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## **SOCIETE GENERALE**

French public limited company (société anonyme)

Share capital: EUR 1,046,405,540

Registered office: 29, boulevard Haussmann - 75009 Paris

Paris Trade & Companies Register No. 552 120 222

### **Notice of a combined General Meeting**

Ladies and gentlemen, as shareholders and unitholders of the company mutual funds (FCPE) “Société Générale actionnariat (FONDS E)” and “FONDS G”, you are hereby informed that you will be convened to a combined (ordinary and extraordinary) General Meeting to be held on **17 May 2022 at 4:00 p.m.**, Hall 5.1 - Parc des Expositions, **Porte de Versailles** - 75015 Paris, to deliberate on the agenda below.

### **DISCLAIMER**

Shareholders must comply with the sanitary measures applicable at the time of the Meeting. These measures will be posted on the Company’s website. Shareholders are urged to regularly consult the section dedicated to the General Meeting on the Company’s website ([www.societegenerale.com](http://www.societegenerale.com)).

**Exceptionally this year, the Meeting will be held in Paris (75015), Porte de Versailles, Parc des Expositions, Hall 5.1**

**You can watch this Meeting live or on video at [www.societegenerale.com](http://www.societegenerale.com).**

### *Agenda*

Agenda item - energy transition plan and social and environmental responsibility - no vote

### **Resolutions for the ordinary general Meeting**

1. Approval of the annual consolidated accounts for the 2021 financial year.
2. Approval of the annual accounts for the 2021 financial year.
3. Allocation of the 2021 income; setting of the dividend.
4. Approval of the statutory auditors’ report on the related party agreements referred to in Article L. 225-38 of the French Commercial Code.
5. Approval of the compensation policy of the Chairman of the Board of Directors, pursuant to Article L. 22-10-8 of the French Commercial Code.
6. Approval of the compensation policy of the Chief Executive Officer and Deputy Chief Executive Officers, pursuant to Article L. 22-10-8 of the French Commercial Code.
7. Approval of the compensation policy of Board members pursuant to Article L. 22-10-8 of the French Commercial Code.

8. Approval of the information relating to the compensation of each of the corporate officers required by Article L. 22-10-9 I of the French Commercial Code.
9. Approval of the components composing the total compensation and benefits of any kind paid during or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors in respect of the 2021 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
10. Approval of the components composing the total compensation and benefits of any kind paid during or awarded to Mr Frédéric Oudéa, Chief Executive Officer, in respect of the 2021 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
11. Approval of the components composing the total compensation and benefits of any kind paid during or awarded to Mr Philippe Aymerich, Deputy Chief Executive Officer, in respect of the 2021 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
12. Approval of the components composing the total compensation and benefits of any kind paid during or awarded to Ms Diony Lebot, Deputy Chief Executive Officer, in respect of the 2021 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
13. Advisory opinion on compensation paid in 2021 to persons referred to in Article L. 511-71 of the French Monetary and Financial Code.
14. Renewal of Mr Lorenzo Bini Smaghi as Director.
15. Renewal of Mr Jérôme Contamine as Director.
16. Renewal of Ms Diane Côté as Director.
17. Authorisation granted to the Board of Directors to purchase ordinary shares of the Company up to a limit of 10% of the share capital.

### **Resolutions for the extraordinary general Meeting**

18. Delegation of authority granted to the Board of Directors in order to increase the share capital, with pre-emptive subscription rights, through the issuance of ordinary shares and/or securities giving access to the share capital of the Company and/or its subsidiaries and/or through incorporation.
19. Delegation of authority granted to the Board of Directors in order to increase the share capital, with cancellation of pre-emptive subscription rights, by public offering other than the ones referred to in Article L. 411-2 1°) of the French Monetary and Financial Code, through the issuance of ordinary shares and/or securities giving access to the share capital of the Company and/or its subsidiaries.
20. Delegation of authority granted to the Board of Directors to increase the share capital without pre-emptive subscription rights to remunerate contributions in kind granted to the Company.
21. Authorisation granted to the Board of Directors in order to proceed with cancellation of pre-emptive subscription rights, share capital increases or sales of shares reserved for members of a company or Group employee savings Plan.
22. Authorisation granted to the Board of Directors in order to proceed with free allocations of performance shares, existing or to be issued, without pre-emptive subscription rights, for the benefit of the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code or assimilated.
23. Authorisation granted to the Board of Directors in order to proceed with free allocations of performance shares, existing or to be issued, without pre-emptive subscription rights, for the benefit of employees other than the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code or assimilated.

24. Authorisation granted to the Board of Directors in order to cancel, within the limit of 10% of its capital per period of 24 months, treasury shares held by the Company.
25. Powers to perform formalities.

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### **Draft resolutions**

#### **Resolutions for the ordinary general Meeting**

##### ***First resolution (Approval of the consolidated accounts for the 2021 financial year).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report and the Statutory Auditors' special reports on the consolidated accounts for the financial year, approves the consolidated accounts for the 2021 financial year as presented, as well as the operations reflected in these accounts or summarised in those reports.

##### ***Second resolution (Approval of the annual accounts for the 2021 financial year).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report and the Statutory Auditors' reports on the annual accounts, approves the annual accounts for the 2021 financial year as presented, as well as the transactions reflected in these accounts or summarised in these reports, and acknowledges that the net income for the 2021 financial year amounts to EUR 1,995,006,379.09.

Pursuant to Article 223 quater of the French General Tax Code, it approves the total amount of expenses and charges that are not deductible for tax purposes referred in point 4 of Article 39 of said Code, which stands at EUR 990,904 for the past financial year as well as the theoretical tax pertaining to these expenses and charges, amounting to EUR 281,491.

##### ***Third resolution (Allocation of 2021 income; setting of the dividend).***

The General Meeting, in accordance with the quorum and majority vote requirements for ordinary general meetings and having considered the Board of Directors' report:

1. Resolves to withhold from the net income for the 2021 financial year, which amounts to EUR 1,995,006,376.09, an amount of EUR 41,979 to be allocated to the unavailable special reserve in accordance with the artistic works acquisition model defined under Article 238 bis AB of the French General Tax Code.

After these allocations, the net balance available amounts to EUR 1,994,964,397.09. This amount, added to the retained earnings of the opening balance sheet, which amounted to EUR 9,699,184,203.73, forms a distributable total of EUR 11,694,148,600.82.

2. Resolves:

- to allocate an additional sum of EUR 586,901,431.99 to the retained earnings account;
- to allocate to the shares, as a dividend, a sum of EUR 1,408,062,965.10 by withholding the remainder of the net income of the financial year.

