

Decisions of the Board of Directors on 5 February 2020 concerning the remuneration and post-employment benefits of the Board members 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 19 May 2020, the following decisions on 5 February 2020 regarding the remuneration of the Board members and the Group Chief Executive Officers.

These decisions take into account the General Meeting votes of 21 May 2019, in particular on the conditions of departure for the Chief Executive Officers.

I – REMUNERATION OF THE BOARD MEMBERS

The amount of the total remuneration of the Board members (EUR 1,700,000) remains unchanged and its allocation described in article 15 of the Board of Directors' Internal Rules also remains unchanged for 2020 (the allocation method is detailed in the 2019 Registration Document). This remuneration includes a fixed portion, the individual amount of which is linked to the responsibility of each Board member (Chairman of the Committee, member of the Committee) and a variable portion linked to the attendance.

The Chairman of the Board and the Chief Executive Officer do not receive any remuneration as a Board member.

The individual allocation of the Board members' remuneration for 2019 is presented in the appendix.

II – REMUNERATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

The fixed remuneration of Mr. Lorenzo Bini Smaghi is EUR 925,000 per year since May 2018 and until the termination of his mandate.

The statue remain unchanged. He does not receive any variable remuneration, any remuneration as a Board member, nor long-term incentive.

III - REMUNERATION OF CHIEF EXECUTIVE OFFICERS FOR THE 2019 FINANCIAL YEAR

A - Annual variable remuneration for 2019

In accordance with the principles defined by the Board of Directors on 6 February 2019, the following criteria were considered to determine the annual variable remuneration for 2019:

- 60% of the variable remuneration is based on the level of achievement of quantitative objectives measured by the following indicators:
 - for all Chief Executive Officers: Return on Tangible Equity (ROTE), the Core Tier 1 ratio and cost/income ratio, all measured at the level of Societe Generale group;
 - in addition, for Mr. Philippe Aymerich, Mr. Séverin Cabannes and Mr. Philippe Heim: gross operating income, return on normative equity (RONE) and cost/income ratio assessed for their scope of responsibilities.

These objectives are fixed and measured based on budgetary figures. No element considered as exceptional by the Board of Directors is included. The achievement of the budget target corresponds to an achievement rate of 80%. The maximum quantitative portion of the variable remuneration equates to 60% of the maximum amount of annual variable remuneration (equal to 135% of the fixed remuneration for the CEO and 115% of the fixed remuneration for the Deputy CEOs):

- the remaining 40% is based on the level of achievement of qualitative targets common to all Chief Executive Officers and the targets specific to the areas of supervision.

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

These objectives are assessed based on key questions defined *ab initio* by the Board of Directors. The achievement rate range is 0 to 100% of the maximum qualitative portion. The objectives are equally weighted, and the final result is the average of the results for each of the objectives. The maximum qualitative portion corresponds to 40% of the maximum annual variable compensation (135% of the fixed remuneration for the CEO and 115% of the fixed remuneration for the Deputy CEOs).

A.1 – Achievement of the quantitative objectives for 2019

Concerning the quantitative objectives, all the targets, both strategic and financial for 2019 have been achieved. The Group very significantly strengthened its financial solidity throughout the year, with the CET1 ratio increasing by 180bp to 12.7%, above the 12% target. There was a decrease in the underlying operating expenses of -1%, while the cost of risk remained low (25bp), within the range communicated to the market.

In French Retail Banking, commercial momentum was good with a strengthening of the customer base, notably among wealth management and corporate clients. In a context of low interest rates and transformation of retail banking networks, revenues excluding PEL/CEL are slightly progressing by +0,3% and cost increases are under control, in line with the communicated objectives.

The profitable growth of International Retail Banking and Financial Services has been confirmed, with revenue growth and good commercial momentum offsetting the disposals carried out as part of the refocusing programme this year.

