Decisions of the Board of Directors on 6 February 2019 concerning the remuneration and post-employment benefits of the Chairman of the Board and the Group Chief Executive Officers[1]

Upon proposal of the Remuneration Committee, the Board of Directors issued, subject to validation by the General Meeting of 21 May 2019, the following decisions on 6 February 2019 regarding the remuneration of the Group's Chairman of the Board and Chief Executive Officers.

I - REMUNERATION OF CHIEF EXECUTIVE OFFICERS FOR THE 2018 FINANCIAL YEAR

A - Annual variable remuneration for 2018

In accordance with the principles defined by the Board of Directors in March and May 2018, the following criteria were considered to determine the annual variable[2] remuneration for 2018:

- 60% of the variable remuneration are based on the level of achievement of quantitative objectives measured by the following indicators:
  - for all Chief Executive Officers: earnings per share, gross operating income and cost/income ratio, all measured at the level of Societe Generale group;
  - in addition, for each deputy, Mr. Philippe Aymerich, Mr. Séverin Cabannes et Mr. Philippe Heim: gross operating income, net income before tax and cost/income ratio assessed for their scope of responsibilities.

These objectives are fixed and measured based on predefined budget. No element considered as exceptional by the Board of Directors is included. The achievement of the budget target corresponds to an achievement rate of 80%.

- the remaining 40% are linked to qualitative objectives related to: implementation of the first year of "Transform to Grow" strategic and financial plan for the Group and business lines, operational efficiency, control of the risks and regulatory compliance, Group's transformation pursuit, continuous improvement of customer satisfaction and efforts in the area of corporate and social responsibility (CSR), the Group's ability to innovate improvement.

These objectives are assessed based on key questions defined ab initio by the Board of Directors. The achievement rate range is 0 to 100%.

Regarding **quantitative objectives**, despite a difficult fourth quarter for market activities, the Group saw a slight increase in revenues over the year and the profitability is growing. However, performances were contrasted depending on the business line and the capital ratio is solid but lower than expected. French Retail Banking activities' commercial momentum has been fairly good, stimulated by the growth initiatives implemented with Boursorama, in insurance and with high net worth, professional and business clients. However, continued low interest rates weighed on the interest margin of the deposits and so have led to a decrease in revenues, as was expected. In International Retail Banking, Financial Services and Insurance, the record results were posted that show a sharp increase and confirm the potential for profitable growth across all our geographical locations (Europe, Africa, Russia) and business lines (Insurance, ALD, Equipment Finance). Very solid performances were delivered in line with the expectations. In Global Banking and Investor Solutions, there were contrasting performances, with Financing & Advisory turning in a very good performance while market activities disappointed on the back of a difficult environment for all banking players. These fragile market conditions weighed not only on revenues but also on the consumption of capital at the year-end. The level of achievement of quantitative objectives reflects these contrasting situations.

Regarding **qualitative objectives**, the long-term strategic ambition to accompany clients in their positive transformations by drawing on the diversified and synergy-based business model was confirmed. But the execution of this plan need to be adapted where necessary, given that the economic, financial and regulatory perspectives have proved less promising than anticipated 15 months ago. The planned savings of the efficiency programme were achieved, and the Groupe has

[1] Remuneration of Group Senior Management is detailed in the Registration Document.

[2] As a reminder, this variable remuneration cannot exceed 135% of the fixed remuneration for F. Oudéa and 115% for his Deputies

demonstrated a good risk control. In parallel, the progress in several other areas of the roadmap was realized, in particular by embarking on a new stage of the digital transformation of the businesses. The agreements on the major disputes were concluded with the US authorities and the Group continue to implement the remedial actions and the rollout of our Culture & Conduct programme. The transformation of the retail banking network continues to be implemented as planned. Customer satisfaction has increased even though some specific points identified need to be remediated. In the corporate and social responsibility area (CSR), the Group is favorably positioned in non-financial indexes and ratings and confirms its ambitions in terms of positive impact finance. The employees' engagement level reflects large disparities by geography and businesses.