The dividend per share granting a dividend entitlement therefore stands at EUR 1.65.

A change in the number of shares granting a dividend entitlement, as of the dividend payment date relative to the 853,371,494 shares representing the share capital as of 31 December 2021, will result in an adjustment of the amount allocated to the retained earnings account shall be determined based on dividends actually paid.

It is further specified that 837,124,432 shares represent the share capital as of 1<sup>st</sup> February 2022, after a capital reduction.

3. Resolves that the shares will be traded ex-dividend on 25 May 2022, and paid for as from 27 May 2022. The dividend is eligible for the 40% tax allowance specified in point 3 of Article 158 of the French General Tax Code.

4. Acknowledges that after these allocations:

- the reserves, which amounted after the allocation of 2020 income EUR 25,193,664,584.58, now amount to EUR 24,746,298,147.97 after the effect of the capital reduction on 1 February 2022, which reduced reserves by EUR 447,408,415.61
- Retained earnings, which amounted on 31 December 2021 to EUR 9,699,184,203.73, now amount to EUR 10,286,085,635.72. Retained earnings will be adjusted according to changes in the number of shares granting dividend entitlement: they will be increased by the fraction of the dividend corresponding to any shares held by the Company at the time of payment of the dividend.

5. Reminds that, in accordance with the law, the dividend allocated per share over the previous three financial years was as follows:

Financial years	2018	2019	2020
Euros net	2.2	0	0.55

***Fourth resolution (Approval of the statutory auditors' report on the related party agreements specified in Article L. 225-38 of the French Commercial Code).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings and having heard the Board of Directors' report and the Auditor's special report regarding related party agreements specified in Article L. 225-38 of the French Commercial Code, approves said Auditors' special report and records that there are no agreements to submit for the General Meeting's approval.

***Fifth resolution (Approval of the compensation policy concerning the Chairman of the Board of Directors, pursuant to Article L. 22-10-8 of the French Commercial Code).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report read out, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy concerning the Chairman of the Board of Directors as presented in the corporate governance report drawn up pursuant to Article L. 225-37 of the French Commercial Code.

***Sixth resolution (Approval of the compensation policy concerning the Chief Executive Officer and the Deputy Chief Executive Officers, pursuant to Article L. 22-10-8 of the French Commercial Code).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report read out, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy concerning the Chief Executive Officer and the Deputy Chief Executive Officers as presented in the corporate governance report drawn up pursuant to Article L. 225-37 of the French Commercial Code.

***Seventh resolution (Approval of the compensation policy concerning the Board members, pursuant to Article L. 22-10-8 of the French Commercial Code).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report read out, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy concerning the Board members as presented in the corporate governance report drawn up pursuant to Article L. 225-37 of the French Commercial Code.

***Eighth resolution (Approval of the information relating to compensation of each of the corporate officers, required by Article L. 22-10-9 I of the French Commercial Code).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report read out, pursuant to Article L. 22-10-34 I of the French Commercial Code, approves the information relating to the compensation of each of the corporate officers mentioned in Article L. 22-10-9 I of the said Code as presented in the corporate governance report drawn up pursuant to Article L. 225-37 of the French Commercial Code.

***Ninth resolution (Approval of the components of the total compensation and benefits of any kind paid during the 2021 financial year to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors, pursuant to Article L. 22-10-34 II of the French Commercial Code).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report read out, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components of the total compensation and benefits of any kind paid during the 2021 financial year to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors, as presented in the corporate governance report drawn up pursuant to Article L. 225-37 of the French Commercial Code.

***Tenth resolution (Approval of the components of the total compensation and benefits of any kind paid during the 2021 financial year to Mr Frédéric Oudéa, Chief Executive Officer, pursuant to Article L. 22-10-34 II of the French Commercial Code).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report read out, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components of the total compensation and benefits of any kind paid during the 2021 financial year to Mr Frédéric Oudéa, Chief Executive Officer, as presented in the corporate governance report drawn up pursuant to Article L. 225-37 of the French Commercial Code.

***Eleventh resolution (Approval of the components of the total compensation and benefits of any kind paid during the 2021 financial year to Mr Philippe Aymerich, Deputy Chief Executive Officer, pursuant to Article L. 22-10-34 II of the French Commercial Code).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report read out, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components of the total compensation and benefits of any kind paid during the 2021 financial year to Mr Philippe Aymerich, Deputy Chief Executive Officer, as presented in the corporate governance report drawn up pursuant to Article L. 225-37 of the French Commercial Code.

***Twelfth resolution (Approval of the components of the total compensation and benefits of any kind paid during the 2021 financial year to Ms Diony Lebot, Deputy Chief Executive Officer, pursuant to Article L. 22-10-34 II of the French Commercial Code).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report read out, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components of the total compensation and benefits of any kind paid during the 2021 financial year to Ms Diony Lebot, Deputy Chief Executive Officer, as presented in the corporate governance report drawn up pursuant to Article L. 225-37 of the French Commercial Code.

***Thirteenth resolution (Advisory opinion on the compensation paid in 2021 to the persons specified in Article L. 511-71 of the French Monetary and Financial Code).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings and having heard the Board of Directors' report, consulted pursuant to Article L. 511-73 of the French Monetary and Financial Code, issues a favourable opinion on the global package of compensation of any kind of EUR 297.68 million paid during the 2021 financial year to the regulated persons specified in Article L. 511-71 of the French Monetary and Financial Code.

***Fourteenth resolution (Renewal of Mr Lorenzo Bini Smaghi as Director).***

After reviewing the report of the Board of Directors, the General Meeting, deliberating with the quorum and majority required for ordinary general meetings, resolves to renew Mr Lorenzo Bini Smaghi as Director.

This four-year term will end after the General Meeting held in 2026 to approve the financial statements for the year ended 31 December 2025.

***Fifteenth resolution (Renewal of Mr Jérôme Contamine as Director).***

After reviewing the report of the Board of Directors, the General Meeting, deliberating with the quorum and majority required for ordinary general meetings, resolves to renew Mr Jérôme Contamine as Director.

This four-year term will end after the General Meeting held in 2026 to approve the financial statements for the year ended 31 December 2025.

***Sixteenth resolution (Renewal of Ms Diane Côté as Director).***

After reviewing the report of the Board of Directors, the General Meeting, deliberating with the quorum and majority required for ordinary general meetings, resolves to renew Ms Diane Côté as Director.

This four-year term will end after the General Meeting held in 2026 to approve the financial statements for the year ended 31 December 2025.

