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## **SOCIETE GENERALE**

French public limited company (Société Anonyme)

Share capital: EUR 1,003,724,927.50

Registered office: 29, boulevard Haussmann - 75009 Paris (France)

Paris Trade and Companies Register No. 552 120 222

(the “Company”)

### **Notice of a Combined General Meeting**

As shareholders and unitholders of the company mutual fund “Société Générale actionnariat (FONDS E)”, you are invited to attend the Combined General Meeting (Ordinary and Extraordinary) at **4:00 p.m. on 22 May 2024**, at Maison de la Mutualité, 24, rue Saint-Victor, 75005 Paris, France, to deliberate on the agenda below.

### **DISCLAIMER**

**Exceptionally this year, the Meeting will be held in Paris (75005), France, at Maison de la Mutualité, 24, rue Saint-Victor.**

**This Meeting will be webcast live and a replay will also be available on the [www.societegenerale.com](http://www.societegenerale.com) website.**

### *Agenda*

Agenda item - climate strategy and social and environmental responsibility - no vote

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

1. Approval of the annual consolidated accounts for the 2023 financial year.
2. Approval of the annual accounts for the 2023 financial year.
3. Allocation of 2023 income; setting of the dividend.
4. Approval of the Statutory Auditors' report on related-party agreements referred to in Article L. 225-38 of the French Commercial Code.
5. Approval of the remuneration policy for the Chairman of the Board of Directors, pursuant to Article L. 22-10-8 of the French Commercial Code.
6. Approval of the remuneration policy for the Chief Executive Officer and the Deputy Chief Executive Officers, pursuant to Article L. 22-10-8 of the French Commercial Code.
7. Approval of the remuneration policy for Directors, pursuant to Article L. 22-10-8 of the French Commercial Code.
8. Increase in the global annual amount of directors' remuneration.
9. Approval of the information relating to the remuneration of each corporate officer required by Article L. 22-10-9 I 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 Lorenzo Bini Smaghi, Chairman of the Board of Directors in respect of the 2023 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 Frédéric Oudéa, Chief Executive Officer until 23 May 2023, in respect of the 2023 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 Slawomir Krupa, Chief Executive Officer as of 23 May 2023, in respect of the 2023 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 Aymerich, Deputy Chief Executive Officer, in respect of the 2023 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 Mr Pierre Palmieri, Deputy Chief Executive Officer as of 23 May 2023, in respect of the 2023 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
15. 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 until 23 May 2023, in respect of the 2023 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
16. Advisory opinion on remuneration paid in 2023 to regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code.
17. Renewal of Ms Annette Messemer as Director.
18. Mission of certifying the accounts - appointment of KPMG S.A. as Statutory Auditor.
19. Mission of certifying the accounts - appointment of PricewaterhouseCoopers Audit as Statutory Auditor.
20. Mission of certifying sustainability information - appointment of KPMG S.A. as Statutory Auditor in charge of the mission of certifying sustainability information.
21. Mission of certifying sustainability information - appointment of PricewaterhouseCoopers Audit as Statutory Auditor in charge of the mission of certifying sustainability information.
22. 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**

23. 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.
24. Delegation of authority granted to the Board of Directors in order to increase the share capital, with cancellation of pre-emptive subscription rights, per public offer 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.
25. 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.

26. Delegation of authority granted to the Board of Directors in order to proceed with the issuance of super-subordinated bonds convertible into shares, with cancellation of pre-emptive subscription rights, per public offer referred to in Article L. 411-2, 1° of the French Monetary and Financial Code.
27. Authorisation granted to the Board of Directors in order to proceed, with cancellation of pre-emptive subscription rights, with share capital increases or sales of shares reserved for members of a company or Group employee savings Plan.
28. 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.
29. 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.
30. 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.
31. Modification of point 1 of paragraph II of Article 7 of the by-laws relating to the terms and conditions for the election of directors representing employees elected by employees.
32. Modification of point 2 of paragraph II of Article 7 of the by-laws relating to the terms and conditions for the election of the director representing shareholder employees appointed by the Ordinary General Meeting of shareholders.
33. Powers to carry out legal formalities.

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### **Draft resolutions**

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

##### ***First resolution (Approval of the annual consolidated accounts for the 2023 financial year).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report on the annual consolidated accounts for the financial year, approves the annual consolidated accounts for the 2023 financial year as presented, as well as the transactions reflected in these accounts or summarised in those reports.

##### ***Second resolution (Approval of the annual accounts for the 2023 financial year).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report on the annual accounts for the financial year, approves the annual accounts for the 2023 financial year as presented, as well as the transactions reflected in these accounts or summarised in these reports and notes that the reported net income for the 2023 financial year is positive and stands at EUR 3,350,212,094.27.

Pursuant to Article 223 quarter 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 paragraph 4 of Article 39 of said Code, which amounted to EUR 2,775,760 for the past financial year as well

as the theoretical tax expense relating to these expenses and charges, amounting to EUR 716,840.

