



**Corporate**

**governance**

## Information on Corporate Governance

Société Générale respects the guidelines of the Viénot reports in terms of information on corporate governance and of transparency with respect to remuneration and stock options (see pages 61 and 63).

The Société Générale Board set up three Committees in September 1995 (the Audit Committee, the Compensation Committee and the Nomination Committee). At the same time,

it approved the Directors' Charter, which provides recommendations on corporate governance and identifies the rights and duties of directors.

At the beginning of 2000, the Board reviewed its composition, its organization and its methods of operation. The Board adopted internal rules and modified the Directors' Charter in line with the conclusions of this review.

The Charter was again amended in 2001, notably as regards the compliance rules applicable to directors. In 2002, the Board of Directors will once again carry out a self-assessment

and will report on the same to the General Meeting of Shareholders called to approve the results for the 2002 financial year.

### Board of Directors

#### Composition

6 directors out of 16 are independent members and 3 directors are non-French nationals. The average age of directors is 61. Three directors represent employees. As authorized by the Company's by-laws, a censor (Mr R. Day) was appointed.

In 2000, the General Meeting of shareholders approved the reduction in the term of directors' new mandates to 4 years (instead of 6 years) which will eventually permit to renew each year a quarter of the directors' mandates awarded by the General Meeting (directors representing employees are appointed by election every 3 years).

There are currently two cases of cross-shareholdings combined with mandates, with CGNU and Pernod-Ricard.

#### Operation

Under the by-laws, the Board is convened by the Chairman or at the request of a third of Board members.

At least five meetings are scheduled each year. The first meeting reviews the budget and the subsequent meetings examine the annual, interim and quarterly financial statements.

The Board met 7 times in 2001 (compared with 6 times in 2000). The meetings lasted on average 2 hours and 30 minutes.

In 2001, a meeting of the Board of Directors was held in New York, enabling the Directors to meet the major managers of our US business lines.

#### Scope

The Board's internal rules stipulate that it must regularly examine the Group's strategy and deliberate on changes to the Group's management structure and on transactions – in particular acquisitions and transfers – that are liable to have a significant impact on Société Générale's consolidated net income or on the structure of its consolidated balance sheet.

In 2001, directors were called to deliberate on partnership operations and on various significant acquisitions or sales of the Group, notably the acquisitions of SKB Banka, Komerčni Banka, GEFA, ALD and TCW. Where appropriate, the Board's opinion is published in press releases issued following its meetings.

### Directors

The Group's directors hold a significant number of shares personally: although the statutory minimum is 200 shares, the Directors' Charter recommends that each director appointed by shareholders hold at least 600 Group shares.

More than 92% of directors comply with this recommendation.

The presence of directors at Board Meetings is shown by the Board attendance rate, which stood at 81% in 2001 (compared with 84% in 2000 and 86% in 1999).

As provided by the internal rules of the Board, half of directors' attendance fees is paid in proportion to attendance at Board or Committee meetings (see page 61).

The Board's internal rules provide that directors of Société Générale should abstain from carrying out transactions on securities issued by companies for which they have access to information not yet made public. This rule was reinforced in January 2001. Like Group employees with access to privileged information, directors are now prevented from carrying out transactions on Société Générale shares during the thirty days prior to the publication of results, and from carrying out speculative trading on Société Générale shares (shares must be held for at least two months, options trading is prohibited).



## Committees

The Board's internal rules stipulate that its decisions in certain areas are drawn up by specialized committees composed of directors appointed by the Board. These committees submit their opinions and proposals to the Board for approval.

### Audit Committee

The Committee is composed of three directors, Messrs Calvet, Cannac and Wyand, two of whom are independent members.

The Committee is chaired by Mr Calvet and is responsible for:

- reviewing the draft financial statements before they are submitted to the Board, notably the accounting principles and methods applied, and ensuring their relevance and consistency;
- reviewing the choice of methods and rules used for the establishment of consolidated accounts;
- reviewing the consistency of procedures put in place to ensure proper internal control of operations, control of risk and compliance with the corporate ethical policy and professional codes of conduct;
- formulating an opinion on the appointment or renewal of the Statutory Auditors;
- ensuring that the Statutory Auditors remain independent;
- examining the work programs of the internal and external auditors;
- examining responses to follow-up letters sent by the French Banking Commission.

The Audit Committee has discussions, without the presence of the Chief Executive Officers, with the Statutory Auditors and with the managers responsible for preparing the financial statements, for risk control or for compliance. The Committee reports to the Board on its work.

The Committee met 7 times in 2001, and reviewed the draft annual, interim and quarterly consolidated financial statements submitted to the Board, the report on internal control, reports on risk assessment and monitoring procedures (under Articles 42 and 43 of Regulation 97.02 of the French Banking Regulation Committee relating to internal controls), the financial aspects of the various acquisitions and the cost-cutting program.

### Compensation Committee

Composed of 3 directors, Messrs Baird, Jeancourt Galignani and Seillière, 2 of whom are independent, and chaired by Mr Seillière, the Compensation Committee met 3 times in 2001 to submit proposals to the Board for the fixed and variable remunerations of Chief Executive Officers and also a stock option plan (see page 63).

