2022 COMPENSATION POLICIES AND PRACTICES REPORT

SOCIETE GENERALE

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SUMMARY

The objective of the compensation policy implemented by the Group is to attract, motivate and retain employees in the long term, while ensuring appropriate management of risks and compliance, and promoting Group values. The policy is based on principles of non-discrimination and fairness between employees and principles applicable equally to all. It is then declined to each business line and geographic area in which the Group operates, taking into account regulatory requirements as well as market practices and conditions. This policy can be adapted when required by national regulations. For Chief Executive Officers, it also aims to reward their efforts to implement the Group's long-term strategic in the interests of its shareholders, clients and employees.

GROUP GOVERNANCE OF COMPENSATION POLICY

The governance applied by the Group ensures an exhaustive and independent review of the compensation policy through:

- An annual compensation review, coordinated by the Group Human Resources Division, involving the Finance Division and control functions (Risk and Compliance), and proceeding in successive stages of validation up to the level of General Management;
- A final validation of the policy (including the principles and parameters of evolution for the Group as well as the compensation policy for Group employees having a significant impact on the Group's risk profile) by the Board of Directors after review and advice from the remuneration Committee.

The compensation policy is established in accordance with applicable regulations, and in particular European Directive 2019/878 (hereinafter "CRD V") of the European Parliament and of the Council of 20 May 2019 and transposed in France by Order No 2020-1635 of 21 December 2020 and the Order of 22 December 2020 [(1)] for persons having a significant impact on the Group's risk profile (hereinafter "regulated population"). It is regularly reviewed:

- Externally by the supervisory authorities;
- Internally through an independent review conducted by the Internal Audit Division.

In addition, with respect to the Chief Executive Officers, it observes the provisions of the French Commercial Code and the recommendations of the AFEP-MEDEF Corporate Governance Code.

The compensation policy for the Chief Executive Officers is submitted ex-ante to the General Shareholders' Meeting and its implementation is also subject to the GM's approval, in accordance with the conditions defined by the French Commercial Code.

(1) Amending the decree of 3 November 2014 on the internal control of companies in the banking, payment services and investment services sector.

GROUP REMUNERATION POLICY AND PRINCIPLES

The remuneration policy complies with the provisions of CRD V, which came into force at the end of December 2020:

- By integrating the principle of gender neutrality and equal pay between male and female employees performing the same work or work of the same value;
- By defining a 2022 CRD V regulated population scope in accordance with Delegated Regulation (EU) 2021/923 of 25 March 2021. **The 2022 CRD V regulated population was defined on the basis of the identification criteria specified in the EBA's regulatory technical standards (level of responsibility, impact on risk and level of total remuneration);**
- By obtaining approval from the General Shareholders' Meeting of 20 May 2014 to increase the maximum variable/fixed remuneration ratio of this population to 2: 1 and ensuring that this maximum ratio is observed for the entire regulated population. The 8th resolution of the Ordinary General Meeting of 20 May 2014 was approved by 96.46% of voters.
- **The approach adopted in 2022 to defining the regulated population and structuring this population's variable remuneration complies with CRD V.** Its main components are as follows:
- **Variable remuneration envelopes are determined by activity (BU or subBU/entity when necessary) based on:**
  - **financial results after taking into account the cost of risk,** the Finance Division also ensuring that the total amount of variable remuneration does not undermine the Group's ability to meet its objectives in terms of capital requirements;
  - **the risk indicator** related to ensuring the Risk Appetite Statement (RAS) framework limits are respected;
  - **the risk management and observation of compliance,** through an independent assessment performed by the risk and compliance Divisions, for the Global Banking and Investor Solutions, International Retail Banking and Financial Services, and French Retail Banking business lines;
  - **and qualitative factors** such as market practices and conditions of exercise of the activity.
- **Individual allocations, taking into account an annual managerial evaluation of the achievement of quantitative and qualitative targets known to the employee and including indicators related to risk management and compliance** (in particular criteria related to regulatory compliance and, for the employees concerned, related to the risk management, respect for client interests and fair treatment of clients, quality of services provided to clients and compliance with rules governing market integrity).

  The annual Group employee evaluation tool includes a mandatory Conduct and Compliance section, used by managers to include these criteria in the annual performance assessment. In addition, for certain populations, an independent assessment is carried out by the risk and compliance Divisions on risk management and observation of compliance rules.
- **A variable compensation structure in compliance with regulation and including, for the CRD V regulated population:**
  - a deferred trigger threshold starting at €50k [2] of total variable remuneration, or one third of total remuneration;
  - an unvested component subject to conditions such as continued employment, financial performance, appropriate risk management and compliance. This component is vested over four years at 25% per year, **with a deferral rate of at least 40% and a maximum of 70% (above the minimum 60% threshold required by regulations for the highest levels of remuneration);**
  - **an award of at least 50% in the form of Societe Generale shares or Societe Generale share linked instruments** (50% of the vested component and 50% of the unvested component).

Thus, the component of variable remuneration paid immediately in cash is no more than 30% of total variable remuneration (i.e. half of the vested component equal to no more than 60% of total variable remuneration). The other half of the vested component is awarded in Societe Generale share linked instruments. It may be limited to 15% of total variable remuneration for the highest variable remunerations (case in which the deferred component accounts for 70% of total variable remuneration).

The component awarded in shares or share linked instruments is also subject to a lock-in period of at least six months.

The variable remuneration scheme for the members of the Group Strategic Committee heading up Business Units (business lines, regions) and Service Units (support and control functions) and for the Deputy Chief Executive Officers, is more stringent than the scheme applied to other regulated employees. The unvested component of their variable remuneration is deferred over five years, with two cash installments and three installments in Societe Generale shares or in Societe Generale share linked instruments. The three first installments are subject to conditions financial performance and the last two at the relative performance of the Societe Generale share. (cf. 2.3.2).

(2) Or a lower threshold if required by local regulations.

SYNTHESIS ON THE GROUP CRD V REGULATED POPULATION

In 2022, the Group CRD V regulated population includes 614 staff members.

The variable remuneration pool awarded to this population in respect to 2022 was €239.40m and total variable and fixed remuneration amounted to €438.90m:

2022	TOTAL GROUP
GROUP REGULATED POPULATION	**614**
TOTAL REMUNERATION (€m)	**438.9**
o/w fixed remuneration (€m)	**199.4**
o/w variable remuneration (€m)	**239.4**
Variable remuneration component awarded in shares and share linked instruments	**51%**
Deferred component of variable remuneration	**55%**
Average ratio of variable/fixed	**120%**

Gross compensation excluding employer charges.

The structure of variable compensation is detailed in paragraph 2.3.2.1.

PREAMBLE

This document was prepared in accordance with Order No 2020-1635 of 21 December 2020, which includes various provisions for adapting legislation to European Union financial law, amending the French Monetary and Financial Code, in order to incorporate the new CRD V requirements into French law (see Articles L. 511-71 to L. 511-88 of the French Monetary and Financial Code) on the supervision of compensation granted to employees exercising activities liable to have a significant impact on the risk profile of credit institutions and some investment firms. Also for the purpose of transposing CRD V, this text is supplemented, in regulatory terms, by the Order of 22 December 2020 amending the Decree of 3 November 2014 on internal control (Art. 198 to 201).

PART 1.
GROUP GOVERNANCE OF REMUNERATION POLICY

The Group's remuneration policy is reviewed every year. It is defined by the General Management, based on the proposal of the Group Human Resources Division. The Board of Directors approves the policy, after examining the recommendation of the remuneration Committee.

The Group compensation policy, in particular with regard to the categories of staff whose activities have a significant impact on the Group's risk profile (hereinafter "regulated population"), is applied to Societe Generale as well as to the entities it controls, in France and throughout the world. The policy applied to the regulated population is adapted outside France in order to comply with local regulations. Group rules prevail, except where local rules are more stringent.

The definition of this policy takes into account market context and practices.

1.1 COMPOSITION AND ROLE OF THE REMUNERATION COMMITTEE

At December 31 2022, the remuneration Committee was composed of four members, including three independent directors. Its ties with the risk Committee are strengthened by the appointment of a director who is both a member of the risk Committee and the remuneration Committee (Mr. Nin Genova). The following directors are members of the committee:

- **Jérôme CONTAMINE**, Independent Director, Chairman of the remuneration Committee, member of the Audit and internal control Committee;
- **France HOUSSAYE**, Director elected by employees, member of the remuneration Committee;
- **Gérard MESTRALLET**, Independent Director, Chairman of the appointment and corporate governance Committee, member of the remuneration Committee;
- **Juan Maria NIN GENOVA**, Independent director, member of the remuneration Committee, member of the risk Committee.