***Third resolution (Allocation of 2023 income; setting of the dividend).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report:

1. Resolves to withhold from the net income for the 2023 financial year, which amounts to EUR 3,350,212,094.27 :
  - an amount of EUR 1,568,584.27 to be allocated to the legal reserve;
  - an amount of EUR 143,141 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 3,348,500,369. This amount, added to the retained earnings of the opening balance sheet, which amounted to EUR 8,699,029,272.92, forms a distributable total of EUR 12,047,529,641.92.

2. Resolves:
  - to allocate an addition sum of EUR 2,625,818,421.20 to the retained earnings account;
  - to allocate to the shares, as dividend, a sum of EUR 722,681,947.80 by withholding the remainder of the net income of the financial year.

Therefore, the dividend per share entitled to dividends amounts to EUR 0.90.

It is specified that the change in the number of shares entitled to dividends on the dividend payment date relative to the 802,979,942 shares representing the share capital at 31 December 2023, will result in a corresponding adjustment of the total amount of the dividend and that the amount allocated to the retained earnings account shall be determined based on dividends actually paid.

3. Resolves that the shares will be traded ex-dividend on 27 May 2024 and paid as from 29 2024. 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 to EUR 24,104,020,133.24 after allocation of the 2022 income, then amounted to EUR 24,309,567,413.36, taking into account the share premium resulting from the capital increase occurred on 24 July 2023, now amount to EUR 23,891,279,882.49 after the effect of the capital reduction on 17 November 2023, which reduced reserves by EUR 418,287,530.87.
  - the retained earnings, which amounted on 31 December 2023 to EUR 8,699,029,272.92, now amount to EUR 11,324,847,694.12. They will be adjusted according to changes in

the number of shares entitled to dividends: they 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	2021	2022	2023
EUR net	1.65	1.70	0.90

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

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report on related party agreements governed by Article L. 225-38 of the French Commercial Code, approves said Statutory Auditors' special report and notes that there are no agreements requiring the approval of the General Meeting.

***Fifth resolution (Approval of the remuneration policy for 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 reviewed the Board of Directors' report, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Chairman of the Board of Directors as presented in the corporate governance report drawn up in accordance with Article L. 225-37 of the French Commercial Code.

***Sixth resolution (Approval of the remuneration 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, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Chief Executive Officer and Deputy Chief Executive Officers as presented in the corporate governance report drawn up in accordance with Article L. 225-37 of the French Commercial Code.

***Seventh resolution (Approval of the remuneration policy for 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 reviewed the Board of Directors' report, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for Directors as presented in the corporate governance report drawn up in accordance with Article L. 225-37 of the French Commercial Code.

***Eighth resolution (Increase in the global annual amount of directors' remuneration)***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, sets, as of 1 January of the 2024

financial year, the global annual amount of directors' remuneration at EUR 1,835,000 until decided otherwise.

***Ninth resolution (Approval of the information relating to the remuneration of each corporate officer 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 reviewed the Board of Directors' report, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information relating to the remuneration of each corporate officer referred to in paragraph I of Article L. 22-10-9 of said Code as presented in the corporate governance report drawn up in accordance with Article L. 225-37 of the French Commercial Code.

***Tenth resolution (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 in respect of the 2023 financial year, 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 reviewed the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components of the total remuneration and benefits of any kind paid during the 2023 financial year or granted for the same financial year to Lorenzo Bini Smaghi, Chairman of the Board of Directors, as presented in the corporate governance report drawn up in accordance with Article L. 225-37 of the French Commercial Code.

***Eleventh resolution (Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Frédéric Oudéa, Chief Executive Officer until 23 May 2023, in respect of the 2023 financial year, 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 reviewed the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components of the total remuneration and benefits of any kind, paid during the 2023 financial year or granted for the same financial year to Frédéric Oudéa, Chief Executive Officer until 23 May 2023, as presented in the corporate governance report drawn up in accordance with Article L. 225-37 of the French Commercial Code.

***Twelfth resolution (Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Slawomir Krupa, Chief Executive Officer as of 23 May 2023, in respect of the 2023 financial year, 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 reviewed the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components of the total remuneration and benefits of any kind, paid during the 2023 financial year or granted for the same financial year to Slawomir Krupa, Chief Executive Officer as of 23 May 2023, as presented in the corporate governance report drawn up in accordance with Article L. 225-37 of the French Commercial Code.

***Thirteenth resolution (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, in respect of the 2023 financial year, 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 reviewed the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components of the total remuneration and benefits of any kind paid during the 2023 financial year or granted for the same financial year to Philippe Aymerich, Deputy Chief Executive Officer, as presented in the corporate governance report drawn up in accordance with Article L. 225-37 of the French Commercial Code.

***Fourteenth resolution (Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Pierre Palmieri, Deputy Chief Executive Officer as of 23 May 2023, in respect of the 2023 financial year, 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 reviewed the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components of the total remuneration and benefits of any kind paid during the 2023 financial year or granted for the same financial year to Pierre Palmieri, Deputy Chief Executive Officer as of 23 May 2023, as presented in the corporate governance report drawn up in accordance with Article L. 225-37 of the French Commercial Code.

