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SOCIETE GENERALE

French Public Limited Company (*Société anonyme*)

Share capital: EUR 1,066,714,367.50

Registered office: 29, boulevard Haussmann - 75009 Paris (France)

Paris Trade and Companies Register No. 552 120 222

Notice of a combined General Meeting

Ladies and gentlemen, as shareholders and unit holders of the company mutual fund (FCPE) “Société Générale actionnariat (FONDS E)”, you are hereby informed that you will be convened to a combined (ordinary and extraordinary) General Meeting to be held on **19 May 2020 at 4:00 p.m.**, at Paris Expo, Espace Grande Arche, la Grande Arche, 92044 Paris-La Défense (France), in order to deliberate on the following agenda:

This Meeting will be broadcast live and deferred on the website www.societegenerale.com

Agenda

Resolutions to be resolved upon by an ordinary General Meeting

1. Approval of the consolidated accounts for the 2019 financial year.
2. Approval of the annual accounts for the 2019 financial year.
3. Allocation of the 2019 income; setting of the dividend.
4. Approval of the report of the Statutory Auditors on the related party agreements referred to in Article L. 225-38 of the French Commercial Code.
5. Approval of the compensation policy for the Chairman of the Board of Directors, pursuant to Article L. 225-37-2 of the French Commercial Code.
6. Approval of the compensation policy for the Chief Executive Officer and the Deputy Chief Executive Officers, pursuant to Article L. 225-37-2 of the French Commercial Code.
7. Approval of the compensation policy for the Directors, pursuant to Article L. 225-37-2 of the French Commercial Code.
8. Approval of the report on the compensation of executive officers pursuant to Article L. 225-100 II of the French Commercial Code.
9. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code.
10. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Frédéric Oudéa, Chief Executive Officer, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code.
11. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Philippe Aymerich, Deputy Chief Executive Officer, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code.

12. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code.
13. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Philippe Heim, Deputy Chief Executive Officer, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code.
14. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Ms Diony Lebot, Deputy Chief Executive Officer, for the 2019 financial year, pursuant to Article 225-100 III of the French Commercial Code.
15. Advisory opinion on the compensation paid in 2019 to the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code.
16. Renewal of Mr Juan Maria Nin Génova as Director.
17. Appointment of Mrs Annette Messemer as Director.
18. Authorisation granted to the Board of Directors to trade Company's ordinary shares up to a limit of 5% of the share capital.

Resolutions to be resolved upon by an extraordinary General Meeting

19. Delegation of authority granted to the Board of Directors in order to increase the share capital, with pre-emptive subscription rights, through the issuance of ordinary shares and/or securities giving access to the share capital of the Company and/or its subsidiaries and/or through incorporation, for a maximum nominal amount of EUR 550 million.
20. Delegation of authority granted to the Board of Directors in order to increase the share capital, with cancellation of pre-emptive subscription rights, by offer to the public other than the ones referred to in article L. 411-2 1°) of the French Monetary and Financial Code, through the issuance of ordinary shares and/or any securities giving access to the share capital of the Company and/or its subsidiaries.
21. Delegation of authority granted to the Board of Directors in order to increase the share capital in order to remunerate contributions in kind made to the Company.
22. Delegation of authority granted to the Board of Directors in order to proceed with the issuance of contingent convertible super-subordinated bonds, with cancellation of pre-emptive subscription rights, per offer referred to in Article L. 411-2 1°) of the French Monetary and Financial Code.
23. Authorisation granted to the Board of Directors, for 26 months, in order to proceed with, with cancellation of pre-emptive subscription rights, share capital increases or transfers of shares reserved for members of a company or Group employee savings Plan.
24. Authorisation granted to the Board of Directors, for 26 months, in order to proceed with free allocations of performance shares, existing or to be issued without pre-emptive subscription rights, for the benefit of the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code or assimilated.
25. Authorisation granted to the Board of Directors, for 26 months, in order to proceed with free allocations of performance shares, existing or to be issued without pre-emptive subscription rights, for the benefit of employees other than the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code or assimilated.
26. Authorisation granted to the Board of Directors in order to cancel, within the limit of 5% per period of 24 months, treasury shares held by the Company.
27. Amendment of Article 6.2 of the by-laws relating to statutory thresholds.
28. Addition of an Article 6.5 to the by-laws relating to employee shareholding.

29. Amendment of paragraphs I and II of Article 7 of the by-laws relating to the composition of the Board of Directors.
30. Amendment of Article 10 of the by-laws relating to decision-making by the Board of Directors.
31. Bringing the by-laws into line with legislative and regulatory provisions and various editorial amendments.
32. Powers for formalities.

Draft resolutions

Resolutions to be resolved upon by an ordinary General Meeting

First resolution (Approval of the consolidated accounts for the 2019 financial year).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' and Statutory auditors' reports on the consolidated accounts for the financial year, approves the consolidated accounts for the 2019 financial year as presented, as well as the transactions reflected in these accounts or summarised in these reports.

Second resolution (Approval of the annual accounts for the 2019 financial year).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' and Statutory auditors' reports on the annual accounts, approves the annual accounts for the 2019 financial year as presented, as well as the transactions reflected in these accounts or summarised in these reports and acknowledges that the net income for the 2019 financial year amounts to EUR 3,695,181,183.83.

Pursuant to Article 223 quater of the French General Tax Code, it approves the total amount of expenses and charges that are not deductible for tax purposes referred to in 4 of Article 39 of the said Code which amounted to EUR 689,791 for the past financial year as well as the theoretical tax pertaining to these expenses and charges, amounting to EUR 237,518.

Third resolution (Allocation of the 2019 income; setting of the dividend).

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

1. Resolves to withhold from the net income for the 2019 financial year, which amounts to EUR 3,695,181,183.83:
 - an amount of EUR 5,681,719.37 to be allocated to the legal reserve;
 - an amount of 9,636 EUR to be allocated to the unavailable special reserve in accordance with the artistic works acquisition model defined under article 238 bis AB of the French General Tax Code.

After these allocations, the net balance available amounts to EUR 3,689,489,828.46. This amount, added to the retained earnings of the opening balance sheet, which amounted to EUR 8,033,109,731.13, forms a distributable total of EUR 11,722,599,559.59.

2. Resolves:

- to allocate an additional sum of EUR 1,812,072,541.66 to the retained earnings account;
- to allocate to the shares, as dividend, a sum of EUR 1,877,417,286.80 by withholding the remainder of the net income of the financial year.

Therefore, the dividend per share entitled to the dividend amounts to EUR 2.20.

It is specified that in the event of a change in the number of shares entitled to dividend compared to the 853,371,494 shares representing the share capital as at 31 December 2019, the total amount of the dividend would be adjusted accordingly and the amount allocated to the retained earnings account would be determined on the basis of the dividends actually paid.

