

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

**SOCIETE GENERALE**

French public limited company (*société anonyme*)

Share capital: EUR 1,066,714,367.50

Registered office: 29, boulevard Haussmann - 75009 Paris

Paris Trade & Companies Register No. 552 120 222

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

**WARNING**

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

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

A system allowing shareholders to ask questions during the General Meeting held behind closed doors has been set up. The practical details of this system are described in this notice of meeting.

**This Meeting will be live streamed and available for later viewing at [www.societegenerale.com](http://www.societegenerale.com).**

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

Ladies and gentlemen, as shareholders and unitholders of the company mutual funds “Société Générale Actionnariat (FONDS E)” and “FONDS G” (the “FCPEs”) you are invited to the Ordinary General Meeting to be held on **18 May 2021 at 4:00 pm**, in order to deliberate on the following agenda:

***Agenda***

1. Approval of the annual consolidated accounts for the 2020 financial year.
2. Approval of the annual accounts for the 2020 financial year.
3. Allocation of 2020 income; setting of the dividend.
4. Approval of the statutory auditors’ report on the related party agreements referred to in Article L. 225-38 of the French Commercial Code.
5. Approval of the compensation policy of the Chairman of the Board of Directors, pursuant to Article L. 22-10-8 of the French Commercial Code.

6. Approval of the compensation policy of the Chief Executive Officer and Deputy Chief Executive Officers, pursuant to Article L. 22-10-8 of the French Commercial Code.
7. Approval of the compensation policy of Directors pursuant to Article L. 22-10-8 of the French Commercial Code.
8. Approval of the information relating to the compensation of each of the corporate officers required by Article L. 22-10-9 I of the French Commercial Code.
9. Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors in respect of the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
10. Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Frédéric Oudéa, Chief Executive Officer, in respect of the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
11. Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Philippe Aymerich, Deputy Chief Executive Officer, in respect of the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
12. Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, in respect of the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
13. Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Mr Philippe Heim, Deputy Chief Executive Officer, in respect of the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
14. Approval of the components composing the total remuneration and benefits of any kind paid during or awarded to Ms Diony Lebot, Deputy Chief Executive Officer, in respect of the 2020 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
15. Advisory opinion on compensation paid in 2020 to regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code.
16. Renewal of William Connelly's mandate as Director.
17. Renewal of Lubomira Rochet's mandate as Director.
18. Renewal of Alexandra Schaapveld's mandate as Director.
19. Appointment of Mr Henri Poupert-Lafarge as Director to replace Jean-Bernard Levy's mandate.
20. Election of H  l  ne Crinquant as Director representing employee shareholders.
21. Election of S  bastien Wetter as Director representing employeeshareholders.
22. Authorisation granted to the Board of Directors to purchase ordinary shares of the Company up to a limit of 5% of the share capital.
23. Powers to perform formalities.

The draft resolutions recorded on the agenda, which appear in the notice of meeting published in the *Bulletin des Annonces L  gales Obligatoires* (French Official Gazette) on 12 March 2021 (Issue 31) are subject to formal correction. The resolutions are as follows:

## **Draft resolutions**

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

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

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

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' and Statutory auditors' reports on the annual accounts for the financial year, approves the annual accounts for the 2020 financial year as presented, as well as the transactions reflected in these accounts or summarised in these reports, and acknowledges that the net income for the 2020 financial year is negative and stands at EUR -1,568,242,572.50.

Pursuant to Article 223 *quater* of the French General Tax Code, it approves the total amount of expenses and charges that are not deductible for tax purposes referred to in point 4 of Article 39 of the said Code which amounted to EUR 770,764 euros for the past financial year, as well as the theoretical tax pertaining to these expenses and charges, amounting to EUR 246,822.

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

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

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

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

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

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

4. Acknowledges that, after these allocations:

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

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

Financial years	2017	2018	2019
euros net	2.20	2.20	0

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

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditor's special report on the related party agreements referred to in Article L. 225-38 of the

French Commercial Code, approves the said Statutory auditors' special report and acknowledges that there are no agreements to be submitted to the approval of the General Meeting.

