

Free translation - In the event of discrepancies between the French and the English versions, the French one shall prevail.

**SOCIETE GENERALE**

French public limited company (*société anonyme*)

Share capital: EUR 1,066,714,367.50

Registered office: 29, boulevard Haussmann - 75009 Paris

Paris Trade & Companies Register No. 552 120 222

**Notice of Ordinary General Meeting behind closed doors**

Ladies and gentlemen, as shareholders and unitholders of the company mutual funds "Société Générale actionnariat (FONDS E)" and "FONDS G" (the "FCPEs") you are hereby informed that the Ordinary General Meeting to which you will be invited will be held on **18 May 2021 at 4:00 pm**, in the premises of Societe Generale, 17 cours Valmy, 92972 La Défense, in order to deliberate on the agenda below.

**DISCLAIMER**

Due to the health circumstances, this Meeting will be held behind closed doors, i.e. without the shareholders having the right to be present physically or by telephone or audiovisual conference pursuant to Article 4 of Ordinance No. 2020-321 of 25 March 2020. Consequently, all clarifications and provisions relating to the physical presence of shareholders at the General Meeting are inapplicable.

Shareholders must vote remotely either by post or online in accordance with the conditions detailed in the notice of meeting.

A mechanism will be put in place which will allow shareholders to ask questions during the General Meeting behind closed doors. The practical terms and conditions of this mechanism will be specified on the date of the notice of meeting.

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

**You can also follow it by phone via a free number.**

The information mentioned in Article 8-1 of Decree No. 2020-418 of 10 April 2020 to be brought to the attention of shareholders, will be made public by a press release in accordance with the conditions provided by the regulations in force.

## *Agenda*

1. Approval of the annual consolidated accounts for the 2020 financial year.
2. Approval of the annual -accounts for the 2020 financial year.
3. Allocation of 2020 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 Directors 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 remuneration and benefits of any kind paid during or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors for the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
10. Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Frédéric Oudéa, Chief Executive Officer, for the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code
11. Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Philippe Aymerich, Deputy Chief Executive Officer, for 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 remuneration and benefits of any kind paid during or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, for the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code
13. Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Philippe Heim, Deputy Chief Executive Officer, for the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
14. Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Ms Diony Lebot, Deputy Chief Executive Officer, for the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code
15. Advisory opinion on compensation paid in 2020 to regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code.
16. Renewal of William Connelly's mandate as Director.
17. Renewal of Lubomira Rochet's mandate as Director.
18. Renewal of Alexandra Schaapveld's mandate as Director.
19. Appointment of Henri Poupert-Lafarge as Director to replace Jean-Bernard Levy's mandate.
20. Election of Hélène Crinquant as Director representing employee shareholders.
21. Election of Sébastien Wetter as Director representing employee shareholders.
22. Authorisation granted to the Board of Directors to purchase ordinary shares of the Company up to a limit of 5% of the share capital.
23. Powers to perform formalities

## **Draft resolutions**

### ***First resolution (Approval of the consolidated accounts for the 2020 financial year).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' and Statutory auditors' reports on the consolidated accounts for the financial year, approves the consolidated accounts for the 2020 financial year as presented, as well as the transactions reflected in these accounts or summarised in these reports.

### ***Second resolution (Approval of the annual accounts for the 2020 financial year).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' and Statutory auditors' reports on the annual accounts for the financial year, approves the annual accounts for the 2020 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 2020 financial year is negative and stands at EUR -1,568,242,572.50.

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 to in point 4 of Article 39 of the said Code which amounted to EUR 770,764 for the past financial year, as well as the theoretical tax pertaining to these expenses and charges, amounting to EUR 246,822.

### ***Third resolution (Allocation of the 2020 income; setting of the dividend).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report:

1. Resolves to allocate the net income for the 2020 financial year to retained earnings which, given the retained earnings in the opening balance sheet of EUR 11,722,599,559.59, stands, after that allocation, at EUR 10,154,356,987.09.
2. Resolves to allocate to the shares, as a dividend, the sum of EUR 469,354,321.70 via a withdrawal from the retained earnings account.