Detailed achievement rates by objective are presented in the table below:

		Quantitative objectives							Qualitative objectives	Global achievement rate for the 2018 objectives
		Group perimeter			Scope of responsibility of Ph. Aymerich, S. Cabannes, Ph. Heim and D. Lebot			Total quantitative part		
		EPS	GOI	C/I	GOI	C/I	NIBT			
F. Oudéa	**Weight**	20%	20%	20%	-	-	-	60%	40%	71,3%
	Achievement rate	15,7%	13,5%	14,4%	-	-	-	43,5%	27,8%	
Ph. Aymerich	**Weight**	10%	10%	10%	10%	10%	10%	60%	40%	73,0%
	Achievement rate	7,8%	6,7%	7,2%	7,7%	7,9%	8,8%	46,1%	26,9%	
S. Cabannes (1) *1/01/2018-14/05/2018*	**Weight**	20%	20%	20%	-	-	-	60%	40%	57,1%
	Achievement rate	15,7%	13,5%	14,4%	-	-	-	43,5%	24,4%	
S. Cabannes (1) *14/05/2018-31/12/2018*	**Weight**	10%	10%	10%	10%	10%	10%	60%		
	Achievement rate	7,8%	6,7%	7,2%	0,0%	4,4%	0,0%	26,2%		
Ph. Heim	**Weight**	10%	10%	10%	10%	10%	10%	60%	40%	75,4%
	Achievement rate	7,8%	6,7%	7,2%	8,4%	8,4%	10,0%	48,6%	26,8%	
D. Lebot	**Weight**	20%	20%	20%	-	-	-	60%	40%	67,8%
	Achievement rate	15,7%	13,5%	14,4%	-	-	-	43,5%	24,3%	

Note: In this table, rates are rounded for presentation purposes
EPS: Earning per share
GOI: Gross operating income
C/I: Cost/income ratio
NIBT: Net income before tax

(1) Since May 14, 2018, Séverin Cabannes supervises the Global Banking and Investor Solutions activities. He was previously in charge of control functions and Group resources. As a result, his performance until May 14, 2018 is measured exclusively in the Group scope and, as of May 14, 2018, within the Group and business lines under supervision. The overall achievement rate shown in the table reflects this weighting.

Consequently, the following annual variable remuneration amounts have been calculated for the 2018 financial year:

- EUR 1,251,151 for Mr. Frédéric Oudéa (-4 % compared to 2017 and -14 % compared to 2016), corresponding to a quantitative achievement rate of 72,6% and a qualitative achievement rate assessed by the Board of Directors at 69,4%
- EUR 423,105 for Mr. Philippe Aymerich corresponding to a quantitative achievement rate of 76,9 % and a qualitative achievement rate assessed by the Board of Directors at 67,2 % (amount granted for the period as from his appointment as Deputy on May 14, 2018)
- EUR 524,924 for Mr. Séverin Cabannes (-22% compared to 2017 and -30% compared to 2016), corresponding to a quantitative achievement rate of 54,4% and a qualitative achievement rate assessed by the Board of Directors at 61,1%
- EUR 437,300 for Mr. Philippe Heim corresponding to a quantitative achievement rate of 81,0% and a qualitative achievement rate assessed by the Board of Directors at 67,1% (amount granted for the period as from his appointment as Deputy on May 14, 2018)
- EUR 393,030 for Mrs. Diony Lebot corresponding to a quantitative achievement rate of 72,6 % and a qualitative achievement rate assessed by the Board of Directors at 60,7% (amount granted for the period as from her appointment as Deputy on May 14, 2018)

Decision concerning the annual variable remuneration of Mr. Frédéric Oudéa and Mr. Séverin Cabannes as a result of agreements with the US authorities on several major legal disputes in 2018

Following the agreements reached with the American authorities on several major disputes in 2018, Mr. Frédéric Oudéa and Mr. Severin Cabannes have proposed to voluntarily give up part of their annual variable remuneration awarded by the Board of Directors. This proposal was accepted by the Board of Directors.

The reduction in the variable remuneration proposed is 15% for Mr. Oudéa and 7.5% for Mr. Cabannes.