***Fifteenth resolution (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 until 23 May 2023, in respect of the 2023 financial year, 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 reviewed the Board of Directors' report, pursuant to Article L. 22-10-34 II of the French Commercial Code, approves the components of the total remuneration and benefits of any kind, paid during the 2023 financial year or granted for the same financial year to Diony Lebot, Deputy Chief Executive Officer until 23 May 2023, as presented in the corporate governance report drawn up in accordance with Article L. 225-37 of the French Commercial Code.

***Sixteenth resolution (Advisory opinion on remuneration paid in 2023 to regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code).***

The General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed 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 remuneration of any kind of EUR 430.0 million paid during the 2023 financial year to the regulated persons referred to in Article L. 511-71 of French Monetary and Financial Code.

***Seventeenth resolution (Renewal of Ms Annette Messemer as Director).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, decides to renew Ms Annette Messemer as Director.

This four-year term of office will expire after the General Meeting held in 2028 to approve the accounts for the financial year ending 31 December 2027.

***Eighteenth resolution (Mission of certifying the accounts - appointment of KPMG S.A. as Statutory Auditor).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, decides to appoint KPMG S.A., Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex, registered in the Nanterre Trade and Companies Register under number 775 726 417, to replace Deloitte & Associés, whose term of office expires at the end of this General Meeting and which cannot be renewed as the firm has reached the maximum length of terms of office provided for under Articles L. 821-45 (formerly L. 823-3-1) of the French Commercial Code and 17 of Regulation (EU) No. 537/2014 dated 16 April 2014. This six-year (6) term of office will expire after the General Meeting held in 2030 to approve the accounts for the financial year ending 31 December 2029.

The Statutory Auditor has informed the Company in advance that it will accept this term of office.

***Nineteenth resolution (Mission of certifying the accounts - appointment of PricewaterhouseCoopers Audit as Statutory Auditor).***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, decides to appoint PricewaterhouseCoopers Audit, with its registered office located at 63, rue de Villiers, 92208 Neuilly-sur-Seine, registered in the Nanterre Trade and Companies Register under number 672 006 483, as Statutory Auditor to replace Ernst & Young et Autres, whose term of office expires at the end of this General Meeting and which cannot be renewed as the firm has reached the maximum length of terms of office provided for under Articles L. 821-45 (formerly L. 823-3-1) of the French Commercial Code and 17 of Regulation (EU) No. 537/2014 dated 16 April 2014. This six-year (6) term of office will expire after the General Meeting held in 2030 to approve the accounts for the financial year ending 31 December 2029.

The Statutory Auditor has informed the Company in advance that it will accept this term of office.

***Twentieth resolution (Mission of certifying sustainability information - appointment of KPMG S.A. as Statutory Auditor in charge of the mission of certifying sustainability information)***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, decides to appoint KPMG S.A., Tour Eqho, 2 avenue Gambetta, 92066 Paris La Défense Cedex, registered in the Nanterre Trade and Companies Register under number 775 726 417, as Statutory Auditor in charge of the mission of certifying consolidated sustainability information provided for in Directive (EU) No. 2022/2464 dated 14 December 2022, transposed into French law by Order No. 2023-1142 dated 6 December 2023, as well as information required under Article 8 of Regulation (EU) No. 2020/852 dated 18 June 2020. This three-year (3) term of office will expire after the General Meeting held in 2027 to approve the accounts for the financial year ending 31 December 2026.

KPMG S.A. has informed the Company in advance that it will accept this term of office and has confirmed that it will have at its disposal, at the time of signing its report, natural persons,



who are employees/partners, duly registered on the list referred to in section II of Article L. 821-13 of the French Commercial Code, held by the French audit authority (*Haute Autorité de l'Audit* (H2A)) which lists the statutory auditors who meet the conditions set out in Article L. 821-18 of the French Commercial Code to provide assurance services on sustainability information.

***Twenty-first resolution (Mission of certifying sustainability information - appointment of PricewaterhouseCoopers Audit as Statutory Auditor in charge of the mission of certifying sustainability information)***

The General Meeting, deliberating with the quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, decides to appoint PricewaterhouseCoopers Audit, with its registered office located at 63, rue de Villiers, 92208 Neuilly-sur-Seine, registered in the Nanterre Trade and Companies Register under number 672 006 483, as Statutory Auditor in charge of the mission of certifying consolidated sustainability information provided for in Directive (EU) No. 2022/2464 dated 14 December 2022, transposed into French law by Order No. 2023-1142 dated 6 December 2023, as well as information required under Article 8 of Regulation (EU) No. 2020/852 dated 18 June 2020. This three-year (3) term of office will expire after the General Meeting held in 2027 to approve the accounts for the financial year ending 31 December 2026.

PricewaterhouseCoopers Audit has informed the Company in advance that it will accept this term of office and has confirmed that it will have at its disposal, at the time of signing its report, natural persons, who are employees/partners, duly registered on the list referred to in section II of Article L. 821-13 of the French Commercial Code, held by the French audit authority (*Haute Autorité de l'Audit* (H2A)) which lists the statutory auditors who meet the conditions set out in Article L. 821-18 of the French Commercial Code to provide assurance services on sustainability information.