### Nomination Committee

The Nomination Committee is composed of the Chairman of the Board and the 3 members of the Compensation Committee. It makes proposals to the Board for the appointment of new Board members and for the replacement of Chief Executive Officers, especially in the case of an unexpected vacancy.

The Committee is chaired by the Chairman of the Compensation Committee. It has drawn up a list of replacement Chief Executive officers that can be submitted to the Board whenever necessary.

It met twice in 2001 in order to carry out preparatory work for the renewal and appointment of directors.

### Statutory Auditors

The accounts of Société Générale are certified jointly by Ernst & Young Audit, represented by Mr Christian Mouillon, and Barbier Frinault & Autres (Andersen), represented by Mr Philippe Peuch-Lestrade and Ms Isabelle Santenac.

The Statutory Auditors were appointed for a six-year period by the General Meeting of Shareholders on April 18, 2000. This appointment was proposed by the Board on the recommendation of the Audit Committee. The latter gave its opinion on the proposal put forward by an internal jury, based on an international call for tenders.

The Group has set itself the target of limiting the fees paid to the Statutory Auditors for non-audit work, such that the said fees do not exceed 30% of their total fees. The Audit Committee is kept regularly informed of any fees paid and ensures compliance with this objective.





	YEAR OF FIRST APPOINTMENT AND YEAR IN WHICH CURRENT MANDATE WILL EXPIRE	KEY POSITION	OTHER DIRECTORSHIPS IN LISTED COMPANIES*	BACKGROUND
	<b>Daniel Bouton</b> 1997-2003 Member of Nomination Committee Date of birth: April 10, 1950 Holds 10,500 shares	Chairman and Chief Executive Officer of Société Générale	<i>Director:</i> Schneider Electric SA, Total Fina Elf SA <i>Member of Supervisory Board:</i> Vivendi Environnement	Budget Director at the Ministry of Finance (1988-1990). Joined Société Générale in 1991. Chief Executive Officer in 1993. Chairman and Chief Executive Officer since November 1997.
	<b>Philippe Citerne</b> 2001-2004 Date of birth: April 14, 1949 Holds 4,300 shares	Director and Chief Executive Officer of Société Générale (Article L 225-53 of the French Commercial Code)	<i>Director:</i> Unicredito Italiano Spa <i>Permanent representative of Société Générale on the Board of Directors:</i> TF1	After a career at the Ministry of Finance, he joined Société Générale in 1979. Head of Economic Research in 1984, Group Chief Financial Officer in 1986, Senior Executive Vice-President, Human Relations in 1990. Appointed Chief Executive in 1995, Chief Executive Officer in November 1997.
	<b>Marc Viénot</b> <sup>(1)</sup> 1986-2003 Date of birth: November 1, 1928 Holds 32,800 shares	Chairman of Paris Europlace Chairman of Supervisory Board of Aventis Honorary Chairman and Director of Société Générale	<i>Director:</i> Alcatel, Ciments Français, Vivendi Universal	After a career at the French Treasury, joined Société Générale in 1973. Chief Executive Officer in 1977. Chairman from 1986 to 1997.
	<b>Euan Baird</b> <sup>(2)</sup> 2001-2004 Independent director Member of Nomination Committee and Compensation Committee since 2001 Date of birth: September 16, 1937 Holds 600 shares	Chairman and Chief Executive Officer of Schlumberger	<i>Director:</i> Scottish Power, AREVA	British national. Joined the Schlumberger group in 1960, where he became Deputy Chief Executive of wireline operations in 1979. Appointed chairman of Schlumberger in 1986.
	<b>Pierre Bilger</b> <sup>(2)</sup> 1999-2005 Independent director Date of birth: May 27, 1940 Holds 4,000 shares	Chairman and Chief Executive Officer of ALSTOM		After a career at the Ministry of Finance, joined the Compagnie Générale d'Électricité group in 1982. Chairman and Chief Executive Officer of GEC ALSTHOM from 1991, then of ALSTOM since 1998.
	<b>CGNU Plc</b> <sup>(4)</sup> Holds 28,000,000 shares represented by <b>Anthony Wyand</b> <sup>(3)</sup> Member of Audit Committee Date of birth: November 24, 1943	Executive Director CGNU Chairman of Supervisory Board of CGU France	<i>Director:</i> Unicredito Italiano Spa, Société Foncière Lyonnaise <i>Group Executive Director :</i> Grosvenor Group Holding Ltd.	Financial management, life insurance and general insurance company. British national. Joined Commercial Union in 1971.
	<b>Jacques Calvet</b> <sup>(2)</sup> 1989-2004 Independent Director Chairman of Audit Committee Date of birth: September 19, 1931 Holds 1,064 shares	Corporate Director	<i>Chairman of Supervisory Board:</i> BHV <i>Vice-Chairman of Supervisory Board:</i> Galeries Lafayette. <i>Member of Supervisory Board:</i> Axa, Vivarte, Cottin Frères <i>Director:</i> Société Foncière Lyonnaise, EPI-Société Européenne de Participations Industrielles	Chairman of BNP from 1979 to 1982, and of PSA from 1982 to 1997.
	<b>Yves Cannac</b> <sup>(2)</sup> 1997-2003 Independent Director Member of Audit Committee Date of birth: March 23, 1935 Holds 900 shares	Member of Conseil économique et social	<i>Director:</i> AGF, Danone	Chairman of Havas from 1978 to 1981. Chairman of Cegos from 1985 to 1999.