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

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

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

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

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

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

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

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

22-10-9 of the said Code as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

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

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

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

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

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

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

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

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

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

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

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

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

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

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, consulted pursuant to Article L. 511-73 of the French Monetary and Financial Code, issues a favourable opinion on the global package of compensation of any kind of EUR 359.8 million paid during the 2020 financial year to the persons mentioned in Article L. 511-71 of the French Monetary and Financial Code.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Appoints, provided that the number of votes in favour of this resolution is higher than the number of votes in favour of the twenty-first resolution, Ms H  l  ne Crinquant as Director representing the employee-shareholders, having as her replacement Mr Hugues Bernamonti, for a duration of four years expiring at the end of the General Meeting convened in 2025 to decide on the accounts for the financial year ending on 31 December 2024.

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

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

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

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

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

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

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

1. Authorises the Board of Directors to purchase Company's ordinary shares up to a limit of 5% of the total number of shares representing the share capital on the date of these purchases, provided the maximum number of ordinary shares held following these purchases does not exceed 10% of the share capital.
2. Resolves that the Company's shares may be purchased upon decision of the Board of Directors, in order to:
  - 2.1. grant, cover and honour any bonus share allocation plan, employee savings plan or any other form of allocation in favour of employees and corporate officers of the Company or affiliated companies under the conditions defined by the applicable legal and regulatory provisions;
  - 2.2. cancel them, in accordance with the terms of the authorisation of the Combined General Meeting of 19 May 2020 in its 26<sup>th</sup> resolution;
  - 2.3. deliver shares when exercising rights attached to marketable securities giving access to the Company's share capital;
  - 2.4. hold and subsequently deliver shares as payment or exchange as part of the Group's external growth operations;
  - 2.5. allow an investment services provider to trade in the Company's shares as part of a liquidity agreement compliant with the regulations of the French Financial Markets Authority (*Autorité des marchés financiers*).
3. Resolves that the acquisitions, sales or transfers of these shares may be carried out, on one or more occasions, by any means and at any time, except during a period of a public tender

offer on the Company's securities, within the limits and under the terms set forth by applicable laws and regulations.

4. Sets the maximum purchase price per share at EUR 75. Therefore, as at 9 February 2021, a theoretical maximum number of 42,668,574 shares could be purchased, corresponding to a theoretical maximum amount of EUR 3,200,143,050.
5. Sets at 18 months as from this General Meeting the duration of this authorisation which will cancel, for the remaining period, and supersede, as from the date of its implementation by the Board of Directors, the authorisation granted by the ordinary General Meeting dated 19 May 2020 in its 18<sup>th</sup> resolution.
6. Grants full powers to the Board of Directors, with the authority to delegate, to conduct the aforementioned transactions, carry out all formalities and statements, make any necessary adjustments relating to any transactions involving the Company's share capital and, generally, take all necessary measures for the implementation of this authorisation.

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

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

*The Board of Directors*

## 1. Participation/Voting in the Meeting

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

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

### 1.1 Formalities to be completed to participate/vote in the Meeting

In accordance with Article R. 22-10-28 of the French Commercial Code, the votes of shareholders who, two business days before the Meeting, namely on 14 May 2021, at 00:00 (hereinafter “D-2”), are registered in a securities account either in their name or in the name of a registered intermediary referred to in Article L. 228-1 of the French Commercial Code, shall be taken into account by the Meeting.

**For registered shareholders**, this book-entry at D-2 in the registered securities accounts shall be sufficient to allow them to participate in the Meeting.

**For bearer shareholders**, it is the authorised intermediary custodians of the bearer securities accounts (hereinafter, the “Custodians”) who shall, either during the transmission of the single form to vote by post or proxy or to request an admission card (hereinafter, the “Single Form”), or when using the Internet voting site, directly justify with the centralizing agent of the Meeting the status of their clients as shareholders.

A shareholder, who is not domiciled in France in the meaning of Article 102 of the French Civil Code, may ask the registered intermediary to submit their vote pursuant to the legal and regulatory provisions in force.

