



A French *société anonyme* with capital of €2,191,532,680
Registered office: 16-26 rue du Docteur Lancereaux, 75008 Paris
Registered with the Paris Trade and Companies Registry under number
542 107 651
SIRET number 542 107 651 1287

**EXTRAORDINARY SHAREHOLDERS' MEETING
OF DECEMBER 17, 2008**

NOTICE OF MEETING

Notice is hereby given that an Extraordinary Shareholders' Meeting will be held on Wednesday, December 17, 2008, at 2.30 p.m., at the Grande Arche, 1 Parvis de la Défense, 92044 Paris La Défense, in order to deliberate on the following agenda and draft resolutions:

AGENDA

- Board of Directors' report;
- Demerger auditors' reports;
- Partial contribution of assets (*apport partiel d'actifs*) by GDF SUEZ to GDF Investissements 31 consisting of all assets, rights and obligations relating to the liquid natural gas (LNG) terminal business operated in France by GDF SUEZ:
 - Review and approval of the agreement for the partial contribution of assets, approval of the valuation and consideration of said contribution, allocation of the contribution premium, delegation of powers to the Board of Directors to record the fulfillment of the conditions precedent and the completion of the contribution;
- Partial contribution of assets by GDF SUEZ to GDF Investissements 37 consisting of all assets, rights and obligations relating to the underground natural gas storage business operated in France by GDF SUEZ:
 - Review and approval of the agreement for the partial contribution of assets, approval of the valuation and consideration of said contribution, allocation of the contribution premium, delegation of powers to the Board of Directors to record the fulfillment of the conditions precedent and the completion of the contribution;
- Amendment of the by-laws:
 - Article 16 regarding the election of a Vice-Chairman or Vice-Chairmen of the Board of Directors;
 - Articles 13.1 and 13.3 1) and 2) regarding the method for appointing the director representing shareholder employees and the voting system for the election of directors representing employees on the Board of Directors;
- Powers for carrying out the required legal formalities.

DRAFT RESOLUTIONS

FIRST RESOLUTION

(Partial contribution of assets by GDF SUEZ to GDF Investissements 31 consisting of all assets, rights and obligations relating to the LNG terminal business operated in France by GDF SUEZ: review and approval of the agreement for the partial contribution of assets, approval of the valuation and consideration of said contribution, allocation of the contribution premium, delegation of powers to the Board of Directors to record the fulfillment of the conditions precedent and the completion of the contribution)

Having considered:

- (i) the opinion of the central works' council dated September 23, 2008,
- (ii) the Board of Directors' report drawn up in accordance with articles L. 236-9 paragraph 4 and R. 236-5 paragraph 1 of the French Commercial Code (*Code de Commerce*),
- (iii) the reports produced by Dominique Ledouble (of the firm Ledouble) and Vincent Baillot (of ABPR Ile-de-France), the demerger auditors appointed by order of the Presiding Judge of the Paris Commercial Court on July 10, 2008, on the terms and conditions of the demerger and on the value of the contributions in kind,
- (iv) the agreement for the partial contribution of assets drawn up by private instrument on October 23, 2008 between GDF SUEZ (hereinafter "GDF SUEZ" or the "Contributing Company") and GDF Investissements 31 – a French *société anonyme* with capital of €40,000, whose registered office is located at 23 rue Philibert Delorme – 75017 Paris, registered with the Paris Trade and Companies Registry under number 451 438 782 (hereinafter "GDF INVESTISSEMENTS 31" or the "Beneficiary Company").
- (v) the annual financial statements and the management reports for the last three financial years approved by the respective shareholders' meetings of GDF SUEZ and GDF INVESTISSEMENTS 31, and
- (vi) the financial statements of GDF SUEZ and GDF INVESTISSEMENTS 31 as at August 31, 2008, prepared using the same methods and presentation as those used for the most recent annual financial statements, in accordance with article R. 236-3 4° of the French Commercial Code,

the Extraordinary Shareholders' Meeting

1. approves:

- all provisions of the agreement for the partial contribution of assets, pursuant to which GDF SUEZ contributes to GDF INVESTISSEMENTS 31, under the French legal regime applicable to demergers and subject to the fulfillment of the conditions precedent stipulated in Chapter IV of said agreement, all assets, rights and obligations relating to the complete and autonomous LNG terminal business operated in France by GDF SUEZ, as defined in such agreement;
- the valuation, based on their carrying amount, of the assets contributed, amounting to €161,660,702, and the assumed liabilities, amounting to €47,566,102, giving net contributed assets of €114,094,600, on the basis of the GDF SUEZ financial statements as at December 31, 2007;
- the grant, to GDF SUEZ, in consideration of the contributions made, of 1,140,946 new GDF INVESTISSEMENTS 31 shares with a par value of €10 each, created by the Beneficiary Company as a share capital increase. The difference between the net value of the assets and rights contributed by GDF SUEZ, (€114,094,600) and the par value of the shares created through the aforementioned capital increase (€11,409,460) will represent a contribution premium of €102,685,140, which will be recorded as a liability in the Beneficiary Company's balance sheet in favor of existing and future shareholders;
- December 31, 2008, at midnight, as the completion date of the demerger; and
- January 1, 2008 as the date of retroactive effect of the demerger for accounting and tax purposes so that the gains or losses of all transactions performed by GDF SUEZ between January 1, 2008 and the

completion date of the demerger will accrue to GDF INVESTISSEMENTS 31 and will be deemed to have been carried out by GDF INVESTISSEMENTS 31 since January 1, 2008.

2. grants, as a consequence of the above, full powers to the Board of Directors, with powers of delegation, to:
 - record the fulfillment of the conditions precedent stipulated in Chapter IV of the agreement for the partial contribution of assets entered into between GDF SUEZ and GDF INVESTISSEMENTS 31, and, in particular, the approval of said contribution by the Extraordinary Shareholders' Meeting of GDF INVESTISSEMENTS 31;
 - record the issue of 1,140,946 new, fully paid up shares, which will be created by GDF INVESTISSEMENTS 31 in consideration of said contribution and granted to GDF SUEZ upon completion thereof;
 - if necessary, restate the terms and conditions of the contribution, prepare all confirmatory or supplementary acts in connection with the agreement for the partial contribution of assets, carry out all recording, communication and other formalities that may be necessary to the completion of the contribution by GDF SUEZ to GDF INVESTISSEMENTS 31;
 - and, in general, carry out all the necessary formalities relating to the adoption of this resolution, in particular any actions required for the completion of the contribution by GDF SUEZ to GDF INVESTISSEMENTS 31.

SECOND RESOLUTION

(Partial contribution of assets by GDF SUEZ to GDF Investissements 37 consisting of all assets, rights and obligations relating to the underground natural gas storage business operated in France by GDF SUEZ: review and approval of the agreement for the partial contribution of assets, approval of the valuation and consideration of said contribution, allocation of the contribution premium, delegation of powers to the Board of Directors to record the fulfillment of the conditions precedent and the completion of the contribution)

Having considered:

- (i) the opinion of the central works' council dated September 23, 2008,
- (ii) the Board of Directors' report drawn up in accordance with articles L. 236-9 paragraph 4 and R. 236-5 paragraph 1 of the French Commercial Code,
- (iii) the reports produced by Dominique Ledouble (of the firm Ledouble) and Vincent Baillot (of ABPR Ile-de-France), the demerger auditors appointed by order of the Presiding Judge of the Paris Commercial Court on July 10, 2008, on the terms and conditions of the demerger and on the value of the contributions in kind,
- (iv) the agreement for the partial contribution of assets drawn up by private instrument on October 23, 2008 between GDF SUEZ (hereinafter "GDF SUEZ" or the "Contributing Company") and GDF Investissements 37 – a French *société anonyme* with capital of €40,000, whose registered office is located at 23 rue Philibert Delorme – 75017 Paris, registered with the Paris Trade and Companies Registry under number 487 650 632 (hereinafter "GDF INVESTISSEMENTS 37" or the "Beneficiary Company").
- (v) the annual financial statements and the management reports for the last three financial years approved by the respective shareholders' meetings of GDF SUEZ and GDF INVESTISSEMENTS 37, and
- (vi) the financial statements of GDF SUEZ and GDF INVESTISSEMENTS 37 as at August 31, 2008, prepared using the same methods and presentation as the most recent annual financial statements, in accordance with article R. 236-3 4° of the French Commercial Code,

the Extraordinary Shareholders' Meeting

1. approves:

- all provisions of the agreement for the partial contribution of assets, pursuant to which GDF SUEZ contributes to GDF INVESTISSEMENTS 37, under the French legal regime applicable to demergers and subject to the fulfillment of the conditions precedent stipulated in Chapter IV of said agreement, all assets, rights and obligations relating to the complete and autonomous business constituted by the operation and sale of underground natural gas storage sites in France, performed by GDF SUEZ, as defined in said agreement;
- the valuation, based on their carrying amount, of the assets contributed, amounting to €2,094,534,084, and the assumed liabilities, amounting to €190,923,884, giving net contributed assets of €1,903,610,200, on the basis of the GDF SUEZ financial statements as at December 31, 2007;
- the grant, to GDF SUEZ, in consideration of the contributions made, of 19,036,102 new GDF INVESTISSEMENTS 37 shares with a par value of €10 each, created by the Beneficiary Company as a share capital increase. The difference between the net value of the assets and rights contributed by GDF SUEZ, (€1,903,610,200) and the par value of the shares created through the aforementioned capital increase (€190,361,020) will represent a contribution premium of €1,713,249,180, which will be recorded as a liability in the Beneficiary Company's balance sheet in favor of existing and future shareholders;
- December 31, 2008, at midnight, as the completion date of the demerger; and
- January 1, 2008 as the date of retroactive effect of the demerger for accounting and tax purposes so that the gains or losses of all transactions performed by GDF SUEZ between January 1, 2008 and the completion date of the demerger will accrue to GDF INVESTISSEMENTS 37 and will be deemed to have been carried out by GDF INVESTISSEMENTS 37 since January 1, 2008.

2. grants, as a consequence of the above, full powers to the Board of Directors, with powers of delegation, to:

- record the fulfillment of the conditions precedent stipulated in Section IV of the agreement for the partial contribution of assets entered into between GDF SUEZ and GDF INVESTISSEMENTS 37, and, in particular, the approval of said contribution by the Extraordinary Shareholders' Meeting of GDF INVESTISSEMENTS 37;
- record the issue of 19,036,102 new, fully paid up shares, which will be created by GDF INVESTISSEMENTS 37 in consideration of said contribution and granted to GDF SUEZ upon completion thereof;
- if necessary, restate the terms and conditions of the contribution, prepare all confirmatory or supplementary acts in connection with the agreement for the partial contribution of assets, carry out all recording, communication and other formalities that may be necessary to the completion of the contribution by GDF SUEZ to GDF INVESTISSEMENTS 37;
- and, in general, carry out all the necessary formalities relating to the adoption of this resolution, in particular any actions required for the completion of the contribution by GDF SUEZ to GDF INVESTISSEMENTS 37.

THIRD RESOLUTION

(Amendment of article 16 of the by-laws regarding the election of a Vice-Chairman or Vice-Chairmen of the Board of Directors)

Having considered the Board of Directors' report, the Extraordinary Shareholders' Meeting resolves to reword article 16 of the by-laws, as follows:

“Article 16 – Chairman and Vice-Chairmen of the Board of Directors

The Board of Directors shall elect a Chairman and a Vice-Chairman or Vice-Chairmen from among its members. Their term of office shall not exceed that of their term of office as director. Their appointments may be renewed in the same manner in which they were initially appointed.

Whatever the term for which appointed, the term of office of the Chairman shall expire at the latest at the close of the Ordinary Shareholders' Meeting called to approve the accounts for the preceding financial year and held during the year in which the Chairman reaches the age of 65.

Meetings of the Board of Directors shall be chaired by the Chairman, or in the latter's absence by the Vice-Chairman or one of the Vice-Chairmen or, failing that, by a director chosen by the Board of Directors at the beginning of the meeting.

The Chairman of the Board of Directors shall represent the Board of Directors, organize and manage its work and report on it to the General Shareholders' Meeting. The Chairman shall ensure the correct functioning of company management, and in particular shall see to it that the directors are able to carry out their duties.”

FOURTH RESOLUTION

(Amendment of articles 13.1 and 13.3 1) and 2) of the by-laws regarding the method for appointing the director representing shareholder-employees and the voting system for the election of directors representing employees on the Board of Directors)

Having considered the Board of Directors' report, the Extraordinary Shareholders' Meeting resolves to amend article 13.1 and article 13.3 1) and 2) of the by-laws as follows:

“Article 13

Membership of the Board of Directors

13.1 Until the close of the Ordinary Shareholders' Meeting called in 2010 to approve the accounts for financial year 2009, the company shall be administered by a Board of Directors made up of not more than 24 members, including:

- *the representatives of the French State appointed in accordance with the amended article 2 of the decree-law dated October 30, 1935; and*
- *three directors representing the employees of the company and those of its subsidiaries, direct or indirect (defined in accordance with the law), whose registered office is located on French territory (including one director elected by the employees of the engineers, executives and equivalents category), and a director representing the shareholder-employees, appointed respectively as laid down by articles L. 225-27 et seq. and L. 225-23, the third paragraph of article L. 225-25 and the fourth paragraph of article L. 225-106 of the French Commercial Code.*

The directors representing employees must be appointed within a period of six months of the transfer to the private sector of the majority of the share capital; as the terms of office of the directors elected by the employees pursuant to the provisions of the law dated July 26, 1983, shall terminate on the date of transfer to the private sector, the Board of Directors shall in the meantime not include any directors representing the employees. The director representing the shareholder-employees shall be appointed at the first Ordinary Shareholders' Meeting after the transfer to the private sector of the majority of the share capital.

(the rest of the article remains unchanged)

13.3 The representatives of the employees and the representative of the shareholder-employees shall be appointed respectively (i) in accordance with the provisions of articles L. 225-28 and L. 225-23 of the French Commercial Code and (ii) in accordance with the provisions of this article.

- 1) Directors elected by the employees of the company and those of its subsidiaries, direct or indirect, whose headquarters are situated on French territory

The election procedure for each position of director representing members of personnel is as laid down by the applicable laws and regulations.

In particular:

- For the director elected by employees of the engineers, executives and equivalents category, the election shall be by two-round majority vote.
- For the directors elected by the other employees category, the election shall be from a list of candidates using the largest remainder proportional representation system, without vote-splitting.

The electors and those eligible are the employees of the company and those of its subsidiaries, direct or indirect (defined in accordance with the law), with headquarters located on French territory, who meet the conditions laid down by law.

Each candidacy for the directorship representing the engineers, executives and equivalents category must include not only the name of the candidate but also a possible replacement. The winner of the election shall be the candidate who obtains an absolute majority of the votes in the first round, or a relative majority in the second round.

Each list of candidates for the directorships representing the other employees category must have twice as many candidates as there are directorships to be filled.

In the case of a tie, the candidates validly employed for the longest period of time shall be declared to have been elected.

The members of the Board of Directors elected by the employees following the transfer of the majority of the share capital to the private sector shall take office at the first meeting of the Board of Directors to be held after the announcement of the definitive results of the first election. Subsequent members shall take office on expiry of the terms of office of the outgoing members.

Subject to the provisions of article 13.1 concerning the election of the first directors representing the employees following the transfer to the private sector of the majority of the share capital, the elections shall be organized by the company within a period of six months prior to the normal end of the term of office of the outgoing board members representing the employees.

For each election, the Board of Directors shall set the voting date so as to comply with the following periods.

The periods to be observed for each stage of the election are as follows:

- the election date must be published at least eight weeks prior to the date of the vote,
- voter registers must be published at least six weeks prior to the date of the vote,
- candidacies must be registered at least five weeks prior to the date of the vote,
- lists of candidates must be published at least four weeks prior to the date of the vote,
- the documents necessary for voting by mail must be sent at least three weeks prior to the date of the vote.

Candidacies other than those proposed by one or more of the trade union organizations must be accompanied by a document bearing the names and signatures of one hundred electors.

Voting shall be by mail or by internet, according to the terms and conditions announced after consultation with the trade union organizations.

The polling stations shall be responsible for the correct counting of the votes; the number of polling stations and the electoral areas covered by them shall be set by the Board of Directors. Each polling station shall be made up of three members who are electors, appointed by the general management, with the eldest of them acting as president.

The votes shall be counted in each polling station immediately after the closing of the vote; a report of the results shall be drawn up at the end of the counting operations by the president of the polling station.

The report of the results shall be sent immediately to the headquarters of the company where there shall be a station for centralizing the results, in order to draw up the summary report and declare the results.

The voting terms and conditions not laid down by the provisions of the applicable laws or regulations or by these by-laws shall be laid down by the general management after consulting the trade union organizations within the company.

In the event that the position of director elected by the employees becomes vacant, the vacant directorship shall be filled in accordance with article L. 225-34 of the French Commercial Code.