(1) A former officer of Société Générale (more than 3 years).

(2) An independent director according to the definition given in the latest report of the committee on corporate governance, having no relation with the company or the Group that may compromise his free choice.

		YEAR OF FIRST APPOINTMENT AND YEAR IN WHICH CURRENT MANDATE WILL EXPIRE	KEY POSITION	OTHER DIRECTORSHIPS IN LISTED COMPANIES*	BACKGROUND
	<b>Antoine Jeancourt Galignani</b> <sup>(4)</sup> Member of Nomination Committee and Compensation Committee since 2001 Date of birth: January 12, 1937 Holds 824 shares	1994-2004	Chairman and Chief Executive Officer of Gecina since June 2001	<i>Director:</i> AGF, Total Fina Elf SA, Kaufman et Broad <i>Chairman of Supervisory Board:</i> Euro Disney Sca	Deputy Chief Executive of Crédit Agricole from 1973 to 1979. Appointed Chief Executive Officer of Indosuez in 1979 and Chairman from 1988 to 1994. Chairman of AGF from 1994 to 2001, became Chairman of Gecina in June 2001.
	<b>Meiji Life Insurance Cy</b> <sup>(4)</sup> Holds 13,750,000 shares  Represented by <b>Kenjiro Hata</b> Date of birth: July 27, 1928	1988-2005	Chairman and Chief Executive Officer of Meiji Life Insurance Company	<i>Director:</i> Kirin Brewery Cy Ltd.	Mutual life insurance company.  Japanese national. Joined Meiji Life group in 1954, appointed Chief Executive Officer in 1990 and Chairman in 1998.
	<b>Patrick Ricard</b> <sup>(4)</sup> Date of birth: May 12, 1945 Holds 200 shares	1994-2005	Chairman and Chief Executive Officer of Pernod-Ricard	<i>Director:</i> Provimi, Altadis	Joined Pernod Ricard group in 1967. Chairman since 1978.
	<b>Ernest-Antoine Seillière de Laborde</b> <sup>(2)</sup> Independent Director Chairman of Nomination Committee and Compensation Committee Date of birth: December 20, 1937 Holds 1,288 shares	1986-2005	Chairman and Chief Executive Officer of CGIP	<i>Chairman of the Board of Directors:</i> Marine-Wendel. <i>Vice-Chairman of the Board of Directors:</i> Cap Gemini <i>Director:</i> Valeo. <i>Chairman of Supervisory Board:</i> Trader.com N.V. <i>Member of Supervisory Board:</i> Hermès International, Peugeot SA, Orange Nassau Groep BV	Occupied a series of posts for the French government. Joined Wendel Group in 1976 and was appointed Chairman of CGIP in 1987. Chairman of French employers' association MEDEF.
	<b>Serge Tchuruk</b> <sup>(2)</sup> Independent director Date of birth: November 13, 1937 Holds 2,500 shares	1999-2003	Chairman and Chief Executive Officer of Alcatel	<i>Director:</i> Thales, Total Fina Elf SA, Vivendi Universal	Held various posts in France and the USA within Mobil Group. Appointed Chief Executive Officer of Rhône Poulenc in 1983, and Chairman of Total in 1990. Chairman of Alcatel since 1995.
	<b>Gérard Baude</b> Director elected by employees Date of birth: November 1, 1947 Holds 240 shares	1993-2003	Employee in Means of Payment department of the Aix-en-Provence branch		Société Générale employee since 1968.
	<b>Daniel Gourichon</b> Director elected by employees Date of birth: March 18, 1950 Holds 376 shares	2000-2003	Client relations officer at the Annemasse branch		Société Générale employee since 1973.
	<b>Philippe Pruvost</b> Director elected by employees Date of birth: March 2, 1949 Holds 2,700 shares	2000-2003	Asset management advisor at the Menton branch		Société Générale employee since 1971.

(3) An executive of a company whose Board members include a representative of Société Générale.

(4) A company director or chairman who is personally (or is connected with) a significant shareholder of Société Générale.

(\*) Other directorships in non-listed companies are detailed on page 58

### Director whose appointment is subject to approval by the general meeting of shareholders

	KEY POSITION	DIRECTORSHIPS HELD DURING 2001	BACKGROUND
 <p><b>Robert A. Day</b> US national. Date of birth: December 11, 1943 Holds 2,044,000 shares</p>	Chairman and Chief Executive Officer of TCW Group Inc.	<p><i>Director:</i> Freeport-McMoRan Copper &amp; Gold Inc., McMoRan Exploration Co., Fisher Scientific International Inc., Syntroleum Corp.</p> <p><i>Mandate begun in 2001:</i> Société Générale Censor.</p>	<p>Attended Robert Louis Stevenson School until 1961, then graduated McKenna College with a Bachelor of "Science Economics" in 1965. <i>Portfolio manager</i> for White, Weld &amp; Co investment bank in New York as of 1965. Founded Trust Company of the West (TCW) in 1971.</p>