The main duties of the remuneration Committee are defined in section 3, “Corporate Governance”, of the 2023 Universal

Registration Document.

The remuneration Committee reports on its work and recommendations to the Board of Directors for the purpose of preparing the decisions of the Board of Directors regarding the approval of the principles underlying the Group’s overall remuneration policy, as well as the remuneration policy more specifically applicable to Group regulated employees.

Group subsidiaries are asked to apply the policy defined at Group level and to formally adopt the policy via a decision of their management body, where permitted by local legislation. The policy may only be adapted when required by national regulations.

More specifically, since the publication of the 2021 public report on remuneration policies and practices, the Group remuneration Committee met eight times. The main items on the agenda were as follows:

CHIEF EXECUTIVE OFFICERS	– Preparation of the assessment of the financial and non-financial performances of the Chief Executive Officers and proposal to the Board on the award of remuneration in respect of 2022 – Preparation of the work of the Board of Directors on the Chief Executive Officers termination conditions – Proposal of the remuneration policy and annual financial/non financial objectives of the current and future Chief Executive Officers relating to the 2023 financial year – Review of the share ownership and holding obligations of the Chief Executive Officers
REGULATION AND GROUP REMUNERATION POLICY	– Guidelines on the 2022/2023 Group remuneration policy – GBIS (Global Banking & Investor Services) remuneration policy – Gender Equality Policy – Deferred variable compensation schemes and long-term incentive plans – Proposal to the Board on the award of performance share plans – Proposal of an Employee Share Ownership Plan project for 2023 – Review of the fulfilment of the performance conditions applicable to Group deferred remuneration and long-term incentive plans – Monitoring of the use of free share allocations – Resolution proposals related to remuneration for submission to the General Meeting – Allocation of an additional profit sharing premium – Remuneration policy for the CRD V Group regulated population – Review of how risks and compliance are taken into account into the remuneration policy – Review of the individual remuneration of the Group Head of Risk, of the Group Head of Compliance and of the Group Head of Audit – Report of the 2022 audit mission on the compliance of the 2021 remuneration policy – Public report on 2022 Compensation Policies and Practices

The remuneration Committee ensured that risks were duly addressed in the compensation policy. The committee was able to hear the Group Head of Risks and the Group Head of Compliance on the methods used, their application in the compensation determination process and their opinion on how risks are taken into account in the compensation policy. In addition, the remuneration Committee took the advice of the Board of Directors’ Risk Committee on this subject prior to its recommendation to the Board of Directors.

1.2 GROUP INTERNAL GOVERNANCE OF COMPENSATION

The annual review of individual compensation (fixed remuneration and, where applicable, variable remuneration and/or long term incentives) is coordinated by the Group Human Resources Division, with different validation steps taken at the level of the Core Businesses, the Group Human Resources Division, General Management and finally the Board of Directors, based on the recommendation of the remuneration Committee. The final validation covers compensation policy and parameters of evolution for the Group as a whole.

The different divisions involved in this process are:

- **The Group Human Resources Division** is responsible for the overall coordination and works to identify the regulated population, in cooperation with the Human Resources Division of each activity, and the risk and compliance Divisions (see 2.2). It also monitors the process of reviewing how the gender neutrality of the remuneration policy is implemented.

- **The Finance Division** is involved in determining the fixed and variable remuneration pools in connection with the budgetary process and with the financial indicators taken into account for the determination of the variable pools. The Finance Division ensures that the cost of risk generated by the business lines is adequately taken into account and that the total amount of variable remuneration does not impede the Group's ability to strengthen its capital (see 2.3.1.1). The Finance Division also helps to determine deferred variable remuneration schemes (structure, performance conditions and malus clauses) (see 2.3.2) and assess the fulfilment of financial performance conditions. The Finance Division defines the financial performance indicators and thresholds on which unvested variable remuneration is based. These indicators and thresholds are validated by the Board of Directors, after consulting the remuneration Committee.

- **The risk and compliance Divisions** are involved in review of the Group's variable remuneration schemes, and more specifically the remuneration of the Group CRD V regulated population. These control functions assess risk and compliance management, for the Global Banking and Investor Solutions, International Retail Banking and Financial Services and French Retail Banking business lines (see 2.3.1.1) and give their opinion about how regulated staff take these aspects into account (see 2.3.1.2). These assessments by the control functions as part of the independent annual evaluation are taken into account in the determination of variable remuneration pools and individual awards, particularly if they are negative. **The risk and compliance Divisions** are also involved in the annual review and validation of the remuneration policy and in particular give their independent opinion to the risk Committee and to the remuneration Committee of the Board of Directors on how risks are accounted for in the remuneration policy. In addition they carry out second-level control tasks relating to remuneration.

The risk Division is also involved in the choice of financial indicators, in conjunction with the Finance and the compliance Divisions, used to determine the variable envelopes, in particular on GBIS, and produces an indicator related to ensuring the Risk Appetite Statement (RAS) framework limits are respected. Such indicator helps demonstrate how the financial results have been achieved.

The compliance Division assesses the "Compensation" framework and its compliance with the various applicable regulations.

The Legal Division acts as a legal watch on matters relating to the remuneration of persons regulated by banking and financial regulations, and is responsible for providing the Group Human Resources Division with legal advice in relation to banking and financial regulations.

The General Inspection and Audit Division, in accordance with regulatory requirements, conducts each year a mission to assess the compliance of the remuneration policy with CRD V regulation.

The remuneration of the Control Functions (General Inspection & Audit Division, risk and compliance Divisions) is determined as follows:

- The remuneration policy of the control functions staff is based on their own objectives, independently of the operations of the business lines they control.
- The level of their remuneration, and particularly fixed remuneration, must be sufficient to attract and retain qualified and experienced staff and takes into account market practice to ensure that it is set at an appropriate level for the tasks and level of responsibility performed.
- The remuneration should be predominantly fixed given the nature of the responsibilities.
- The pools for the annual review of the fixed and variable remuneration of each of the Group's control function (RISQ, CPLE, IGAD Service Units) are proposed by each head of the control Service Unit and validated by the member of the General Management in charge of their supervision.

- The evolution of the variable remuneration pools takes into account the evolution of the workforce and its structure, historical and target employees remuneration and evaluation of their collective and individual performance, the contextual factors related to these functions (trends and market practices, stress on specialised functions or/and rare expertise, efforts and commitment required to achieve key control projects) and the evolution of the Group's results, irrespective of the results generated by the activities they control.
- The allocation of the variable remuneration pool within each control function division is based on the achievement of specific objectives set at the beginning of the year and assigned to the control functions and their responsibilities. The assessment of the performance and the individual compensation of the staff members working in RISQ, CPLE, and IGAD Divisions are determined by their managerial line within the division, which is independent of the operational units controlled.
- For the key managers in charge of a control function in local entities and who do not belong to RISQ, CPLE, the assessment and the compensation are defined jointly by the Head of the independent control division (RISQ, CPLE) and the Head of the BU covering the entity or their representatives. In case of disagreement, the final decision is taken by the Head of the independent control division or its representative, except if contrary to local regulation.

In addition, the individual remunerations of the Group heads of control functions Divisions (Head of Risk, Head of Compliance and Head of General Inspection & Audit) are reviewed by the remuneration Committee and validated by the Board of Directors.

This governance helps to ensure independence in the actions and decisions of the control functions with regard to the activities they control.

The annual assessment and remuneration of the IGAD staff members in charge of carrying out the ex post annual independent review of compliance of Societe Generale compensation policies and practices of the Group with CRD V rules are performed by their managerial line within IGAD Division. IGAD Division is strictly independent of business lines and permanent control and operates as a hierarchically integrated Division. A synthesis of the audit report is provided to the remuneration Committee and the Group risk Committee.

Apart from the annual review of individual remuneration, a system for delegating and managing remuneration applies to the entire Group.

PART 2.
GROUP COMPENSATION POLICIES AND PRINCIPLES

The aim of the Group compensation policy is to enhance the efficiency of remuneration as a tool for attracting and retaining employees who contribute to the long-term success of the company; it takes into account the criteria of appropriate risk management and compliance with the rules and regulations by employees.

This policy is based on common principles for the Group, then adapted to each business line and geographic area in which the Group operates, taking into account market practices and conditions.