***Seventeenth resolution (Authorisation granted to the Board of Directors to purchase ordinary shares of the Company up to a limit of 10% of the share capital).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having heard the Board of Directors' report and pursuant to Articles L. 22-10-62 *et seq.* and L. 225-100 *et seq.* of the French Commercial Code, the General Regulation of French Financial Markets Authority (*Autorité des Marchés Financiers*) and Regulation (EU) No. 596/2014 of 16 April 2014:

1. Authorises the Board of Directors to purchase Company's ordinary shares up to a limit of 10% of the total number of shares representing the Company's capital on the date of these purchases, provided the maximum number of ordinary shares held following these purchases cannot exceed 10% of the capital.
2. Resolves that the Company's shares may be purchased, on decision of the Board of Directors in order to:
  - 2.1. grant, cover and honour any free shares allocation plan, employee savings plan and any form of allocation for the benefit of employees and executive officers of the Company or affiliated companies under the conditions defined by the applicable legal and regulatory provisions;
  - 2.2. cancel them, in accordance with the terms of the authorisation of this General Meeting in its 24<sup>th</sup> resolution;
  - 2.3. deliver shares upon the exercise of rights attached to securities giving access to the Company's share capital;

- 2.4. hold and subsequently deliver shares as payment or exchange as part of Group's external growth transactions;
  - 2.5. allow an investment services provider to trade in the Company's shares as part of a liquidity agreement compliant with the regulations of the French Financial Markets Authority (Autorité des Marchés Financiers).
3. Resolves that acquisitions, sales or transfers of those shares may be carried out on one or more occasions, by any means and at any time, except during a period of a public tender offer on the Company's securities, within the limits and under the terms set forth by applicable laws and regulations.
  4. Sets the maximum purchase price per share at EUR 75. Thus, as at 9 February 2022, a theoretical maximum number of 83,712,443 shares could be purchased, corresponding to a theoretical maximum amount of EUR 6,278,433,240.
  5. Sets at 18 months from the date of this Meeting the duration of this authorisation which will cancel for the remaining period, and supersede, as from the date of its implementation by the Board of Directors, the authorisation granted by the ordinary general Meeting dated 18 May 2021 in its 22<sup>nd</sup> resolution.
  6. Grants full powers to the Board of Directors, with authority to delegate, to conduct the aforementioned transactions, carry out all formalities and statements, make, where applicable, any adjustment following any potential transaction on the share capital of the Company and, more generally, take all necessary measures for the implementation of this authorisation.

### **Resolutions for the extraordinary general Meeting**

*Eighteenth resolution (Delegation of authority granted to the Board of Directors, for 26 months, in order to increase the share capital, with pre-emptive subscription rights, (i) through the issuance of ordinary shares and/or securities giving access to the share capital of the Company and/or its subsidiaries for a maximum nominal share issuance amount of EUR 345,300,000, i.e. 33% of the share capital, the amounts set in the 19<sup>th</sup> to 23<sup>rd</sup> resolutions counting towards this amount, (ii) and/or through incorporation, for a maximum nominal amount of EUR 550 million).*

The General Meeting, voting under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory Auditors' special report and in accordance with legal provisions, in particular Articles L. 225-129-2, L. 225-130, L. 225-132, L. 225-134, L. 22-10-49, L. 22-10-50, and L. 228-91 to L. 228-93 of the French Commercial Code:

1. Delegates to the Board of Directors its authority to proceed with, except during a public tender offer period on the Company's share capital, in France or abroad, the increase of the share capital, on one or more occasions:
  - 1.1. through the issuance of:
    - (a) ordinary shares of the Company, or



- (b) equity securities giving access to other equity securities of the Company or of a company in which the Company directly or indirectly owns more than half of the share capital (a “Subsidiary”) and/or giving right to the allocation of debt securities of the Company or a Subsidiary, or
  - (c) debt securities giving access to equity securities to be issued of the Company or a Subsidiary;
- 1.2. and/or through the incorporation into the share capital of reserves, profits or premiums or any other item that may be incorporated into the share capital with allocation of free shares or increase of the par value of the existing shares.

The ordinary shares will be denominated in euro; the securities other than ordinary shares will be denominated in euro, in foreign currencies, or in any monetary unit established by reference to a basket of several currencies.

2. Sets the limits of the transactions thus authorised as follows:

- 2.1. the maximum nominal amount of the ordinary shares mentioned in 1.1. that may thus be issued, immediately or in the future, is hereby set at EUR 345,300,000, it being stated that the nominal amount of the ordinary shares issued, where applicable, in accordance with the 19<sup>th</sup> to 23<sup>rd</sup> resolutions of this Meeting will count towards this amount;
- 2.2. the maximum nominal amount of the share capital increase by incorporation mentioned in 1.2. is hereby set at EUR 550 million and is added to the amount set in the above paragraph;
- 2.3. if necessary, these amounts will be increased by the additional amount of the shares to be issued in order to maintain, in accordance with the law or contractual provisions that may be applicable, the rights of the holders of securities or other rights giving access to the share capital of the Company;
- 2.4. the maximum nominal amount of debt securities that could be issued pursuant to this resolution is hereby set at EUR 6 billion, it being stated that the nominal amount of those issued, where applicable, in accordance with the 19<sup>th</sup> to 21<sup>st</sup> resolutions of this Meeting will count towards this amount.

3. In the event of use by the Board of Directors of this delegation of authority:

- 3.1. in connection with the issuances mentioned in 1.1. above:
  - resolves that the shareholders will have pre-emptive subscription rights in proportion to the number of their shares to the securities issued in accordance with applicable laws and regulatory requirements;
  - resolves that, in accordance with Article L. 225-134 of the French Commercial Code, if irreducible (*à titre irréductible*), and where applicable, reducible (*à titre réductible*) subscriptions have not absorbed the whole of an issuance of ordinary shares or securities, the Board of Directors will be able to use, in the order it will deem appropriate, one or both of the options provided for in Article L. 225-134 of the French Commercial Code, allocate at its discretion all or part of the

unsubscribed securities, offer them to the public or limit the issuance to the amount of subscriptions received, provided that this one reaches at least three quarters of the issuance decided;

3.2. in connection with the incorporations into the share capital mentioned in 1.2. above:

- resolves that, where applicable and in accordance with Article L. 225-130 of the French Commercial Code, fractional rights will not be negotiable or assignable and that the corresponding equity securities will be sold, and the proceeds from the sale shall be allocated to the holders of rights within the time limits set by the regulations in force.
4. Sets at 26 months from this date the duration of this delegation, which shall cancel, for the remaining period, and supersede the delegation with the same purpose granted by the combined general Meeting of 19 May 2020 in its 19<sup>th</sup> resolution.
5. Acknowledges that the Board of Directors has all powers to implement this delegation of authority or subdelegate as provided by law.