### Director whose ratification is subject to approval by the general meeting of shareholders

	KEY POSITION	DIRECTORSHIPS HELD IN LISTED COMPANIES DURING 2001*
<p><b>Anthony Wyand</b> British national. Holds 1,000 shares</p>	<p>Executive Director CGNU Chairman of Supervisory Board of CGU France</p>	<p><i>Mandates and background: page 56</i></p>

### Directorships in non-listed joint-stock companies held during 2001

#### Philippe Citerne

*Director:* Généval, Crédit du Nord, SG Hambros Bank and Trust Ltd., TCW  
*Permanent representative of Société Générale on the Board of Directors:* Answork  
*Mandate begun in 2001:* TCW  
*Mandate ended in 2001:* SG Asset Management, SG Investment (UK) Ltd.

#### Marc Viénot

*Director:* Société Générale Marocaine de Banques

#### Euan Baird

*Director:* The Haven Management Trust

#### Pierre Bilger

*Director:* ALSTOM UK Ltd.  
*Member of Supervisory Board:* ALSTOM NV, ALSTOM GmbH  
*Member of International Consultative Committee:* Renault Nissan

#### Yves Cannac

*Director:* Caisse des Dépôts Développement (C3D)

#### Antoine Jeancourt Galignani

*Directorships in foreign companies:* Société Nationale d'Assurances (Lebanon), Allianz First Life (Korea), Fox Kids Europe N.V. (Netherlands)  
*Mandate ended in 2001:* Chairman of AGF, AGF IART, AGF Vie, AGF International

#### Patrick Ricard

*Chairman of the Board of Directors:* Comrie Public Limited Cy. *Director:* Cie financière CSR, PR Europe Spirits & Wines SA, PR. Finance SA, Société Paul Ricard, Société Paul Ricard & Fils, Austin Nichols and C° Inc., Austin Nichols (International) Inc., Anco Do Brasil Inc., Ramsey-SIAS Inc., Austin Nichols Export Sales Inc., Aberlour Glenlivet Distillery, Boulevard Distillers and Importers Inc., Boulevard Export Sales Inc., Peribel, Distillerie Fratelli Ramazzotti Spa, Duncan Fraser and Company Ltd., Glenforres Glenlivet Distillery, House of Campbell Ltd., Irish Distillers Group Ltd., PR Larios, Muir Mackenzie and Company Ltd., Perisem, Peri Mauritius, PR Nederlands Spirits and Wines BV, Polairen Trading Ltd., Populous Trading Ltd., Sankaty Trading Ltd., San Giorgio Flavors Spa, White Heather Distillers Ltd., W. Whiteley and Company Ltd., World Brands Duty Free Ltd. *Representative of Pernod-Ricard on the Board of Directors:* Cidrerries and Sopagy réunies as "CSR", Cusenier, Pampryl, Pernod, Ricard, Santa Lina, Campbell

Distillers Ltd., Havana Club Holdings SA. *Representative of Santa Lina on the Board of Directors:* Cie Financière des produits Orangina, Société Immobilière et Financière pour l'Alimentation (Sifa), Société Industrielle Agricole de la Somme Matières Premières Alimentaires (SIAS-MPA). *Mandates begun in 2001:* Provimi, Martell & Co. *Mandates ended in 2001:* Eridania Béghin Say, Éts vinicoles champenois, Orangina Pampryl, San Giorgio Flavors, Yoo-Hoo Chocolate Beverage Corporation, Yoo-Hoo of Florida corporation, Yoo-Hoo Industries Inc., Yoo-Hoo of Louisiana Corporation

#### Ernest-Antoine Seillière de Laborde

*Vice-Chairman of Supervisory Board:* Biomérieux Pierre Fabre SA-Bmpf  
*Director:* Société Lorraine de Participations Sidérurgiques-SLPS, Sofisamc  
*Permanent representative of Sofiservices on the Supervisory Board:* Bureau Veritas. *Permanent representative of Compagnie Financière de la Trinité on the Board of Directors:* Stallergènes

#### Serge Tchuruk

*Chairman of the Board of Directors:* Alcatel Usa Holdings Corp.  
*Member of Supervisory Board:* Alcatel Deutschland GmbH  
*Mandate ended in 2001:* Alstom