3. Resolves that the shares will be traded ex-dividend on May 26 2020 and paid as from May 28 2020.

Under the conditions defined by the laws and regulations in force, the entirety of this gross dividend falls within the scope of the single flat-rate deduction, unless it is opted for the progressive scale of the income tax which will entitle to the proportional tax allowance of 40% referred to in 3 of Article 158 of the French General Tax Code.

4. Acknowledges that, after these allocations:

- the reserves, which amounted after the allocation of the 2018 income to EUR 25,187,973,229.21, now amount to EUR 25,193,664,584.58, taking into account the share premium resulting from the capital increase occurred during the 2019 financial year;
- the retained earnings, which amounted after payment of the dividend for the 2018 financial year to EUR 8,033,109,731.13, now amount to EUR 9,845,182,272.79. They will be adjusted according to the change in the number of shares entitled to dividend: they will be increased by the fraction of the dividend corresponding to the shares that the Company might hold at the time the dividend is paid.

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

Financial years	2016	2017	2018
EUR net	2.20	2.20	2.20

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

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special report on the related party agreements referred to in Article L. 225-38 of the French Commercial Code, approves the said Statutory auditors' special report and acknowledges that there was no agreement to be submitted to the approval of the General Meeting.

Fifth resolution (Approval of the compensation policy for the Chairman of the Board of Directors, pursuant to Article L. 225-37-2 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the compensation policy for the Chairman of the Board of Directors as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Sixth resolution (Approval of the compensation policy for the Chief Executive Officer and the Deputy Chief Executive Officers, pursuant to Article L. 225-37-2 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the compensation policy for the Chief Executive Officer and the Deputy Chief Executive Officers as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Seventh resolution (Approval of the compensation policy for the Directors, pursuant to Article L. 225-37-2 of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the compensation policy for the Directors as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

(Eighth resolution) (Approval of the report on the compensation of executive officers pursuant to Article L. 225-100 II of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 II of the French Commercial Code, approves the report on the compensation of the executive officers including the information mentioned in I of Article L. 225-37-3 as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Ninth resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 III of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors, for the 2019 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Tenth resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Frédéric Oudéa, Chief Executive Officer, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 III of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Frédéric Oudéa, Chief Executive Officer, for the 2019 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Eleventh resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Philippe Aymerich, Deputy Chief Executive Officer, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 III of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Philippe Aymerich, Deputy Chief Executive Officer, for the 2019 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Twelfth resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 III of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Séverin Cabannes, Deputy Chief Executive Officer, for the 2019 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Thirteenth resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Philippe Heim, Deputy Chief Executive Officer, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code).

Officer, for the 2019 financial year, pursuant to Article L. 225-100 III of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 III of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Philippe Heim, Deputy Chief Executive Officer, for the 2019 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Fourteenth resolution (Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Ms Diony Lebot, Deputy Chief Executive Officer, for the 2019 financial year, pursuant to Article 225-100 III of the French Commercial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, pursuant to Article L. 225-100 III of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Ms Diony Lebot, Deputy Chief Executive Officer, for the 2019 financial year as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

Fifteenth resolution (Advisory opinion on the compensation paid in 2019 to the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, consulted pursuant to Article L. 511-73 of the French Monetary and Financial Code, issues a favourable opinion on the global package of compensation of any kind of EUR 417.5 million paid during the 2019 financial year to the persons mentioned in Article L. 511-71 of the French Monetary and Financial Code.

Sixteenth resolution (Renewal of Mr Juan Maria Nin Génova as Director).

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

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

Seventeenth resolution (Appointment of Mrs Annette Messemer as Director).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report, resolves to appoint Mrs Annette Messemer as Director.

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

Eighteenth resolution (Authorisation granted to the Board of Directors to trade Company's ordinary shares up to a limit of 5% of the share capital).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the Board of Directors' report and in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, the General Regulations of the French Financial Markets Authority (*Autorité des Marchés Financiers*) and the Regulation (EU) No 596/2014 dated 16 April 2014:

1. Authorises the Board of Directors to purchase Company's ordinary shares up to a limit of 5% of the total amount of shares representing the share capital at the completion date of these purchases, the maximum number of ordinary shares held following these purchases cannot exceed 10% of the share capital.
2. Resolves that the Company's shares may be purchased upon decision of the Board of Directors in order to:
 - 2.1. grant, cover and honour any free shares allocation plan, employee savings plan and any form of allocation for the benefit of employees and executive officers of the Company or affiliated companies under the conditions defined by the applicable legal and regulatory provisions;
 - 2.2. cancel them, in accordance with the terms of the authorisation of this General Meeting in its 26th resolution;
 - 2.3. deliver shares upon the exercise of rights attached to securities giving access to the Company's share capital;
 - 2.4. hold and subsequently deliver shares as payment or exchange as part of Group's external growth transactions;
 - 2.5. allow an investment services provider to trade in the Company's shares as part of a liquidity agreement compliant with the regulations of the French Financial Markets Authority (*Autorité des Marchés Financiers*).
3. Resolves that the acquisitions, sales or transfers of these shares may be carried out, on one or more occasions, by any means and at any time, except during a public tender offer on the Company's securities, within the limits and under the terms set forth by applicable laws and regulations.
4. Sets, per share, at EUR 75 the maximum purchase price. Thus, as at 5 February 2020, a theoretical maximum number of 42,668,574 shares could be purchased, corresponding to a theoretical maximum amount of EUR 3,200,143.050.
5. Sets at 18 months as from this General Meeting the duration of this authorisation which will cancel, for the remaining period, and supersede, as from the date of its implementation by the Board of Directors, the authorisation granted by the ordinary General Meeting dated 21 May 2019 in its 25th resolution.
6. Grants full powers to the Board of Directors, with authority to delegate, to conduct the aforementioned transactions, carry out all formalities and statements, make, where applicable, any adjustment following any potential transaction on the share capital of the Company and, more generally, take all necessary measures for the implementation of this authorisation.

Resolutions to be resolved upon by an extraordinary General Meeting

Nineteenth resolution (Delegation of authority granted to the Board of Directors, for 26 months, in order to increase the share capital, with pre-emptive subscription rights, (i) through the issuance of ordinary shares and/or securities giving access to the share capital of the Company and/or its subsidiaries for a maximum nominal share issuance amount of EUR 352,000,000 - i.e. 33% of the share capital, the amounts set in the 20th to 25th resolutions counting towards this amount, (ii) and/or through incorporation, for a maximum nominal amount of EUR 550 million).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special report and in accordance with legal provisions, in particular Articles L. 225-129-2, L. 225-130, L. 225-132, L. 225-134, L. 228-91 to L. 228-93 of the French Commercial Code:

1. Delegates to the Board of Directors its authority to proceed with, except during a public tender offer period on the Company's share capital, in France or abroad, the increase of the share capital, on one or more occasions:

1.1 through the issuance of:

(a) ordinary shares of the Company, or

(b) equity securities giving access to other equity securities of the Company or a company in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or giving right to the allocation of debt securities of the Company or a Subsidiary, or

(c) debt securities giving access to equity securities to be issued of the Company or a Subsidiary;

1.2 and/or through the incorporation into the share capital of reserves, profits or premiums or any other item that may be incorporated to the share capital with allocation of free shares or increase of the par value of the existing shares.