***Nineteenth resolution (Delegation of authority granted to the Board of Directors, for 26 months, in order to increase the share capital, with cancellation of pre-emptive subscription rights, by public offering other than the ones referred to in Article L. 411-2 1°) of the French Monetary and Financial Code, through the issuance of ordinary shares and/or any securities giving access to the share capital of the Company and/or its subsidiaries for a maximum nominal share issuance amount of EUR 104,640,000, i.e. 10% of the share capital, this amount counting towards the amount set in 2.1 and 2.4 of the 18 resolution and those set in the 20 resolution).***

The General Meeting, voting under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory Auditors' special report and in accordance with legal provisions, in particular Articles L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-49, L.22-10-51, L. 22-10-52, L. 22-10-54, and L. 228-91 to L. 228-93 of the French Commercial Code:

1. Delegates to the Board of Directors its authority to proceed with, except during a public tender offer period on the Company's share capital, in France or abroad, the increase of the share capital, on one or more occasions, through the issuance, by public offering other than those referred to in Article L. 411-2 1°) of the French Monetary and Financial Code, of:
- (a) ordinary shares of the Company, or
  - (b) equity securities giving access to other equity securities of the Company or of a company in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or giving right to the allocation of debt securities of the Company or a Subsidiary, or
  - (c) debt securities giving access to equity securities to be issued of the Company or a Subsidiary.

The ordinary shares will be denominated in euro; the securities other than ordinary shares will be denominated in euro, in foreign currencies, or in any monetary unit established by reference to a basket of several currencies.

2. Resolves that these issuances may in particular be carried out:
  - 2.1. to remunerate securities that would be contributed to Societe Generale as part of a public exchange offer on a company's securities in accordance with Article L. 22-10-54 of the French Commercial Code and grants all powers, in addition to those resulting from the implementation of this delegation to, in particular, (i) establish the list and the number of shares tendered for exchange and (ii) set the dates and conditions of issuance, the exchange ratio, the type of securities issued, and, where applicable, the amount of the balancing cash payment to be made, without the price determination method set out in paragraph 7 of this delegation being applicable;
  - 2.2. following the issuance, by a Subsidiary, of securities giving access to the share capital of Societe Generale under the conditions of Article L. 228-93 of the French Commercial Code, it being stated that these securities could also give access to existing shares of Societe Generale.
3. Sets at:
  - 3.1. EUR 104,640,000 the maximum nominal amount of the ordinary shares that may thus be issued, immediately or ultimately, these ceilings being, where applicable, increased by the additional amount of the shares to be issued in order to maintain, in accordance with the law or contractual provisions that may be applicable, the rights of holders of securities or other rights giving access to the share capital of the Company;
  - 3.2. EUR 6 billion the maximum nominal amount of securities representing debt that could be issued pursuant to this resolution.
4. Resolves that these ceilings count towards the ceilings set in 2.1 and 2.4 of the 18<sup>th</sup> resolution of this Meeting these set in the 20<sup>th</sup> resolution of this Meeting, it being specified that, where applicable, the amount of the issuances carried out pursuant to the 20<sup>th</sup> resolution of this Meeting will also count towards the ceilings set in 3 of this resolution.
5. Resolves to remove the pre-emptive subscription right of the shareholders to these shares and to delegate to the Board of Directors, for the issuance(s) carried out pursuant to this resolution, the right to institute for shareholders a priority subscription period in favour of the shareholders, pursuant to Article L. 22-10-51 of the French Commercial Code, which shall not be less than the lead time set by the applicable laws and regulations. This priority subscription right would not result in the creation of negotiable rights but could, should the Board of Directors deems it appropriate, be exercised both on a irreducible (*à titre irréductible*) and reducible (*à titre réductible*) basis.
6. Resolves that if the subscriptions of shareholders and the public have not absorbed the entire issuance of ordinary shares or securities, the Board of Directors may use one and/or the other of the options provided for in Article L. 225-134 of the French Commercial Code in such order as it deems appropriate.

7. Resolves that the issue price of the shares will be at least equal to the minimum price provided by the laws and regulations in force on the day of the issuance (to date, the weighted average of the prices of the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering less than 10%),
8. Sets at 26 months as from this date the duration of this delegation which shall cancel, for the remaining period, and supersede the delegation granted by the combined general Meeting of 19 May 2020 in its 20<sup>th</sup> resolution.
9. Acknowledges that the Board of Directors has all powers to implement this delegation of authority or subdelegate as provided by law.

***Twentieth resolution (Delegation of authority granted to the Board of Directors, for 26 months, in order to increase the share capital to remunerate contributions in kind made to the Company and relating to equity securities or securities giving access to the share capital, except in case of a public exchange offer initiated by the Company, within the limits of a maximum nominal amount of EUR 104,640,000, i.e. 10% of the share capital, with this amount counting against the ceiling set in 2.1 of the 18<sup>th</sup> resolution those set in the 19<sup>th</sup> resolution).***

The General Meeting, voting under the conditions required for extraordinary general meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report and in accordance with Articles L. 225-147 and L. 22-10-53 of the French Commercial Code:

1. Delegates to the Board of Directors its authority to decide, except during a public tender offer period on the Company's share capital, on the report of the contributions auditor(s), on one or more occasions, the issuance of:
  - (a) ordinary shares of the Company, or
  - (b) equity securities of the Company giving access to other equity securities of the Company or of a company in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or giving right to the allocation of debt securities of the Company or a Subsidiary, or
  - (c) debt securities giving access to equity securities to be issued of the Company or a Subsidiary;

in order to remunerate contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.

The ordinary shares will be denominated in euro; the securities other than ordinary shares will be denominated in euro, in foreign currencies, or in any monetary unit established by reference to a basket of several currencies.

2. Resolves to cancel the pre-emptive rights of shareholders to subscribe for these shares;

3. Sets at EUR 104,640,000 the maximum nominal amount of the share capital increases that may be carried out.
4. Resolves that this ceiling and the nominal amount of the shares that may be issued shall be deducted from the ceiling set in 2.1 of the 18<sup>th</sup> resolution of this Meeting and on those fixed by the 19<sup>th</sup> resolution of this Meeting, it being specified that, as the case may be, the amount of the issues carried out pursuant to the 19<sup>th</sup> resolution of this Meeting shall also be deducted from the ceiling mentioned in paragraph 3 of this resolution.
5. Sets at 26 months as from this date the duration of this delegation which shall cancel, for the remaining period, and supersede the delegation granted by the combined general Meeting of 19 May 2020 in its 21<sup>st</sup> resolution.
6. Acknowledges that the Board of Directors has all powers to implement this delegation, with the ability to subdelegate as provided by law, in order to, in particular, approve the valuation of the contributions, decide and record the completion of the share capital increase remunerating the contribution as well as where applicable, the amount of the balancing payment to be made, charge, where applicable, all costs and rights brought about by the share capital increase against the contribution premium, deduct from the contribution premium, if deemed appropriate, the amounts necessary to fund the statutory reserve, proceed with the related amendments to the by-laws, and, more generally, do whatever will be necessary.