#### Anthony Wyand

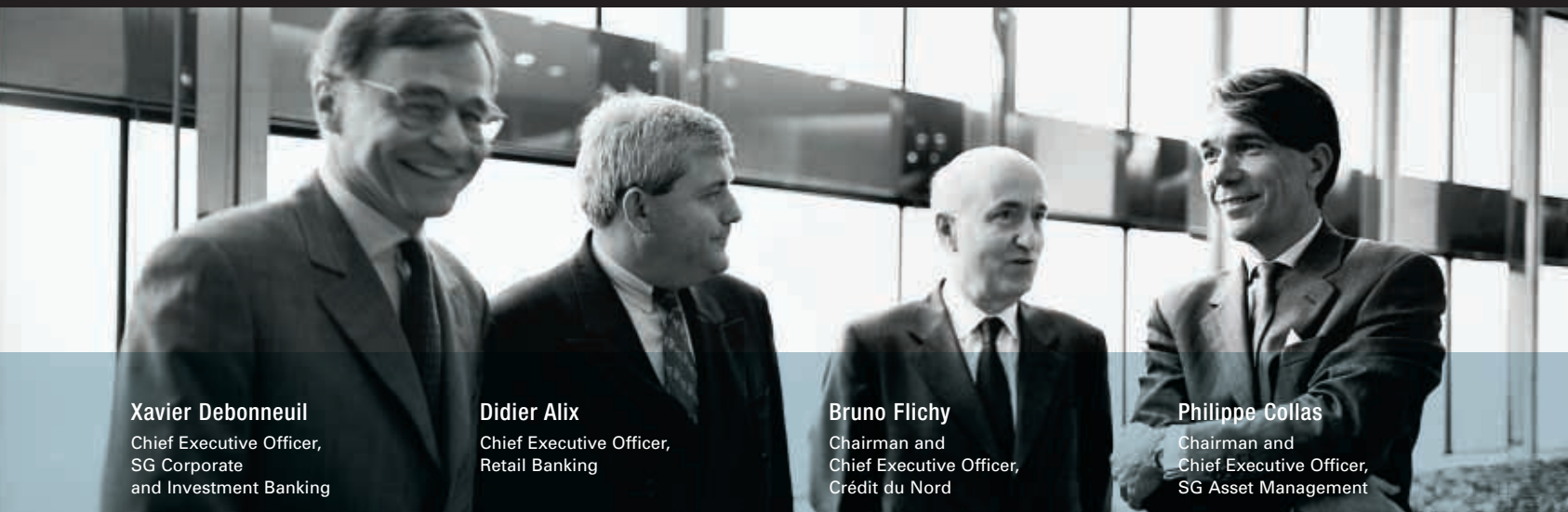
*Executive Vice-President:* Victoire Asset Management. *Director:* Abeille Assurances, Abeille Vie SA, CGU Courtage SA, CGU Group BV, CGU Insurance Plc, CGU International Holdings BV, Commercial Union Finance BV, Commercial Union Holdings (France) Ltd., Commercial Union International Holdings Ltd., Delta Lloyd NV, Eurofil SA, General Accident Plc, Northen Assurance Company Ltd., Norwich Union Plc, Royal St George Banque SA. *Director and Vice-Chairman:* CGU International Insurance Plc. *Member of Supervisory Board:* Commercial Union Polska General Insurance Company SA, Commercial Union Polska Life Assurance Company SA, Commercial Union Polska Towarzystwo Ubezpieczen Na Zycie SA, Commercial Union Polska Towarzystwo Ubezpieczen Ogolnych Spo Ka Akcyina. *Mandates begun in 2001:* CGNU Holdings Poland Ltd., North British and Mercantile Insurance Company Ltd., Norwich Union Overseas Holdings Ltd., Road Transport & General Insurance Company Ltd., Scottish Insurance Corporation Ltd., Welsh Insurance Corporation Ltd., Yorkshire Insurance Company Ltd.





**Philippe Citerne**  
Chief Executive Officer

**Daniel Bouton**  
Chairman and Chief Executive Officer



**Xavier Debonneuil**  
Chief Executive Officer,  
SG Corporate  
and Investment Banking

**Didier Alix**  
Chief Executive Officer,  
Retail Banking

**Bruno Flichy**  
Chairman and  
Chief Executive Officer,  
Crédit du Nord

**Philippe Collas**  
Chairman and  
Chief Executive Officer,  
SG Asset Management



**Hervé Saint-Sauveur**  
Senior Executive Vice President,  
Finance and Corporate Planning

**Christian Schricke**  
Senior Executive Vice President,  
Corporate Secretariat

**Alain Py**  
Senior Executive Vice President,  
Resources and Human Relations

*Attend meetings of the Executive Committee:*

**Hugues Le Bret**  
Head of Group Communications

**Didier Hauguel**  
Head of Global Risk Management

**Mission:**

Ensure the strategic management of the Group,  
under the authority of the Chairman