The restructuring plan for the Global Banking & Investor Solutions division was successfully implemented, exceeding the annual objectives regarding the reduction of RWA and cost savings. Capitalising on the refocusing on the core franchises, and after adjustment for the impact of the restructuring, NBI is increasing by 1% versus 2018, and by 11% in Q4-19 versus Q4-18.

A.2 – Achievement of the qualitative objectives for 2019

The Board of Directors at its meeting on 13 March 2019 set qualitative targets for the 2019 financial year. Most of these targets are collective, reflecting the team spirit that is essential within General Management. Targets specific to each Chief Executive Officer are also set, according to their respective areas of responsibility.

The collective targets for 2019 were based on a number of main areas relating to the implementation of the Group's and the businesses' strategy, with a specific focus on cost control and scarce resources management; operational efficiency and risk management, notably on the reinforcement of regulatory obligations (KYC, internal control, remediations), the reinforcement of innovation capacity and, finally, the achievement of Corporate Social Responsibility (CSR) targets, reflected in particular by Societe Generale's positioning in the extra-financial ratings.

The targets specific to the scopes of supervision concerned the deployment of the Group's Culture & Conduct programme, Human Resources management, the ongoing transformation of the French Retail Banking network and the development of Boursorama, the execution of the efficiency programme in the IT division, and the implementation of the GBIS and IBFS strategy.

In order to assess the qualitative objectives, the Board of Directors noted the following achievements.

Regarding the strategic plan execution, the Board recognised the success of most strategic initiatives. The disposals were carried out in line with the 2019 budget and the actions implemented by the Group consolidated the capital.

Capital allocation management has also been optimised by increasing the selectivity of allocations to strategic businesses.

Customer satisfaction, according to the business, continued to progress or remain at a high level compared to competitors, due to the positive impacts of the implemented actions.

Costs were respected by all businesses and functions, and the cost reduction plans are in line with the trajectories, pursuing efficiency and simplification objectives.

All the deadlines for updating the permanent control programme have been met. Several major milestones have already been achieved. The KYC compliance rate for new client relationships and the upgrading of customer stocks are in line with objectives in almost all banking entities.

Finally, the various ongoing remediation programmes are progressing in accordance with the objectives.

With respect to innovation, the “Internal Start-Up Call” programme was completed satisfactorily during the second half of 2019. Indicators were launched to measure the value of new digital services and, more generally, training on innovation models, particularly on the use of Big Data and Artificial Intelligence, has been put in place for executives and managers. The creation of SG Ventures has been completed, allowing it to carry its own investments through the innovation department. In 2019, Societe Generale was placed 4th overall and 1st bank in the eCAC40 ranking, an index that notes the digital maturity of companies.

With regard to CSR, the objectives have also been achieved. The Group improved its RobecoSAM positioning in the 1st decile out of 175 banks, thereby outperforming its positioning target in the 1st quartile, and maintains an A rating in the MSCI index.

In 2019, the Group met or even achieved in advance its environmental commitments. The share of coal in the energy mix was reduced to 16.3% for a target of 19% in 2020. The bank's commitments were also increased in September 2019 with the setting of new targets by 2023. The Bank has signed the Principles for Responsible Banking.

In a context of very strong transformation of certain businesses, the staff engagement rate slightly decreased. The feminisation of governing bodies has continued to progress.

The Culture & Conduct programme has been deployed in line with the objectives, although there are still differences depending on the Business Units and Service Units. Action plans are in place. A first risk analysis and Group indicators have been implemented.

The transformation of the French Retail Banking network continued in 2019 and work on the guidelines for the coming years has been deepened in order to succeed in Societe Generale's and Crédit du Nord's transformation in a context of revenue erosion and rapid technological development. Similarly, Boursorama's strategy has been repositioned as a continuation of its success in winning new customers in 2019.

The implementation of IT efficiency programme is progressing in line with commitments, even if these programs still need to be strengthened. In 2019, the Group did not suffer any significant loss of data or fraud related to cybercrime. The Group is continuing to strengthen its security system.