***Twenty-second 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 reviewed the Board of Directors' report and pursuant to the provisions of Articles L. 22-10-62 et seq. and L. 225-100 et seq. of the French Commercial Code, of the French Financial Markets Authority (*Autorité des Marchés Financiers*) General Regulations and of Regulation (EU) No. 596/2014 dated 16 April 2014:

1. Authorises the Board of Directors to purchase ordinary shares in the Company up to a limit of 10% of the total number of shares representing the Company's share capital on the date of these purchases, providing that the maximum number of shares held, at any time, does not exceed 10% of the Company's share capital.
2. Decides 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 other form of allocation for the benefit of the 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, under the authorisation given by this Meeting in its 30<sup>th</sup> resolution;

- 2.3. deliver shares upon 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 the Group's external growth transactions, such as merger, spin-off or asset contribution 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. Decides 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 71. Thus, as at 7 February 2024, a theoretical maximum number of 80,297,994 shares could be purchased, corresponding to a theoretical maximum amount of EUR 5,701,157,574.
  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 23 May 2023 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, where applicable, any adjustment following any potential transaction on the Company's share capital and, more generally, take all necessary measures for the implementation of this authorisation.

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

***Twenty-third 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 331,229,000 - i.e. 33% of the share capital, the amounts set in the 24<sup>th</sup> to 29<sup>th</sup> resolutions being deducted from this amount, (ii) and/or through incorporation, for a maximum nominal amount of EUR 550 million).***

The General Meeting, deliberating with the quorum and majority required for extraordinary general meetings, having reviewed 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 331,229,000, it being stated that the nominal amount of the ordinary shares issued, where applicable, in accordance with the 24<sup>th</sup> to 29<sup>th</sup> resolutions of this Meeting shall be deducted from 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 24<sup>th</sup> to 26<sup>th</sup> resolutions of this Meeting shall be deducted from 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 17 May 2022 in its 18<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.

***Twenty-fourth resolution (Delegation of authority granted to the Board of Directors, for 26 months, to increase the share capital, with cancellation of pre-emptive subscription rights, by public offer 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 100,372,500 , i.e. 10% of the share capital, this amount being deducted from the amount set in 2.1 and 2.4 of the 23<sup>rd</sup> resolution and those set out in the 25<sup>th</sup> and 26<sup>th</sup> resolutions).***

The General Meeting, deliberating with the quorum and majority required for extraordinary general meetings, having reviewed 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 100,372,500, 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 shall be deducted from the ceilings set in 2.1 and 2.4 of the 23<sup>rd</sup> resolution of this Meeting and those set by the 25<sup>th</sup> and 26<sup>th</sup> resolution of this Meeting, it being specified that, where applicable, the amount of the issuances carried out pursuant to the 25<sup>th</sup> and the 26<sup>th</sup> resolutions of this Meeting shall also be deducted from 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 with the same purpose granted by the Combined General Meeting of 17 May 2022 in its 19<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.

***Twenty-fifth 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 limit of a maximum nominal amount of EUR 100,372,500, i.e. 10% of the share capital, with this amount being deducted from the ceilings set in 2.1 and 2.4 of the 23<sup>th</sup> and of those set in the 24<sup>th</sup> to 26<sup>th</sup> resolutions).***

The General Meeting, deliberating with the quorum and majority required for extraordinary general meetings, having reviewed 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 100,372,500 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 ceilings set in paragraphs 2.1 and 2.4 of the 23<sup>rd</sup> resolution of this Meeting, it being specified that, as the case may be, the amount of the issues carried out pursuant to the 24<sup>th</sup> to 26<sup>th</sup> resolutions 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 17 May 2022 in its 20<sup>th</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-sixth resolution (Delegation of authority granted to the Board of Directors, for 26 months, in order to proceed with the issuance of convertible super-subordinated bonds, which would be convertible into shares of the Company in the event that the Group's Common Equity Tier 1 ratio ("CET1") would fall below a threshold set by the issuance agreement which shall not be lower than 5.125%, or any other threshold for qualifying as additional Tier 1 capital instruments, with cancellation of pre-emptive subscription rights, per public offer referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, within the limits of a maximum nominal amount of EUR 100,372,500, i.e. 10% of the share capital, and the ceilings set by the 23<sup>rd</sup> and 24<sup>th</sup> resolutions).***