Daniel Bouton

Didier Alix

Alain Py

Philippe Citerne

Xavier Debonneuil

Hervé Saint-Sauveur

Bruno Flichy

Christian Schricke

Philippe Collas

	<b>Yves-Claude Abescat</b> Corporate Finance		<b>Alain Clot</b> Strategy		<b>Marc Litzler</b> Co-Head Investment Banking		<b>René Querret</b> Chief Information Officer, Retail Banking
	<b>Bernard Beauvils</b> Chief Executive Officer Crédit du Nord		<b>Michel Douzou</b> Retail Banking		<b>Pierre Mathé</b> Chief Executive, Private Banking Division		<b>Patrick Soulard</b> Deputy Chief Executive Officer, SG Corporate and Investment Banking
	<b>Jacques Beer-Gabel</b> Group Chief Information Officer		<b>Jean-François Gautier</b> Specialized Financial Services		<b>Jean-Louis Mattei</b> International Retail Banking		<b>Bernard de Talancé</b> Deputy Chief Executive Officer, SG Corporate and Investment Banking
	<b>Jacques Bouhet</b> Deputy Chief Executive Officer, SG Corporate and Investment Banking		<b>Didier Hauguel</b> Head of Global Risk Management		<b>Christophe Mianné</b> Global Head of Equity Derivatives		<b>Catherine Théry</b> Managing Director, SG Asset Management
	<b>Stephen Brisby</b> Co-Head Investment Banking		<b>Alexis Juan</b> Chairman of the Board and Chief Executive Officer, Komerčni Banka		<b>Jean-Pierre Mustier</b> Head Debt Finance		<b>Yves Tuloup</b> Deputy Chief Executive Officer, SG Corporate and Investment Banking
	<b>Philippe Brosse</b> Managing Director, SG Asset Management		<b>Hugues Le Bret</b> Head of Group Communications		<b>Jean-Jacques Ogier</b> Retail Banking		<b>Philippe Vigué</b> Internal Audit
	<b>Séverin Cabannes</b> Chief Financial Officer		<b>Robert Le Roux</b> Resources and Human Relations		<b>Jean-Paul Oudet</b> Global Credit Portfolio Management, SG Corporate and Investment Banking		
	<b>Alain Closier</b> Banking Services Division		<b>Jean-Pierre Lesage</b> Marketing and Business Strategy, SG Corporate and Investment Banking		<b>Christian Poirier</b> Strategy and Marketing Division, Retail Banking		

## Mission:

Discuss Group strategy and other matters of general interest to the Group



## Policy for Determining the Remuneration of Senior Managers

The information below applies to the nine Senior Managers who form the Executive Committee<sup>(1)</sup>.

- The remuneration of the two Senior Officers is set by the Board of Directors, based on a proposal made by the Compensation Committee. This remuneration takes two forms:
  - A fixed sum allocated at the time of their appointment, which may be revised in line with market practices;
  - A variable amount, determined annually, in accordance with certain limits which is directly linked to company performance and is assessed on the basis of Group net income and earnings per share. The Compensation Committee ensures that the amount of variable payments reflects the Group's performance objectives, and in particular that the performance indicators are not affected by structural changes or exceptional profits or losses.
- In compliance with the rules set by the Board of Directors, based on a recommendation by the Compensation Committee, the variable amount is reconciled with limits set in line with market practices and adapted to take into account the quality of the performance realized.
- The remuneration of the Chairman of Crédit du Nord and the Chairman of SG Asset Management is calculated in the same way. The Board of Directors sets the fixed sum and variable amount,

based on a proposal made by the Compensation Committee.

The variable amount is also directly linked to the company's performance.

- The remuneration of the other five Senior Managers, set by General Management, also comprises two parts:
    - A fixed sum, determined according to each member's responsibilities, and taking into account market practices;
    - A variable amount, set at the discretion of General Management, which depends on Group results and individual performances over the previous financial year.
- Besides this remuneration, the five Senior Managers also benefit from the general incentive schemes established under the company's collective agreements, like all employees. Members of the Executive Committee have a company car.

## Remuneration paid in 2001

In 2001, total remuneration<sup>(2)</sup> of senior officers broke down as follows:

- Chairman: EUR 2.250 million (fixed EUR 1 million, variable EUR 1.250 million),
- Chief Executive: EUR 1.237 million (fixed EUR 0.550 million, variable EUR 0.687 million).

In 2001, total remuneration<sup>(2)</sup> of the nine members of the Executive Committee<sup>(1)</sup> amounted to EUR 7.606 million, which breaks down as follows:

- Fixed amounts: EUR 3.644 million.
- Variable amounts: EUR 3.962 million.

## Attendance fees paid to directors who form the Executive Committee

The attendance fees and other Board-related remuneration paid to Senior Officers are deducted from the variable part of their remuneration. Other members of the Executive Committee do not receive attendance fees, and any sums received in this respect are paid back to Société Générale.

## Attendance fees paid to company directors

The total amount approved at the General Meeting on June 4, 1999 for the payment of directors' fees (EUR 0.46 million) was retained in 2001 and paid in March 2002.

The rules for distributing attendance fees amongst Directors, decided by the Board of Directors on February 23, 2000 are the following:

- Half of total fees are equally shared between all Directors, though members of the Audit Committee each receive two parts.
- The other half is shared between the Directors, according to the number of Board or Audit Committee meetings they attended during the year.

(1) Besides the Chairman and Chief Executive, the Executive Committee comprises two division Chief Executives, the Chairman of Crédit du Nord, the Chairman of SG Asset Management, the Senior Executive Vice President responsible for Finance and Corporate Planning, the Senior Executive Vice President responsible for Resource and Human Relations and the Senior Executive Vice President responsible for the Corporate Secretariat.

(2) Total remuneration breaks down as follows:

- Fixed amounts received in 2001.
- Variable amounts relating to 2001 paid in March 2002.

## Shareholders with more than 1% of capital <sup>(1)</sup> or voting rights at December 31, 2001

SHAREHOLDERS <sup>(1)</sup>	% OF CAPITAL <sup>(2)</sup>	% OF VOTING RIGHTS <sup>(2)</sup>
Employees and former employees via the E-Fund (35,918 people)	7.35	12.30
CGNU Group	6.69	8.20
Meiji Life	3.19	5.63
CDC <sup>(3)</sup>	2.75	3.59
AGF	2.50	3.90
Peugeot	2.10	3.47
SCH	1.50	1.33
Pernod-Ricard	1.16	2.06

<sup>(1)</sup> Excluding undertakings for collective investments in transferable securities (UCITS), treasury stock and share buybacks (6.21%).