The dividend per share entitled to the dividend amounts to EUR 0.55.

In the event of a change in the number of shares entitled to a dividend, compared with the 853,371,494 shares representing the share capital as at 31 December 2020, the total amount of the dividend shall be adjusted accordingly and the amount allocated to the retained earnings account shall be determined based on the dividends actually paid.

3. Resolves that the ex-dividend date will be 25 May 2021 and the dividend payment date will be 27 May 2021. The dividend is eligible for the 40% allowance specified in point 3 of Article 158 of the French General Tax Code.

4. Acknowledges that, after these allocations:

- the reserves, which amounted to EUR 25,193,664,584.58 after allocation of the 2019 income remain unchanged;
- the retained earnings, which amounted to EUR 11,722,599,559.59 after allocation of the 2019 income, now amounted to EUR 9,685,002,665.39. It will be adjusted according to changes in the number of shares entitled to dividend: it will be increased by the fraction of the dividend corresponding to any shares held by the Company at the time the dividend is paid.

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

Financial years	2017	2018	2019
EUR net	2.20	2.20	0

***Fourth resolution (Approval of the report of the Statutory Auditors on the related party agreements referred to in Article L. 225-38 of the French Commercial Code).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditor's special report on the related party agreements referred to in Article L. 225-38 of the French Commercial Code, approves the said Statutory auditors' special report and acknowledges that there are no agreements to be submitted to the approval of the General Meeting.

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

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

***Sixth resolution (Approval of the compensation policy for 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, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Chief Executive Officer and the Deputy Chief Executive Officers as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

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

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy for the Directors as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

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

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 22-10-34 I of the French Commercial Code, approves the information referred to in Article L. 22-10-9 of the said Code as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

***Ninth resolution (Approval of the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors for the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors, for the 2020 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

***Tenth resolution (Approval of the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Frédéric Oudéa, Chief Executive Officer, for the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Frédéric Oudéa, Chief Executive Officer, for the 2020 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

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

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Philippe Aymerich, Deputy

Chief Executive Officer, for the 2020 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

***Twelfth resolution (Approval of the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, for the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, for the 2020 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

***Thirteenth resolution (Approval of the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Philippe Heim, Deputy Chief Executive Officer, for the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Philippe Heim, Deputy Chief Executive Officer, for the 2020 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

***Fourteenth resolution (Approval of the components comprising the total compensation and the benefits of any kind paid or awarded to Ms Diony Lebot, Deputy Chief Executive Officer, for the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Ms Diony Lebot, Deputy Chief Executive Officer, for the 2020 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

***Fifteenth resolution (Advisory opinion on the compensation paid in 2020 to the persons referred to in Article L. 511-71 of the French Monetary and Financial Code).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered 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 359.8 million paid during the 2020 financial year to the persons mentioned in Article L. 511-71 of the French Monetary and Financial Code.

***Sixteenth resolution (Renewal of Mr William Connelly as Director)***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, resolves to renew the term of office of Mr William Connelly as Director.

This term of office of a duration of 4 years will expire following the General Meeting held in 2025 to decide on the accounts of the previous financial year.

***Seventeenth resolution (Renewal of Ms Lubomira Rochet as Director).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, resolves to renew the term of office of Ms Lubomira Rochet as Director.

This term of office of a duration of 4 years will expire following the General Meeting held in 2025 to decide on the accounts of the financial year ending on 31 December 2024.

***Eighteenth resolution (Renewal of Ms Alexandra Schaapveld as Director).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, resolves to renew the term of office of Ms Alexandra Schaapveld as Director.

This term of office of a duration of 4 years will expire following the General Meeting held in 2025 to decide on the accounts of the financial year ending on 31 December 2024.