The ordinary shares will be denominated in euro; the securities other than ordinary shares will be denominated in euro, in foreign currencies, or in any monetary unit established by reference to a basket of several currencies.

2. Sets the limits of the transactions thus authorised, as follows:

2.1 the maximum nominal amount of the ordinary shares mentioned in 1.1. that may thus be issued, immediately or ultimately, is hereby set at EUR 352,000,000, it being stated that the nominal amount of the ordinary shares issued, where applicable, in accordance with the 20th to 25th resolutions of this Meeting will count towards this amount;

2.2 the maximum nominal amount of the share capital increase by incorporation mentioned in 1.2. is hereby set at EUR 550 million and is added to the amount set in the above paragraph;

- 2.3 if necessary, these amounts will be increased by the additional amount of the shares to be issued in order to maintain, in accordance with the law or contractual provisions that may be applicable, the rights of the holders of securities or other rights giving access to the share capital of the Company;
 - 2.4 the maximum nominal amount of debt securities that could be issued pursuant to this resolution is hereby set at EUR 6 billion, it being stated that the nominal amount of those issued, where applicable, in accordance with the 20th to 23rd resolutions of this Meeting will count towards this amount.
3. In the event of use by the Board of Directors of this delegation of authority:
- 3.1 as part of the issuances mentioned in 1.1. above:
 - resolves that the shareholders will have pre-emptive subscription rights in proportion to the number of their shares to the securities issued in accordance with applicable law and regulatory requirements;
 - resolves that, in accordance with Article L. 225-134 of the French Commercial Code, if irreducible (*à titre irréductible*), and where applicable, reducible (*à titre réductible*) subscriptions have not absorbed the whole of an issuance of ordinary shares or securities, the Board of Directors will be able to use, in the order it will deem appropriate, one or both of the options provided for in Article L. 225-134 of the French Commercial Code, allocate at its discretion all or part of the unsubscribed securities, offer them to the public or limit the issuance to the amount of subscriptions received, provided that this one reaches at least three quarters of the issuance decided;
 - 3.2 as part of the incorporations into the share capital mentioned in 1.2. above:
 - resolves that, where applicable and in accordance with Article L. 225-130 of the French Commercial Code, fractional rights will not be negotiable or transferable and that the corresponding equity securities will be sold and the proceeds from the sale shall be allocated to the holders of rights within the period set by the regulations in force.
4. Set at 26 months as from this date the duration of this delegation which shall cancel, for the remaining period, and supersede the delegation with the same purpose granted by the Combined General Meeting dated 23 May 2018 in its 20th resolution.
5. Acknowledges that the Board of Directors has all powers to implement this delegation of authority or subdelegate as provided by law.

Twentieth resolution (Delegation of authority granted to the Board of Directors, for 26 months, in order to increase the share capital, with cancellation of pre-emptive subscription rights, by offer to the public other than the ones referred to in article L. 411-2 1°) of the French Monetary and Financial Code, through the issuance of ordinary shares and/or any securities giving access to the share capital of the Company and/or its subsidiaries for a maximum nominal share issuance amount of EUR 106,670,000 - i.e. 10% of the share capital, this amounts counting towards the amount set in the 19th resolution and this amount counting towards the amounts set in the 21st and the 22nd resolution).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special report and in accordance with legal provisions, in particular Articles L. 225-129-2, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. Delegates to the Board of Directors its authority to proceed with, except during a public tender offer period on the Company's share capital, in France or abroad, the increase of the share capital, on one or more occasions, through the issuance of, by offer to the public other than the ones referred to in article L. 411-2 1°) of the French Monetary and Financial Code:

(a) ordinary shares of the Company, or

(b) equity securities giving access to other equity securities of the Company or a company in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or giving right to the allocation of debt securities of the Company or a Subsidiary, or

(c) debt securities giving access to equity securities to be issued of the Company or a Subsidiary.

The ordinary shares will be denominated in euro; the securities other than ordinary shares will be denominated in euro, in foreign currencies or in any monetary unit established by reference to a basket of several currencies.

2. Resolves that these issuances may in particular be carried out:

2.1. to remunerate securities that would be contributed to Societe Generale as part of a public exchange offer on a company's securities in accordance with Article L. 225-148 of the French Commercial Code;

2.2. following the issuance, by one of the companies in which Societe Generale holds, directly or indirectly, more than half of the share capital, of securities giving access to the share capital of Societe Generale under the conditions of Article L. 228-93 of the French Commercial Code, being stated that these securities could also give access to existing shares of Societe Generale.

3. Sets at:

3.1. EUR 106,670,000 the maximum nominal amount of the ordinary shares that may thus be issued, immediately or ultimately, without pre-emptive subscription rights, these ceilings being, where applicable, increased by the additional amount of the shares to be issued in order to maintain, in accordance with the law or contractual provisions that may be applicable, the rights of holders of securities or other rights giving access to the share capital of the Company;

3.2. EUR 6 billion the maximum nominal amount of the debt securities that could be issued pursuant to this resolution.

4. Resolves that these ceilings count towards the ceilings set forth in the 19th resolution of this Meeting, it being stated that, where applicable, the amount of the issuances carried out

pursuant to the 21st and 22nd resolutions of this Meeting shall also count towards these previous ceilings.

5. Resolves to cancel the shareholders' pre-emptive subscription rights with regard to these securities and:
 - 5.1. to delegate to the Board of Directors, for the issuance(s) carried out pursuant to this resolution whose amount(s) would not exceed 5% of the share capital, the ability to establish in favour of the shareholders a priority subscription period pursuant to Article L. 225-135 of the French Commercial Code;
 - 5.2. to compulsorily provide the shareholders with a priority subscription period for the entirety of the issuance carried out, provided that the amount of the issuance(s) carried out pursuant to this resolution would exceed 5% of the share capital.

The priority subscription period shall not be lower than the period set by applicable legal and regulatory provisions. This priority subscription right would not result in the creation of negotiable rights but could, should the Board of Directors deems it appropriate, be exercised both on an irreducible (*à titre irréductible*) and reducible (*à titre réductible*) basis.

6. Resolves that if subscriptions on an irreducible basis (*à titre irréductible*), and where applicable on a reducible basis (*à titre réductible*), have not absorbed the whole of an issuance of ordinary shares or securities, the Board of Directors will be able to use, in the order it will deem appropriate, one or both of the options provided for in Article L. 225-134 of the French Commercial Code.
7. Resolves that the issue price of the shares will be at least equal to the weighted average price over the last three trading sessions preceding the launch of the public offer, possibly decreased by a maximum discount of 5%.
8. Sets at 26 months as from this date the duration of this delegation which shall cancel, for the remaining period, and supersede the delegation granted by the Combined General Meeting dated 23 May 2018, in its 21st resolution having the same purpose.
9. Acknowledges that the Board of Directors has all powers to implement this delegation of authority or subdelegate as provided by law.