At GBIS (Global Banking and Investors Solutions), based on the programme announced on 7 February 2019, costs and RWA's reduction targets have been exceeded. Market activities have been restructured and financing and coverage activities have been merged. This transformation was carried out in accordance with the Group's social commitments.

Finally, IBFS (International Retail Banking and Financial Services) has been profoundly refocused and reorganised. Commercial performance was dynamic in Africa. In Russia and Europe; the targets have either been met or exceeded. Finally, ALD and insurance have confirmed their financial and operational solidity.

Detailed achievement rates by objective approved by the Board of Directors are presented in the table below:

		Quantitative objectives						Qualitative objectives	Global achievement rate for the 2019 objectives	
		Group perimeter			Scope of responsibility of Deputy Chief Executive Officers					
		ROTE	CET 1 Ratio	C/I	GOI	C/I	RONE			
F. Oudéa	Weight	20%	20%	20%	-	-	-	60%	40%	79,0%
	Achievement rate	9,2%	20,0%	13,1%	-	-	-	42,3%	36,7%	
Ph. Aymerich	Weight	10%	10%	10%	10%	10%	10%	60%	40%	82,1%
	Achievement rate	4,6%	10,0%	6,6%	7,7%	8,2%	8,7%	45,8%	36,3%	
S. Cabannes	Weight	10%	10%	10%	10%	10%	10%	60%	40%	63,1%
	Achievement rate	4,6%	10,0%	6,6%	0,0%	0,0%	4,7%	25,9%	37,2%	
Ph. Heim	Weight	10%	10%	10%	10%	10%	10%	60%	40%	82,9%
	Achievement rate	4,6%	10,0%	6,6%	8,3%	8,1%	8,3%	45,9%	37,0%	
D. Lebot	Weight	20%	20%	20%	-	-	-	60%	40%	79,1%
	Achievement rate	9,2%	20,0%	13,1%	-	-	-	42,3%	36,8%	

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

ROTE: Return on Tangible Equity

CET 1 Ratio: Core Tier 1 Ratio

C/I: Cost/income ratio

GOI: Gross operating income

RONE: Return on normative equity

Consequently, the following annual variable remuneration amounts have been calculated for the 2019 financial year:

- EUR 1,387,152 for Mr. Frédéric Oudéa, corresponding to a quantitative achievement rate of 70,6% and a qualitative achievement rate assessed by the Board of Directors at 91,7%
- EUR 755,136 for Mr. Philippe Aymerich corresponding to a quantitative achievement rate of 76,4% and a qualitative achievement rate assessed by the Board of Directors at 90,6%
- EUR 580,520 for Mr. Séverin Cabannes, corresponding to a quantitative achievement rate of 43,1% and a qualitative achievement rate assessed by the Board of Directors at 93,1%
- EUR 762,680 for Mr. Philippe Heim corresponding to a quantitative achievement rate of 76,5% and a qualitative achievement rate assessed by the Board of Directors at 92,5%
- EUR 727,904 for Mrs. Diony Lebot corresponding to a quantitative achievement rate of 70,6% and a qualitative achievement rate assessed by the Board of Directors at 91,9%