The General Meeting, deliberating with the quorum and majority required for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory auditors' special report and in accordance with legal provisions, in particular Article 54 of the Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms, as amended, in Articles L. 225-129-2, L. 225-135, L. 225-136, in Articles L. 22-10-49, L. 22-10-52 (in particular in paragraph 2) and in Articles 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, by an offer of securities addressed exclusively to a limited circle of investors acting on their own account and/or to qualified investors, in accordance with Article L. 411-2, 1° of the French Monetary and Financial Code, on one or more occasions, through the issuance of convertible super-subordinated bonds (within the meaning of Article L. 228-97 of the French Commercial Code) which would be converted into ordinary shares of the Company in the event that the Group's Common Equity Tier 1 (CET1) ratio would fall below a threshold set by the issuance agreement which shall not be lower than 5.125% or any other threshold for qualifying as additional Tier 1 capital instruments. The contingent convertible super-subordinated bonds 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 shareholders' pre-emptive subscription rights with regard to these contingent convertible super-subordinated bonds.
3. Acknowledges that, where applicable, the delegation referred to above entails a waiver, in favour of the holders of the contingent convertible super-subordinated bonds that may be issued, of shareholders' pre-emptive subscription rights to ordinary shares to which these securities would entitle them.
4. Sets at EUR 100,372,500 the maximum nominal amount of the share capital increases that may be carried out, without exceeding, in accordance with the law, 10% of the share capital per year (it being noted that this limit shall be determined on the date of each issue of bonds convertible to shares, taking into account the issue in question as well as issues made during the 12-month period preceding said issue), this ceiling being increased, where applicable, 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 contingent convertible super-subordinated bonds holders.
5. Resolves that this ceiling as well as the nominal amount of contingent convertible super-subordinated bonds that could be issued shall be deducted from the ceilings provided in the 23<sup>rd</sup> and 24<sup>th</sup> resolutions of this Meeting.
6. Resolves that the issue price of the shares to be issued through conversion of contingent convertible super-subordinated bonds shall not be lower than, at the Board of Directors' discretion, (i) the arithmetic average of the five volume-weighted average share prices each reported daily on the Euronext Paris regulated market at the closing of each of the last 5 (five) trading sessions preceding the setting of the contingent convertible super-subordinated bonds issue price (ii) the average price of the share on the Euronext Paris regulated market, volume-weighted during the last trading session preceding the setting of the contingent convertible super-subordinated bonds' issue price or (iii) the average price of the share on the Euronext Paris regulated market, volume-weighted set during a trading session when the contingent convertible super-subordinated bonds' issue price is set, in all three cases, possibly decreased by a maximum discount of 50%.
7. Sets at 26 months as from this date the duration of this delegation.
8. Delegates all powers to the Board of Directors to implement this delegation of authority or subdelegate as provided by law.

***Twenty-seventh 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 15,056,000, i.e. 1.5% of the capital, and the ceiling set by the 23<sup>rd</sup> resolution)***

The General Meeting, deliberating with the quorum and majority required for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, under the provisions of Articles L. 3332-1 et seq. of the French Labour Code and in accordance notably with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 et seq. of the French Commercial Code:



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 company or Group employee savings plans of Societe Generale as well as of companies affiliated to it under the conditions of Articles L. 225-180 of the French Commercial Code and L. 3344-1 and L. 3344-2 of the French Labour Code.
2. Sets at EUR 15,056,000 the maximum nominal amount of share capital increases that may be subscribed by members of aforementioned plans, with this ceiling being, where applicable, increased by the additional amount of shares to be issued to protect, in accordance with any applicable regulations or contractual provisions, the rights of holders of securities or other rights giving access to the Company's share capital.
3. Resolves that this ceiling as well as the nominal amount of the securities that could be issued shall be deducted from the ceilings set in the 23<sup>rd</sup> resolution of this Meeting, except for the ceiling relating to share capital increases by incorporation set in paragraph 2.2 of the 23<sup>rd</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 Euronext Paris regulated market 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 giving access to the Company's share capital.
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 allocation of shares or securities giving access to the Company's share capital as part of the employer contribution.
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 capital increases.
8. Sets at 26 months as from this date the duration of this authorisation which cancels any unused part, where applicable, and replaces that granted by the Combined General Meeting of 23 May 2023 in its 19<sup>th</sup> resolution having the same purpose. It is specified, for all intents and purposes, that the implementation and completion on any transaction previously decided by the Board of Directors pursuant to this 19<sup>th</sup> resolution shall not be affected by the approval of this resolution.
9. Grants full powers to the Board of Directors with the ability of subdelegation as provided by law, to implement this delegation, in particular:
  - 9.1. to determine all terms and conditions of any future transactions, including its postponement, and in particular, for each transaction:
    - set the conditions to be met by beneficiaries;
    - determine the characteristics of the securities, the amounts available for subscription, the prices, dates, deadlines, terms and conditions of subscription, payment terms, delivery and dates on which the securities have full rights, as well as the rules for limiting allocations in the event of surplus demand;

- determine whether subscriptions may be made directly or through corporate mutual funds or other structures or entities authorised by law or regulations;
  - charge, if it deems appropriate, expenses relating to capital increases to the premiums on these transactions and to deduct, where necessary, from the same amount the sums required to take the legal reserve to a tenth of the new share capital following each increase;
- 9.2. to complete all acts and formalities to record the capital increases carried out pursuant to this authorisation, amend the by-laws accordingly and, more generally, to take all measures necessary.

