

## **SOCIETE GENERALE**

Public limit company (*société anonyme*) with share capital of EUR 1,046,405,540

Registered office: 29, boulevard Haussmann - 75009 PARIS

Paris Trade and Companies Register No. 552 120 222

### **BOARD OF DIRECTORS' REPORT ON THE 2022 CAPITAL INCREASE RESERVED FOR ELIGIBLE CURRENT EMPLOYEES AND RETIRED FORMER EMPLOYEES OF ENTITIES PARTICIPATING IN SOCIETE GENERALE GROUP COMPANY OR GROUP SAVINGS PLANS**

Dear Shareholders,

In accordance with Article R.225-116 of the French Commercial Code, we hereby report to you on the use of the authorisation you granted to your Board of Directors in the twenty-third resolution of the Combined General Meeting of 19 May 2020 for the purpose of conducting a capital increase reserved for members of a Societe Generale Group Company or Group Savings Plan.

#### **I - DECISION TO INCREASE THE SHARE CAPITAL**

On 9 February 2022, the Board of Directors decided:

- on the principle and terms of a new capital increase through the issue of shares available for subscription in cash, reserved for eligible current employees and retired former employees of entities participating in the Societe Generale Company Savings Plan, the Societe Generale Group Savings Plan, the employee savings plans offered by Crédit du Nord, its subsidiaries and branches, and the Societe Generale International Group Savings Plan;
- that the shares subscribed will be issued with dividend rights as of 1 January 2022 and shall be fully paid up at the time of subscription;
- to sub-delegate the power to set the subscription period and price to the Chief Executive Officer.

On 17 May 2022, the Chief Executive Officer, acting on the sub-delegation of the Board of Directors, set the subscription period from Wednesday 25 May 2022 at 10:00 am (Paris time) to Wednesday 8 June 2022 at 11:59 p.m. (Paris time), and the subscription price at EUR 18.47.

The information document was distributed in accordance with Article 221-3 of the AMF General Regulation on 17 May 2022.

#### **II - AMOUNT OF THE CAPITAL INCREASE**

On 9 February 2022, the Board of Directors set the maximum overall nominal amount of the capital increase at EUR 16,000,000 (12,800,000 shares each with a par value of EUR 1.25).

The date of recognition of the capital increase is scheduled for 18 July 2022. The capital increase will only be carried out within the limit of the shares subscribed.

On 9 February 2022, the Board of Directors decided that this capital increase would consist of three separate tranches:

- a first tranche reserved for eligible current employees and retired former employees of entities participating in the Societe Generale Company Savings Plan and eligible current employees and retired former employees of entities participating in the Group Savings Plan. This tranche will be available for subscription through a given employee mutual fund.
- a second tranche reserved for eligible current employees and retired former employees of entities participating in the employee savings plans offered by Crédit du Nord, its subsidiaries and branches. This tranche will be available for subscription through a given employee mutual fund.
- a third tranche reserved for eligible members of the Group International Savings Plan, subscribing directly for the reserved capital increase in shares.

### III - SUBSCRIPTION PRICE

The Board of Directors decided, at its meeting of 9 February 2022, within the limits set by Article L. 3332-19 of the French Labour Code and by the Combined General Meeting of 19 May 2020:

- that the reference price for the subscription for Societe Generale shares (the "**Reference Price**") will be equal to the average of the closing prices of the Societe Generale share quoted on Euronext Paris during the 20 (twenty) trading sessions preceding the date of the decision setting the starting date of the subscription period.
- that the subscription price will be equal to the Reference Price, less a 20% haircut (rounded to the next highest euro cent).

In a decision dated 17 May 2022, the Chief Executive Officer, acting under the sub-delegation of the Board of Directors, determined the subscription price per share (the "**Subscription Price**") as follows.

Given the average closing price of the Societe Generale share recorded on Euronext Paris during the 20 trading sessions preceding 17 May 2022, i.e. EUR 23.08, the Subscription Price for the three tranches, rounded to the next highest euro cent, was set at EUR 18.47 (i.e. the Reference Price less the 20% haircut).

### IV - IMPACT OF THE CAPITAL INCREASE

#### A - Impact of the issue on the shareholder's stake in the Company's share capital

The maximum impact of the issue on the stake of a shareholder holding 1% of Societe Generale's share capital prior to the issue and not subscribing for the capital increase is as follows (calculated based on the number of shares making up the share capital at 17 May 2022):

	% stake in the Company's capital
Before issue of 12,800,000 new shares	1.00%
After issue of 12,800,000 new shares, if all shares are subscribed	0.98%

## B. Impact of issue on % of shareholders' equity

### B. 1 Impact of issue on % of Company's shareholders' equity

The impact of the issue on the Parent Company's shareholders' equity at 31 December 2021 for holders of a Societe Generale share prior to the issue and not subscribing for the issue is as follows (calculated based on the number of shares making up the share capital at 17 May 2022):

	% of Parent Company shareholders' equity in EUR
Before issue of 12,800,000 new shares	EUR 43.14
After issue of 12,800,000 new shares, if all shares are subscribed	EUR 42.77

### B.2 Impact of issue on % of consolidated shareholders' equity (Group share)

The impact of the issue on the % of the consolidated shareholders' equity (Group share) at 31 December 2021 for holders of a Societe Generale share prior to the issue and not subscribing to the issue is as follows (calculated based on the number of shares making up the share capital at 17 May 2022):

	% of consolidated shareholders' equity (Group share) in EUR
Before issue of 12,800,000 new shares	EUR 76.09
After issue of 12,800,000 new shares, if all shares are subscribed	EUR 75.22

## C - Theoretical impact of issue on current market value of share

The theoretical impact of the issue of 12,800,000 shares at the Subscription Price on the market value of the share is calculated as follows:

Theoretical market value of share before issue = average of last 20 closing prices of the Societe Generale share preceding the decision of the Chief Executive Officer of 17 May 2022 = Reference Price. This theoretical price is EUR 23.08.

Theoretical market value of share after issue = [(Reference Price x number of shares before issue) + (Subscription Price x number of new shares)]/(number of shares before issue + number of new shares).

The Subscription Price of the new shares is EUR 18.47.

In light of these assumptions, the theoretical market value of the share, post-issue, would be EUR 23.006, with the theoretical market value of the share, pre-issue, of EUR 23.076.

It should be noted that this theoretical approach is provided for information purposes only and is in no way indicative of future changes in the share price.

This supplementary report and the Statutory Auditors' report are made available to shareholders at the Company's administrative office and will be brought to their attention at the General Meeting held today.

Drawn up in Paris, on 17 May 2022  
The Board of Directors of Societe Generale