Fixed and variable remuneration of Chief Executive Officers

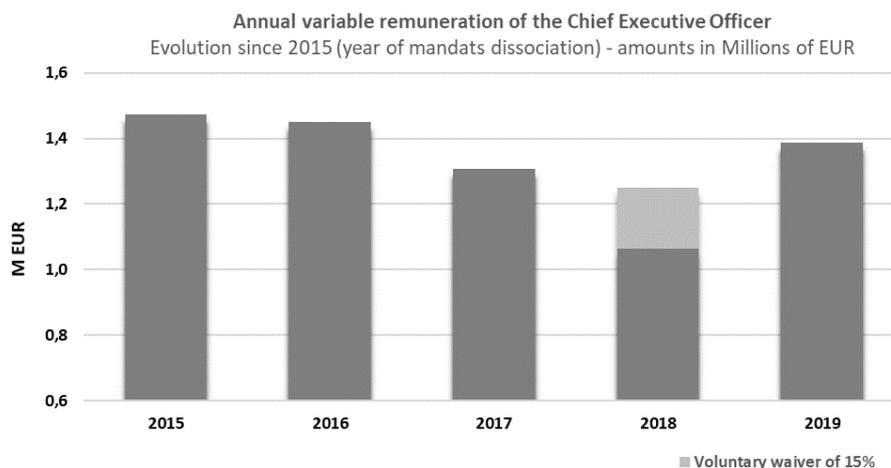
In EUR	2017 fixed remuneration and annual variable remuneration			2018 fixed remuneration and annual variable remuneration			2019 fixed remuneration and annual variable remuneration		
	Fixed salary	Annual variable rem.	Total remuneration	Fixed salary	Annual variable rem.	Total remuneration	Fixed salary	Annual variable rem.	Total remuneration
F. Oudéa	1 300 000	1 305 720	2 605 720	1 300 000	1 251 151 ⁽¹⁾	2 551 151	1 300 000	1 387 152	2 687 152
Ph. Aymerich ⁽²⁾	NA	NA	NA	504 000	423 105	927 105	800 000	755 136	1 555 136
S. Cabannes	800 000	672 998	1 472 998	800 000	524 924 ⁽¹⁾	1 285 555	800 000	580 520	1 380 520
Ph. Heim ⁽²⁾	NA	NA	NA	504 000	437 300	941 300	800 000	762 680	1 562 680
D. Lebot ⁽²⁾	NA	NA	NA	504 000	393 030	897 030	800 000	727 904	1 527 904

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

⁽¹⁾ The amounts of 2018 annual variable remuneration are those before the decision of Frédéric Oudéa and Séverin Cabannes to cede part of their variable compensation following the agreements reached with the American authorities; variable remuneration after reduction was EUR 1,063,478 for Frédéric Oudéa and EUR 485,555 for Séverin Cabannes.

⁽²⁾ Mr. Aymerich, Mr. Heim and Mrs. Lebot were appointed as Deputy Chief Executive Officers as of May 14, 2018; thus, the amounts of 2018 remuneration were prorated based on the date of their appointment in 2018.

Since his appointment as a separate CEO, Mr. Frédéric Oudéa's variable compensation has evolved as follows.



Mr. Frédéric Oudéa's variable remuneration for 2019 thus stands at a level comparable to the average of those allocated for his previous mandate.

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 2020, representing 40% of the overall amount awarded, of which half is awarded in share equivalents and is 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.

Furthermore, if the Board of Directors observes that a decision taken by the Chief Executive Officers has particularly significant consequences for the Company's results or image, it may decide not only to reconsider payment of the deferred annual variable remuneration in full or in part (malus clause), but also to recover, for each award, all or part of the sums already distributed over a five-year period (clawback clause).

B - Long-term incentives for 2019

The long-term incentives (LTI) plan, for which the Chief Executive Officers have been eligible since 2012, has been renewed in its principles and amounts. It aims to implicate the Chief Executive Officers in the Company's long-term progress and to align their interests with those of shareholders.

In order to take into account the change in market practices and the shareholders votes during the General Meeting of 21 May 2019, the Board of Directors, on the proposal of the Compensation Committee, decided to adjust the rules applicable to LTI's in the event of departure.

The current rule provides for the cancellation of the payment in the case of departure unless the Chief Executive Officer in question is retiring or leaving the Group due to changes in its structure or organisation, in which case the shares will be awarded based on the performance observed and assessed by the Board of Directors.

The Board of Directors, on the proposal of the Compensation Committee, decided to introduce a *pro rata temporis* principle for the LTIs in the event of departure from the Group due to changes in its structure or organisation. In this hypothesis, the payments would be made in proportion to the duration of the term of office as Chief Executive Officer compared to the vesting period duration and based on the performance observed and assessed by the Board of Directors. The current rule remains unchanged for retirement, death, disability, incapacity and in the event of departure linked to a change of control. This adjustment applies from the plans granted in 2020 for the 2019 financial year.