***Twenty-first resolution (Authorisation granted to the Board of Directors, for 26 months, to proceed with capital increases or sales of shares reserved for members of a company or Group savings plan, cancelling pre-emptive rights, up to a maximum nominal amount of EUR 15,696,000, i.e. 1.5% of the capital, and the ceiling set by the 18th resolution)***

The General Meeting, voting under the conditions required for extraordinary general meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report, pursuant to Articles L. 3332-1 *et seq* of the French Labour Code and in accordance with Articles L. 225-129-2, L. 225-129-6, and L. 225-138-1 of the French commercial code and L. 228.91 *et seq*.

1. Authorises the Board of Directors to increase the share capital, on one or more occasions and at its sole discretion, where necessary, in separate parts, through the issuance of ordinary shares or securities giving access to the share capital of Societe Generale reserved for members of a company or Group employee savings Plan as well as companies affiliated to it under the conditions of Articles L. 225-180 of the French Commercial Code and Articles L. 3344-1 and L. 3344-2 of the French Labour Code.
2. Sets at EUR 15,696,000 the maximum nominal amount of share capital increases that may be subscribed by the members of the aforementioned plans, this ceiling being, where applicable, increased by the additional amount of the shares to be issued to maintain, in accordance with the law or contractual provisions that may be applicable, the rights of holders of securities or other rights giving access to the share capital of the Company.
3. Resolves that such ceiling as well as the nominal amount of the securities that could be issued count towards the ceilings set by the 18<sup>th</sup> resolution of this Meeting, except on the ceiling on share capital increases by incorporation set in paragraph 2.2 of the 18<sup>th</sup> resolution.

4. Resolves to cancel the shareholders' pre-emptive subscription rights in favour of the members of the aforementioned plans.
5. Resolves that the issue price of the new shares will be equal to an average of the prices quoted on the regulated market of Euronext Paris during the twenty trading sessions preceding the date of the decision setting the opening date of subscription, minus a 20% discount, it being specified that the Board of Directors may convert all or part of the discount into a free allocation of shares or securities redeemable for the Company's shares.
6. Resolves that the Board of Directors will be able to proceed with, within the limits set by Article L. 3332-21 of the French Labour Code, free allocations of shares or other securities giving access to the share capital of the Company as part of the employer contribution ("*abondement*").
7. Resolves that these transactions reserved for members of the aforementioned plans may be carried out by way of transfer of shares under the conditions of Article L. 3332-24 of the French Labour Code instead of being carried out through share capital increases.
8. Sets at 26 months as from this date the duration of this authorisation, which cancels the portion not yet used, where applicable, and replaces that granted by the combined general Meeting of 19 May 2020 in its 23<sup>rd</sup> resolution having the same purpose. It is specified, for all intents and purposes, that the implementation and completion of any transaction decided previously by the Board of Directors pursuant to this 23<sup>rd</sup> resolution will not be affected by the approval of this resolution.
9. Grants all powers to the Board of Directors, with the ability to subdelegate as provided by law, to implement this delegation, in particular:
  - 9.1. to determine all terms and conditions of the forthcoming transaction(s), including postponing its implementation, and in particular, for each transaction:
    - set the conditions to be met by the beneficiaries;
    - determine the characteristics of the securities, the amounts available for subscription, the price, dates, deadlines, terms and conditions of subscription, payment, delivery and enjoyment of the shares, and the allocation rules applicable in the event the issue is oversubscribed;
    - determine whether subscriptions may be made directly or through corporate mutual funds or other structures or entities authorised by law or regulation;
    - if it deems appropriate, charge the expenses for the capital increase against the amount of premiums relating thereto and deduct, where appropriate, from this amount the sums needed to maintain the legal reserve at one tenth of the share capital after each capital increase;
  - 9.2. to complete all acts and formalities to record the share capital increases carried out pursuant to this authorisation, to proceed with the related amendments to the by-laws and, more generally, do whatever will be necessary.

***Twenty-second resolution (Authorisation granted to the Board of Directors, for 26 months, in order to proceed with free allocations of performance shares, existing or to be issued without pre-emptive subscription rights, for the benefit of the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code or assimilated, whose variable compensation is deferred, within the limits of 1.2% of the share capital, including 0.1% for the chief executive officers of Societe Generale and the ceiling set in the 18<sup>th</sup> resolution).***

The General Meeting, voting under the conditions required for extraordinary general meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report and in accordance with Articles L. 225-197-1 *et seq.* and L. 22-10-59 of the French Commercial Code:

1. Authorises the Board of Directors to proceed with free allocations of Societe Generale's ordinary shares, existing or to be issued without shareholders' pre-emptive subscription rights, on one or more occasions, for the benefit of the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code whose variable compensation is deferred, of Societe Generale or directly or indirectly affiliated companies under the conditions of Article L. 225-197-2 of the French Commercial Code, as well as the assimilated persons of these companies whose the variable compensation is deferred.
2. Resolves that the Board of Directors will determine the identity of the beneficiaries of the allocations, the conditions and, where applicable, the criteria for the allocation of the shares, it being specified that any allocation will be entirely subject to performance conditions determined by the Board of Directors according to the terms set out in the Board of Directors' report.
3. resolves that the allocation of the shares to their beneficiaries will be final following a minimum vesting period of:
  - 2 years for shares allocated to assimilated persons and corporate officers as payment of part of the variable compensation deferred to 2 years;
  - 3 years for shares allocated to CRD V regulated persons other than corporate officers as payment of part of the variable compensation deferred to 3 years; and
  - 4 years for long-term voluntary profit-sharing granted to corporate officers;
4. Resolves that a minimum retention period of 6 months will apply from the date of acquisition of the shares.
5. Resolves that the total number of shares allocated may not exceed 1.2% of the share capital to date including a maximum of 0.5% of the share capital with a 2-year vesting period for the payment of the deferred variable compensation.
6. Resolves that the maximum ceiling for the allocations to the chief executive officers of Societe Generale, counting towards the aforementioned 1.2% and 0.5% ceilings, shall not exceed 0.1% of the share capital.