Twenty-first resolution (Delegation of authority granted to the Board of Directors, for 26 months, in order to increase the share capital within the limits of a maximum nominal amount of EUR 106,670,000 - i.e. 10% of the share capital, and the ceilings set by the 19th and 20th resolutions, in order to remunerate contributions in kind made to the Company and relating to equity securities or securities giving access to the share capital, except in case of a public exchange offer initiated by the Company).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special report and in accordance with the provisions of Article L. 225-147 of the French Commercial Code:

1. Delegates to the Board of Directors its authority to decide, except during a public tender offer period on the Company's share capital, on the report of the contributions auditor(s), on one or more occasions, the issuance of,
 - (a) ordinary shares of the Company, or
 - (b) equity securities of the Company giving access to other equity securities, existing or to be issued, of the Company and/or giving right to the allocation of debt securities of the Company, or
 - (c) debt securities giving access to equity securities to be issued of the Company;

without shareholders' pre-emptive subscription rights, in order to remunerate contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital when the provisions of Article L. 225-148 of the French Commercial Code do not apply.

The ordinary shares will be denominated in euro; the securities other than ordinary shares will be denominated in euro, in foreign currencies, or in any monetary unit established by reference to a basket of several currencies.

2. Sets at EUR 106,670,000 the maximum nominal amount of the share capital increases that may be carried out.
3. Resolves that this ceiling as well as the nominal amount of securities that could be issued count towards the ceilings provided in the 19th and 20st resolutions of this Meeting.
4. Sets at 26 months as from this date the duration of this delegation which shall cancel, for the remaining period, and supersede the delegation granted by the Combined General Meeting dated 23 May 2018 in its 22nd resolution having the same purpose.
5. Acknowledges that the Board of Directors has all powers, with the ability to subdelegate as provided by law, in order to, amongst others, approve the valuation of the contributions, decide and record the completion of the share capital increase remunerating the contribution, charge, where applicable, all costs and fees incurred by the share capital increase against the contribution premium, deduct from the contribution premium, if deemed appropriate, the amounts necessary for the allocation of the legal reserve, proceed with the related amendments to the by-laws and, more generally, do whatever will be necessary.

Twenty-second resolution (Delegation of authority granted to the Board of Directors, for 26 months, in order to proceed with the issuance of contingent convertible super-subordinated bonds, which would be convertible into shares of the Company in the event that the Group's Common Equity Tier 1 ratio ("CET1") would fall below a threshold set by the issuance agreement which shall not exceed 7%, with cancellation of pre-emptive subscription rights, per offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code, within the limits of a maximum nominal amount of EUR 106,670,000 - i.e. 10% of the share capital, and the ceilings set by the 19th and 20st resolutions).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special report and in accordance with legal provisions, in particular Article 54 of the Regulation (EU) No. 575/2013 of the European Parliament and of the Council of the European Union dated 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) N° 648/2012, and Articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 to L. 228-93 of the French Commercial Code:

1. Delegates to the Board of Directors its authority to proceed with, except during a public tender offer period on the Company's share capital, in France or abroad, the increase of the share capital, by an offer of securities or shares addressed exclusively to a limited circle of investors acting on their own account or to qualified investors, in accordance with Article L. 411-2 1°) of the French Monetary and Financial Code, on one or more occasions, through the issuance of contingent convertible super-subordinated bonds, which would be converted into ordinary shares of the Company in the event that the Group's Common Equity Tier 1 (CET1) ratio would fall below a threshold set by the issuance agreement which shall not exceed 7%. The ordinary shares will be denominated in euro. The contingent convertible super-subordinated bonds will be denominated in euro, in foreign currencies, or in any monetary unit established by reference to a basket of several currencies.
2. Resolves to cancel the shareholders' pre-emptive subscription rights with regard to these securities.
3. Sets at EUR 106,670,000 the maximum nominal amount of share capital increases that may be carried out, this ceiling being increased, where applicable, by the additional amount of the shares to be issued to maintain, in accordance with the law or contractual provisions that may be applicable, the rights of contingent convertible bond holders.
4. Resolves that such ceiling as well as the nominal amount of the securities that could be issued count towards the ceilings set by the 19th and 20st resolutions of this Meeting.
5. Resolves that the issue price of the shares to be issued through conversion of contingent convertible bonds shall not be lower than, at the Board of Directors' discretion, (i) the average price of the share on the Euronext Paris regulated market, volume-weighted during the last trading session preceding the setting of the contingent convertible super-subordinated bonds' issue price or (ii) the average price of the share on the Euronext Paris regulated market, volume-weighted set during a trading session when the contingent convertible super-subordinated bonds' issue price is set, in both cases, possibly decreased by a maximum discount of 50%.
6. Sets at 26 months as from this date the duration of this delegation which shall cancel, for the remaining period, and supersede the delegation having the same purpose granted by the Combined General Meeting dated 23 May 2018 in its 23rd resolution.
7. Acknowledges that the Board of Directors has all powers to implement this delegation of authority or subdelegate as provided by law.

Twenty-third resolution (Authorisation granted to the Board of Directors, for 26 months, in order to proceed with, with cancellation of pre-emptive subscription rights, share capital

increases or transfers of shares reserved for members of a company or Group employee savings Plan, within the limits of a maximum nominal amount of EUR 16,000,000 - i.e. 1.5% of the share capital, and the ceiling set by the 19th resolution).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditor's special report, as part of the provisions of Articles L. 3332-1 et seq. of the French Labour Code and in accordance with, in particular, the provisions of Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code:

1. Authorises the Board of Directors to increase the share capital, on one or more occasions and at its sole discretion, where necessary, in separate parts, through the issuance of ordinary shares or securities giving access to the share capital of Societe Generale reserved for members of a company or Group employee savings Plan as well as companies affiliated to it under the conditions of Articles L. 225-180 of the French Commercial Code and L. 3344-1 and L. 3344-2 of the French Labour Code.
2. Sets at EUR 16,000,000 the maximum nominal amount of share capital increases that may be subscribed by the members of the aforementioned plans, this ceiling being, where applicable, increased by the additional amount of the shares to be issued to maintain, in accordance with the law or contractual provisions that may be applicable, the rights of holders of securities or other rights giving access to the share capital of the Company.
3. Resolves that such ceiling as well as the nominal amount of the securities that could be issued count towards the ceilings set by the 19th resolution of this Meeting.
4. Resolves to cancel the shareholders' pre-emptive subscription rights in favour of the members of the aforementioned plans.
5. Resolves to set the discount offered as part of the Employee Share Ownership Plan at an amount of 20% of the average closing prices of Societe Generale's shares on the Euronext Paris regulated market during the twenty trading sessions preceding the date of the decision setting the opening date for subscriptions. However, the Board of Directors will be able to convert all or part of the discount into a free allocation of shares or securities giving access to the share capital of the Company.
6. Resolves that the Board of Directors will be able to proceed with, within the limits set by Article L. 3332-21 of the French Labour Code, free allocations of shares or other securities giving access to the share capital of the Company as part of the employer contribution ("*abondement*").
7. Resolves that these transactions reserved for members of the aforementioned plans may be carried out by way of transfer of shares under the conditions of Article L. 3332-24 of the French Labour Code instead of being carried out through share capital increases.
8. Sets at 26 months as from this date the duration of this authorisation which shall cancel, for the remaining period, and supersede the one granted by the Combined General Meeting dated 23 May 2018 in its 24th resolution having the same purpose.