Other features of the long-term incentives plan remain unchanged.

A cap is set on the grant, identical to that of the annual variable remuneration. For Mr. Frédéric Oudéa, the long-term incentive is limited to 135% of his annual fixed remuneration. For Deputy Chief Executive Officers, it is limited to 115% of their annual fixed remuneration.

The details of the long-term incentive plan for 2019 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 4th February 2020.
- 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.
- Definitive vesting subject to the following performance conditions:
 - for 80% to the relative performance of the Societe Generale share as measured by the increase in Total Shareholder Return (TSR) compared to that of 11 European peers over the entirety of the vesting periods. The entirety of the award will only be vested if Societe Generale's TSR is in the upper quartile of the sample; if it is slightly above the median value, the vesting rate will be 50% of the total number of shares granted; no shares will vest if the TSR is lower than the median.
 - for 20% to CSR conditions, 10% of which related to compliance with the Group's commitments to finance the energy transition and 10% to the Group's positioning in the main non-financial ratings (Robecosam, Sustainalytics and MSCI).

Regarding the energy transition financing condition linked to the financing of the energy mix, the target defined for the plan for 2019 is linked to the Group's commitment to raising €120 billion to the energy transition between 2019 and 2023, of which:

- €100 billion of sustainable bonds issues²,
- €20 billion dedicated to the renewable energy sector through advisory and financing.

The acquisition would be 100% if the target of €120 billion is achieved in 2023. If the level of €100 billion is reached, the acquisition would be 75%. Below €100 billion, the acquisition would be nil.

Regarding the condition based on external extra-financial ratings, the acquisition rate is defined as follows:

- 100% acquisition if 3 criteria are verified over the observation period of 3 years following the year of grant (ie for 2019, granted in 2020, positioning / ratings 2021, 2022 and 2023),
- 2/3 acquisition if on average 2 criteria are verified over the observation period of 3 years following the year of grant,
- 1/3 acquisition if on average at least 1 criterion is verified over the observation period of 3 years following the grant year.

For the three non-financial ratings selected, the condition is met if the following expected level is reached:

- RobecoSAM: to be in the 1st quartile,
- Sustainalytics: to be in the 1st quartile,
- MSCI: Rating > = BBB.

For ratings that may be revaluated during the year, the rating to be used is the annual review rating. As the extra-financial rating agencies sector is unstable, the panel of the 3 ratings selected can be modified with appropriate justification.

- In case of unsatisfactory Group profitability (as measured by Group net income, excluding strictly accounting-related impacts of the 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 and RSE performance.
- The final payment value of the grant is limited to EUR 76 per share, i.e. around 1.2 times the value of the net asset per share of Societe Generale group as of 31 December 2019.
- If the Board observes behaviour or actions non-compliant with Societe Generale's expectations as defined 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.

² Sustainable bonds issues directed or co-directed by Societe Generale. Sustainable bonds are composed of Green and Sustainability Bonds (as per ICMA guidelines and EU Green Bond Standard) as well as bonds linked to climate objectives.

The following table states the accounting value and maximum number of shares awarded by the Board of Directors to each Chief Executive Officer under the terms of the plan for 2019:

	Awarded accounting value (IFRS) €	Maximum awarded number of shares
F. Oudéa	850,000	51,861
Ph. Aymerich	570,000	34,777
S. Cabannes	570,000	34,777
Ph. Heim	570,000	34,777
D. Lebot	570,000	34,777

C – Estimated contribution to additional pension plan (article 82)

As a reminder, following the amendment of the supplementary pension allocation plan for senior managers as of 31 December 2018, an additional defined contribution pension scheme (art. 82) has been set up for the Management Committee members, including Deputy Chief Executive Officers effective as of 1 January 2019.