7. Resolves that the 1.2% ceiling counts towards the ceiling set by the 18<sup>th</sup> resolution of this Meeting, it being recalled that it does not count against the ceiling relating to capital increases by incorporation set in paragraph 2.2 of the 18<sup>th</sup> resolution.
8. Further resolves that the shares would be definitively vested and immediately transferable in case the beneficiary is affected by one of the invalidity cases provided in Article L. 225-197-1 of the French Commercial Code during the vesting period.
9. Authorises the Board of Directors to proceed with, where applicable, during the vesting period, the adjustments in the number of allocated shares in relation to the potential transactions on the share capital of Societe Generale in order to maintain the rights of the beneficiaries, the shares allocated pursuant to these adjustments being deemed to be allocated on the same day as the shares initially allocated.
10. Acknowledges that in case of free allocation of shares to be issued, this authorisation implies, for the benefit of the beneficiaries of the said shares, waiver by the shareholders of their rights to reserves, profits or issuance premiums up to the sums that will be incorporated, at the end of the vesting period, in order to proceed with the share capital increase.
11. Sets at 26 months as from this date the duration of this authorisation which shall cancel, for the remaining period, and supersede the one granted by the combined general Meeting of 19 May 2020 in its 24<sup>th</sup> resolution having the same purpose.
12. Grants all powers to the Board of Directors, with the ability to delegate as provided by law, to implement this authorisation, carry out all acts and formalities, proceed with and record the increase(s) of share capital carried out pursuant to this authorisation, amend the by-laws accordingly and, more generally, do whatever will be necessary.

***Twenty-third resolution (Authorisation granted to the Board of Directors, for 26 months, in order to proceed with free allocations of performance shares, existing or to be issued without pre-emptive subscription rights, for the benefit of employees other than the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code or assimilated, whose variable compensation is deferred, within the limits of 0.5% of the share capital and the ceiling set by 18<sup>th</sup> resolution).***

The General Meeting, voting under the conditions required for extraordinary general meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' special report and in accordance with Articles L. 225-197-1 *et seq.* and L. 22-10-59 of the French Commercial Code:

1. Authorises the Board of Directors to proceed with free allocations of Societe Generale's ordinary shares, existing or to be issued without shareholders' pre-emptive subscription rights, on one or more occasions, for the benefit of salaried staff members or certain categories among them, of Societe Generale or of directly or indirectly affiliated companies or economic interest groupings (*groupements d'intérêt économique*) under the conditions of Article L. 225-197-2 of the French Commercial Code, it being specified that the persons referred to in Article L. 511-71 of the French Monetary and Financial Code whose variable compensation is deferred as well as the assimilated persons whose variable compensation is deferred cannot be beneficiaries.



2. Resolves that the total number of shares freely allocated pursuant to this resolution shall not represent more than 0.5% of the share capital of Societe Generale to date, it being specified that this ceiling is set regardless of the number of shares to be issued, where appropriate, in respect of adjustments made to preserve the rights of the beneficiaries of free allocations of shares where applicable.
3. Resolves that the 0.5% ceiling counts towards the ceiling set by the 18<sup>th</sup> resolution of this Meeting, it being recalled that it does not count against the ceiling relating to capital increases by incorporation set in paragraph 2.2 of the 18<sup>th</sup> resolution.
4. Resolves that the Board of Directors will determine the identity of the beneficiaries of the allocations, the conditions and, where applicable, the criteria for the allocation of the shares, it being specified that any allocation will be entirely subject to performance conditions determined by the Board of Directors according to the terms set out in the Board of Directors' report.
5. Resolves that the allocation of the shares to their beneficiaries will be final following a minimum vesting period of 3 years.
6. Further resolves that the shares would be permanently vested and immediately transferable in case the beneficiary is affected by one of the invalidity cases provided in Article L. 225-197-1 of the French Commercial Code during the vesting period.
7. Authorises the Board of Directors to proceed with, where applicable, during the vesting period, the adjustments in the number of allocated shares in relation to the potential transactions on the share capital of Societe Generale in order to maintain the rights of the beneficiaries, the shares allocated pursuant to these adjustments being deemed to be allocated on the same day as the shares initially allocated.
8. Acknowledges that in case of free allocation of shares to be issued, this authorisation implies, for the benefit of the beneficiaries of the said shares, waiver by the shareholders of their rights to reserves, profits or issuance premiums up to the sums that will be incorporated, at the end of the vesting period, in order to proceed with the share capital increase.
9. Sets at 26 months as from this date the duration of this authorisation which shall cancel, for the remaining period, and supersede the one granted by the combined general Meeting of 19 May 2020 in its 25<sup>th</sup> resolution having the same purpose.
10. Grants all powers to the Board of Directors, with the ability to delegate as provided by law, to implement this authorisation, carry out all acts and formalities, proceed with and record the increase(s) of share capital carried out pursuant to this authorisation, amend the by-laws accordingly and, more generally, do whatever will be necessary.

***Twenty-fourth resolution (Authorisation granted to the Board of Directors in order to cancel, within the limit of 10% per period of 24 months, treasury shares held by the Company).***

The General Meeting, voting under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory Auditors' report, pursuant to Article L. 22-10-62 of the French Commercial Code:

1. Authorises the Board of Directors to cancel, at its sole discretion, on one or more occasions, some or all of the ordinary shares of Societe Generale held by the latter following the implementation of the buyback programs authorised by the General Meeting, within the limit of 10% of the total number of shares comprising the share capital existing as of the date of the transaction, per period of 24 months, by charging the difference between the purchase value of the cancelled securities and their nominal value against the available premiums and reserves, including partly the statutory reserve for up to 10% of the cancelled share capital.
2. Sets at 26 months as from this date the duration of this authorisation which shall cancel, for the remaining period, and supersede the one granted by the combined General Meeting of 19 May 2020 in its 26<sup>th</sup> resolution having the same purpose.
3. Grants all powers to the Board of Directors, with the ability to delegate as provided by law, to implement this authorisation and in particular, to record the completion of the share capital decrease(s), to amend the by-laws accordingly and to carry out all required formalities.

***Twenty-fifth resolution (Powers for formalities).***

The General Meeting, deliberating with the quorum and majority required for extraordinary general meetings, grants all powers to the bearer of an original, a copy or an extract of the minutes of this Meeting, to carry out any filings, formalities, and publications relating to the above resolutions.

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## **1. Participation in the Meeting**

Any shareholder or any unitholder of the company mutual funds “Société Générale Actionnariat (FONDS E)” or “FONDS G” (the “FCPEs”) regardless of the number of shares or units they own, has the right to participate/vote in the General Meeting.

All the days and times indicated below are the days and times for Paris (France).

