

Decisions of the Board of Directors on 7 February 2018 concerning the remuneration of the Chairman of the Board and the Group Chief Executive Officers¹

Upon proposal of the Remuneration Committee, the Board of Directors issued, subject to validation by the General Meeting of 23 May 2018, the following decisions on 7 February 2018 regarding the remuneration of the Group's Chairman of the Board and Chief Executive Officers.

I – CHAIRMAN OF THE BOARD

The Board of Directors has maintained the fixed compensation of Mr Lorenzo Bini Smaghi at EUR 850,000 until the termination of his mandate which occurs at the end of the General Meeting of 23 May 2018. This amount of fixed compensation has been unchanged since his appointment as Chairman on 19th May 2015.

The Board of Directors proposed to renew his appointment as director and upon proposal of the Nomination Committee and corporate governance confirmed the maintenance of his chairmanship subject to approval of the General Meeting of his reappointment.

In preparation of these future decisions, the Board of Directors upon proposal of the Remuneration Committee decided to set his fixed remuneration at EUR 925,000 per year during his new mandate.

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

II - CHIEF EXECUTIVE OFFICERS

A- Fixed remuneration 2018

The Board of Directors maintained the fixed remuneration of Mr Frédéric Oudéa, Chief Executive Officer at EUR 1,300,000 and of Mr Séverin Cabannes, Mr Bernardo Sanchez Incera and Mr. Didier Valet, Deputy Chief Executive Officers, at EUR 800,000. They are unchanged since September 2014 for Mr Frédéric Oudéa, Mr Séverin Cabannes and Mr Bernardo Sanchez Incera and for Mr. Didier Valet since his appointment in January 2017.

B - Annual variable remuneration² for 2017

In accordance with the principles defined by the Board of Directors in March 2017, the following criteria were taken into account to determine the annual variable remuneration:

- 60% of the variable remuneration are based on the level of achievement of quantitative objectives measured by the following indicators:
 - for all Chief Executive Officers: earnings per share, gross operating income and cost/income ratio, all measured at the level of Societe Generale group;
 - in addition, for each deputy, Mr. Bernardo Sanchez Incera and Mr. Didier Valet: gross operating income, net income before tax and cost/income ratio assessed for their scope of responsibilities.
- the remaining 40% are linked to qualitative objectives related to the definition and presentation to the market of the 2020 strategic plan of the Group and business lines, the implementation of a new organization and a new governance, the continuous improvement of customer satisfaction, the redefinition of corporate and environmental responsibility strategy, the improvement of the Group abilities to innovate and control the operational risks linked to information systems. Individualized specific objectives were added such as the implementation of the Culture & Conduct program, the transformation of the French networks and the regulatory compliance in particular with the new organization of the compliance department.

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

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

The Board welcomes the quality of the business lines performances achieved in an environment characterized by the acceleration of required transformations, a fast-changing regulatory context and sluggish financial and monetary environment. 2017 was another important and positive milestone in the Group's transformation: ongoing adaptation of the business model, strengthening of the businesses' innovation capacity, definition of the new strategic plan "Transform to Grow", implementation of a new more agile organization. In addition to the impacts of a number of exceptional items, the 2017 financial results reflect the healthy commercial momentum of all the businesses, the disciplined management of the costs and risks and the improvement in the underlying profitability. The Board highlighted the continuous improvement regarding corporate and environmental responsibility particularly the definition of an energy transition support policy, the ongoing improvement of customer satisfaction measure in all the Group entities, Societe Generale's rating among the best CAC 40 companies in terms of innovation and digital transformation characterized in particular in the end of 2017 by the launch of the "internal start-up call" aiming at accelerating the spread of an innovation spirit within the Group.

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

		Quantitative objectives							Qualitative objectives	Global achievement rate for the 2017 objectives
		Group perimeter			Scope of responsibility of B. Sanchez Incera and D. Valet			Total quantitative part		
		EPS	GOI	C/I	GOI	C/I	NIBT			
F. Oudéa	Weight	20%	20%	20%	-	-	-	60%	40%	74%
	Achievement rate	14%	13%	14%	-	-	-	41%	33%	
S. Cabannes	Weight	20%	20%	20%	-	-	-	60%	40%	73%
	Achievement rate	14%	13%	14%	-	-	-	41%	32%	
B. Sanchez Incera	Weight	10%	10%	10%	10%	10%	10%	60%	40%	76%
	Achievement rate	7%	7%	7%	7%	7%	7%	42%	34%	
D. Valet	Weight	10%	10%	10%	10%	10%	10%	60%	40%	71%
	Achievement rate	7%	7%	7%	6%	7%	7%	41%	30%	

Note: In this table, rates are rounded for presentation purposes

EPS: Earning per share

GOI: Gross operating income

C/I: Cost/income ratio

NIBT: Net income before tax

Consequently, the following annual variable remuneration amounts have been set for the 2017 financial year:

- **EUR 1,305,720 for Mr Frédéric Oudéa (-10% compared to 2016)** corresponding to a quantitative achievement rate of 69% and a qualitative achievement rate assessed by the Board of Directors at 83%
- **EUR 672,998 for Mr Séverin Cabannes (-10% compared to 2016)** corresponding to a quantitative achievement rate of 69% and a qualitative achievement rate assessed by the Board of Directors at 79%
- **EUR 702,438 for Mr Bernardo Sanchez Incera (-8% compared to 2016)** corresponding to a quantitative achievement rate of 71% and a qualitative achievement rate assessed by the Board of Directors at 84%
- **EUR 651,360 for Mr Didier Valet** corresponding to a quantitative achievement rate of 68% and a qualitative achievement rate assessed by the Board of Directors at 75%

In EUR	2015 fixed remuneration and annual variable remuneration ⁽¹⁾			2016 fixed remuneration and annual variable remuneration ⁽¹⁾			2017 fixed remuneration and annual variable remuneration ⁽¹⁾		
	Fixed salary	Annual variable rem.	Total remuneration	Fixed salary	Annual variable rem.	Total remuneration	Fixed salary	Annual variable rem.	Total remuneration
F. Oudéa	1 300 000	1 474 200	2 774 200	1 300 000	1 450 262	2 750 262	1 300 000	1 305 720	2 605 720
S. Cabannes	800 000	712 080	1 512 080	800 000	744 630	1 544 630	800 000	672 998	1 472 998
B. Sanchez Incera	800 000	759 920	1 559 920	800 000	761 466	1 561 466	800 000	702 438	1 502 438
D. Valet							800 000	651 360	1 451 360

Note: gross amounts in Euro calculated on value at grant date.

⁽¹⁾ Annual variable remuneration for 2015, 2016 and 2017 was deferred up to 80% of the awarded amount.

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

- A part vesting in March 2018, representing 40% of the overall amount awarded, of which half is awarded in share equivalents and non-transferable for one year.
- An unvested part, representing 60% of the total amount and contingent on a two-fold condition (profitability and Core Tier One level), of which two thirds are awarded in shares. A 6-month non-transferability period is applied after vesting. For this part, vesting is subject to a presence condition which is detailed in the Registration Document.

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

C- Long-term incentives for 2017

The long-term incentives plan, for which the Chief Executive Officers have been eligible since 2012, has been renewed and the amounts awarded are the same of the ones awarded for 2016. Its objective is to associate executives with the company's progress over the long term and to align their interests with those of shareholders.

In any case, in accordance with Directive CRD4, the variable remuneration awarded (i.e. annual variable remuneration and long-term incentive) is capped at 200% of fixed compensation.

The details of the long-term incentive plan for 2017 exercise are as follows:

- IFRS2 book value of the awards remains stable over time. The resulting number of shares is based on the book value of the Societe Generale share at 6th February 2018
- Award of shares vesting over four and six years, followed by a one-year non-transferability period after vesting, which lengthens the indexation period to five and seven years respectively.
- Final vesting determined by the relative performance of the Societe Generale share measured by the progress of the Total Shareholder Return (TSR) against the TSR of eleven comparable European banks over the vesting periods. The award vests in full only if Societe Generale TSR lies in the upper quartile of the sample. If performance slightly exceeds the median value, the vesting rate is equal to 50% of the overall grant. No share or share equivalent vests in the event of insufficient performance. The full vesting matrix is provided in the Registration Document.
- In case of unsatisfactory Group profitability (as measured by Group net income, excluding strictly accounting-related impacts of re-evaluation of Societe Generale's own financial liabilities) for the year preceding the vesting date of long-term incentives, payments will be forfeited, regardless of Societe Generale share performance.
- The final payment value of the grant is limited to EUR 77 per share, i.e. around 1.2 times the value of the net asset per share of Societe Generale group as of 31 December 2017.

- A departure would lead to forfeiture of the plan except in cases of retirement or of a departure linked to a change in the Group's structure or organization, cases for which the vesting would be maintained, subject to the achievement of performance conditions as assessed by the Board of Directors.

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

The following table states the number of share equivalents or shares awarded to each Chief Executive Officer under the terms of the plan and their book value:

	Accounting value (IFRS)	Maximum number awarded
M. Oudéa	850 000 EUR	35 160
M. Cabannes	570 000 EUR	23 578
M. Sanchez Incera	570 000 EUR	23 578
M. Didier Valet	570 000 EUR	23 578

D- Variable remuneration cap

For each Chief Executive Officer, the variable component awarded (i.e. annual variable remuneration and long term incentives) does not exceed the regulatory cap corresponding to 200% of the fixed remuneration