<sup>(2)</sup> Basis used to calculate percentages of capital and voting rights at December 31, 2001:  
 - number of shares: 431,538,522  
 - number of voting rights: 488,787,663

<sup>(3)</sup> CDC (general section only), excluding CDC IXIS Capital Markets.

At December 31, 2001, nearly 300,000 individual shareholders held Société Générale Group shares (7.5% of common stock, excluding shares held by employees via the E-Fund or directly).

### Common stock

At December 31, 2001, the Group's common stock comprised 431.5 million shares of nominal value EUR 1.25.

The 8.3 million new shares issued during 2001 break down as follows:

- 2.7 million shares in consideration of the partial transfer of assets by Sogénal, approved by the General Meeting of May 4, 2001;
- 4.7 million shares reserved for employees as part of the Company- sponsored employee share ownership plan and subscribed for during the year;
- 0.9 million shares issued following the exercise of stock options.

The Board of Directors of February 20, 2002 cancelled 7.2 million shares, reducing the common stock to 424.3 million shares as of that date.

### Share buybacks

Under the program launched in September 1999, the Group has acquired 32 million shares on the market for a total net amount of EUR 1.8 billion. During 2001, the Group bought back 13.6 million shares for EUR 833 million and sold or transferred 16 million shares for a book value of EUR 899 million.

In particular, 14.4 million <sup>(1)</sup> shares (amounting to a book value of EUR 806 million) were used to pay for the acquisition of US asset management company TCW in July 2001.

At December 31, 2001, the Group held 17.8 million of its own shares (excluding treasury stock) amounting to EUR 1 billion. Of this total, 5.8 million shares, valued at EUR 280 million are intended to be used to cover stock options granted to employees.

### Stock options

In January 2001, following a proposal made by the Compensation Committee, the Board of Directors granted new stock subscription options.

This plan followed on from the 2000 plan, which was reserved for 1,477 young managers.

In 2001, 3,116,500 stock options were granted to 258 senior executives, including senior officers. The allocation is definitive for 205 of the executives. For the remaining 53 beneficiaries, half of the options were granted definitively\* and half subject to the following conditions being met\*\*:

- half (25%) if the Société Générale's share outperforms the DJ EURO Stoxx Bank index between December 2000 and December 2002;

- half (25%) if the Group's 2002 operating income meets or exceeds the EUR 4,064 million target set in the 2002 strategic plan, or, failing which, if the Société Générale Group's average share price growth over the two years in question outperforms the aforementioned index by 15%.

If the conditions in terms of stock market performance and operating income growth are not met, the stock options in question will not be granted.

The subscription price is equal to the average opening price of Société Générale shares during the twenty trading sessions preceding the Board meeting that granted the options.

As with previous allocations:

- these options are granted for a period of seven years;
- the options can only be exercised if the beneficiary's contract is still valid.

<sup>(1)</sup> Amount subject to revision in line with TCW's gross operating income in 2001 and 2002.

\* See page 63 for a table showing stock options held by the Chairman, the Chief Executive Officer and members of the Executive Committee.

\*\* See page 63 for a table showing stock options held by the Chairman, the Chief Executive Officer and members of the Executive Committee.

## Société Générale stock options

at December 31, with details of options granted to Group Senior Management in office at the time of their allocation.

OPTIONS GRANTED				OPTIONS EXERCISED							
Date granted	Strike price*	Number of beneficiaries	Number of options	1995	1996	1997	1998	1999	2000	2001	TOTAL
<b>Feb. 16, 1994</b>	EUR 22.60 <sup>(a)</sup>	231	1,209,400	–	–	70,708	254,780	807,192	37,720	7,400	1,177,800
	<i>of which management</i>	25	340,600	–	–	8,000	77,200	255,400	0	0	340,600
<b>March 15, 1995</b>	EUR 15.29 <sup>(a)</sup>	249	1,755,200	70,500	26,300	70,500	186,900	616,840	329,240	229,860	1,530,140
	<i>of which management</i>	24	496,300	60,500	0	17,000	36,100	159,500	72,800	101,400	447,300
<b>June 19, 1996</b>	EUR 17.04 <sup>(a)</sup>	7	1,280,000	–	0	0	0	272,000	92,000	596,000	960,000
	<i>of which management</i>	–	0	–	0	0	0	0	0	0	0
<b>June 25, 1997</b>	EUR 18.94 <sup>(b)</sup>	334	1,690,760	–	–	0	28,600	18,620	44,580	13,440	105,240
	<i>of which management</i>	27	594,000	–	–	0	16,000	16,000	2,000	0	34,000
<b>June 24, 1998</b>	EUR 45.35 <sup>(b)</sup>	541	1,953,200	–	–	–	0	0	32,800	11,200	44,000
	<i>of which management</i>	25	451,200	–	–	–	0	0	9,200	12,800	22,000
<b>Sept. 8, 1999</b>	EUR 48.50 <sup>(c)</sup>	714	3,502,400	–	–	–	–	0	11,200	8,400	19,600
	<i>of which Executive Committee</i>	9	502,000	–	–	–	–	0	0	0	0
<b>Aug. 2, 2000</b>	EUR 51.00 <sup>(d)</sup>	1,477	2,268,000	–	–	–	–	–	0	0	0
	<i>of which Executive Committee</i>	–	0	–	–	–	–	–	0	0	0
<b>Jan. 12, 2001</b>	EUR 66.00 <sup>(e)</sup>	258	3,116,500	–	–	–	–	–	–	0	0
	<i>of which Executive Committee</i>	9	371,750*	–	–	–	–	–	–	0	0
			371,750**	–	–	–	–	–	–	0	0
			16,775,460	70,500	26,300	141,208	470,280	1,714,652	547,540	866,300	3,836,780
	<i>of which management</i>		3,127,600	60,500	0	25,000	129,300	430,900	84,000	114,200	843,900