Remuneration includes the following components:

- a fixed component that rewards employee qualifications, the level and scope of responsibility of their job, and their expertise and professional experience. It includes items such as base salary and, where applicable, additional components of remuneration associated with mobility and/or position, in accordance with regulations (e.g. role based allowance, provided that it is predetermined, transparent, maintained and non-revocable during the period related to the specific role or responsibilities and that it does not encourage risk-taking);
- a variable component that rewards collective and individual performance, depending on the objectives set at the beginning of the year and conditional on the context and results, but also on the way in which the results were achieved. Employees whose variable remuneration does not exceed a given amount may be entitled to a long-term incentive (LTI) awarded in performance shares. This incentive is mainly dedicated to employees identified as strategic talents, key resources and top performers. For the vast majority of employees, variable remuneration is paid in full once a year, in cash, provided that the employment contract has not been terminated at the payment date. For some employees, a portion of their variable remuneration is deferred over time due to their activity (risk takers) or to the amount of variable remuneration awarded.

There are specific rules for some variable remuneration, in particular:

- Guaranteed bonuses are granted in exceptional circumstances, for the purpose of hiring from outside the Group, and in accordance with regulations (see 2.3.5);
- Buy-outs or redemptions of deferred remuneration not paid by the former employer comply with regulations; conditions cannot be more favourable than those offered by the former employer, particularly in terms of amount, structure and payment dates.

The Group compensation policy is defined in such a way as to prevent the establishment of incentives liable to create conflicts of interest between employees and clients.

The Group's normative documentation also sets an obligation for Group employees to report their potential situations of conflicts of interest. All Group employees must consider and identify potential deals/transactions required to be reported to the compliance Division for an analysis of conflicts of interest, as well as any personal situations liable to create potential or existing conflicts of interest.

The governance principles and rules governing compensation are set out in the Group's normative documentation. The diagram below summarises the objectives of the Group compensation policy.

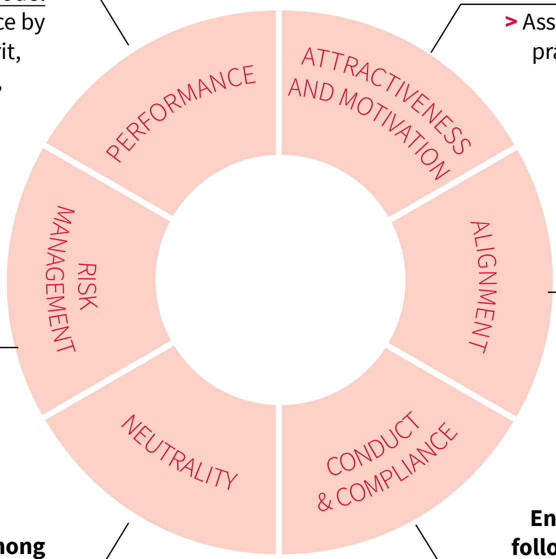
OBJECTIVES OF THE GROUP COMPENSATION POLICY

Rewarding individual and collective performances

> Associated with the Leadership Model that promotes a culture of performance by fostering the Group's values (team spirit, responsibility, commitment, innovation) and client orientation

Attracting, retaining and motivating employees strategic talents and key resources

> Associated with market trends and practices



Promoting sound and effective risk management, and ensuring that employees are not incentivised to take inappropriate risks

> Associated with targets for risk appetite, deferred variable remuneration*, malus** and clawback***

Aligning employee interests with the interests of the Group and its shareholders

> Associated with the company's profitability after taking into account risks and capital requirements, allocation of shares/share equivalents

Promoting equal pay among employees regardless of gender

> Associated with gender neutrality and the Group diversity policy.

Ensuring that employees follow regulations and internal rules in force, while also ensuring that customers are treated fairly

> Associated with compliance with applicable regulations, internal rules and the Code of Conduct

(*) Deferred remuneration: the payment of variable remuneration is deferred in order to align the remuneration structure with long-term risks and performance.
(**) Malus: the bank may reduce or cancel deferred variable remuneration prior to vesting or payment date if performance conditions are not met or due to inappropriate conduct.
(***) Clawback: the bank may call for variable remuneration components already paid out to be returned, subject to regulations in force.

2.1 COMPLIANCE OF THE GROUP REMUNERATION POLICY WITH REGULATORY REQUIREMENTS

In defining its compensation policy, Societe Generale Group undertakes to comply with all the applicable regulations, in particular:

- CRD V, aimed at credit institutions, authorised companies (e.g. financing companies in France) and some investment firms, for their activities worldwide, imposes constraints on the variable remuneration structure of employees identified as material risk-takers (hereinafter "CRD V regulated population"). These constraints notably include the deferral of a portion of variable remuneration, and the partial payment in financial instruments indexed to the company's long-term interests, as well as a cap on the ratio of variable remuneration relative to fixed. The principle of proportionality, for entities subject to CRD V, may exempt certain subsidiaries, depending on their size and the nature of their activities, from the implementation of certain regulatory provisions on an individual basis (in particular application of the component paid in instruments and the component subject to deferred payment). In addition, CRD V calls for compensation policies and practices for all staff members, including risk takers, to be based on the principle of gender neutrality;
- The EBA (European Banking Authority) Guidelines on Sound Remuneration Policies, as set out in the ACPR's compliance notice and which took effect on 1 January 2017; these guidelines were updated on 2 July 2021 for first-time application in respect of performance years 2022 and later;
- The AIFM Directive and UCITS V Directive, applicable to the global operations of asset management firms, impose constraints on the variable remuneration structure of employees identified as material risk takers (hereinafter - "AIFMD and UCITS V regulated staff"), including in particular a requirement to defer a portion of variable compensation and to pay a portion of variable compensation in financial instruments linked to the performance of managed funds;
- The French Banking Act, targeting worldwide market and treasury management operations, requires the Group to have a strict framework for proprietary trading activities aimed at funding the economy or for the bank's risk management purposes, and also calls for (i) the compensation granted to all market operators to be consistent with the rules governing the organisation and internal operation of the business lines, and (ii) for said compensation not to encourage the taking of risks not associated with assigned targets;
- The Volcker Rule, applicable to the worldwide scope of market operators, prohibits certain proprietary activities, the acquisition and/or sponsorship of certain types of so-called «covered funds» and transactions generating credit risk with certain «covered funds», even asset-backed. It requires compensation schemes not to incentivise the activities prohibited by the Rule or to encourage excessive/inappropriate risk-taking;
- MiFID 2, aimed at protecting investment clients and applicable to employees providing investment and investment-related services to clients within the EU/EEA, recommends the implementation of a compensation policy that encourages responsible professional behaviour vis-à-vis the client and fair treatment of clients whose interests should not be affected by short-, medium-and long-term remuneration practices;
- The EBA Guidelines on compensation policies and practices relating to the sale and provision of retail banking products and services require responsible professional behaviour and fair treatment of clients. The methods used for determining remuneration must not lead to the promotion of a specific product;
- Anti-corruption regulations require anti-corruption procedures to be designed to mitigate identified risks as well as prevent deliberately unethical behaviour (including corruption and influence peddling). These include human resources management procedures and incentives (including those resulting from employee remuneration);
- The Solvency II Directive, applicable to insurance and reinsurance companies in the EU/EEA, requires the establishment of a compensation policy aligned with corporate Strategic and risk management objectives, incorporating measures aimed at avoiding conflicts of interest, promoting sound and effective risk management, and not encouraging risk-taking exceeding the limits defined by the entity. The Directive recommends a balance between fixed and variable pay components as well as deferred payment of a substantial portion of variable remuneration granted to employees having a significant impact on the entity's risk profile;
- The Insurance Distribution Directive (IDD) states that compensation practices may not hinder the ability of insurance distributors to act in the best interests of their clients, nor discourage them from making an appropriate recommendation or presenting information in an objective, clear and non-misleading way;
- The Sustainable Finance Disclosure Regulation (SFDR), which came into force on 10 March 2021, requires transparency on how sustainability risks are incorporated in the compensation policy;
- The Investment Firms Directive (IFD) and the Investment Firm Regulation (IFR), both of which came into force on 26 June 2021, call for specific regimes to apply to members of staff identified as having an impact on the institution's risk profile (IFR/IFD regulated staff). The new compensation scheme applies from 1 January 2022;
- The EBA Guidelines on Management of Non-Performing and Forborne Exposures (NPEs), which came into force in June 2019, cover staff and Management involved in the management of NPE exposures.