9. Grants all powers to the Board of Directors, with the ability to subdelegate as provided by law, to implement this delegation, in particular:
 - 9.1 to determine all terms and conditions of the forthcoming transaction(s), including postponing its implementation, and in particular, for each transaction:
 - to determine the scope of the entities concerned, to set the conditions to be met by recipients;
 - to set the characteristics of the securities, the amounts offered for subscription, the prices, dates, deadlines, terms and conditions of subscription, settlement, delivery and enjoyment of the securities as well as the rules for reductions that may be applicable in case of oversubscription;
 - to charge, if it deems it appropriate, the costs of share capital increases against the amount of the premiums related to these increases and to deduct from this amount the sums required to bring the legal reserve to one tenth of the new share capital after each share capital increase;
 - 9.2 to complete all acts and formalities to record the share capital increases carried out pursuant to this authorisation, to proceed with the related amendments to the by-laws and, more generally, do whatever will be necessary.

Twenty-fourth resolution (Authorisation granted to the Board of Directors, for 26 months, in order to proceed with free allocations of performance shares, existing or to be issued without pre-emptive subscription rights, for the benefit of the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code or assimilated, whose variable compensation is deferred, within the limits of 1.2% of the share capital, including 0.1% for the chief executive officers of Societe Generale, and the ceiling set forth in the 19th resolution).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditor's special report, and in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code:

1. Authorises the Board of Directors to proceed with free allocations of Societe Generale's ordinary shares, existing or to be issued without shareholders' pre-emptive subscription rights, on one or more occasions, for the benefit of the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code, whose variable compensation is deferred, of Societe Generale or directly or indirectly affiliated companies under the conditions of Article L. 225-197-2 of the French Commercial Code, as well as the assimilated persons of these companies, whose the variable compensation is deferred.
2. Resolves that the Board of Directors will determine the identity of the beneficiaries of the allocations, the conditions and, where applicable, the criteria for the allocation of the shares, being stated that any allocation will be entirely submitted to performance conditions determined by the Board of Directors according to the terms set out in the Board of Directors' report.
3. Resolves that the allocation of shares to their beneficiaries will be definitive:

- at the end of a minimum vesting period of 3 years;
 - or, by way of exception, at the end of a 2 years vesting period coupled with a minimum retention period of 6 months for shares allocated to regulated persons or to assimilated persons, as payment of the part of the variable compensation which is deferred to 2 years.
4. Resolves that the total number of shares allocated may not exceed 1.2% of the share capital to date including a maximum of 0.5% of the share capital with a 2-year vesting period for the payment of the deferred variable compensation.
 5. Resolves that the maximum ceiling for the allocations to the chief executive officers of Societe Generale, counting towards the aforementioned 1.2% and 0.5% ceilings, shall not exceed 0.1% of the share capital.
 6. Resolves that the 1.2% ceiling counts towards the ceiling set by the 19th resolution of this Meeting.
 7. Further resolves that the shares would be definitively vested and immediately transferable in case the beneficiary would be affected by one of the invalidity cases provided in Article L. 225-197-1 of the French Commercial Code during the vesting period.
 8. Authorises the Board of Directors to proceed with, where applicable, during the vesting period, the adjustments in the number of allocated shares in relation to the potential transactions on the share capital of Societe Generale in order to maintain the rights of the beneficiaries, the shares allocated pursuant to these adjustments being deemed to be allocated on the same day than the shares initially allocated.
 9. Acknowledges that in case of free allocation of shares to be issued, this authorisation implies, for the benefit of the beneficiaries of the said shares, waiver by the shareholders of their rights to reserves, profits or issuance premiums up to the sums that will be incorporated, at the end of the vesting period, in order to proceed with the share capital increase.
 10. Sets at 26 months as from this date the duration of this authorisation which shall cancel, for the remaining period, and supersede the one granted by the Combined General Meeting dated 23 May 2018 in its 25th resolution having the same purpose.
 11. Grants all powers to the Board of Directors, with the ability to delegate as provided by law, to implement this authorisation, carry out all acts and formalities, proceed with and record the increase(s) of share capital carried out pursuant to this authorisation, amend the by-laws accordingly and, more generally, do whatever will be necessary.

Twenty-fifth resolution (Authorisation granted to the Board of Directors, for 26 months, in order to proceed with free allocations of performance shares, existing or to be issued without pre-emptive subscription rights, for the benefit of employees other than the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code or assimilated, whose variable compensation is deferred, within the limits of 0.5% of the share capital and the ceiling set by 19th resolution).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' report and the Statutory auditors' special report, and in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code:

1. Authorises the Board of Directors to proceed with free allocations of Societe Generale's ordinary shares, existing or to be issued without shareholders' pre-emptive subscription rights, on one or more occasions, for the benefit of salaried staff members or certain categories among them, of Societe Generale or of directly or indirectly affiliated companies or economic interest groupings (*groupements d'intérêt économique*) under the conditions of Article L. 225-197-2 of the French Commercial Code, being stated that the persons referred to in Article L. 511-71 of the French Monetary and Financial Code, whose variable compensation is deferred, as well as the assimilated persons, whose variable compensation is deferred, cannot be beneficiaries.
2. Resolves that the total number of shares freely allocated pursuant to this resolution shall not represent more than 0.5% of the share capital of Societe Generale to date, being stated that this ceiling is set regardless of the number of shares to be issued, where necessary, as part of the adjustments carried out to maintain the potential rights of the beneficiaries of free allocations of shares.
3. Resolves that the 0.5% ceiling counts towards the one set in the 19th resolution of this Meeting.
4. Resolves that the Board of Directors will determine the identity of the beneficiaries of the allocations, the conditions and, where applicable, the criteria for the allocation of the shares, being stated that any allocation will be entirely submitted to performance conditions determined by the Board of Directors according to the terms set out in the Board of Directors' report.
5. Resolves that the allocation of the shares to their beneficiaries will be definitive at the end of a minimum vesting period of 3 years.
6. Further resolves that the shares would be definitively vested and immediately transferable in case the beneficiary would be affected by one of the invalidity cases provided in Article L. 225-197-1 of the French Commercial Code during the vesting period.
7. Authorises the Board of Directors to proceed with, where applicable, during the vesting period, the adjustments in the number of allocated shares in relation to the potential transactions on the share capital of Societe Generale in order to maintain the rights of the beneficiaries, the shares allocated pursuant to these adjustments being deemed to be allocated on the same day than the shares initially allocated.
8. Acknowledges that in case of free allocation of shares to be issued, this authorisation implies, for the benefit of the beneficiaries of the said shares, waiver by the shareholders of their rights to reserves, profits or issuance premiums up to the sums that will be incorporated, at the end of the vesting period, in order to proceed with the share capital increase.

