AND THE ANNUAL REPORT

*Société Générale's annual report, duly supplemented with the information listed below, forms the Company's Reference Document (Document de Référence). The original version in French was registered with the French Securities and Exchange Commission.*

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The original version of this Reference Document (Document de Référence) in France was registered with the French Securities and Exchange Commission (Commission des Opérations de Bourse) on March 17, 2000 under n° R00-072. It may be used in connection with a financial transaction only if completed by an Information notice also registered with the Commission.



## SHAREHOLDERS' CONSULTATIVE COMMITTEE

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Mrs. Anne-Marie Berrette

Mrs. Florence Klein-Bourdon

Mr. Michel Cosson

Mr. Laurent de Sayve

Mr. Jean Guérin

Mr. Pascal Lainé

Mr. Robert Luginbuhl

Mr. Alexandre Nedjar

Mrs. Sylvie Owen

Mrs. Brigitte Reech

Mr. Marcel Tixier

Mr. François Wormser

Mr. Norbert Worum



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A French corporation founded 1864 – Capital stock: EUR 521,653,105  
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