### **1.1 Condition for participating/voting in the Meeting**

In accordance with Article R. 22-10-28 of the French Commercial Code, the shareholders or unitholders of FCPEs will have to justify their status, on the second business day preceding the General Meeting, i.e 13 May 2022, at midnight, Paris time (hereinafter “**D-2**”), with the registration of securities in an account, either in their name or in the name of the registered intermediary referred to in Article L. 228-1 of the French Commercial Code.

**For registered shareholders and unitholders of FCPEs**, this book entry at D-2 in the registered securities accounts is sufficient to enable them to participate in the General Meeting.

**For bearer shareholders**, it is the authorised intermediaries holding the bearer securities accounts (hereinafter the “**Securities Accounts Holders**”) who, either at the time of transmission of the single remote voting or proxy form (hereinafter, the “**Single Form**”), or when using the Internet voting site, must provide proof of the shareholder status of their clients directly to the centralising agent of the General Meeting (*Société Générale Securities Services*).

Shareholders not domiciled in France within the meaning of Article 102 of the French Civil Code may ask the registered intermediary to transfer their vote in accordance with applicable legal and regulatory provisions.

### **1.2 Methods for participating in the Meeting**

**Shareholders or FCPE unitholders have multiple possibilities for participating in the Meeting.**

**They can:**

**- either attend the Meeting in person at the location indicated above,**

**- or participate by:**

- a) giving a proxy to the Chairman of the Meeting or to any other natural or legal person of their choice under the conditions of Article L. 225-106 of the French Commercial Code; or**
- b) voting remotely (by post or online).**

In accordance with Article R. 22-10-28 of the French Commercial Code, it is specified that once they have voted remotely or sent a proxy or requested an admission card or a participation certification, shareholders or FCPE unitholders can no longer choose another method of participation but may sell all or part of their shares. The number of shares taken into account for the vote shall be the number of shares registered in the account of the shareholder or FCPE unitholder on Friday, 13 May 2022, midnight, Paris time.

In order to facilitate their participation in the Meeting, Societe Generale offers its shareholders and FCPE unitholders the possibility of requesting an admission card, designating or revoking a proxy, or voting via the secure “Votaccess” website.

**The Votaccess website will be open from 13 April 2022 at 9:00 a.m. to 16 May 2022 at 3:00 p.m. In order to avoid potential overloading of the sites, it is recommended that shareholders and FCPE unit holders do not wait until the last moment to connect.**

Only holders of bearer shares whose Securities Account Holder has joined to the Votaccess system and offers them this service for this Meeting can access this system. The Securities Account Holder of the bearer shareholder, who has not joined Votaccess or subjects the access to the website to conditions of use, will indicate how to proceed to the shareholder.

**These methods of participation are specified below.**

***A. Shareholders or FCPE unitholders who wish to participate by attending the Meeting in person at the location indicated above***

Shareholder or FCPE unitholders who wish to attend the Meeting in person at the location indicated above where it is convened must have **proof of identity** and an admission card.

**They must comply with the sanitary measures applicable at the time of the Meeting. These measures will be posted on the Company’s website. Shareholders are urged to regularly consult the section dedicated to the General Meeting on the Company’s website ([www.societegenerale.com](http://www.societegenerale.com)).**

**Registered shareholders** who have been registered for at least one month as of the date of the notice of meeting will receive the notice of meeting brochure accompanied by the Single Form by post unless they asked to receive it by email.

They may obtain their admission card either by returning the Single Form duly completed and signed in the prepaid return envelope enclosed with the convening notice received by post or by logging in to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) with their usual login information to access the Votaccess website.

**Bearer shareholders** will either use their usual login information to log in to the Internet portal of their Securities Account Holder to access the Votaccess website and will then follow the instructions on the screen to print their admission card or will send a request for a Single Form to their Securities Account Holder. For the second option, if they have not received their admission card by 15 May 2022 or have lost it, they must ask their Securities Account Holder for a participation certificate that will allow them to prove their status as a shareholder on D-2 to be admitted to the Meeting.

For bearer shareholders appearing on the day of the Meeting without an admission card or a participation certificate, telephones and fax machines will be available to them. It will be their responsibility to contact their Securities Account Holder and obtain the certificate of participation required to attend the Meeting.

On the day of the Meeting, the participation certificate will be accepted either in paper format or in electronic format provided, in the latter case, that the shareholder is able to send it, on the spot, to a dedicated email address which will be communicated upon his/her/its arrival.

**FCPE unitholders** will use their usual login information to log in to the employee savings management website ([www.esalia.com](http://www.esalia.com) or [www.pee.credit-du-nord.fr](http://www.pee.credit-du-nord.fr)) to access the Votaccess website, on which they can view the documentation relating to the Meeting and print their admission card. If they do not have Internet access, they may request the documentation by post received by Societe Generale (Service Assemblées, CS 30812, 44308 Nantes Cedex 3, France) no later than six days before the Meeting, i.e. 11 May 2022, and the duly completed and signed Single Form must be received at the same address no later than two calendar days before the date of the Meeting, i.e. 15 May 2022.

***B. Shareholders or FCPE unitholders who cannot participate by attending the General Meeting in person at the location indicated above***

Shareholders or FCPE unitholders not attending the Meeting in person may participate remotely i) by giving proxy to a designated person or to the chairman of the Meeting, ii) by voting remotely using the Single Form or on Votaccess by logging in to their Internet portal of their Securities Account Holder.

**i) Appointment - Revocation of a proxy**

The shareholder or unitholder of FCPEs who has chosen to be represented by a proxy of their choice may notify such appointment or revoke it:

- for **shareholders or FCPE unitholders**, by sending the duly completed and signed Single Form to their Securities Account Holder by post, which must be received by Societe Generale (Service Assemblée, CS 30812, 44308 Nantes Cedex 3) no later than 15 May 2022 to be accepted;

- online by logging in to: for **registered shareholders**, the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com), for **FCPE unitholders**, the employee savings management website (Esalia or Crédit du Nord PEE), for **bearer shareholders**, the Internet portal of their Securities Account Holder to access the Votaccess website using the method described in section iii) below, or exclusively for bearer shareholders wishing to appoint or revoke a proxy and whose Securities Account Holder does not offer them the Votaccess service for this Meeting, by sending an electronic message to the following address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com) of the Single Form duly completed and signed, together with their identity card (or an equivalent document for legal entity shareholders) and the certificate of participation issued by their Securities Account Holder, no later than 3:00 p.m. on 16 May 2022.