The Societe Generale Group compensation policy incorporates the various above-listed requirements as follows:

- ***Ex-ante* incorporation of risks in determining variable remuneration pools and individual allocation (see 2.3.1):**
  - Groupwide use of quantitative financial indicators taking into account risks and also qualitative indicators for the definition of the variable remuneration pools. Individual evaluations are based on pre-defined quantitative and qualitative objectives, which may include criteria associated with risk management, customer interests and satisfaction, observation of the rules and regulations applicable to the employee's position;
  - In addition, primarily within Global Banking and Investor Solutions (GBIS), International Retail Banking and Financial Services (IBFS) and French Retail Banking (RBDF), independent annual evaluations are conducted by the risk and compliance Divisions regarding risk and compliance management by the business lines/entities having a major impact on the Group's risks profile and for CRD V, AIFMD and UCITS V regulated staff operating in these business lines/ entities.

By applying the mechanisms described above, variable remuneration is not directly and solely correlated with the revenues generated.

- ***Ex-post* incorporation of risks in the Group's deferred variable remuneration schemes (see 2.3.2):**
  - for the CRD V regulated population: at least 40% deferred variable remuneration spread out over four to five years vesting on a *pro-rata temporis* basis, when the variable remuneration amount overpasses the regulatory threshold of €50k [(3)], or one-third of total remuneration; payment of at least 50% of total variable remuneration in financial instruments; unvested portion subject to conditions of continued employment, financial performance, and appropriate risk management and compliance;
  - for AIFMD and UCITS V regulated staff: at least 40% deferred variable remuneration spread out over three years vesting on *pro-rata temporis* basis, starting at a given threshold (depending on local regulations and practices); at least 50% of total variable compensation paid in financial instruments; unvested portion subject to conditions of continued employment, financial performance, and appropriate risk management and compliance;
  - outside the scope of CRD V, AIFMD and UCITS V regulated staff, as regards the employees of Global Banking and Investor Solutions, and of the support or control functions: above a given threshold, variable remuneration is partially deferred at a progressive rate over three years vesting on *pro-rata temporis* basis and partly paid in financial instruments; unvested portion subject to the same vesting conditions as for CRD V regulated staff;
  - integration of financial performance, malus and clawback conditions, as well as conditions allowing for the reduction or cancellation of unvested entitlements in case of implementation of one or more resolution measures at Group level by the competent resolution authority, in accordance with the provisions of Article L. 613-50-10 of the French Monetary and Financial Code.

The compliance of the Group compensation policy with regulatory requirements is verified through internal and external assessments.

Internally, the compliance Division assesses the compensation system and its compliance with applicable regulations. The Group compensation policy is regularly reviewed independently by Internal Audit. The latest review carried out in 2022 addressed the compensation policy applied for the 2021 regulated population and concluded that the risk of non-compliance of the Group compensation policy was adequately covered, both with regard to the governance of the overall process, the effective identification of regulated staff and the observation of the quantitative and qualitative rules applied to variable remuneration awarded in respect of financial year 2021.

In addition, the Group compensation policy is regularly reviewed by supervisory authorities, and in particular the ECB in the framework of the Single Supervisory Mechanism.

(3) Or a lower threshold, depending on local regulations.

2.2 SCOPE OF THE CRD V REGULATED POPULATION IN 2022

In accordance with the new CRD V regulation, the method used to identify regulated staff deployed in 2022 is based, as in 2021, on the criteria for identifying the regulated staff published by the EBA in 2021 (Delegated Regulation (EU) 2021/923 of 25 March 2021) and clarifications made by the EBA on the subject (final report EBA/RTS/2020/05). The scope of the 2022 regulated population covers all employees whose professional activities have a material impact on the Bank's risk profile, including employees exercising control functions.

In 2021, the determination method of the Group's CRD V regulated population resulted in the identification of 569 staff members (including 3 Chief Executive Officers).

In 2022, the scope of the Group regulated population was updated on the basis of the regulatory technical standards established by the EBA. The increase of the regulated population (614 in 2022 vs 569 in 2021) is mainly due to increase in the variable remuneration for the performance 2021 mostly within the investment banking.

The Group's 2022 regulated population includes:

- The Chief Executive Officers;
- The members of the Board of Directors;
- The members of the Group Strategic Committee (other than the Chief Executive Officers) consisting in the heads of the Group's Business Units and Service Units as well as the Deputy General Managers;
- Key managers within Group control functions (risk, compliance, audit) and support functions, reporting directly to the members of the Strategic Committee;
- Staff members in charge of the specific functions referred to in Article 5 (a) of Delegated Regulation (EU) 2021/923 (Responsible at the level of the Group of: legal affairs; soundness of accounting policies and procedures; finance, including taxation and budgeting; performing economic analysis; prevention of money laundering and terrorist financing; human resources; remuneration policy; information technology; information security; managing outsourcing arrangements of critical or important functions) not yet identified by the above criteria.
- Within the material business units [4] (MBUs): the heads of the MBUs and the members of the executive committees: (i) Heads of business activities, (ii) Heads of control functions (risk and compliance) of MBUs and reporting directly to the heads of MBUs, (iii) Heads of finance reporting directly to the heads of MBUs, (iv) Other Exco members in charge of important risk and/or compliance management within MBUs; A few other staff members, not members of MBU executive committees, may also be regulated by the criterion of managerial responsibility in view of their significant responsibilities for the MBU's activities;
- The main heads of control functions (risk, compliance, audit) in charge of controlling Material Business Units, not yet identified by the above criteria;
- The managers managing one of the following risk categories: credit and Counterparty, residual, concentration, securitisation, market, interest rate risk inherent in non-trading book activities, operational risks including models, liquidity, excessive leverage;
- The decision-making members of the committees in charge of the management of one of these risk categories, i.e. the CORISQ, the Finance Committee (COFI) (including the Group Funding Committee), the Large Exposure Committee (LEC), and the Group Provisions Committee (COPRO) not yet captured by the above criteria;
- Staff members (and the managers who supervise them) having credit authorisations and/or responsible for market risk limits exceeding materiality thresholds at Group level, as defined by the EBA, and not already identified by the above criteria;
- Staff members with decision-making power in the New Product Committees, and not yet identified by the above criteria;
- Employees with total remuneration awarded in respect of 2021 performance year greater than or equal to €750k;
- SG SA employees (including branch employees) identified as belonging to the 0.3% highest total remunerations of SG SA in respect of 2021 financial year;

(4) The Material Business Units (MBUs) defined by the EBA regulatory technical standards are the Group's activities (subsidiaries; business lines) whose normative capital is greater than or equal to 2% of the normative capital of the Group or Core Business Lines, within the meaning of article 2, par.1, point (36) of Directive 2014/59/EU (business line with a material contribution in terms of revenue, profit or franchise).

(5) Crédit du Nord, Société Marseillaise de Crédit, KB in Czech Republic, BRD in Romania, SG Luxembourg, SGSS Spa in Italy, Boursorama and SG Factoring.

- Staff members who carry out their professional activities in a Material Business Unit and whose total remuneration awarded in respect of 2021 is greater than or equal to the higher amount between €500k and the average total remuneration granted to members of the Group's executive and non-executive management body and senior management.
- Employees considered as material risk takers with regard to internal criteria linked in particular to the specific organizational structure of Societe Generale.

On this basis, the 2022 Group regulated population includes 614 staff members (o/w 3 Chief Executive Officers).

This scope is reviewed each year based on the evolution of the Group organization and remunerations.

In addition, 350 employees (o/w 66 already identified as regulated staff at Group level) are identified as local regulated staff of the 8 subsidiaries considered as material subsidiaries [5] in the European Economic Area and subject to the application of deferred variable remuneration and payment in instruments on an individual basis.

In accordance with articles 198 and 199 of the decree of 3 November 2014, as amended, Group asset management companies and insurance entities are excluded from the scope for the identification of the CRD V regulated population on a consolidated basis. However, as these activities are subject to other regulations (AIFMD and UCITS for asset management companies and Solvency II for insurance companies), specific regulated populations are also identified within these companies.

2.3 2022 GROUP VARIABLE COMPENSATION POLICY

The award of variable remuneration depends on both individual and collective performance and takes into account quantitative and qualitative criteria which are defined ex ante. It also takes into consideration the economic, social, and competitive environment. In order to avoid any conflicts of interest, variable remuneration is not directly or solely linked to the amount of revenues generated.