Mr. Frédéric Oudéa's variable remuneration is, after this waiver, 19% lower than 2017 variable remuneration (-27% compared to 2016) and 28% lower than 2017 variable remuneration (-35% compared to 2016) for Mr. Séverin Cabannes.

Final decisions on the fixed and variable remuneration of Chief Executive Officers

In EUR	2016 fixed remuneration and annual variable remuneration [1]			2017 fixed remuneration and annual variable remuneration [1]			2018 fixed remuneration and annual variable remuneration [1]		
	Fixed salary	Annual variable rem.	Total remuneration	Fixed salary	Annual variable rem.	Total remuneration	Fixed salary	Annual variable rem.	Total remuneration
F. Oudéa	1 300 000	1 450 262	2 750 262	1 300 000	1 305 720	2 605 720	**1 300 000**	**1 063 478**	**2 363 478**
Ph. Aymerich [2]	NA	NA	NA	NA	NA	NA	**504 000**	**423 105**	**927 105**
S. Cabannes	800 000	744 630	1 544 630	800 000	672 998	1 472 998	**800 000**	**485 555**	**1 285 555**
Ph. Heim [2]	NA	NA	NA	NA	NA	NA	**504 000**	**437 300**	**941 300**
D. Lebot [2]	NA	NA	NA	NA	NA	NA	**504 000**	**393 030**	**897 030**

Note: gross amounts in Euro calculated on value at grant date.
[1] Annual variable remuneration for 2016, 2017 and 2018 was deferred up to 80% of the awarded amount.
[2] Mr. Aymerich, Mr. Heim and Mrs. Lebot were appointed as Deputy Chief Executive Officers as of May 14, 2018; thus, the amounts were prorated based on the date of their appointment in 2018.

As per the standards applicable to bank executives (European Directive CRD4), the Board of Directors set the conditions for vesting and paying annual variable remuneration as follows:

- A part vesting in March 2019, representing 40% of the overall amount awarded, of which half is awarded in share equivalents and non-transferable for one year,
- An unvested part, representing 60% of the total amount and contingent on a two-fold condition (profitability and Core Tier One level), of which two thirds are awarded in shares. A 6-month non-transferability period is applied after vesting.

Furthermore, if the Board observes that a decision taken by the Chief Executive Officers has particularly significant consequences for the Company's results or image, it may decide not only to reconsider payment of the deferred annual variable remuneration in full or in part (malus clause), but also to recover, for each award, all or part of the sums already distributed over a five-year period (clawback clause).

B - Long-term incentives for 2018

The long-term incentives plan, for which the Chief Executive Officers have been eligible since 2012, has been renewed in its principles and amounts. Its objective is to associate executives with the company's progress over the long term and to align their interests with those of shareholders.

In addition to the cap that has existed for several years at the time of acquisition, a cap is also set on the grant, identical to that of the annual variable remuneration. For Mr. Frédéric Oudéa, the long-term incentive is limited to 135% of his annual fixed remuneration. For Deputy Chief Executive Officers, it is limited to 115% of their annual fixed remuneration.

The details of the long-term incentive plan for 2018 exercise are as follows:

- IFRS2 book value of the awards remains stable over time. The resulting number of shares is based on the book value of the Societe Generale share at 5th February 2019
- Award of shares vesting over four and six years, followed by a one-year non-transferability period after vesting, which lengthens the indexation period to five and seven years respectively.
- Definitive vesting subject to a condition of presence throughout the vesting periods, as well as a performance condition. Vesting determined by the relative performance of the Societe Generale share measured by the progress of the Total Shareholder Return (TSR) against the TSR of eleven comparable European banks over the vesting periods. The award vests in full only if Societe Generale TSR lies in the upper quartile of the sample. If performance slightly exceeds the median value, the vesting rate is equal to 50% of the overall grant. No share vests in the event of insufficient performance. The full vesting matrix is provided in the Registration Document.
- In case of unsatisfactory Group profitability (as measured by Group net income, excluding strictly accounting-related impacts of re-evaluation of Societe Generale's own financial liabilities) for the year preceding the vesting date of long-term incentives, payments will be forfeited, regardless of Societe Generale share performance.
- The final payment value of the grant is limited to EUR 78 per share, i.e. around 1.2 times the value of the net asset per share of Societe Generale group as of 31 December 2018.
- A departure would lead to forfeiture of the plan except in cases of retirement or of a departure linked to a change in the Group's structure or organization, cases for which the vesting would be maintained, subject to the achievement of performance conditions as assessed by the Board of Directors.