- 9. Sets at 26 months as from this date the duration of this authorisation which shall cancel, for the remaining period, and supersede the one granted by the Combined General Meeting dated 23 May 2018 in its 26th resolution having the same purpose.
- 10. Grants all powers to the Board of Directors, with the ability to delegate as provided by law, to implement this authorisation, carry out all acts and formalities, proceed with and record the increase(s) of share capital carried out pursuant to this authorisation, amend the by-laws accordingly and, more generally, do whatever will be necessary.

Twenty-sixth resolution (Authorisation granted to the Board of Directors in order to cancel, within the limit of 5% per period of 24 months, treasury shares held by the Company).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors’ and Statutory auditors’ reports, in accordance with Article L. 225-209 of the French Commercial Code:

- 1. Authorises the Board of Directors to cancel, at its sole discretion, on one or more occasions, some or all of the ordinary shares of Societe Generale held by the latter following the implementation of the buyback programs authorised by the General Meeting, within the limit of 5% of the total number of shares, per period of 24 months, by charging the difference between the purchase value of the cancelled securities and their nominal value against the available reserves and premiums, including partly the legal reserve up to 10% of the cancelled share capital.
- 2. Sets at 26 months as from this date the duration of this authorisation which shall cancel, for the remaining period, and supersede the one granted by the Combined General Meeting dated 23 May 2018 in its 27th resolution having the same purpose.
- 3. Grants all powers to the Board of Directors, with the ability to delegate as provided by law, to implement this authorisation and in particular, to record the completion of the share capital decrease(s), to amend the by-laws accordingly and to carry out all required formalities.

Twenty-seventh resolution (Amendment of Article 6.2 of the by-laws relating to statutory thresholds).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors’ reports, resolves to amend Article 6.2 of the by-laws relating to statutory thresholds (i) by reducing the information period from fifteen (15) to four (4) trading days and consequently restricting the number of statutory thresholds and (ii) by applying the legal assimilation rules referred to in Article L. 233-9, I of the French Commercial Code, for the calculation of statutory thresholds in order to include the derivatives for the calculation of these thresholds, Article 6.2 of the by-laws being amended as follows:

ARTICLE 6.2	
FORMER WORDING	NEW WORDING
Any shareholder acting on his own or jointly, who comes to hold directly or indirectly at	Any persons shareholder , acting on his own or in concert , who comes to own directly or

<p>least 1,5% of the capital or voting rights, must inform the Company within fifteen days of the time at which he exceeds this threshold, and must also indicate in his declaration the number of shares he holds in the share capital. Mutual fund management companies must provide this information based on the total number of shares held in the Company by the funds they manage. Beyond the initial 1,5%, shareholders are obliged to notify the Company, under the aforementioned conditions, whenever their holding of capital or voting rights exceeds an additional 0.50%.</p> <p>Failure to comply with this requirement will be penalised in accordance with legal provisions on this matter, at the request of one or more shareholders with at least a 5% holding in the Company's capital or voting rights. Said request will be duly recorded in the minutes of the General Meeting.</p> <p>Any shareholder acting on his own or jointly, is also required to inform the Company within fifteen days if the percentage of his capital or voting rights falls below each of the thresholds described in this article.</p>	<p>indirectly, <u>in any manner whatsoever, a number of shares representing at least 1.5% or 3%</u> of the share capital or voting rights of the Company, must inform the Company, <u>in writing</u>, within four trading days of the crossing of this threshold, and must also indicate in his declaration the number of securities giving access to the share capital of the Company. Mutual fund management companies must provide this information based on the total number of shares held in the Company by the funds they manage.</p> <p>Beyond the threshold of 3%, shareholders are obliged to notify <u>any additional crossing of 1% of the capital or voting rights of the Company must be notified to</u> the Company under the aforementioned conditions whenever their holding of capital or voting rights exceeds an additional 10.50%.</p> <p>Any shareholder<u>person</u>, acting on his own or in concert<u>jointly</u>, is also required to inform the Company within four trading days if the percentage of his capital or voting rights falls below each of the thresholds described in this article.</p> <p><u>For the purposes of the three preceding subparagraphs, the shares or voting rights listed in Article L. 233-9, I of the French Commercial Code are assimilated to the shares or voting rights held.</u></p> <p>Failure to comply with <u>these requirements</u> will be penalised in accordance with <u>applicable laws</u>, at the request of one or more shareholders <u>holding</u> at least a 5% holding in the Company's capital or voting rights. Said request will be duly recorded in the minutes of the General Meeting.</p>
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Twenty-eighth resolution (Addition of an Article 6.5 to the by-laws relating to employee shareholding).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' reports, resolves, in view of law no. 2019-486 of 22 May 2019 relating to the growth and transformation of companies

(known as the PACTE law), to add an Article 6.5 to the by-laws relating to employee shareholding, as follows:

NEW ARTICLE 6.5
Registered shares held directly by employees and governed by Article L. 225-197-1 of the French Commercial Code are taken into account in determining the proportion of capital held by employees in accordance with the legislative and regulatory provisions in force.

Twenty-nine resolution (Amendment of paragraphs I and II of Article 7 of the by-laws relating to the composition of the Board of Directors).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors’ reports, resolves in order to bring the by-laws into compliance with the French law no. 2019-486 of 22 May 2019 on the growth and transformation of companies (known as the PACTE law) by providing for the presence of a director representing employee shareholders on the Board of Directors, to adjust accordingly the regime for directors representing employees accordingly and to amend paragraphs I and II of Article 7 of the by-laws, relating to the composition of the Board of Directors, as follows:

ARTICLE 7 (PARAGRAPHS I AND II)	
FORMER WORDING	NEW WORDING
<p>I - DIRECTORS</p> <p>The Company is managed by a Board of Directors made up of two categories of Directors:</p> <p>1. DIRECTORS APPOINTED BY THE ORDINARY GENERAL MEETING OF SHAREHOLDERS</p> <p>There are at least nine of these Directors, and thirteen at the most.</p> <p>The term of office of Directors appointed by the Ordinary General Meeting is four years starting from the approval of this statutory clause. This provision does not apply to Directors in office at the time of this approval.</p> <p>When, in application of current legislative and regulatory provisions, a Director is appointed to replace another, then his term of office shall not exceed the term of office remaining to be served by his predecessor.</p>	<p>I - DIRECTORS</p> <p>The Company is managed by a Board of Directors made up of three categories of Directors:</p> <p>1. DIRECTORS APPOINTED BY THE ORDINARY GENERAL MEETING OF SHAREHOLDERS</p> <p>There are at least nine of these Directors, and thirteen at the most.</p> <p>The term of office of Directors appointed by the Ordinary General Meeting is four years.</p> <p>When, in application of current legislative and regulatory provisions, a Director is appointed to replace another, then his term of office shall not exceed the term of office remaining to be served by his predecessor.</p>

Each Director must hold at least six hundred shares.