This regime provides for the payment of a yearly contribution by the Company to an individual art. 82 pension account opened in the name of the eligible beneficiary, on the portion of his/her fixed remuneration exceeding four French Social Security annual ceilings. The contribution rate was set at 8%.

In accordance with the law, the yearly contributions are subject to the following performance condition: they will only be paid in their totality if at least 80% of the performance conditions for the variable remuneration for the same year are met. For a performance of 50% and beyond, no contribution will be paid. For an achievement rate between 80% and 50%, the calculation of the contribution for the year will be calculated on a straight-line basis.

The table below presents a calculation of the contribution amounts to be paid for 2019 based on the rate of achievement of annual variable remuneration targets:

	Overall achievement rate for 2019 targets	Art. 82 contribution acquisition %	2019 Contribution €
Ph. Aymerich	82,1%	100%	51,032
S. Cabannes	63,1%	44%	22,284
Ph. Heim	82,9%	100%	51,032
D. Lebot	79,1%	97%	49,501

As the same performance condition applies for the supplementary pension plan for senior managers, the % vesting rights for 2019 will be the same as for art. 82 pension plan. This plan has been closed to new acquisitions of rights as of 1 January 2020.

D – Variable remuneration cap

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

E – Pay ratio publication

In accordance with a new legislation (the French “PACTE” law), the Group is preparing the publication of equity ratios which will be detailed in the Universal Registration Document. For 2019, the equity ratio for Frédéric Oudéa would be 47 times the average compensation and 65 times the median compensation of staff of Societe Generale SA which includes for calculation 39,800 staff in France and abroad. In comparison, for 2015, the year of his appointment as a separate CEO, the average ratio was 50 and the median ratio 74. The evolution from 2015 to 2019 is presented below.

	2015	2016	2017	2018	2019
Average ratio	50:1	49:1	47:1	42:1	47:1
Median ratio	74:1	71:1	66:1	59:1	65:1

IV - REMUNERATION OF CHIEF EXECUTIVE OFFICERS FOR THE 2020 FINANCIAL YEAR

The Board of Directors has confirmed the remuneration structure of the Chief Executive Officers. The balance between fixed, variable and long-term remuneration has been maintained by taking into account all of the Group's performance indicators.

A - Fixed remuneration 2020

The Board of Directors maintained the fixed remuneration of Frédéric Oudéa, Chief Executive Officer at EUR 1,300,000 and of Philippe Aymerich, Séverin Cabannes, Philippe Heim and Diony Lebot, Deputy Chief Executive Officers, at EUR 800,000. The fixed remuneration is unchanged since September 2014 for Mr. Oudéa and Mr. Cabannes, and for Mr. Aymerich, Mr. Heim and Mrs. Lebot since their appointment in May 2018.

B - Annual variable remuneration for 2020

The Board of Directors on 5 February 2020, upon proposal of the Remuneration Committee, decided to renew the annual variable remuneration principals defined for 2019.

Maximum variable remuneration and Target variable remuneration

As a reminder, the annual variable remuneration is capped at 135% of the fixed remuneration for the Chief Executive Officer and 115% of the fixed remuneration for the Deputies. This variable portion is based on the achievement of quantitative (60%) and qualitative (40%) criteria previously established.

The **quantitative objectives** are fixed and evaluated on compliance with a predefined budget. No element considered as exceptional by the Board of Directors is included. The achievement of the budget target corresponds to an achievement rate of 80%. The qualitative objectives are assessed based on the key questions defined *ab initio* by the Board of Directors. The achievement rate can range from 0 to 100%. The maximum qualitative portion corresponds to 40% of the maximum annual variable compensation and the maximum quantitative portion corresponds to 60% of the maximum annual variable compensation (which is 135% of the fixed remuneration for the CEO and 115% of the fixed remuneration for the Deputy CEOs).

For Mr. Frédéric Oudéa and Ms. Diony Lebot, the quantitative portion is measured according to the achievement of Group targets.