As a reminder, if the Board observes behavior or actions non-compliant with Societe Generale's expectations as defined in the Group's Code of Conduct or risk taking above the level of risk considered to be acceptable by Societe Generale, the long-term incentives may be forfeited or substantially reduced.

In accordance with the regulations, for each Chief Executive Officer, the variable component awarded (i.e. annual variable remuneration and long-term incentives) cannot exceed the regulatory cap corresponding to 200% of the fixed remuneration. To the extent that the ratio between the granted variable component (before taking into account annual variable remuneration waiver proposed by Mr. Frédéric Oudéa and Mr. Séverin Cabannes) and 2018 fixed compensation exceeds the regulatory ratio for all Chief Executive Officers, the Board has decided to reduce the number of shares allocated under the long-term incentive scheme in order to respect this ratio.

The following table states the accounting value and maximum number of shares awarded after adjustment by the Board of Directors to each Chief Executive Officer under the terms of the plan:

	Long-term incentives for 2018		**Long-term incentives for 2018 After adjustment by the Board of Directors**	
	Awardable accounting value (IFRS)	**Maximum awardable number of shares**	**Awarded accounting value (IFRS)**	**Maximum awarded number of shares**
F. Oudéa	EUR 850,000	93,705	EUR 636,936	70,217
Ph. Aymerich	EUR 359,100	39,588	EUR 268,501	29,600
S. Cabannes	EUR 570,000	62,838	EUR 477,246	52,612
Ph. Heim	EUR 359,100	39,588	EUR 263,560	29,055
D. Lebot	EUR 359,100	39,588	EUR 278,970	30,754

II - REMUNERATION OF CHIEF EXECUTIVE OFFICERS FOR THE 2019 FINANCIAL YEAR

A - Fixed remuneration 2019

The Board of Directors maintained at this stage the fixed remuneration of Mr. Frédéric Oudéa, Chief Executive Officer at EUR 1,300,000 and of Mr. Philippe Aymerich, Mr. Séverin Cabannes, Mr. Philippe Heim and Mrs. Diony Lebot, Deputy Chief Executive Officers, at EUR 800,000. The fixed remuneration is unchanged since September 2014 for Mr. Oudéa and Mr. Cabannes, and for Mr. Aymerich, Mr. Heim and Mrs. Lebot since their appointment in May 2018.

B - Annual variable remuneration for 2019

The Board of Directors defines each year the evaluation criteria and performance conditions for the Chief Executive Officers' annual variable remuneration in respect of the previous year.

Maximum variable remuneration and Target variable remuneration

As a reminder, the annual variable remuneration is capped at 135% of the fixed remuneration for the Chief Executive Officer and 115% of the fixed remuneration for his Deputies. This variable portion is based on the achievement of quantitative (60%) and qualitative (40%) criteria previously established.

The quantitative objectives are fixed and evaluated on compliance with a predefined budget. No element considered as exceptional by the Board of Directors is included. The achievement of the budget target corresponds to an achievement rate of 80%. The qualitative objectives are assessed based on the key questions defined ab initio by the Board of Directors. The achievement rate can range from 0 to 100%.

Quantitative criteria adjustment to align with strategic targets

The Board of Directors on 6 February 2019, upon proposal of the Remuneration Committee decided to modify the performance criteria set up for the determination of the quantitative part of the annual variable remuneration.

For Frédéric Oudéa and Diony Lebot, the quantitative portion is measured according to the achievement of Group targets. For the other Deputy Chief Executive Officers, Philippe Aymerich, Séverin Cabannes and Philippe Heim, the quantitative criteria concern both the Group and their specific area of responsibility.