2. DIRECTORS ELECTED BY EMPLOYEES

The status and methods of electing these Directors are laid down by Articles L. 225-27 to L. 225-34 of the French Commercial Code, as well as by these By-laws.

There are two Directors, one to represent the executives and one to represent all other Company employees.

In any event, their number may not exceed one-third of the Directors appointed by the General Meeting.

Their term of office is three years.

Regardless of the appointment procedure, the duties of a Director cease at the end of the Ordinary General Meeting called to approve the financial statements of the previous fiscal year and held during the year in which his term of office expires.

Directors may be re-elected, as long as they meet the ~~legal~~ provisions, particularly with regard to age.

Each Director must hold at least six hundred shares.

2. DIRECTORS REPRESENTING THE EMPLOYEES ELECTED BY EMPLOYEES

The status and methods of electing these Directors are laid down by Articles L. 225-27 to L. 225-34 of the French Commercial Code, as well as by these By-laws.

There are two Directors, one to represent the executives and one to represent all other Company employees.

In any event, their number may not exceed one-third of the Directors appointed by the General Meeting.

Their term of office is three years.

3. A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS APPOINTED BY THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The General Meeting appoints a representing employee shareholders.

The term of office is 4 years.

Regardless of the appointment procedure, the duties of a Director cease at the end of the Ordinary General Meeting called to approve the financial statements of the previous fiscal year and held during the year in which his term of office expires.

Directors may be re-elected, as long as they meet the **legislative and regulatory provisions in force**, particularly with regard to age.

**II – METHODS OF ELECTING
DIRECTORS ELECTED BY
EMPLOYEES**

For each seat to be filled, the voting procedure is that set forth by ~~law~~.

The first Directors elected by employees will begin their term of office during the Board of Directors' meeting held after publication of the full results of the first elections.

Subsequent Directors shall take up office upon expiry of the outgoing Directors' term of office.

If, under any circumstances and for any reason whatsoever, they shall remain in office less than the statutory number of Directors before the normal end of the term of office of such Directors, vacant seats shall remain vacant until the end of the term of office and the Board shall continue to meet and take decisions validly until that date.

Elections shall be organised every three years so that a second vote may take place at the latest fifteen days before the normal end of the term of office of outgoing Directors.

For both the first and second ballot, the following deadlines should be adhered to:

- posting of the date of the election at least eight weeks before the polling date;
- posting of the lists of the electors at least six weeks before the polling date;
- registration of candidates at least five weeks before the polling date;
- posting of lists of candidates at least four weeks before the polling date;
- sending of documents required for postal voting at least three weeks before the polling date.

This provision shall apply from the General Meeting convened to approve the accounts for the 2020 financial year.

II – METHODS OF ELECTING

**1. DIRECTORS REPRESENTING
EMPLOYEES ELECTED BY
EMPLOYEES**

For each seat to be filled, the voting procedure is that set forth by the legislative and regulatory provisions in force.

The first Directors elected by employees will begin their term of office during the Board of Directors' meeting held after publication of the full results of the first elections.

Subsequent Directors shall take up office upon expiry of the outgoing Directors' term of office.

If, under any circumstances and for any reason whatsoever, there shall remain in office less than the statutory number of Directors before the normal end of the term of office of such Directors, vacant seats shall remain vacant until the end of the term of office and the Board shall continue to meet and take decisions validly until that date.

Elections shall be organised every three years so that a second vote may take place at the latest fifteen days before the normal end of the term of office of outgoing Directors.

For both the first and second ballot, the following deadlines should be adhered to:

- posting of the date of the election at least eight weeks before the polling date;
- posting of the lists of the electors at least six weeks before the polling date;
- registration of candidates at least five weeks before the polling date;

<p>The candidatures or lists of candidates other than those entered by a representative trade union should be accompanied by a document including the names and signatures of the one hundred employees presenting the candidates.</p> <p>Polling takes place the same day, at the work place, and during working hours. Nevertheless, the following may vote by post:</p> <ul style="list-style-type: none"> ■ employees not present on the day of polling; ■ employees working abroad; ■ employees of a department or office, or seconded to a subsidiary in France, not having a polling station, or who cannot vote in another office. <p>Each polling station consists of three elective members, the Chairman being the oldest one among them. The Chairman is responsible for seeing that voting operations proceed correctly.</p> <p>Votes are counted in each polling station, and immediately after the closing of the polls; the report is drawn up as soon as the counting has been completed.</p> <p>Results are immediately sent to the Head Office of Societe Generale, where a centralised results station will be set up with a view to drafting the summary report and announcing the results.</p> <p>Methods of polling not specified by Articles L. 225-27 to L. 225-34 of the French Commercial Code or these By-laws are decreed by the General Management after consulting with the representative trade unions.</p> <p>These methods may include electronic voting, whose organisation may deviate from the practical organisation of the election described herein.</p>	<ul style="list-style-type: none"> ■ posting of lists of candidates at least four weeks before the polling date; ■ sending of documents required for postal voting at least three weeks before the polling date. <p>The candidatures or lists of candidates other than those entered by a representative trade union should be accompanied by a document including the names and signatures of the one hundred employees presenting the candidates.</p> <p>Polling takes place the same day, at the work place, and during working hours. Nevertheless, the following may vote by post:</p> <ul style="list-style-type: none"> ■ employees not present on the day of polling; ■ employees working abroad; ■ employees of a department or office, or seconded to a subsidiary in France, not having a polling station, or who cannot vote in another office. <p>Each polling station consists of three elective members, the Chairman being the oldest one among them. The Chairman is responsible for seeing that voting operations proceed correctly.</p> <p>Votes are counted in each polling station, and immediately after the closing of the polls; the report is drawn up as soon as the counting has been completed.</p> <p>Results are immediately sent to the Head Office of Societe Generale, where a centralised results station will be set up with a view to drafting the summary report and announcing the results.</p> <p>Methods of polling not specified by Articles L. 225-27 to L. 225-34 of the French Commercial Code or these By-laws are decreed by the General Management after consulting with the representative trade unions.</p>
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These methods may include electronic voting, whose organisation may deviate from the practical organisation of the election described herein.