In addition, for several categories of employees (CRD V, AIFMD, UCITS V, Solvency II regulated staff; all employees of Global Banking and Investor Solutions, support or control functions) above a given threshold, a significant portion of variable remuneration is deferred over three years or more and subject to continued employment and performance conditions set for the Core business/entity concerned. Accordingly, when performance conditions are not met, the deferred component of variable remuneration is partially or fully forfeited. Furthermore, any excessive risk taking or any behaviour deemed unacceptable by General Management may result in a reduction (malus) or total forfeiture (clawback) of this deferred component, in accordance with the applicable legal framework. Lastly, the variable remuneration of Group CRD V regulated staff is capped at two times the fixed remuneration.

2.3.1 LINK BETWEEN VARIABLE COMPENSATION AND PERFORMANCE AND ALIGNMENT OF VARIABLE COMPENSATION WITH RISKS AT GROUP LEVEL *(EX ANTE)*

2.3.1.1 DETERMINATION OF VARIABLE COMPENSATION POOLS

The proposals of variable remuneration pools are prepared for each activity by their dedicated Human Resources Department and Finance Department, which produce quantitative and qualitative indicators within their remit:

For Global Banking and Investor Solutions (GBIS) activities, the quantitative financial and risk indicators used take into account the alignment with risk appetite, future risks and the cost of capital in determining the variable remuneration pools of the Wholesale Banking activities and of its BUs.

The financial indicators include the normalised operating income (operating income after taking into account the normalized cost of risk) excluding variable remuneration, the RONE (Return on Normative Equity), the normalised profit excluding variable remuneration (normalised operating income excluding variable remuneration -cost of normative equity) as well as the compensation ratio and its variation for the CIB perimeter. On its side, the Risk Division produces an **indicator related to ensuring that the Risk Appetite Statement (RAS)** framework limits are respected, including compliance with market and credit limits (via the monitoring of limits), the effectiveness and compliance of operational risks devices in the BUs (via operational loss/ recurring revenues ratio). This indicator helps demonstrate how the performance reflected by the financial indicators is achieved.

The determination of variable remuneration pools also takes into account qualitative criteria (market practices and trends, environment and factors liable to have influenced the performance of the business lines on a one-off basis).

The indicators are detailed according to oversight criteria (depending on the case: by region, by Business Unit/sub-Business Unit and by supervised entity). The validation by the Group Head of Risks and the Group Head of Compliance of the bonus pools evolution for the GBIS activities is obtained via a specific review taking place before the variable remuneration pools proposals are submitted to General Management then to the remuneration Committee.

On the whole, the variable remuneration pool for Global Banking and Investor Solutions is defined on the basis of performance indicators incorporating all costs and risks inherent in the activities (liquidity; credit; market; operational risks as well as capital requirements – see table below for details).

For the French Retail Banking and International Retail Banking and Specialized Financial Services networks, the variable remuneration pools for the various business lines (BUs/entities*) are also determined using quantitative financial criteria (evolution of Net Banking Income (NBI), evolution of gross operating income (GOI), evolution in profitability measured by the operating income after cost of risk and the Return on Normative Equity (RONE) [(6)] which include the various costs and risks inherent in these activities). The indicator related to the RAS framework limits (which includes, by definition, operational risk) is also taken into account to help demonstrate how the performance reflected in the financial indicators is achieved. On the other hand, qualitative criteria are used (environment, market trends and practices in particular). These quantitative indicators and the variable remuneration pools requests are consolidated respectively at RBDF and IBFS level.

For the Group support and control functions (SU*), the evolution of the variable remuneration pools by Service Unit takes into account to a certain extent the evolution of the underlying financial results of the Group. For the control functions, the variable remuneration envelopes are determined independently of the results of the business lines they control (see part 1.2). Qualitative criteria such as the context, market trends and practices are also taken into account.

The Risk and Compliance Divisions also independently assess the main business lines (BUs and sub-BUs also on the GBIS scope) having a major impact on the Group's risk profile in terms of how they manage credit, market, operational structural risks (including model risks) and compliance risks. This assessment may lead to an adjustment in the distribution of variable remuneration pools between the business lines.

The overall assessment of each business line/entity is based on expert opinions issued by managers of the Risk Division and the compliance Division:

(6) Return on Normative Equity = Return on Equity of a Core business or activity, based on normative capital.
(*) BUs: Business Units and SUs: Service Units (support or control function).

Risk Division assessment criteria:

The assessment of performance by risk Division takes various criteria into account, such as: knowledge and observation of limits, relevance of selected counterparties and deals, as well as compliance with risk policies, ability to identify and control risks as well as remedial actions if necessary, compliance with confidentiality rules, level of “risk culture”, “tone from the top” and dissemination of risk culture among employees.

The opinions given by the risk Division experts are based on qualitative factors and quantitative criteria assessed for each Group business line, such as:

- The effectiveness and compliance of the Level 1 permanent control (L1C) system in the BUs (through the ratio of overdue rate/critical & major needs for action (NFA) defined by the Risk Division’s Level 2 permanent control (L2C) system;
- Compliance with model standards (through the overdue rate/the rate of critical and major recommendations from RISQ/MRM) and taking into account the eventual breaches of governance;
- Proactivity in the management of transformation/ remediation programs (quality of elements produced, compliance with deadlines, etc.);
- Follow-up and closure of recommendations issued by the European Central Bank (via the overdue rate over the year);
- Compliance with the Group’s ESG guidelines (Implementation of governance).

Compliance Division assessment criteria:

The performance assessment conducted by the compliance Division is based on various criteria, including: level of knowledge and awareness of non-compliance risks, level of knowledge and compliance with regulations, applicable rules and procedures, level of due diligence in the implementation of remediation plans and level of transparency and cooperation with the Compliance teams.

In addition to qualitative criteria based on the opinions of the Heads of Compliance of each business line assessed, the assessments may also be based on quantitative indicators such as:

- Appropriate follow-up and closure of ACPR recommendations in progress:
- The effectiveness and compliance of the Level 1 permanent control (L1C) system in the BUs (through the ratio of overdue rate/critical & major needs for action (NFA) defined by the Compliance Division’s Level 2 permanent control (L2C) system;
- Timely closure of action plans resulting from compliance incidents;
- KYC (Know Your Customer) review performance rates;
- Certain indicators related to Culture & Conduct such as the number of disciplinary sanctions, the maturity level of each business line or the overdue rate in terms of completion mandatory training;
- Quality of individual evaluations.

These indicators serve to highlight any red flags for the business lines that could impact the assessment of the activity/entity in question.

The results of this formal assessment by the Risk and Compliance Divisions are reported to the Management of the business lines concerned before the allocation of variable remuneration pools is determined. They are also presented to the Board of Directors risk committee and to the remuneration Committee in the framework of their supervision of the proper consideration of risk management and compliance in the process of determining variable remuneration pools.

In the event of a negative assessment by the risk Division or Compliance, the variable remuneration pool for the business line/entity in question is negatively impacted. The level of this negative impact is subject to validation by the control functions Division and General Management before the launch of the distribution phase.

For the Group’s senior executives (Chief Executive Officers and members of the Group Management Committee), variable compensation is not based on a collective pool but is determined individually according to the Group’s results, the results of the supervised activity, the level of achievement of specific financial and non-financial targets, and market practices. For the Chief Executive Officers, non-financial criteria are determined primarily on the basis of the achievement of key targets relating to the Group’s strategic, operational efficiency and risk management, as well as the corporate social responsibility (CSR) policy. The members of the Management Committee have common collective targets (including CSR targets) which represent a significant portion of their total annual variable remuneration.

These common collective targets include:

- sustainable finance as measured in volume of activity;
- customer satisfaction and experience as measured by the Net Promoter Score;
- the employee engagement rate, as measured by the Group Employee Survey;
- diversity in the main managerial circles;
- digital transformation and financial performance.

Furthermore, the Finance Division includes the proposed global variable remuneration pool at the level of the Group (i.e. consolidation of the variable remuneration pools of the various activities) in the Group budgetary projections that serve as a basis for the regulatory capital ratio forecasts. The global variable remuneration pool is taken into account in capital planning and does not compromise the fulfilment of fully-loaded capital ratio targets, in compliance with ECB guidelines.

The variable remuneration pools for the various activities are subject to the approval of General Management. Their calibration takes into account the financial targets set in terms of risk appetite. **The General Management reserves the right to recalibrate variable remuneration pools in the event they might prevent the company from reaching a sufficient capital level to comply with the Group’s target prudential ratios.**

The variable remuneration pools of the pillars GBIS, RBDF, IBFS, central functions and of the Group as well as their evolution are presented to the Group remuneration Committee. The evolution of the variable remuneration pools of the pillars and of the Group are ultimately submitted to the Board of Directors for validation.