The table below presents the evolutions of these criteria:

	2018	2019
Group perimeter	1/3: EPS 1/3: GOI Group 1/3: C/I Group	1/3: ROTE 1/3: CET1 ratio 1/3: C/I Group
Scope of responsibility perimeter	1/3: GOI Scope of responsibility 1/3: C/I Scope of responsibility 1/3: NIBT Scope of responsibility	1/3: GOI Scope of responsibility 1/3: C/I Scope of responsibility 1/3: RONE Scope of responsibility

EPS: Earning per share
GOI: Gross operating income
C/I: Cost/income ratio
NIBT: Net income before tax
ROTE: Return On Tangible Equity
CET 1: Core Tier One ratio
RONE: Return On Net Equity
* each indicator being equally weighted

The Board of Directors based its decision on its intention to better align Chief Executive Officers' remuneration policy with the Group's strategic and risk appetite targets.

The other annual variable remuneration's features remain unchanged compared to those detailed in the 2018 Registration Document.

C - Long-term incentives for 2019

Under the current remuneration policy, the acquisition of the long-term incentives is subject to a Group profitability condition and is based on the relative performance of Societe Generale share measured by the growth of the Total Shareholder Return (TSR) compared to that of the TSR of eleven comparable European peers over the entirety of the vesting periods.

Beyond the profitability condition, the Board of Directors at the proposal of the Remuneration Committee, decided to adjust the performance criteria. **The Board of Directors based its decision on its will to better align the compensation policy of the Chief Executive Officers with the Groupe commitments related to environmental and social responsibility and to make it more demanding in the respect for the principle " Pay for performance ".**

Thus, the acquisition will be subject:

- **for 80% to the relative performance of the Societe Generale share criteria which has been made more challenging,** which is as measured by the increase in Total Shareholder Return (TSR) compared to that of 11 European peers over the entirety of the vesting periods. The entirety of the award will only vest if Societe Generale's TSR is in the upper quartile of the sample; if it is slightly above the median value, the vesting rate will be 50% of the total number of shares granted; **no shares will vest if the TSR is lower than the median, whereas an acquisition of 25% for ranks 7, 8 and 9 was previously applicable.**

- **for 20% to CSR conditions, 10% of which related to compliance with the Group's commitments to finance the energy transition and 10% to the Group's positioning in the main non-financial ratings (Robecosam, Sustainalytics and MSCI).**

Regarding the energy transition financing condition linked to the financing of the energy mix, the acquisition will be 100% if the target is reached in 2023. If the target is not reached, no share will vest. The target will be defined in 2019 and validated by the Board of Directors.

Regarding the condition based on external extra-financial ratings, the acquisition rate is defined as follows:

- 100% acquisition if 3 criteria are verified over the observation period of 3 years following the year of grant (ie for 2019, granted in 2020, positioning / ratings 2021, 2022 and 2023),
- 2/3 acquisition if on average 2 criteria are verified over the observation period of 3 years following the year of grant,
- 1/3 acquisition if on average at least 1 criterion is verified over the observation period of 3 years following the grant year.

For the three non-financial ratings selected, the condition is supposed to be verified if the following expected level is reached:

- RobecoSAM: to be in the 1st quartile
- Sustainalytics: to be in the 1st quartile
- MSCI: Rating> = BBB

For ratings that may be revaluated during the year, the rating to be used is the annual review rating. As the sector of non-financial rating agencies is unstable, the panel of the 3 ratings selected can be modified with appropriate justification.

D – Related-party agreements and commitments

Details of current agreements and commitments are presented in the Registration Document filed with the AMF in March 2018. The amendments presented below will be detailed in the Registration Document to be filed in March 2019.

Pension commitments

Mr. Frédéric Oudéa is not eligible to any supplementary pension.

- Supplementary pension allocation plan

The defined benefits pension plan for senior managers, for which the vesting of the rights is conditioned to the liquidation of the pension in the company, has been changed in line with the policy to reduce costs and risks linked to the defined benefits pension schemes in the Group. This modification is applicable to all the senior managers with effect on January 1st, 2019.