***Nineteenth resolution (Appointment of Mr Henri Poupart-Lafarge as Director to replace Mr Jean-Bernard Levy).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, resolves to appoint Mr Henri Poupart-Lafarge as Director to replace Mr Jean-Bernard Levy whose term of office expires at the end of this General Meeting.

This term of office of a duration of 4 years will expire following the General Meeting held in 2025 to decide on the accounts of the financial year ending on 31 December 2024.

***Twentieth resolution (Election of Ms H  l  ne Crinquant as Director representing the employee-shareholders).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, and at the proposal of the Group's employee-shareholders, pursuant to Article L. 225-23 of the French Commercial Code and Article 7 of the Company's Articles of Association:

Appoints, provided that the number of votes in favour of this resolution is higher than the number of votes in favour of the 21st resolution, Ms H  l  ne Crinquant as Director representing the employee-shareholders, replacing Mr Hugues Bernamonti, for a duration of 4 years expiring

at the end of the General Meeting convened in 2025 to decide on the accounts for the financial year ending on 31 December 2024.

Resolves that if the number of votes in favour of this resolution is lower than the number of votes in favour of the 21st resolution, then this resolution will be deemed to have been rejected by this General Meeting.

***Twenty-first resolution (Election of Mr Sébastien Wetter as Director representing the employee-shareholders).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, and at the proposal of the Group's employee-shareholders, pursuant to Article L. 225-23 of the French Commercial Code and Article 7 of the Company's Articles of Association:

Appoints, provided that the number of votes in favour of this resolution is higher than the number of votes in favour of the 20th resolution, Mr Sébastien Wetter as Director representing the employee-shareholders, replacing Ms Emmanuelle Petelle, for a duration of 4 years expiring at the end of the General Meeting convened in 2025 to decide on the accounts for the financial year ending on 31 December 2024.

Decides that if the number of votes in favour of this resolution is lower than the number of votes in favour of the 20th resolution, then this resolution will be deemed to have been rejected by this General Meeting.

***Twenty-second resolution (Authorisation granted to the Board of Directors to trade Company's ordinary up to a limit of 5% of the share capital).***

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

1. Authorises the Board of Directors to purchase Company's ordinary shares up to a limit of 5% of the total number of shares representing the share capital on the date of these purchases, provided the maximum number of ordinary shares held following these purchases does not exceed 10% of the share capital.
2. Resolves that the Company's shares may be purchased upon decision of the Board of Directors in order to:
  - 2.1. grant, cover and honour any bonus share allocation plan, employee savings plan or any other form of allocation in favour of employees and corporate 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 the Combined General Meeting of 19 May 2020 in its 26<sup>th</sup> resolution;
  - 2.3. deliver shares when exercising rights attached to marketable securities giving access to the Company's share capital;



- 2.4. hold and subsequently deliver shares as payment or exchange as part of the 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 the acquisitions, sales or transfers of these shares may be carried out, on one or more occasions, by any means and at any time, except during 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. Therefore, as at 9 February 2021, a theoretical maximum number of 42,668,574 shares could be purchased, corresponding to a theoretical maximum amount of EUR 3,200,143,050.
  5. Sets at 18 months as from this General 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 19 May 2020 in its 18<sup>th</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 any necessary adjustments relating to any transactions involving the Company's share capital and, generally, take all necessary measures for the implementation of this authorisation.

***Twenty-third resolution (Powers to perform formalities).***

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, grants all powers to the bearer of an original copy, a copy or an official copy of the minutes of this General Meeting, to perform any filings, formalities, and publications relating to the aforementioned resolutions.

*The Board of Directors*

## **1. Participation/Voting 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 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 Meeting, i.e. Friday, 14 May 2021, morning, at 00:00, 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 Meeting.

**For bearer shareholders**, it is the authorised intermediaries holding the bearer securities accounts (hereinafter the "**Custodians**") 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 to the centralising agent of the General Meeting.