2.3.1.2 INDIVIDUAL ALLOCATION

The individual allocations of variable components take into account, for the entire Group, an annual individual assessment of the achievement of quantitative and qualitative objectives (operational and professional behavioural development objectives) and an assessment of behaviour in terms of compliance with applicable regulations and internal rules, in particular the Code of Conduct, the Anti-Bribery and Anti-Corruption Code and the Tax Code of Conduct. In this context, the Group annual employee appraisal tool includes a mandatory Conduct and Compliance section, enabling managers to take these criteria into account in assessing the annual performance of each employee. There is no direct or automatic link between the commercial and financial results of individual employees and their level of variable remuneration, insofar as employees are assessed on their results, the results of their activity and the way in which said results were achieved.

The recommended method for setting objectives is the **SMART** method (i.e. objectives are **S**pecific, **M**easurable, **A**ccessible, **R**ealistic and set within a **T**imeframe) in order to define objectives that are clearly identified and can be assessed by indicators that are known to the employee.

Qualitative objectives are tailored to individual employees, in relation to their professional activity and position held. They can include the quality of risk management, the means used and behaviours displayed to achieve results such as cooperation, teamwork and management of men and women, as well as the incorporation of client interests and satisfaction.

One to two behavioural development objectives must therefore focus on the Group's Leadership Model [7] (see Corporate Culture and Ethical Principles report).

The Group evaluation tool also includes a Conduct and Compliance section, used by managers to include these criteria in the annual performance assessment.

Remuneration decisions must take into account the performance assessment described above. Depending on the position, the evaluation must include the following criteria in particular:

- sound and prudent risk management and compliance with the scope of authority of market operators subject to Volcker rules and French banking rules (banking separation act);
- compliance with risk limits (e.g. market risk or credit risk) and the bank's risk appetite;
- compliance with credit approval and client onboarding procedures (Know Your Customer system);
- respect for the interests and fair treatment of clients;
- sustainability risk management;
- The determination of remuneration must not be influenced by any whistleblowing actions taken by employees, in accordance with the Group whistleblowing procedure.

In addition to the individual evaluation carried out by line managers, the risk and compliance Divisions independently assess certain categories of CRD V, AIFMD and UCITS V regulated staff and employees in charge of the Volcker/French Banking Act desks, in the Global Banking and Investor Solutions, International Retail Banking and Financial Services, and French Retail Banking business lines. They review in particular:

- Risk awareness, technical expertise and risk management, as well as compliance with risk management policies and procedures;
- Compliance with regulations and internal procedures, as well as the extent to which they are transparent with clients regarding products and their associated risks;
- Quality of interactions between the employees under review and the risk and compliance Division (transparency, proactiveness, quality of answers in particular).

Members of the Group Management Committee are also subject to an assessment performed by the control functions.

Lastly, the risk and compliance Divisions have the authority, if deemed appropriate, to expand the scope of employees assessed, in particular in the event of negative assessments or the escalation of alerts, outside the scope of CRD V, AIFMD and UCITS V regulated employees and heads of trading desks, pursuant to the French Banking Act/Volcker Rule.

The Management of the relevant Core businesses, the General Management and the Group Human Resources Division take the conclusions of the risk and compliance Divisions into consideration when approving the variable remuneration pools and deciding on their individual distribution. Variable remuneration is adjusted downwards in the event of a negative review by the risk and/or compliance Divisions. The synthesis is transmitted to the remuneration Committee.

Risks are incorporated through all of the mechanisms listed above when determining variable remuneration.

(7) The Leadership Model defines the behaviours and skills expected of employees, managers and executives, in line with the Group's values (Innovation, Responsibility, Commitment, Team Spirit) and customer focus.

Ex-ante **incorporation of performance and risks within Global Banking and Investor Solutions:**

AT THE LEVEL OF GBIS

QUANTITATIVE	GBIS quantitative financial and risk indicators of performance:	Risks taken into account:
	• GBIS normalized operating Income (excluding variable remuneration) • GBIS normalised net profit (excluding variable remuneration) • CIB compensation ratio	• All risks allocated to GBIS (including market risks, credit risks, operational risks, liquidity costs)
	• Normalised Return on Normative Equity* • Indicator related to the Risk Appetite Statement (RAS) framework limits	• Idem
QUALITATIVE	- Market practices and trends - Market environment and relative performance	

AT THE LEVEL OF THE BUSINESS LINES WITHIN GBIS

QUANTITATIVE	Quantitative financial and risk indicators of performance for each BU: normalised operating income excluding variable remuneration, normalised net profit excluding variable remuneration, normalized return on normative equity, indicator related to the respect of the RAS framework limits. Within each BU, normalised operating income is broken down by SBU/SSBU x Region.	
QUALITATIVE	Qualitative adjustments: - Opinions of the control functions - External benchmarks/competitive situation - Market environment and business exercise conditions	Opinions of the control functions (risk and compliance) on risk management (credit, market, operational and compliance risks)

INDIVIDUAL ALLOCATIONS

QUANTITATIVE **QUALITATIVE**	- Managerial assessment of performance in view of previously established quantitative and qualitative objectives, including an assessment of behaviour with regard to the Group's values, conduct and compliance by the employee - Opinion of the control functions - External benchmarks - Transverse reviews	Annual individual evaluation Opinions of the control functions (risk and compliance) on risk management (credit, market, operational and compliance risks)

* RONE: Return on Normative Equity calculated on the basis of the Risk Weighed Assets (RWAs).

For Financing activities that carry a significant credit risk (GLBA), Operating Income and Return on Normative Equity include a normalised cost of risk, which smooths out the impact of net cost of risk through a restatement calculated on the basis of average 12-month Expected Loss + 10% of accounting net cost of risk (S2 + S3) for the current year.

2.3.2 STRUCTURE OF VARIABLE COMPENSATION

2.3.2.1 CRD V REGULATED STAFF

- **The structure of variable compensation granted to CRD V regulated staff in respect of 2022 includes, in accordance with regulations,** where annual variable remuneration exceeds €50k [8] or is greater than or equal to one-third of total annual remuneration (if annual variable remuneration is less than €50k);
- **An unvested portion subject** to conditions of continued employment, performance, appropriate risk management and compliance, **vested over four years by 25% annual installments, with a deferral rate of at least 40% and up to 70% for the highest variable remunerations;**
- **50% in the form of Societe Generale shares or share equivalents [9],** i.e. 50% of the vested portion and 50% of the unvested portion. Societe Generale share equivalents are units in cash whose value is determined relative to the share price quoted on the NYSE Euronext market in Paris over a given reference period.

Accordingly, the portion paid immediately in cash is capped at 30%.

(8) Or a threshold adjusted in accordance with local regulations.

More specifically, the variable remuneration granted to the CRD V regulated population is structured as follows (see diagram below):

- A non-deferred vested portion paid in cash in March of the year following the performance year;
- A deferred vested portion paid in share equivalents, the final amount of which paid to the employee is indexed to the Societe Generale share price at the end of the lock-in period;
- A deferred unvested portion paid in cash (which is not indexed to the share price) on the first two annual installments, with the final payment subject to the employee's continued employment and performance conditions, and to the risk adjustments described hereafter in 2.3.2.5;
- A deferred unvested portion paid in shares or share equivalents on the first two annual installments [9], the vesting of which is also subject to the employee's employment and to the conditions described hereafter in 2.3.2.5., the value of which is ultimately indexed to the Societe Generale share price at the end of the lock-up period.

The portion of deferred variable compensation granted in shares or share equivalents is not acquired until the third year of deferral in order to comply with French regulatory constraints on the allocation of performance shares for French tax residents (the instrument chosen being the Societe Generale share for French tax residents and share equivalents for non-French tax residents). For reasons of consistency and to simplify the remuneration structure within the Group, the choice was made to have only one type of instrument per payment year, and the same portions and payments in cash, shares or share equivalents.

The lock-up period is at least six months for Societe Generale share or share equivalents.