The differential part of the pension plan, which specifically concerns the Deputy Chief Executive Officers, was frozen on December 31st, 2018 and this part won't generate any more accruals in the future. The liquidation of the frozen rights will remain conditioned to the liquidation of the pension in the company. The additive part, applicable to all the senior managers, is maintained. The rights are frozen on December 31st, 2018 and the formula is modified for the future to take into account evolutions of the French retirement environment, but without loss of rights. For the future, the annual acquisitions represent 0,4 % of the remuneration perceived between 1 and 4 Social Security Ceilings (0,4 % of the remuneration between 40,524 euros and 162,096 euros, which represents a maximum 486 euros of annuity each year of activity), which is substantially lower than previous acquisitions in the differential part of the scheme.

- Additional defined contribution pension plan (Article 82)

Following the modification of the supplementary allocation pension plan on December 31st, 2018, an additional defined contributions pension plan (Art 82) has been set up for the Group Management Committee members of the French Legal entity of Société Générale, of which the Deputy Chief Executive officers, with effect on January 1st, 2019. This pension scheme consists in the payment of an annual employer contribution on an individual account.

For 2019, the employer contribution rate was set at 8 % of the fixed remuneration exceeding 4 annual Social Security Ceilings. For a fixed remuneration of 800,000 euros, it represents a gross annual contribution of 51,032 euros. This contribution will be taxable at the time of the payment and the beneficiary could choose between a lump sum or a pension when he retires.

The Board of Directors of February 6, 2019 authorized related-party commitments allowing the Deputy Chief Executive Officers to benefit of this additional pension plan. These related-party commitments must be approved by the General Meeting of May 21, 2019.

As required by law, the annual acquisitions or contributions of these two pension schemes will be acquired in their entirety only if at least 80% of the variable remuneration performance conditions are met for the corresponding year. For performance levels of 50% or below, no pension right or contribution will be acquired. For an achievement rate between 80% and 50%, the benefits awarded for the year will be calculated on a straight-line basis.

Non-compete clause

Following the update of the AFEP-MEDEF code in June 2018, to more strictly regulate non-competition clauses, the corresponding clauses for Mr. Frédéric Oudéa, Mr. Philippe Aymerich, Mr. Séverin Cabannes, Mr. Philippe Heim and Mrs. Diony Lebot will be amended with effect from the post-meeting Board of May 21, 2019. Specifically, they will be amended to comply with the principle of non-payment of the clause in case of departure in the 6 months preceding pension liquidation or after age of 65, in accordance with article 23.4 of the revised AFEP-MEDEF code.

Severance pay

The severance pay commitments in favour of Mr. Frédéric Oudéa, Mr. Philippe Aymerich, Mr. Séverin Cabannes, Mr. Philippe Heim and Mrs. Diony Lebot are modified to make them more challenging. The corresponding commitments will therefore be renewed with modification at the end of the post-meeting Board of May 21, 2019.

The Chief Executive Officer and the Deputy Chief Executive Officers will not be able to benefit from these benefits in the event of departure within the 6 months preceding retirement or the possibility of retirement at the full pension rate in the sense of French Social Security in accordance with Article 24.5.1 of the revised AFEP-MEDEF Code.

The text of the clause is amended to recall that any decision regarding the payment of severance pay is subject to review by the Board of Directors of the situation of the company and the performance of each officer in order to justify that neither the company nor the officer is in a situation of failure, in accordance with the recommendation of the AFEP-MEDEF code (Article 24.5.1 al.1).

The wording of the clause is also amended to clarify the rule that severance pay is only due in the event of a forced departure of the Group, motivated as such by the Board of Directors. It is specified that no compensation is due in the event of resignation other than noted as non-voluntary departure from the Group by the board of Directors, non-renewal of the mandate on the initiative of the Chief Executive Officer or serious misconduct.

Pension commitments, non-compete clauses and severance pay fall within the scope of related-party agreements/ commitments and will be submitted to the shareholders' vote at the Shareholders' Meeting of May 21, 2019.

III – CHAIRMAN OF THE BOARD

The Board of Directors has maintained the fixed compensation of Mr. Lorenzo Bini Smaghi at EUR 925,000 per year until the termination of his mandate. This amount of fixed compensation has been set up by the Board of Directors of 7 February 2018 and approved of the General Meeting of 23 May 2018.

All other status features remain unchanged. He does not receive any variable remuneration nor long-term incentive.