### **1.2 Methods of participating in the General Meeting**

**The shareholder or unitholders of FCPEs have several possibilities for participating remotely in the General Meeting by:**

- a) granting power to the Chairman of the Meeting, their spouse or partner with whom they have concluded a civil partnership agreement, or any other natural or legal person of their choice in accordance with the conditions set out in Articles L. 225-106 and L. 22-10-39, or granting power without indicating a proxy; 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 power of attorney, a shareholder or unitholder of FCPEs 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 unitholder of FCPEs on 14 May 2021 at 00:00.

In order to facilitate their participation in the General Meeting, Societe Generale offers its shareholders and unitholders of FCPEs the opportunity to appoint or revoke a proxy, or to vote via the secure "Votaccess" website.

**The Votaccess website will be open from 14 April 2021 at 9:00 am to 17 May 2021 at 3:00 pm. In order to avoid potential overload of the sites, it is recommended that shareholders and unitholders of FCPEs not wait until the last moment to connect.**

**Only holders of bearer shares whose Custodian has subscribed to the Votaccess system and offers them this service for this Meeting may have access to them. The bearer shareholder's Custodian, who has not subscribed to Votaccess or makes access to the website subject to conditions of use, will inform the shareholder how to proceed.**

**These methods of remote participation are specified below:**

**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:

- by the **shareholders or unitholders of FCPEs** posting, to their Custodians, the Single Form duly completed and signed which, to be taken into account, must be received by Societe Generale (Service Assemblée, CS 30812, 44 308 Nantes Cedex 3) no later than 16 May 2021;

- by electronic means, by logging in, for **registered shareholders** on the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) or for the **unitholders of FCPEs** on the employee savings management website (Esalia or Crédit du Nord PEE) and, for **bearer shareholders** on the Internet portal of their Custodians to access the Votaccess website, in accordance with the terms described in section iii) below no later than 17 May 2021 at 3:00 pm.

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

It should be noted that written and signed powers of attorney must indicate the surname, first name and address of the shareholder or unitholder of FCPEs as well as those of their proxy. It is specified that for any power of attorney given by a shareholder or unitholder of FCPEs without an indication of their proxy, the Chairman of the Meeting shall cast a vote in accordance with the recommendations of the Board of Directors.

**ii) Postal voting using the Single Form**

**The registered shareholder** will receive the Single Form by post unless they have accepted to receive it by electronic means.

**The bearer shareholder** shall send their request for a Single Form to their Securities Account Holder who, 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 access to the Internet, they may request the Single Form by letter sent to Societe Generale (Service Assemblée, CS 30812, 44 308 Nantes Cedex 3).

Any request for a Single Form must be received no later than six days before the Meeting, namely 12 May 2021.

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, namely 16 May 2021.

**It is specified that no Single Form received by Societe Generale after that date will be taken into account.**

### **iii) Internet Voting**

**The registered shareholder** 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 e-mail 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 re-sent 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.

**The bearer shareholder** will connect, with their usual identifiers, to the Internet portal of their Securities Account Holder to access the Votaccess website and follow the procedure indicated on the screen.

**The unitholders of FCPEs** will connect, with their usual identifiers, 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.

Internet voting will be open from 14 April 2021 at 9:00 am to 17 May 2021 at 3:00 pm. In order to avoid potential overload of the sites, it is recommended that shareholders and unitholders of the FCPE 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 and R. 22-10-22 of the French Commercial Code.

They must be sent to Societe Generale (Secrétariat général – Affaires administratives - SEGL/CAO – 17 Cours Valmy – 92972 La Défense) 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 General 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 ten 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 Tuesday, 11 May 2021, until midnight, Paris time, send their questions:

- Either to Societe Generale 17 cours Valmy, 92972 La Défense by registered letter with acknowledgement of receipt sent to the Chairman of the Board of Directors;
- Or by e-mail to [General.meeting@socgen.com](mailto:General.meeting@socgen.com) specifying in the subject of the e-mail "written question to the Chairman of the Board of Directors for the General Meeting of 18 May 2021".