GLOBAL VARIABLE REMUNERATION *Vesting Date*	**VESTED COMPONENT**		**NON VESTED COMPONENT***				
	March 2023		**March 2024**	**March 2025**	**March 2026**	**March 2027**	**March 2028**
Strategic Committee scheme [12] **(excluding Chief Executive Officers)**	Cash (50%)	Share Equivalents + 6 months [10] (50%)	Cash (20%)	Cash (20%)	Shares [11] or Share Equivalents + 6 months [10] (20%)	Shares [11] or Share Equivalents + 6 months [10] (20%)	Shares [11] or Share Equivalents + 6 months [10] (20%)
CRD V regulated population scheme **Regulated staff** (excluding Chief Executive Officers and members of the Strategic Committee) with variable remuneration > €50k or > representing 1/3 of total remuneration	Cash (50%)	Share Equivalents + 6 months [10] (50%)	Cash (25%)	Cash (25%)	Shares [11] or Share Equivalents [9] + 6 months [10] (25%)	Shares [11] or Share Equivalents [9] + 6 months [10] (25%)	–
Fidelity scheme **Unregulated staff of GBIS and some other activities such as & support/control function employees** **with variable remuneration** ≥ €105k	Cash (100%)	–	Cash (33%)	Shares [11] or Share Equivalents [9] + 6 months [10] (33%)	Shares [11] or Share Equivalents [9] + 6 months [10] (33%)	–	–

All payments corresponding to installments paid in shares or share equivalents, made after the lock-up period, will be increased by the value of the dividend paid during the lock-up period, where applicable.

All employees receiving deferred variable remuneration are prohibited from using hedging or insurance strategies during both the vesting period and the lock-up period.

* From 40% minimum of total variable remuneration to 70% maximum for the highest variable remuneration.

(9) Like last year, the unvested component of variable remuneration paid in shares will be awarded, for French tax residents working in France and under French employment contract, in Societe Generale shares and in share equivalents for non French tax residents.
(10) Lock-up period applicable to shares or share equivalents until end-September.
(11) For French tax residents, working in France and under French employment contract.
(12) Except for a few members subject to specific constraints.

2.3.2.2 AIFMD AND UCITS V REGULATED STAFF

Asset management employees governed by the AIFMD and UCITS V are subject to a deferred variable remuneration scheme of at least 40% over three years on a *pro-rata temporis* basis, starting at a given threshold: payment of at least 50% of total variable remuneration in instruments meeting AIFMD and UCITS V requirements (e.g. indexed to a basket of managed funds instead of to the Societe Generale share price).

2.3.2.3 SOLVENCY II REGULATED STAFF

Employees in insurance activities, governed by the Solvency II Directive, are subject to a deferred variable remuneration scheme of at least 40% over 3 years on a *pro-rata temporis* basis starting at a given threshold. Payment of at least 50% of total variable remuneration in Societe Generale shares or share equivalents. Performance conditions are linked to the results of the insurance business line.

2.3.2.4 OTHER STAFF SUBJECT TO PARTIALLY DEFERRED VARIABLE REMUNERATION

In addition to CRD V, AIFMD, UCITS V and Solvency II regulated staff, the variable remuneration granted to employees of Global Banking and Investor Solutions, and the support or control functions, is also subject, when it reaches at least €105k, to deferred payment at a progressive rate over three years on a *pro-rata temporis* basis, with the first payment in cash and next two payments in shares or share equivalents. The vesting conditions for the unvested portion are the same as those for the CRD V regulated population.

2.3.2.5 PERFORMANCE CONDITIONS AND RISK ADJUSTMENT OF DEFERRED VARIABLE REMUNERATION (EX-POST)

For all staff whose variable remuneration is partially deferred, the vesting of the deferred variable remuneration component depends entirely on both (i) the fulfilment of financial performance conditions and (ii) appropriate risk management and compliance.

Financial performance conditions are based on the Group's Core Tier One ratio and the profitability of the Group and the Core business or activity. If performance conditions are not met each year, deferred variable compensation is partially or fully forfeited (malus principle).

Long-term incentive plans for Management are subject to TSR (Total Shareholder Return) relative performance conditions.

The bank panel used to calculate the TSR includes, in addition to Societe Generale: Barclays, BBVA, BNP Paribas, Crédit Agricole, Credit Suisse, Deutsche Bank, Intesa Sanpaolo, Nordea, Santander, UBS and Unicredit.

In addition, any excessive risk-taking or behaviour deemed unacceptable by the General Management may lead to a reduction or non-payment of deferred variable compensation, or potentially a call for the variable remuneration components already received to be returned, subject to regulations in force.

2.3.3 CAP ON VARIABLE RELATIVE TO FIXED REMUNERATION

CRD IV introduced a cap on the variable component of remuneration granted to regulated staff relative to their fixed remuneration, with the possibility for the variable component to represent up to twice the fixed component, subject to shareholder approval; this provision is unchanged in CRD V.

The Societe Generale Annual General Meeting of 20 May 2014 approved a maximum ratio of 2: 1 between variable and fixed components of remuneration for the members of the Group regulated population. This decision will remain in force as long as the General Meeting has not called it into question. Each regulated staff member is subject to the cap on variable remuneration relative to fixed remuneration. The option of discounting the portion of variable remuneration awarded in instruments and deferred over at least five years, for the purpose of calculating the variable: fixed ratio, was used for two Chief Executive Officers.

2.3.4 VARIABLE REMUNERATION POOL FOR THE CRD V REGULATED POPULATION IN RESPECT OF 2022

The variable remuneration pool for CRD V Group regulated staff in respect of 2022 performance year was €239.4m and total variable and fixed remuneration amounted to €438.9m.

2.3.5 POLICY ON GUARANTEED COMPENSATION

For all Group employees, the allocation of guaranteed variable compensation during the hiring process is:

- Strictly limited to one year (in accordance with CRD IV and CRD V);
- Subject, where applicable, to the terms and conditions of the deferred variable compensation scheme in force.

2.3.6 SEVERANCE PAY

Discretionary payments (i.e. payments in addition to severance payments owed by law or in accordance with collective bargaining agreements, as required by labour law), linked to the early termination of an employment contract, are under no circumstances set out contractually in advance (e.g. golden parachutes are strictly forbidden). They are determined at the time the employee leaves the Bank, taking into account local legal constraints.

PART 3.
INFORMATION ABOUT COMPENSATION FOR FINANCIAL YEAR 2022

The quantitative data detailed below refer to the gross remuneration (excluding employer charges) of the employees identified as Group CRD V regulated staff.

The Chief Executive Officers in financial year 2022 were Messrs Oudéa and Aymerich, and Ms. Lebot.

The remuneration of Chief Executive Officers was subject to a specific disclosure following the Board of Directors meeting of 7 February 2023 that approved the variable remuneration awards in respect of 2022. It complies with CRD V and its transposition into French law. It also complies with the provisions of the French Commercial Code and the recommendations of the AFEP-MEDEF Corporate Governance Code. The compensation policy for Chief Executive Officers is detailed in Chapter 3, "Corporate Governance", of the 2023 Universal Registration Document.

3.1 THE CRD V REGULATED POPULATION (INDIVIDUALS WHOSE PROFESSIONAL ACTIVITIES HAVE A MATERIAL IMPACT ON THE RISK PROFILE OF THE GROUP)

A. REMUNERATION AWARDED FOR THE FINANCIAL YEAR VALUE AT GRANT DATE (IN €m) -REM1

	Board of Directors(16)	Chief Executive Officers	Other members of the Group Strategic Committee	Investment Banking*	Retail Banking** - IBFS	Corporate/ Support Functions	Independ-ent control functions	Other***	TOTAL
Regulated Population (Number)	14	3	29	314	79	34	132	9	614
Total Remuneration	2.7	7.2	42.0	291.4	32.6	17.7	41.8	3.5	438.9
Fixed remuneration(18)	2.7	2.9	17.1	123.8	17.3	8.3	25.6	1.7	199.4
o/w portion paid in cash	2.7	2.9	17.1	123.8	17.3	8.3	25.6	1.7	199.4
Variable remuneration (13) (14)	0.0	4.3	24.9	167.6	15.3	9.4	16.2	1.7	239.4
o/w portion paid in cash	0.0	1.3	10.9	83.6	7.5	4.7	8.6	0.9	117.5
o/w vested portion	0.0	0.7	4.8	36.9	4.3	2.6	5.5	0.5	55.1
o/w deferred portion	0.0	0.7	6.2	46.7	3.2	2.2	3.2	0.3	62.4
o/w portion paid in shares	0.0	2.3	5.7	19.9	1.6	1.5	1.7	0.3	33.1
o/w vested portion	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
o/w deferred portion	0.0	2.3	5.7	19.9	1.6	1.5	1.7	0.3	33.1
o/w portion paid in share equivalents(14) (15)	0.0	0.7	8.2	64.1	6.2	3.2	5.9	0.6	88.8
o/w vested portion	0.0	0.7	4.8	36.7	4.3	2.6	4.4	0.5	53.8
o/w deferred portion	0.0	0.0	3.4	27.5	2.0	0.6	1.5	0.1	35.0
o/w portion paid in instruments (Other)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Average Ratio of variable/fixed	0%	164%(17)	145%	135%	88%	114%	63%	101%	120%

(13) Payable in several installments between March 2023 and April 2030. For the Chief Executive Officers, these amounts include the long term incentive awarded in February 2023 for 2022 performance year.
(14) Share equivalents are share linked instruments. The vested portion is paid in share equivalents.
(15) Amount based on the value at the award date and subject to explicit and/or implicit ex-post adjustments.
(16) Including the Chairman of the Board of Directors.
(17) Ratio calculated on the basis of variable remuneration including the nominal value of LTIs with the application of discount factor.
(18) Fixed pay awarded is the fixed remuneration at 31 December 2022 considered on an annual basis.