NB Between 1994 and 1998 and in 2001, the allocations were made in the form of stock subscription options. In 1999 and 2000, they were stock purchase options. The strike price represents the average opening market price of the Société Générale share during the twenty trading days preceding the Board of Directors meeting at which it was decided to grant the options, with a 20% discount for grants made between 1994 and 1997 and in 2000.

(a) Options exercisable as from 3 years after the date of allocation (except for beneficiaries over 59 years and 8 months).

(b) Options exercisable as from 5 years after the date of allocation (except for beneficiaries over 59 years and 8 months).

(c) Options exercisable as from 3 years after the date of allocation with no option to sell the shares before September 8, 2004 (unless the beneficiary retires).

(d) Options exercisable as from 3 years after the date of allocation with no option to sell the shares before August 2, 2005 (unless the beneficiary retires).

(e) Options exercisable as from 3 years after the date of allocation with no option to sell the shares before January 12, 2006 (unless the beneficiary retires).

For this plan, the options granted to beneficiaries not members of the Executive Committee (i.e. 2,373,000 options) break down as follows:

- Options exercisable subject to no performance-related conditions: 1,912,500 options for 249 beneficiaries;
- Options exercisable subject to targets being met (see page 62): 460,500 options for 44 beneficiaries.

At December 31, 2001, senior officers who exercised no options in 2001 held the following options:

	DATE OF GRANT	STRIKE PRICE	NUMBER OF OPTIONS		DATE OF GRANT	STRIKE PRICE	NUMBER OF OPTIONS
<b>Chairman</b>	June 25, 1997	18.94	80,000	<b>Chief Executive</b>	March 15, 1995	15.29	17,600
	June 24, 1998	45.35	104,000		June 25, 1997	18.94	40,000
	Sept. 8, 1999	48.50	160,000		June 24, 1998	45.35	52,000
	Jan. 12, 2001	66.00	125,000 *		Sept. 8, 1999	48.50	90,000
	Jan. 12, 2001	66.00	125,000 **		Jan. 12, 2001	66.00	68,750 *
				Jan. 12, 2001	66.00	68,750 **	

STOCK SUBSCRIPTION OR PURCHASE OPTIONS AWARDED TO AND EXERCISED BY THE TEN EMPLOYEES WHO ARE NOT SENIOR OFFICERS AND WHO WERE AWARDED THE LARGEST NUMBER OF STOCK OPTIONS

TOTAL NUMBER OF SHARES SUBSCRIBED FOR OR BOUGHT

WEIGHTED AVERAGE PRICE

Stock options granted, during the year, by the issuer or any other company included within the scope for allocating stock options, to the ten employees of the issuer or any other companies included within this scope, who were awarded the largest number of stock options

764,000

EUR 36.65

Stock options held during the year, by the ten employees of the issuer or the aforementioned companies who purchased or subscribed for the largest number of stock options

636,720

EUR 17.33

Table drawn up in accordance with the recommendations of the French Securities and Exchange Commission (Commission des opérations de bourse).

\* Stock options definitively granted.

\*\* Stock options subject to target being met (see page 62).



## *Société Générale and its shareholders*

### Calendar

#### **April 23, 2002**

Annual general meeting

#### **April 25, 2002**

Ex-dividend date  
(Financial year 2001)

#### **May 16, 2002**

Group results  
for the first quarter 2002

#### **August 2, 2002**

Group results  
for the second quarter 2002

#### **November 14, 2002**

Group results  
for the third quarter 2002

### Investor relations

#### — Individual shareholders

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## *Shareholder consultative committee*

The shareholder consultative committee was set up in 1988 to develop a high quality relationship with Société Générale's individual shareholders.

It provides General Management with its opinion on communication with individual shareholders and submits recommendations in this respect.

The Committee met twice in 2001. At December 31, 2001, it comprised the following members:

Jean-Louis Baduel

Christophe Bréard

Jean-Paul Chaudron

Michel Cosson

Noël Flageul

Florence Klein-Bourdon

Patrice Leclerc, Chairman of SG Assact

Marie-France Nordlinger

Sylvie Owen

Brigitte Reech

Laurent de Sayve

Dominique Sénéchal

Jean-Baptiste Tefra

Marcel Tixier, Chairman of ANAF