***Twenty-eighth 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 remuneration is deferred, within the limits of 1.15% of the share capital, including 0.05% for the chief executive officers of Societe Generale, and the ceiling set in the 23<sup>rd</sup> resolution).***

The General Meeting deliberating with the quorum and majority required for extraordinary general meetings, having reviewed 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 remuneration 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 remuneration 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 remuneration deferred to 2 years;
  - 3 years for shares allocated to persons regulated under CRD V other than corporate officers, as payment for the portion of variable remuneration which is deferred for 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 1.15% 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 remuneration.
6. Resolves that the maximum ceiling for the allocations to the chief executive officers of Societe Generale, being deducted from the aforementioned 1.15% and 0.5% ceilings, shall not exceed 0.05% of the share capital.
7. Resolves that the 1.15% ceiling shall be deducted from the ceiling set by the 23<sup>rd</sup> resolution of this Meeting, it being recalled that it shall not be deducted from the ceiling relating to capital increases by incorporation set in paragraph 2.2 of the 23<sup>rd</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 17 May 2022 in its 22<sup>nd</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-ninth 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 remuneration is deferred, within the limits of 0.5% of the share capital and the ceiling set by 23<sup>rd</sup> resolution).***

The General Meeting, deliberating with the quorum and majority required for extraordinary general meetings, having reviewed 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 remuneration is deferred as well as the assimilated persons whose variable remuneration 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 shall be deducted from the ceiling set by the 23<sup>rd</sup> resolution of this Meeting, it being recalled that it shall not be deducted from the ceiling relating to capital increases by incorporation set in paragraph 2.2 of the 23<sup>rd</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 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.
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 17 May 2022 in its 23<sup>rd</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.

***Thirtieth 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, deliberating with the quorum and majority required for extraordinary general meetings, having reviewed 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 17 May 2022 in its 24<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.

***Thirty-first resolution (Modification of point 1 of paragraph II of Article 7 of the by-laws relating to the terms and conditions for the election of directors representing employees elected by employees).***

The General Meeting, deliberating with the quorum and majority required for extraordinary general meetings, having reviewed the Board of Directors' report, decides to amend point 1 of paragraph II of Article 7 of the Company's by-laws in order to make drafting adjustments to delete transitional provisions and to provide for a frequency of elections of Directors representing employees elected by employees that is in line (every four years) with their new four-year term of office as of the 2024 General Meeting which was voted during the 2023 General Meeting.

As a result, Article 7 of the by-laws is now drafted as follows:

<b>ARTICLE 7 (POINT 1 OF PARAGRAPH II)</b>	
PREVIOUS TEXT (With the words to be deleted in bold and struck out)	NEW TEXT (without the words to be deleted and with the new words added in bold)
<i>II – METHODS OF ELECTING</i>	<i>II – METHODS OF ELECTING</i>
<i>1.     <b>DIRECTORS</b>     <b>REPRESENTING</b> <b>EMPLOYEES ELECTED BY EMPLOYEES</b></i>	<i>1.     <b>DIRECTORS</b>     <b>REPRESENTING</b> <b>EMPLOYEES ELECTED BY EMPLOYEES</b></i>

<p><i>For each seat to be filled, the voting procedure is that set forth by the legislative and regulatory provisions in force.</i></p> <p><del><b>The first Directors elected by employees will begin their term of office during the Board of Directors' meeting held after publication of the full results of the first elections.</b></del></p> <p><del><b>Subsequent</b></del> <i>Directors shall take up office upon expiry of the outgoing Directors' term of office.</i></p> <p><i>If, under any circumstances and for any reason whatsoever, their shall remain in office less than the statutory number of Directors before the normal end of the term of office of such Directors, vacant seats shall remain vacant until the end of the term of office and the Board shall continue to meet and take decisions validly until that date.</i></p> <p><i>Elections shall be organised every <del>three</del> years so that a second vote may take place at the latest fifteen days before the normal end of the term of office of outgoing Directors.</i></p> <p>[Unchanged]</p>	<p><i>For each seat to be filled, the voting procedure is that set forth by the legislative and regulatory provisions in force.</i></p> <p><b>Elected</b> <i>directors shall take up office upon expiry of the <b>elected</b> outgoing directors' terms of office.</i></p> <p><i>If, under any circumstances and for any reason whatsoever, their shall remain in office less than the statutory number of Directors before the normal end of the term of office of such Directors, vacant seats shall remain vacant until the end of the term of office and the Board shall continue to meet and take decisions validly until that date.</i></p> <p><i>Elections shall be organised every <b>four</b> years so that a second vote may take place at the latest fifteen days before the normal end of the term of office of <b>elected</b> outgoing Directors.</i></p> <p>[Unchanged]</p>
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***Thirty-second resolution (Modification of point 2 of paragraph II of Article 7 of the by-laws relating to the terms and conditions for the election of the director representing shareholder employees appointed by the Ordinary General Meeting of shareholders).***

The General Meeting, deliberating with the quorum and majority required for extraordinary general meetings, having reviewed the Board of Directors' report, resolves to amend point 2 of paragraph II of Article 7 of the Company's by-laws so that, to stand for election by employee shareholders of the two candidates for the office of director representing employee shareholders who will subsequently be submitted to the vote of the Ordinary General Meeting of shareholders, only candidacies (i) representing at least 0.2% of shares held directly or indirectly by employee shareholders and (ii) benefiting from 100 sponsorships of employees who vote, are admissible.