(*) GBIS BUs excluding PRIV and GTPS. (**) Retail Banking and Private Banking (PRIV). (***) GTPS: Global Transactions and Payment Services.

B. INFORMATION ON REMUNERATION AWARDED IN RESPECT OF THE FINANCIAL YEAR VALUE AT AWARD DATE (IN €M) - REM5

	Board of Directors	Chief Executive Officers	Total Management Board	Investment Banking*	Retail Banking** - IBFS	Corporate/ Support Functions	Independent control functions	Other***	TOTAL
Regulated Population (Number)	14	3	17	322	90	40	135	10	614
o/w Management Board	14	3	17						17
o/w Other members of the Group Strategic Committee				8	11	6	3	1	29
o/w Other regulated staff				314	79	34	132	9	568
Total Remuneration	2.7	7.2	9.9	312.6	43.6	24.3	44.3	4.2	438.9
o/w fixed remuneration	2.7	2.9	5.6	132.0	21.6	11.0	27.2	2.0	199.4
o/w variable remuneration	0.0	4.3	4.3	180.5	22.0	13.3	17.1	2.2	239.4

C. DEFERRED VARIABLE REMUNERATION

a. Summary of relevant deferred annual variable compensation schemes by payment year (excluding members of the Group Strategic Committee-BU/SU Heads)

PAYMENT YEAR	2019	2020	2021	2022	2023	2024	2025	2026	2027
2018 plan	50% Cash 50% Share Eq.	Cash	Shares or Share Eq.	Shares or Share Eq.					
2019 plan		50% Cash 50% Share Eq.	Cash	Shares or Share Eq.	Shares or Share Eq.				
2020 plan			50% Cash 50% Share Eq.	Cash	Shares or Share Eq.	Shares or Share Eq.			
2021 plan				50% Cash 50% Share Eq.	Cash	Cash	Shares or Share Eq.	Shares or Share Eq.	
2022 plan					50% Cash 50% Share Eq.	Cash	Cash	Shares or Share Eq.	Shares or Share Eq.

Share Eq.: Societe Generale Share Equivalents (share-linked instruments), with a minimum lock-up period of 6 months, paid in cash during payment year.

Shares: Societe Generale performance shares with a vesting period of at least 2 years followed by a 6-month lock-up period for French tax residents, working in France and under a french employment contract.

(*) GBIS BUs excluding PRIV and GTPS. (**) Retail Banking and Private Banking (PRIV). (***) GTPS: Global Transactions and Payment Services.

b. Deferred and retained remuneration (in €m) -REM3

The amount of deferred variable compensation awarded for previous performance years corresponds this year to the amount of deferred variable compensation awarded for years of performance 2021, 2020, 2019, 2018, 2017, 2016, 2015 and 2014.

	Total amount of deferred remuneration awarded for previous performance periods	*Of which due to vest during the 2022 financial year* (19)	*Of which vesting in subsequent financial years*	Amount of performance adjustment made in the financial year to deferred remuneration that was due to vest during the 2022 financial year	Amount of performance adjustment made in the financial year to deferred remuneration that was due to vest in future performance years	Total amount of adjustment during the financial year due to ex post implicit adjustments (i.e. due to the changes of prices of instruments)	Total amount of deferred remuneration awarded before the financial year actually paid out in the financial year(20)	Total of amount of deferred remuneration awarded for previous performance period that has vested but is subject to retention periods
MB Supervisory function	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**
MB Management function*	**16.0**	**3.2**	**12.8**	**-0.9**	**0.0**	**0.1**	**2.4**	**0.0**
Cash-based	1.6	0.9	0.7	0.0	0.0	0.0	0.9	0.0
Shares or equivalent ownership interests	13.1	1.7	11.4	-0.6	0.0	-0.1	1.0	0.0
Share-linked instruments or equivalent non-cash instruments	1.3	0.6	0.7	-0.3	0.0	0.2	0.5	0.0
Other instruments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other senior management	**37.2**	**14.7**	**22.5**	**-0.6**	**0.0**	**-1.0**	**13.1**	**0.0**
Cash-based	12.3	6.7	5.7	0.0	0.0	0.0	6.7	0.0
Shares or equivalent ownership interests	14.4	2.5	11.9	-0.5	0.0	-0.2	1.8	0.0
Share-linked instruments or equivalent non-cash instruments	10.4	5.6	4.9	-0.1	0.0	-0.8	4.7	0.0
Other instruments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other identified staff	**306.2**	**147.5**	**158.8**	**-1.0**	**0.0**	**-7.5**	**137.8**	**1.2**
Cash-based	119.0	72.4	46.6	0.0	0.0	-0.1	72.3	0.0
Shares or equivalent ownership interests	60.0	13.7	46.3	-0.5	0.0	-0.6	12.5	0.0
Share-linked instruments or equivalent non-cash instruments	127.3	61.4	65.9	-0.5	0.0	-6.7	52.9	1.2
Other instruments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
TOTAL AMOUNT	**359.4**	**165.4**	**194.1**	**-2.5**	**0.0**	**-8.3**	**153.4**	**1.2**

(*) The current functions of P. Aymerich and D. Lebot as Deputy Chief Executive Officers began on May 14, 2018. The amounts reported include the elements of compensation awarded for their previous functions.

All deferred variable compensation is exposed to possible explicit adjustments (performance conditions and clause of appropriate management of risks and compliance) and/or implicit adjustments (indexation on share price or performance units).

(19) Amount on the basis of the value at award and subject to ex-post explicit and/or implicit adjustments.
(20) Including vested instruments, subject to retention period of six-months, during which the condition of appropriate management of risk and compliance condition applies.

D. SEVERANCE PAY AND SIGN-ON AWARDS PAID DURING THE FINANCIAL YEAR - REM2

	Board of Directors	Chief Executive Officers	Other regulated staff [21]
Severance pay awarded in 2022, in €m [22]			
Number of beneficiaries	**0**	**0**	**8**
Total amount of severance pay awarded in 2022 in €m [23]	**0**	**0**	**2.3**
o/w portion paid in 2022	0.0	0.0	2.0
o/w portion paid in 2023	0.0	0.0	0.3
o/w portion paid in 2022 not included in the calculation of the variable pay/fixed pay ratio	0.0	0.0	2.0
Severance pay awarded in previous years and paid in 2022, in €m [22]			
Number of beneficiaries	**0**	**0**	**0**
Total amount of severance pay awarded in previous years and paid in 2022	**0.0**	**0.0**	**0.0**
Guaranteed sign-on variable awarded in 2022, in €m			
Number of beneficiaries	**0**	**0**	**7**
Total amount awarded in 2022	**0.0**	**0.0**	**4.0**
o/w total amount paid in 2022 not included in the calculation of the variable pay/fixed pay ratio	0.0	0.0	0.0

(21) Including the other members of the Group Strategic Committee.
(22) Payments relating to the duration of a legal notice period (whether or not effected) are not considered as amounts paid for the termination of employment because they are considered as ordinary remuneration payments (see Article 144 of the EBA guidelines).
(23) Including the highest single severance of €0,6m.

3.2. GLOBAL REMUNERATION EQUAL OR ABOVE €1M - REM4

Number of regulated staff members whose total remuneration in respect of 2022 performance year is greater than or equal to €1m.

TOTAL REMUNERATION BY BRACKETS €m	NB OF STAFF
[1 -1,5 [	98
[1,5 -2[	26
[2 -2,5[	11
[2,5 -3[	6
[3 -3,5[	1
[3,5 -4[	1
[4 -4,5[	0
[4,5 -5[	1
Total	**144**

Among the 144 beneficiaries of total remuneration greater than or equal to €1m, 74 are located outside France and 70 in France.

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