### 1.2 Methods of participating in the General Meeting

Shareholders or FCPE unitholders have several possibilities for participating remotely in the General Meeting. They can:

- Vote remotely (by post or online); or
- Grant power of attorney, online or by post, to the Chairman of the Meeting, their spouse or partner with whom they have concluded a civil partnership agreement, or any other natural or legal person of their choice, in accordance with the conditions set out in Articles L. 225-106 and L. 22-10-39, or grant power of attorney without indicating a proxy.

Once shareholders have voted remotely or sent a power of attorney they can choose another method of participation, subject to the applicable deadlines. The number of shares taken into account for the vote shall be the number of shares registered in the shareholder’s account on 14 May 2021 at 00:00.

In order to facilitate their participation in the General Meeting, Societe Generale offers its shareholders and FCPE unitholders the opportunity to appoint or revoke a proxy, or to vote via the secure “Votaccess” website. Only holders of bearer shares whose Custodian has subscribed to the Votaccess system and offers them this service for this Meeting may have access to it. The

bearer shareholder's Custodian, who has not subscribed to Votaccess or makes access to the website subject to conditions of use, will inform the shareholder how to proceed.

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

**In any case, the shareholders and FCPE unit holders must either fill in the Single Form and forward it to their authorised intermediary using the prepaid return envelope, or log onto the platform and follow the procedure indicated below.**

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

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

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

**The unitholders of FCPEs** will vote online directly on the Votaccess website, via the employee savings management site (Esalia or Crédit du Nord PEE) with their usual identifiers. If they do not have access to the Internet, they may request the Single Form by letter sent to Societe Generale (Service Assemblée, CS 30812, 44 308 Nantes Cedex 3).

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

In any case, the duly completed and signed Single Form, together with a participation certificate for the bearer shareholders, must reach the address indicated above no later than two calendar days before the date of the Meeting, i.e. on 16 May 2021.

**It is specified that no Single Form received after this date by Societe Generale will be considered.**

**ii) Internet Voting**

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

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

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

**The unitholders of FCPEs** will connect, with their usual identifiers, to the employee savings management website (Esalia or Crédit du Nord PEE). They will be able to access the Votaccess website and follow the procedure indicated on the screen.

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

### iii) **Appointment - Revocation of a proxy**

#### 1. Granting proxy online

The shareholder or FCPE unitholder who has chosen to be represented by a proxy of their choice may notify such appointment or revoke it electronically by 17 May 2021 at 3:00 pm at the latest. Notifications of proxies sent between 14 May 2021 and 17 May 2021 will only be taken into account if the person appointed in the proxy has not already sent instructions for proxies received by 14 May 2021.

**Registered shareholders** must appoint or revoke this proxy online by logging onto the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using their Sharinbox access code indicated on the Single Form which has been sent or, where appropriate, in the e-mail which has been sent if they requested a receipt by e-mail. The login password to the website was sent by post upon the first contact with Societe Generale Securities Services. It may be resent by clicking on “Get your codes” on the website homepage.

**Bearer shareholders** must use their usual login information to log into the Internet portal of their Custodian to access the Votaccess platform and must follow the procedure displayed on the screen..

**FCPE unit holders** must use their usual login information to log into Esalia ou Crédit du Nord PEE website. They will be able to access the Votaccess platform and must follow the procedure displayed on the screen.

#### 2. Granting proxy by post

**Shareholders or FCPE unitholders** who have chosen to be represented by a proxy of their choice may appoint and revoke this proxy by post to their Custodian using the Single Form duly completed and signed which, to be taken into account, must be received by Societe Generale (Service Assemblées, CS 30812, 44 308 Nantes Cedex 3 - France) no later than 16 May 2021. A notice of proxy sent between 14 May and 16 May 2021 shall not be taken into account if the person designated in the proxy has not previously transmitted instructions for the proxy received by 14 May 2021. **No Single Form received after this date by Societe Generale will be considered.**

- To the Chairman of the Meeting:

**Shareholders** must (i) tick the box “**I hereby appoint the Chairman of the General Meeting as proxy**”, date and sign at the bottom of the Single Form or (ii) simply date and sign the bottom of the Single Form before returning it.