**Pursuant to the foregoing, mandates will not be accepted on the day of the Meeting.**

Please note that written and signed proxies must indicate the surname, first name, and address of the shareholder or FCPE unitholder and the same information for their proxy. For any proxy given by a shareholder or FCPE unit holder without indicating a proxy, the Chairman of the Meeting will cast a vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and a vote against the adoption of all other draft resolutions.

## ii) Postal voting using the Single Form

**Registered shareholders** will receive the Single Form by post unless they requested a receipt by e-mail.

**Bearer shareholders** shall send their request for a Single Form to their Securities Account Holder which, once the shareholder has completed and signed said form, will be responsible for forwarding it, together with a participation certificate, to the centralising agent of the Meeting.

**The unitholders of FCPEs** will vote online directly on the Votaccess website, via the employee savings management site (Esalia or Crédit du Nord PEE) with their usual identifiers. If they do not have Internet access and the Single Form, they may request the Single Form by sending a letter to Societe Generale (Service Assemblée, CS 30812, 44308 Nantes Cedex 3, France).

Any request for a Single Form must be received no later than six days before the Meeting, i.e on 11 May 2022.

In all cases, the Single Form duly completed and signed, accompanied by the participation certificate for bearer shareholders, must reach the address indicated above no later than two calendar days before the date of the Meeting, i.e on 15 May 2022.

**No Single Form received by Societe Generale after that date will be taken into account.**

## iii) Online vote

**Registered shareholders** will connect to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using their Sharinbox access code included on the Single Form or in the email sent to them. The site login password was sent to them by post at the time of their first contact with Societe Generale Securities Services. It can be resent by clicking on “Get your codes” on the home page of the website.

The shareholder must then follow the instructions in their personal area by clicking on “Reply” of the insert “General Meetings” on the home page. Select the transaction, follow the instructions, and click on “Vote” in the “YOUR VOTING RIGHTS” section. You will then be automatically redirected to the voting site.

**Bearer shareholders** will use their usual login information to log in to the Internet portal of their Securities Account Holder to access the Votaccess website and follow the procedure indicated on the screen.

**FCPE unitholders** will use their usual login information to log in to the employee savings management website (Esalia or Crédit du Nord PEE). They will be able to access the Votaccess website and follow the procedure indicated on the screen.

Online voting will be open from 13 April 2022 at 9:00 am to 16 May 2022 at 3:00 pm. In order to avoid potential overloading, it is recommended that shareholders and FCPE unitholders do not wait until the last moment to connect.

## **2. Requests for the inclusion of draft resolutions or items on the agenda**

Requests for the inclusion of draft resolutions or items on the agenda presented by shareholders are governed by the provisions of Articles L. 225-105, R. 225-71, R. 225-73, and R. 22-10-22 of the French Commercial Code.

They shall be sent to the registered office of Societe Generale (Secrétariat général – Affaires administratives - SEGL/CAO – 17 Cours Valmy – 92972 La Défense Cedex, France), within twenty days of the publication of this notice, by registered letter with acknowledgement of receipt.

They must be accompanied by an account registration certificate which proves the ownership or representation by the authors of the request of the proportion of the capital required by Article R. 225-71 above. The request for inclusion of draft resolutions must also contain the text of the draft resolutions which may be accompanied by a brief statement of reasons. The request for inclusion of an item on the agenda must be substantiated.

In accordance with Article R. 225-74 of the French Commercial Code, the Chairman of the Board of Directors acknowledges receipt of requests for inclusion on the agenda of items or draft resolutions, by registered letter, within 5 days of receipt.

The review by the Meeting of the items and draft resolutions filed by the shareholders under the legal and regulatory conditions is subject to the transmission by the authors of the request of a new certificate providing proof of registration of the securities in an account under the same conditions on D-2.

Requests for inclusion of draft resolutions submitted by the Social and Economic Committee under the conditions provided for by the Labour Code must be sent within 10 days of the publication of this notice.

## **3. Written questions**

In accordance with Article R. 225-84 of the French Commercial Code, the shareholder who wishes to ask written questions must, as from this publication and no later than the fourth business day preceding the date of the Meeting, namely 11 May 2022, until midnight, Paris time, send their questions:

- Either to Societe Generale 17 cours Valmy - 92972 La Défense, France, by registered letter with acknowledgement of receipt sent to the Chairman of the Board of Directors;
- Or by email to [General.meeting@socgen.com](mailto:General.meeting@socgen.com), stipulating in the subject of the email “Written question to the Chairman of the Board of Directors for the General Meeting of 17 May 2022”.

To be taken into account, these questions must be accompanied by an account registration certificate.

However, on an exceptional basis, written questions sent by email respecting the formalities mentioned above, but arriving up until Monday, 16 May 2021 at 4:00 p.m., Paris time, will be examined by the Board of Directors so that they can be answered either on the website [www.societegenerale.com](http://www.societegenerale.com) in the 2022 General Meeting section or during the Meeting. To be taken into account, these questions must be accompanied by an account registration certificate.

#### **4. Shareholders' right of communication**

The documents that must be available to shareholders for the Meeting will be made available at Societe Generale's administrative office (17 cours Valmy - 92972 La Défense, France) as from the publication of the convening notice.

The documents and information mentioned in Article R. 22-10-23 of the French Commercial Code to be presented at the Meeting will be made available on Societe Generale's website ([www.societegenerale.com](http://www.societegenerale.com)), no later than the twenty-first day preceding the Meeting.

The result of the votes and the composition of the quorum will be posted on the above-mentioned website no later than two working days after the Meeting, i.e. 19 May 2022.

#### **5. Statement of securities lending and borrowing**

Any person who holds a number of shares representing more than 0.5% of the voting rights temporarily, alone or jointly, in respect of one of the transactions mentioned in Article L. 22-10-48 of the French Commercial Code shall inform Societe Generale and the French Financial Markets Authority (*Autorité des marchés financiers*) of the total number of shares they hold on a temporary basis no later than Thursday, 12 May 2022 at midnight, Paris time.

In the event of failure to inform Societe Generale and the French Financial Markets Authority (*Autorité des marchés financiers*) in accordance with the conditions of Article L. 22-10-48 of the French Commercial Code, these shares are deprived of voting rights for the relevant shareholders' meeting and for any shareholders' meeting which might be held until the resale or restitution of the said shares.

#### **6. Confirmation that the vote has been taken into account**

Shareholders may contact the Company to request confirmation that their vote has been taken into account in the deliberations. Any request made by a shareholder to this effect must be made within three months of the voting date (accompanied by documentary evidence of the shareholder's identity). The Company will reply no later than 15 days after the Meeting if the request is received before it and no later than 15 days after the request if it is received after the Meeting.

*The Board of Directors*