As a result, Article 7 of the by-laws is now drafted as follows:

<b>ARTICLE 7 (POINT 2 OF PARAGRAPH II)</b>	
PREVIOUS TEXT (With the words to be deleted in bold and struck out)	NEW TEXT (without the words to be deleted and with the new words added in bold)

<p><i>II – METHODS OF ELECTING</i>  [...]  2. <i>DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS APPOINTED BY THE ORDINARY GENERAL MEETING OF SHAREHOLDERS</i></p> <p><i>[...] Every candidate must stand for election with a replacement who meets the same legal conditions of eligibility as the candidate. The replacement is called upon to replace the candidate for the remainder of the term of office. The candidate and his replacement shall be of different sexes.</i></p> <p><i>Only candidacies presented by voters (i) representing at least 0.1% of the shares held directly or indirectly by employee shareholders and (ii) benefitting from 100 sponsorships of employees who vote, are admissible.</i></p> <p><i>[Unchanged]</i></p>	<p><i>II – METHODS OF ELECTING</i>  [...]  2. <i>DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS APPOINTED BY THE ORDINARY GENERAL MEETING OF SHAREHOLDERS</i></p> <p><i>[...] Every candidate must stand for election with a replacement who meets the same legal conditions of eligibility as the candidate. The replacement is called upon to replace the candidate for the remainder of the term of office. The candidate and his replacement shall be of different sexes.</i></p> <p><i>Only candidacies presented by voters (i) representing at least 0.2% of the shares held directly or indirectly by employee shareholders and (ii) benefitting from 100 sponsorships of employees who vote, are admissible.</i></p> <p><i>[Unchanged]</i></p>
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***Thirty-third resolution (Powers to carry out legal 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 fund “Société Générale Actionnariat (FONDS E)” (the “FCPE”), regardless of the number of shares or units owned, may participate/vote in the General Meeting.

All of the days and times indicated below are 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, shareholders or FCPE unitholders must justify their status, on the second business day preceding the General Meeting, i.e. on Monday morning, 20 May 2024, at midnight (hereinafter “**D-2**”), by 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 FCPE unit holders**, this book-entry at D-2 in the registered securities accounts is sufficient to allow them to participate in the 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 participation in the General 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 entity 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 an attendance certificate, 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 Monday morning, 20 May 2024, at midnight.

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 9:00 a.m. on 18 April 2024 until 3:00 p.m. on 21 May 2024. In order to avoid potential congestion of the voting platform, shareholders and FCPE unitholders are recommended not to wait until the last moment to connect.**

Only holders of bearer shares whose Securities Accounts Holder is a member of the Votaccess system and that proposes this service for this Meeting can access this system. The Securities Accounts Holder of a bearer shareholder, which is not a member of the Votaccess system or which subjects access to the website to conditions of use, will advise this shareholder how to proceed.

**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***

Shareholders or FCPE unitholders who wish to attend the Meeting in person at the location indicated above, must show **proof of identity** and an admission card.

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

They may obtain their admission card either by returning the duly completed and signed Single Form in the prepaid return envelope enclosed with the notice of meeting received by post, or by logging on to the website <https://sharinbox.societegenerale.com> with their usual login information to access the Votaccess platform.

**Bearer shareholders** will either use their usual login information to connect to the web portal of their Securities Accounts Holder to access the Votaccess platform and then follow the on-screen instructions to print their admission card or will send a request for a Single Form to their Securities Accounts Holder. For the second option, if the shareholders who wish to attend the Meeting in person at the location indicated above have not received their admission card by 20 May 2024 at midnight, they must ask their Securities Accounts Holder to issue them with an attendance certificate that will allow them to prove their status as a shareholder on D-2 to be admitted to the Meeting.

For bearer shareholders arriving on the day of the Meeting without an admission card or an attendance certificate, telephones will be made available to them. It will be their responsibility to contact their Securities Accounts Holder to obtain the necessary attendance certificate required to attend the Meeting.

On the day of the Meeting, the attendance 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 provided upon arrival.

**FCPE unitholders** will use their usual login information to connect to the employee savings management website ([www.esalia.com](http://www.esalia.com)) to access the Votaccess platform, where they may view documentation relating to the General Meeting and print their admission cards. 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. 16 May 2024, and the duly completed and signed Single Form must be received at this same address no later than two calendar days before the date of the Meeting, i.e. 20 May 2024.

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

Shareholders or FCPE unitholders not attending the General 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 the Votaccess platform by connecting to the web portal of their Securities Accounts Holder.