- To any other person:

**Shareholders** must tick the box “**I hereby appoint**”, **fill in the details of the proxy, and date and sign the bottom of the Single Form** before returning it. As a reminder, the written and signed proxies must include the surname, first name and address of the shareholder or FCPE unit holder as well as their proxy. It is specified that for any proxy appointed by a shareholder or FCPE unit holder without indicating the identity of their proxy, the Chairman of the Meeting will cast a vote according to the recommendations of the Board of Directors.

It should be noted that written and signed powers of attorney must indicate the surname, first name and address of the shareholder or FCPE unitholder as well as those of their proxy.

It is specified that for any power of attorney given by a shareholder or unitholder of FCPEs without an indication of their proxy, the Chairman of the Meeting shall cast a vote in accordance with the recommendations of the Board of Directors.

## **2. Shareholders’ right of communication**

The documents which must be available to shareholders for the Meeting will be made available at Societe Generale’s administrative office (17, Cours Valmy - 92972 Paris-La Défense) from the publication of the notice of meeting.

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

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

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

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

Any person who holds temporarily, alone or in concert, in respect of one of the transactions mentioned in Article L. 22-10-48 of the French Commercial Code, a number of shares representing more than 0.5% of the voting rights, shall inform Societe Generale and the French Financial Markets Authority (*Autorité des marchés financiers*) of the total number of shares they hold temporarily, no later than Thursday, 13 May 2021 until midnight, Paris time.

Failure to inform Societe Generale and the French Financial Markets Authority (*Autorité des marchés financiers*) in accordance with the conditions of Article L. 22-10-48 of the French Commercial Code, these shares are stripped of voting rights for the relevant shareholders’

meeting and for any shareholders' meeting which might be held until the resale or restitution of the said shares.

Shareholders who are required to make a statement have to send an e-mail to both of the following addresses:

- [declarationpretsemprunts@amf-france.org](mailto:declarationpretsemprunts@amf-france.org) and
- [declaration.pretsemprunts@socgen.com](mailto:declaration.pretsemprunts@socgen.com)

#### **4. Giving instructions for mandates received**

Representatives are to send Societe Generale voting instructions issued within the framework of their mandate in the form of a digital copy of the Single Form via e-mail to: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com).

The form must include the surname, name and address of the representative, the phrase "In my capacity as representative", and must be dated and signed. Fill in the voting instructions in the "I vote by post" section of the form.

The representative should include a copy of their identity card and, where necessary, proof of representation of the legal entity they represent.

The email must be received by Societe Generale by the fourth day preceding the Meeting (14 May 2021) in order to be taken into account. In addition, for their own voting rights, the representative shall send their voting instruction in accordance with the usual procedures.

#### **5. Written questions**

As an exception to Article R. 225-84 of the French Commercial Code and in accordance with Article 8-2 of decree no. 2020-418 of 10 April 2020 (as amended by decree no. 2020-1614 of 18 December 2020), written questions will be taken into account provided Societe Generale receives them by the end of the second business day before the date of the Meeting, namely by midnight on Friday, 14 May, Paris time.

Written questions should be sent:

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

However, on an exceptional basis, written questions sent by e-mail respecting the formalities mentioned above, but arriving up until Sunday, 16 May 2021 at 4:00 pm Paris time, will be examined by the Board of Directors so that they can be answered either on the website [www.societegenerale.com](http://www.societegenerale.com) section 2021 General Meeting, or during the Meeting.

Questions must be submitted with proof of account registration to be considered.

#### **6. Questions during the General Meeting**

Shareholders wishing to participate remotely in the questions session during the General Meeting must first register for this purpose on the Votaccess website. Registration for the questions session will be open on the website from 14 April 2021. To be taken into account, this registration must be completed before 3:00 p.m. Paris time on 17 May 2021.

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

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

*The Board of Directors*