For the other Deputy Chief Executive Officers, Mr. Philippe Aymerich, Mr. Séverin Cabannes and Mr. Philippe Heim, the quantitative criteria concern both the Group and their specific area of responsibility.

The table below presents the criteria reconducted by the Board:

Group perimeter	1/3: ROTE 1/3: CET1 ratio 1/3: C/I Group
Scope of responsibility perimeter	1/3: GOI Scope of responsibility 1/3: C/I Scope of responsibility 1/3: RONE Scope of responsibility

ROTE: Return On Tangible Equity

CET 1: Core Tier One ratio

C/I: Cost/Income ratio

GOI: Gross operating income

RONE: Return On Normative Equity

* each indicator being equally weighted

The Board of Directors at its meeting on 5 February 2020 also set quantitative targets.

These targets will be distributed for 65% on objectives common to the five Chiefs Executive Officers and for 35% on objectives specific to the areas of responsibility.

The objectives common to the five Chiefs Executive Officers are based the following areas:

- Group strategy execution and namely:
- preparation of the 2021-2025 strategic plan setting out the Group's purpose in strategic choices concerning customers, activities and geographies with the objective of a lasting improvement of the group's profitability;
 - appropriate management of scarce resources prioritising profitable and growth-promoting activities and anticipating regulatory impacts;
 - improvement of operational efficiency;
 - accelerating digital transformation.
- Continued progress in terms of customer satisfaction, the Net Promoter Score and client experience;
- Achievement of our Corporate and Social Responsibility (CSR) targets in line with our strategic plan guidelines and our positioning in the extra-financial ratings;
- Reinforcement of our regulatory obligations (KYC, RAS, internal control, remediation)

The specific targets are distributed between the different areas of supervision (two targets for each Chief Executive Officer). These targets are based on:

- Human Resources Management: internal communication, managerial engagement and social dialogue;
- Monitoring and proper execution of the remediation plan in the United States;
- Improvement of the operational model of the corporate functions, while ensuring the remediation and upgrading of the Group's control systems;
- Successful deployment of the last stage of the 2017-2020 French Retail Banking transformation and the definition of strategic guidelines by 2025 for Societe Generale, Crédit du Nord and Boursorama;
- Strengthening the operational performance of the Group's IT systems (security, quality of service and cost) and adapting them to the new challenges of the businesses while taking advantage of the "Group effect";
- Improvement of the Global Banking & Investor Solutions (GBIS) and International Retail Banking and Financial Services (IBFS) operational model;
- Contribution to the growth of the Group and the execution of the "Transform to Grow" development roadmap of IBFS Business Units.

C - Long-term incentives for 2020

The Board of Directors on 5 February 2020, upon proposal of the Compensation Committee, decided to renew for the financial year 2020 the main characteristics of the long-term incentive (LTI) defined for the financial year 2019.

In order to take into account the change in market practices and the shareholders votes at the General Meeting of 21 May 2019, the Board of Directors, upon proposal of the Compensation Committee, decided to introduce a *pro rata temporis* principle for the LTIs in the event of departure (as described above).

D – Post-employment benefits

Severance pay

In order to take into account the change in market practices and the shareholders votes during the General Meeting of 21 May 2019, the Board of Directors, on the proposal of the Compensation Committee, decided to restrict the scope of the severance pay for CEOs by removing the concept of "non-voluntary" resignation.

No severance pay would be due in the event of resignation or non-renewal of the term of office whatever its motivation. This provision applies to the terms of office in progress as of the General Meeting of 19 May 2020.

The other conditions of the severance pay remain unchanged.

Non-compete clause

The conditions of the non-compete clause of the Chief Executive Officers remain unchanged compared to the previous year.

Pension

Frédéric Oudéa is not eligible to any supplementary pension.

The Board of Directors has taken note of the evolution of Societe Generale group's pension plans (closure of new acquisitions of the senior managers' supplementary pension plan further to legislative developments and modification on ceilings and rates for Valmy pension saving scheme). The Deputy CEOs will be like the staff affected by these developments.