**i) Appointment – Withdrawal of a proxy**

Shareholders or FCPE unitholders who have chosen to be represented by a proxy of their choice, may notify this appointment or revoke it:

- for **shareholders or FCPE unitholders**, by sending the duly completed and signed Single Form by post, which must be received by Societe Generale (Service Assemblée, CS 30812 - 44308 Nantes Cedex 3, France) no later than 20 May 2024 to be taken into account;

- online, by connecting to: for **registered shareholders** the <https://sharinbox.societegenerale.com> website or for **FCPE unitholders** the employees savings management website [www.esalia.com](http://www.esalia.com) and, for **bearer shareholders** to the web portal of their Securities Accounts Holder to access the Votaccess platform, using the method described in section iii) below, or exclusively for bearer shareholders wishing to appoint or revoke a proxy and whose Securities Accounts Holder does not offer them the Votaccess service for this Meeting, by sending by email to the following address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com), the duly completed and signed Single Form accompanied by their identity card (or an equivalent document for legal entity shareholders) and the attendance certificate issued by their Securities Account Holder, by 3:00 p.m. on 21 May 2024 at the latest.

**Pursuant to the above, proxies 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 granted by a shareholder or FCPE unitholder without indication of a representative, 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) Voting by post using the Single Form

**Registered shareholders** will receive the Single Form by post, unless they have accepted to receive it by email.

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

**FCPE unitholders** will vote directly online on the Votaccess website, via the [www.esalia.com](http://www.esalia.com) employee savings management website using their usual login information. If they do not have internet access or 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. by 16 May 2024.

In all cases, the duly completed and signed Single Form, accompanied by the attendance 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 20 May 2024.

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

## iii) Voting online

**Registered shareholders** will connect to the <https://sharinbox.societegenerale.com> website using their Sharinbox access code included on the Single Form or in the email received. The password to access this website was sent by post at the time of their first contact with Societe Generale Securities Services. If the password is lost or forgotten, the shareholder shall follow the instructions provided online on his/her authentication page.

Shareholders must then follow the instructions in their online personal account by clicking on “Reply” in the “General Meeting” box. You will then be automatically redirected to the voting platform.

**Bearer shareholders** will connect, using their usual login information, to the web portal of their Securities Accounts Holder to access the Votaccess platform and will follow the on-screen instructions.

**FCPE unitholders** will connect, using their usual login information, to the [www.esalia.com](http://www.esalia.com) employee savings management website. They will be able to access the Votaccess platform and following the on-screen instructions.

Online voting will be open from 9:00 a.m. on 18 April 2024 until 3:00 p.m. on 21 May 2024. In order to avoid potential congestion of the voting platform, shareholders and FPCE unitholders are recommended not to wait until the last moment to connect.

## 2. Requests for the addition of draft resolutions or items to the agenda

Requests for the addition of draft resolutions or items to 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.

These should be addressed to 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 a certificate of account registration justifying that the authors of the request hold or represent the percentage of share capital required by aforementioned article R. 225-71, which at least 4.173.900 shares corresponding approximately to 0.52% of the Company share capital. The request for inclusion of draft resolutions must also contain the text of the draft resolutions which may be accompanied by a brief explanatory statement. The request for the addition 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 shall acknowledge receipt of requests for the addition of draft resolutions or items to the agenda, by registered letter, within five days of receipt.

The review by the General Meeting of the items and draft resolutions submitted 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 shares under the same conditions on D-2.

Requests for the inclusion of draft resolutions submitted by the Social and Economic Committee, under the conditions provided by the French 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, shareholders who wish to submit written questions must, as from this publication and no later than four working days prior to the General Meeting, i.e. until midnight, on Wednesday 15 May 2024, send their questions:

- Either to Societe Generale (17 cours Valmy - 92972 La Défense Cedex, France) by registered letter with acknowledgement of receipt to the attention of 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 Board of Directors for the General Meeting of 22 May 2024”.

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

On an exceptional basis, written questions sent by email which comply with the above-mentioned formalities, but arriving up until 4:00 p.m. Paris time on Friday 17 May 2024, will be examined by the Board of Directors so that they can be answered either in the 2024 General Meeting section of the [www.societegenerale.com](http://www.societegenerale.com) website, or during the General

Meeting. To be taken into account, these questions must be accompanied by a certificate of account registration. Moreover, questions sent after the regulatory deadline of Wednesday 15 May 2024, must be sent by email to [general.meeting@socgen.com](mailto:general.meeting@socgen.com) stipulating in the subject of the email “written question to the Board of Directors for the General Meeting of 22 May 2024”.

#### **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 Cedex, France) as for the publication of the notice of meeting.

Documents and information referred to 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.

The results of the vote and the composition of the quorum will be posted online on the above-mentioned website no later than two working days after the General Meeting, i.e. 24 May 2024.

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

Any person temporarily holding, alone or in concert, for one of the transactions referred to in Article L. 22-10-48 of the French Commercial Code, a number of shares representing more than 0.5% of voting rights, shall inform Societe Generale and the French Financial Markets Authority of the total number of shares held on a temporary basis, no later than midnight, on Sunday 19 May 2024.

If Societe Generale and the French Financial Markets Authority are not informed, voting rights for these shares are suspended for the General Meeting in question and for all General Meetings held until said shares are resold or returned.

#### **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 shareholders in this respect 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 General Meeting if the request is received before the General Meeting and no later than 15 days after the request if it is received after the General Meeting.

*The Board of Directors*