The terms of office of the directors elected by the employees in accordance with this article 13.3 shall come to an end either upon declaration of the results of the election that the company is required to hold under the conditions set forth above, or in the case of the termination of the director's contract of employment, or in the case of a removal from office pursuant to the conditions laid down by the provisions of the applicable laws or regulations, or in the case of directors appointed by the General Shareholders' Meeting, for other reasons laid down by law.

2) Director representing the shareholder-employees

The representative of the shareholder-employees shall be elected by the Ordinary Shareholders' Meeting from among the shareholder-employees or from among those employees who are members of the supervisory board of a corporate mutual fund holding shares in the company.

This director shall be elected by the Ordinary Shareholders' Meeting upon nomination by (i) the shareholder-employees of the company or of the associated companies or groups within the meaning of article L. 225-180 of the French Commercial Code with respect to company savings plans, (ii) employees or former employees holding units in the mutual fund, and (iii) the shareholder-employees during the period of non-transferability for legal or taxation reasons, under the mandatory profit sharing scheme as laid down in article L. 3324-10 of the French Labor Code.

The candidates for the position of director representing the shareholder-employees shall be appointed in accordance with the applicable legal provisions, and in particular under the following conditions:

- a) When the employees hold shares through the intermediary of a mutual fund, and when the voting rights attached to these shares are exercised by the members of the supervisory boards of these funds, two candidates shall be nominated from among the members of these boards;
If there is more than one mutual fund, the Board of Directors shall be empowered to group together the supervisory boards of the mutual funds holding the investments of the shareholder-employees in France on the one hand, and on the other, the supervisory boards of the mutual funds holding the investments of the employees abroad. In such a case, each grouping of funds can appoint not more than two candidates.*
- b) When the employees (i) hold the shares through the intermediary of a mutual fund and when the voting rights attached to these shares are exercised directly by the shareholder-employees who hold units in these funds, or (ii) when the employees hold the shares directly, the candidates shall be appointed by a vote among the shareholder-employees, according to conditions defined below. Consultation of the employees may take place by any technical means that ensures the reliability of the vote, including electronic voting or voting by post. Each shareholder-employee shall have a number of votes equal to the number of shares held by them, either directly or indirectly through units in a corporate mutual fund in which voting rights are exercised individually.
Only candidates who have obtained more than 5% of the votes cast in the consultation of the shareholder-employees may be presented for election by the General Shareholders' Meeting. In the event that no candidate attains the threshold of 5%, the two candidates who have obtained the largest number of votes shall be presented for election by the Ordinary Shareholders' Meeting.*

For the purposes of application of paragraph 2) a) above, prior to the Ordinary Shareholders' Meeting, the Board of Directors shall consult the supervisory boards of the mutual funds with a view to appointing one or more candidates.

For the purposes of application of paragraph 2) b) above, prior to the Ordinary Shareholders' Meeting, the Board of Directors shall announce the rules for consulting the shareholder-employees who exercise their voting rights directly, with a view to appointing their candidate(s).

Those members of personnel of the company or of the companies or groups associated with it within the meaning of article L. 225-180 of the French Commercial Code and who meet the conditions laid down by law shall be eligible.

The rules for the appointment of candidates not defined by the law or by these by-laws shall be determined by the general management.

The Chairman of the Board of Directors shall draw up a list of all candidates validly appointed under the terms of a) and b) above. The number of candidates on this list must be at least double the number of directorships to be filled.

The Ordinary Shareholders' Meeting shall vote on all the candidates validly represented, and the candidate who obtains the most votes shall be appointed as director representing the shareholder-employees.

(the rest of the article remains unchanged)

FIFTH RESOLUTION

(Powers for carrying out the required legal formalities)

The Shareholders' Meeting grants full powers to the bearer of a copy or extract of the minutes of this meeting to accomplish, where necessary, any and all filings and any and all legal publication or other formalities.

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TERMS AND CONDITIONS OF PARTICIPATION

All shareholders, regardless of the number of shares they hold, shall be entitled to participate in the Shareholders' Meeting in person, to be represented by their spouse or by an authorized representative who is also a shareholder, to vote by mail or by internet, or to grant proxy to the Chairman of the meeting, on condition that they can provide proof of ownership of their shares, at least three working days before the Shareholders' Meeting, i.e., by midnight (Paris time) on December 11, 2008, in accordance with article R. 225-85 of the French Commercial Code. Ownership shall be evidenced as follows:

— for registered shares: by registering such shares in the Company's registers,

— for bearer shares: by entry in the register of bearer shares held by the authorized intermediary (bank or financial institution) managing the share account.