Supplementary pension allocation plan

Until 31 December 2019 Philippe Aymerich, Séverin Cabannes, Philippe Heim and Diony Lebot retained the benefit of the supplementary pension allocation plan for senior managers that applied to them as employees prior to their appointment as CEO. This plan is described in the 2019 Registration Document.

This regime was revised for the first time on 17 January 2019, with effect as of 1 January 2019, and potential future rights were frozen on 31 December 2018 based on seniority and the AGIRC "*Tranches B and C*" observed at this date, and the average, over the three last financial years, of fixed remuneration exceeding the AGIRC "*Tranche B*", increased by the variable remuneration within the limit of 5% of the fixed remuneration.

Only the minimum rights, formerly defined as a third of the AGIRC "*Tranche B*" points acquired since the appointment in the Societe Generale "Outside Classification" category, have been retained as of 1 January 2019 to 31 December 2019, in the form of annual rights equal to 0.4% of the portion of gross annual remuneration at between one and four annual French Social Security ceilings.

The amount of rights acquired at the time of pension uptake will consist of the sum of rights frozen at 31 December 2018 and the rights built up as of 1 January 2019 and 31 December 2019. These rights will be revalued according to the evolution of the Agirc point between 31 December 2019 and the date of retirement. Liquidation will be conditional on achievement of career within Societe Generale. They are pre-financed with an insurance company

Additional defined contribution pension plan (article 82)

Following the modification of the supplementary allocation pension plan on 31 December 2018, an additional defined contributions pension plan (art. 82) has been set up for the Group Management Committee members of the French entity of Societe Generale, of which the Deputy Chief Executive officers, with effect on 1 January 2019. This pension scheme consists in the payment of an annual employer contribution on an individual account.

For 2020, the employer contribution rate was set at 8 % of the fixed remuneration exceeding 4 annual French Social Security ceilings. For a fixed remuneration of €800,000, it represents a gross annual contribution of €50,836. This contribution is not deductible for the beneficiary. The beneficiary will be able to choose between a lump sum or a pension when they retire.

As required by law, the annual acquisitions or contributions of these two pension schemes will be acquired in their entirety only if at least 80% of the variable remuneration performance conditions are met for the corresponding year. For performance levels of 50% or below, no pension right or contribution will be acquired. For an achievement rate between 80% and 50%, the benefits awarded for the year will be calculated on a straight-line basis.

Valmy pension saving scheme

This defined-contribution plan, established in line with Article 83 of the French General Tax Code, was implemented in 1995 and amended on 1 January 2018 (and is called *Épargne Retraite Valmy*, or Valmy pension savings scheme). Membership is compulsory for all employees with more than six months' seniority within the Company and allows beneficiaries to save for their retirement, with benefits being paid in the form of life annuities upon retirement. Until 31 December 2019 contributions corresponded to 2% of the employee's remuneration, capped at twice the annual French Social Security cap, 1.5% of which was paid by the Company (i.e. EUR 1,216 based on the annual French Social Security

ceiling in 2019). As of 1 January 2020, the remuneration taken into account is raised from two annual Social Security ceilings to four annual Social Security ceilings, and the rate borne by the company will increase to 1.75% at 1 July 2020.

APPENDIX: REMUNERATION OF THE BOARD MEMBERS FOR 2019 FINANCIAL YEAR

<i>In EUR</i>	2019 Financial year
CONNELLY William	146,511
CONTAMINE Jérôme	131,446
COTE Diane	105,174
HAZOU Kyra	163,875
HOUSSAYE France⁽¹⁾	93,912
LEROUX David⁽¹⁾	70,446
LEVY Jean-Bernard	132,227
MESTRALLET Gérard	132,227
NIN GENOVA Juan Maria	148,810
RACHOU Nathalie	263,813
ROCHET Lubomira	70,446
SCHAAPVELD Alexandra	241,112
Total	1,700,000

(1) Paid to Societe Generale trade union SNB