However, on an exceptional basis, written questions sent by e-mail respecting the formalities mentioned above, but arriving up until Sunday, 16 May 2021 at 4:00 pm 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) section 2021 General Meeting, 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 which must be available to shareholders for the Meeting will be made available at Societe Generale's administrative office (17, Cours Valmy - 92972 Paris-La Défense) from the publication of the notice of meeting.

The documents and information mentioned in Article R. 22-10-23 of the French Commercial Code to be presented at the General 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.

Given the context of the health crisis related to the COVID-19 pandemic, shareholders are encouraged to prioritise the transmission of communication requests by electronic means.

The result of the votes and the composition of the quorum will be posted on the above-mentioned website in the evening after the Meeting, on 18 May 2021.

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

Any person who holds temporarily, alone or jointly, in respect of one of the transactions mentioned in Article L. 22-10-48 of the French Commercial Code, a number of shares representing more than 0.5% of the voting rights, 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, 13 May 2021 until 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. Giving instructions for mandates received**

The proxy sends Societe Generale their voting instruction for the exercise of their mandates in the form of a scanned copy of the single form, by e-mail to the following address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com).

The form must bear the surname, first name and address of the proxy, the words "As proxy" and must be dated and signed. Voting indications are provided in the "I vote by post" box of the form.

The proxy shall attach a copy of their identity card and, where applicable, a power of representation of the legal person they represent.

In order to be taken into account, the e-mail must reach Societe Generale no later than the fourth day preceding the date of the Meeting, namely 14 May 2021.

In addition, for their own voting rights, the proxy shall send their voting instruction in accordance with the usual procedures.

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

The shareholder 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 shall reply no later than 15 days after the General Meeting if the request is made before it and no later than 15 days after the request if it is made after the General Meeting.

## **8. Consultation to appoint one or more representatives to represent employee shareholders at the General Meeting**

The General Meeting of shareholders of Societe Generale, scheduled for 18 May 2021, is called to vote for the appointment of a director representing employee shareholders mentioned in Article L. 225-102 of the French Commercial Code. Pursuant to Article L. 225-106, III of the French Commercial Code, these shareholders are consulted in order to allow them to appoint one or more representatives to represent them at the General Meeting. Only the shareholders mentioned in the aforementioned Article L.225-102, justifying this status on the date of sending their application, may make themselves known to Societe Generale, under this status. This status must also be justified on D-2. Before making themselves known in order to be identified as a representative soliciting voting mandates from staff members, it is necessary to read and then apply all the regulations applicable to these representatives, namely: the regulations relating to the active solicitation of mandates (including Articles L. 22-10-40, L. 22-10-41, L. 22-10-42 and R. 22-10-27 of the French Commercial Code) as well as those relating to the disclosure of holdings exceeding statutory or legal thresholds (including Articles L. 233-7 to L. 233-14, L. 247-2 and R. 233-1 to R. 233-2 of the French Commercial Code, 223-11 to 223-15 of the General Regulation of the French Financial Markets Authority (*Autorité des marchés financiers*), 6.2 of Societe Generale's articles of association). Non-compliance with all or part of these provisions exposes the representative to administrative, civil and/or criminal penalties. Persons meeting the aforementioned conditions and wishing to make themselves known as a representative within the framework of the aforementioned Article L. 225-106 III are invited to do so by registered letter with acknowledgement of receipt sent to Societe Generale (Secrétariat général – Affaires administratives - SEGL/CAO – 17 Cours Valmy – 92972 La Défense) before Thursday, 1 April 2021, at 11.59pm, Paris time, at the latest, the date of receipt serving as proof.

*The Board of Directors*