

# Decisions made by the Board of Directors meeting on 10 February 2016 concerning the remuneration of the Chairman of the Board and the Group Chief Executive officers<sup>1</sup>

The Board of directors issued the following decisions on 10 February 2016 upon proposals of the Compensation committee regarding the remuneration of the group's Chairman of the Board and Chief Executive Officers.

## I – CHAIRMAN OF THE BOARD

The compensation of Mr Lorenzo Bini Smaghi consists of fixed remuneration set at EUR 850,000, unchanged since his appointment as Chairman on May 19<sup>th</sup>, 2015.

The Chairman does not receive any variable remuneration nor long-term incentive.

## II - CHIEF EXECUTIVE OFFICERS

### A- 2016 Fixed remuneration

The Board of Directors maintained the fixed remunerations stable in 2016. They were set at EUR 1,300,000 for Mr Frédéric Oudéa, Chief Executive Officer, and at EUR 800,000 for Mr Séverin Cabannes and Mr Bernardo Sanchez Incera, Deputy Chief Executive Officers, since September 2014, and confirmed in May 2015 when the position of Chief Executive Officer was separated from that of the Chairman of the Board of Directors.

### B - Annual variable remuneration for 2015

In accordance with the principles defined by the Board of Directors in March 2015, the following criteria were taken into account to determine the annual variable remuneration:

- for 60% of variable remuneration, 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 Chief Executive Officer: net income before tax, gross operating income and cost/income ratio assessed for their scope of responsibilities
- for the remaining 40%: specific qualitative objectives related to the implementation of the strategy of the Group and business lines, especially in Russia, optimising organisation and cost control, regulatory compliance and risk management, particularly operational risks, customer satisfaction and corporate and environmental responsibility.

The Board of Directors noted a significant increase in quantitative performance, returning to its 2013 levels, the 2014 results having exceptionally been affected by the decision to write down the goodwill on International Retail Banking & Financial Services' activities in Russia. This increase reflects the Group's revenue growth benefiting from a strong commercial momentum in all the businesses, especially in French Retail Banking, while maintaining rigorous management of risks and costs, and the strengthening of the Group's financial soundness above the regulatory requirements.

The Board also noted the acceleration of the Group's digital transformation and the continued cultural transformation based on a customer-focused model and its values of team spirit, innovation, responsibility and commitment. Finally, the Board underlined the progress made in terms of social and environmental responsibility, confirmed by the improvement of non-financial rating agencies' and green indices' assessments.

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<sup>1</sup> Remuneration of Group Senior Management is detailed in the Registration document.

Consequently, the following annual variable remuneration amounts have been set for the 2015 financial year:

- EUR 1,474,200 for Mr Frédéric Oudéa, resulting of a quantitative performance of 80% and a qualitative performance assessed by the Board at 90%;
- EUR 712,080 for Mr Séverin Cabannes, resulting of a quantitative performance of 69% and a qualitative performance assessed by the Board at 90%;
- EUR 759,920 for Mr Bernardo Sanchez Incera, resulting of a quantitative performance of 81% and a qualitative performance assessed by the Board at 85%.

En EUR	Reminder of fixed remuneration and 2013 annual variable remuneration (1)			Reminder fixed remuneration and 2014 annual variable remuneration (1)			Fixed remuneration and 2015 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
Mr Oudéa	1,000,000 + 300,000 (2)	1,406,070	<b>2,706,070</b>	1,100,000 + 200,000 (2)	948,767	<b>2,248,767</b>	<b>1,300,000</b>	<b>1 474,200</b>	<b>2,774,200</b>
Mr Cabannes	650,000	705,120	<b>1,355,120</b>	700,000	539,978	<b>1,239,978</b>	<b>800,000</b>	<b>712,080</b>	<b>1,512,080</b>
Mr Sanchez Incera	700,000	619,718	<b>1,319,718</b>	733,333	494,632	<b>1,227,965</b>	<b>800,000</b>	<b>759,920</b>	<b>1,559,920</b>

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

(1) Annual variable remuneration for 2013, 2014 and 2015 was deferred to the extent of 80% of the awarded amount.

(2) The gross additional compensation of EUR 300,000, awarded to Frédéric Oudéa in 2009 after terminating his employment contract as compensation for the loss of his rights to Societe Generale supplementary pension scheme, was included in his fixed annual salary on 1 September 2014.

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 March 2016 vested part, representing 40% of the overall amount awarded, of which half converted into 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 converted into shares (subject to the General Meeting's approval in May 2016) or share equivalents. A non-transferability period of six months applies after each vesting.

### C- Long-term incentives for 2015

The long-term incentives plan, for which the Chief Executive Officers have been eligible since 2012, has been renewed. Its objective is to associate executives with the company's progress over the long term and to align their interests with those of shareholders. The amount allocated remains stable compared to the previous plan<sup>2</sup>.

On this basis, the Board of Directors decided to maintain the same accounting value of the awards; the resulting number of shares or share equivalents also remains stable.

The details of the 2016 long-term incentive plan, relating to 2015 exercise, approved by the Board of Directors at its meeting of 10 February 2016, are as follows:

- Award of share equivalents or shares<sup>3</sup> 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.

<sup>2</sup> Not considering the reduction as per the cap on the variable component

<sup>3</sup> This choice will be made by the Board of Directors in its meeting on 18 May 2016 depending on the approval by shareholders of the resolution authorizing the award of free performance shares at the General Meeting held the same day.

In case of unsatisfactory Group's 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.

Finally, the Board of Directors decided to limit the final payment value of the grant to EUR 74 per share, i.e. 1.2 times the value of the net asset per share of Societe Generale Group as of 31 December 2015.

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	Maximum number of shares or share equivalents awarded
Mr Oudéa <i>Chief Executive Officer</i>	EUR 850,500	44,998
Mr Cabannes <i>Deputy Chief Executive Officer</i>	EUR 567,000	29,992
Mr Sanchez Incera <i>Deputy Chief Executive Officer</i>	EUR 567,000	29,992

#### **D- Variable remuneration cap**

For each Chief Executive Officer, the variable component awarded, i.e. annual variable remuneration and long term incentives, is below the regulatory cap corresponding to 200% of the fixed remuneration.