The entry of bearer shares in the share registers held by the authorized intermediary must be recognized by a share ownership certificate issued by such intermediary. This share ownership certificate must be attached to the postal or proxy voting forms, or to the entry card request form drawn up by the registered intermediary in the name of the shareholder or on behalf of the represented shareholder. A share ownership certificate is also issued to any shareholder wishing to take part in the Shareholders' Meeting in person, but who has not received their entry card three working days before the meeting (i.e., by midnight (Paris time) on December 11, 2008).

Requests for entry cards must be received by Société Générale, Service des assemblées générales, BP 81 236, 44312 Nantes Cedex 3, at least three working days before the Shareholders' Meeting (i.e., by midnight (Paris time) on December 11, 2008).

A form for voting by mail is available to all shareholders making a written request to Société Générale, Service des assemblées générales, BP 81 236, 44312 Nantes Cedex 3. This form must be returned to Société Générale, at the same address.

In order to be taken into account this form must be received by Société Générale, duly completed and signed, at least three days before the Shareholders' Meeting (i.e., by midnight (Paris time) on Saturday, December 13, 2008). For holders of bearer shares, this form must be accompanied by the share ownership certificate issued by the authorized intermediary managing their share account.

Shareholders who have voted by mail, sent a proxy or requested an entry card shall no longer be able to chose an alternative means of participating in the Shareholders' Meeting.

If a shareholder sells their shares after sending their instructions and before the third working day preceding the Shareholders' Meeting (midnight (Paris time) on December 11, 2008), the authorized intermediary managing the share account shall provide notice of such sale to the representative of GDF SUEZ – Société Générale, Service des assemblées générales – who shall invalidate or amend, where applicable, the postal or internet vote, proxy, or entry card.

Any requests for draft resolutions to be included on the agenda must be sent to the Company by midnight (Paris time) on Sunday, November 16, 2008 at the latest, in accordance with articles R. 225-71 and R. 225-72 of the French Commercial Code.

Pursuant to articles L. 225-105, R. 225-71 and R. 225-72 of the French Commercial Code, shareholders meeting the conditions laid down by French law may request that draft resolutions be included on the agenda. In accordance with the law, requests must be accompanied by a share registration certificate (*attestation d'inscription en compte*) and must be sent by registered letter with return receipt requested within twenty days of publication of this notice, i.e., by midnight (Paris time) on Sunday, November 16, 2008 at the latest, to GDF SUEZ, Secrétariat Général, 16-26 rue du Docteur Lancereaux, 75008 Paris.

Furthermore, the assessment by the Shareholders' Meeting of the draft resolutions filed by the shareholders is subject to the provision, by the shareholders making the request, of a new certificate attesting that the shares are recorded in the same account as of the third working day preceding the Shareholders' Meeting (midnight (Paris time) on December 11, 2008).

In accordance with article L. 2323-67 paragraph 2 of the French Labor Code, the works' council may request that draft resolutions be included on the agenda. The request must be sent by registered letter with return receipt requested under the conditions provided for by article R. 2323-14 of the French Labor Code, by a works' council member authorized to this effect, within ten days of the publication of this notice, i.e., by midnight (Paris time) on Thursday, November 6, 2008 at the latest, to the following address: GDF SUEZ, Secrétariat Général, 16-26 rue du Docteur Lancereaux, 75008 Paris.

Questions may be sent in writing to the Chairman of the Board of Directors, in accordance with article L. 225-108 paragraph 3 of the French Commercial Code, by the fourth working day preceding the Shareholders' Meeting, i.e., by midnight (Paris time) on December 11, 2008 at the latest, by registered letter with return receipt requested to the following address: GDF SUEZ, Secrétariat Général, 16-26 rue du Docteur Lancereaux, 75008 Paris.

Shareholders may obtain the documents provided for in articles R. 225-81 and R. 225-83 of the French Commercial Code, within the legal time limit, by written request to Société Générale, Service des assemblées générales, BP 81 236, 44312 Nantes Cedex 3.

Shareholders shall not have the possibility to participate in or vote at the Extraordinary Shareholders' Meeting of December 17, 2008, by videoconference or other means of telecommunication. Consequently, the site referred to in article R. 225-61 of the French Commercial Code will not be set up in this respect.

This notice shall constitute notice of the meeting on condition that no amendments are made to the agenda.

THE BOARD OF DIRECTORS