**2. DIRECTOR REPRESENTING
EMPLOYEE SHAREHOLDERS
APPOINTED BY THE ORDINARY
GENERAL MEETING OF
SHAREHOLDERS**

When the legal conditions are met, a member of the Board of Directors representing employee shareholders is appointed by the Ordinary General Meeting in accordance with the terms and conditions set by the regulations in force and by these By-laws.

The term of office is identical to the terms of the other directors appointed by the Ordinary General Meeting. The term of office is exercised by the candidate appointed, or by his replacement in the event of definitive termination, during the term of office, of the duties as director of the candidate with whom he was appointed. The term of office ends automatically in the event of loss of the capacity of employee of the Company or of an affiliated company within the meaning of the regulations in force.

Candidates for appointment as director representing employee shareholders are nominated in a single election of all employee shareholders, including holders of units of mutual funds invested in Societe Generale securities. The scope of voters and eligible candidates is defined by the regulations in force and these By-laws.

Employee shareholders may be consulted by any technical means that ensures the reliability of the vote, including electronic voting or postal ballot. Each elector has a number of votes equal to the number of shares he holds directly or indirectly through a mutual fund.

Every candidate must stand for election with a replacement who meets the same legal conditions of eligibility as the candidate. The replacement is called upon to replace the candidate for the remainder of the term of office. The candidate and his replacement shall be of different sexes.

Only candidacies presented by voters (i) representing at least 0.1% of the shares held directly or indirectly by employee shareholders and (ii) benefitting from 100 sponsorships of employees who vote, are admissible.

Minutes of the consultation are drawn up: they include the number of votes received by each of the candidates as well as a list of validly nominated candidates and replacements.

Only the two candidacies having obtained the highest number of votes cast during the consultation of employee shareholders shall be submitted to the vote of the Ordinary General Meeting.

The procedures relating to the organisation and conduct of the consultation of employee shareholders and the appointment of candidates not defined by the regulations in force and these Articles of Association shall be determined by the Board of Directors, on the proposal of the General Management.

The Board of Directors presents the designated candidates and their replacements to the Ordinary General Meeting by means of separate resolutions, and approves, if necessary, one of the resolutions.

The director representing employee shareholders and his replacement are appointed by the Ordinary General Meeting from among the validly nominated candidates and replacements. Under the quorum and majority

conditions applicable to any appointment of a director, the person who has received the highest number of votes cast by the shareholders present or represented at the Ordinary General Meeting shall be elected as director.

The director representing employee shareholders shall hold on a continuous basis, either directly or through a mutual fund, at least one share or a number of shares of such fund equivalent to at least one share. Failing this, he shall be deemed to have resigned automatically unless he has rectified his situation within 3 months.

In the event of the definitive termination of the mandate of the director representing employee shareholders, his replacement, if he still meets the eligibility conditions, shall take up office immediately for the remainder of the term of office. If he is no longer a shareholder, he must rectify his situation within 3 months of taking office; failing this, he is deemed to have resigned at the end of this period.

In the event of a vacancy, for any reason whatsoever, in the office of the director representing employee shareholders, the appointment of candidates to replace the director representing employee shareholders shall be made under the conditions provided for in this article, at the latest before the meeting of the next ordinary general meeting or, if such meeting is held less than 4 months after the vacancy occurs, before the next ordinary general meeting. The director representing employee shareholders so appointed to the vacant position shall be appointed for the duration of one term of office.

Until the date of replacement of the director representing the employee shareholders, the Board of Directors may validly meet and deliberate.

	<u>In the event that, during the term of office, the conditions provided for by the regulations in force for the appointment of a director representing employee shareholders are no longer met, the term of office of the director representing employee shareholders shall end at the end of the Ordinary General Meeting at which the Board of Directors' report acknowledging this fact is presented.</u>
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Thirtieth resolution (Amendment of Article 10 of the by-laws relating to decision-making by the Board of Directors).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' reports, resolves, in view of Act no. 2019-744 of 19 July 2019 on the simplification, clarification and updating of company law, to amend Article 10 of the by-laws relating to decision-making by the Board of Directors, as follows:

ARTICLE 10	
FORMER WORDING	NEW WORDING
<p>The Board of Directors meets as often as is required by the interests of the Company, upon convocation by the Chairman, either at the registered office or in any other place indicated in the Notice of Meeting. The Board examines the items placed on the agenda.</p>	<p>The Board of Directors meets as often as is required by the interests of the Company, upon convocation by the Chairman, either at the registered office or in any other place indicated in the Notice of Meeting. The Board examines the items placed on the agenda.</p>
<p>It shall meet when at least one-third of Board members or the Chief Executive Officer submits a request for a meeting with a specific agenda to the Chairman.</p>	<p>It shall meet when at least one-third of Board members or the Chief Executive Officer submits a request for a meeting with a specific agenda to the Chairman.</p>
<p>If the Chairman is unable to attend, the Board of Directors can be convened either by one-third of its members, or by the Chief Executive Officer or a Deputy Chief Executive Officer, provided they are members of the Board.</p>	<p>If the Chairman is unable to attend, the Board of Directors can be convened either by one-third of its members, or by the Chief Executive Officer or a Deputy Chief Executive Officer, provided they are members of the Board.</p>
<p>Unless specifically provided for, Directors are called to meetings by letter or by any other means. In any event, the Board may always deliberate validly if all its members are present or represented.</p>	<p>Unless specifically provided for, Directors are called to meetings by letter or by any other means. In any event, the Board may always deliberate validly if all its members are present or represented.</p>

	<u>Under the conditions provided for by the legislative and regulatory provisions in force, decisions falling within the powers of the Board of Directors as well as decisions to transfer the registered office within the same department may be taken by written consultation with the Directors.</u>
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Thirty-first resolution (Bringing the by-laws into line with legislative and regulatory provisions and various editorial amendments).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, having considered the Board of Directors' reports, makes the following editorial amendments without any change in substance:

1. Resolves to amend the title of Articles 1 to 3 of the by-laws as follows:

TITLE OF ARTICLES 1 TO 3	
FORMER WORDING	NEW WORDING
TYPE OF COMPANY - NAME - REGISTERED OFFICE - PURPOSE	<u>NAME - TYPE OF COMPANY - DURATION - REGISTERED OFFICE - PURPOSE</u>

2. Resolves to amend the second subparagraph of Article 1 of the by-laws as follows:

ARTICLE 1 (SECOND SUBPARAGRAPH)	
FORMER WORDING	NEW WORDING
The duration of the Societe Generale, previously fixed at 50 years with effect from January 1, 1899, was then extended by 99 years with effect from January 1, 1949.	The duration of Societe Generale, previously fixed at 50 years with effect from January 1, 1899, was then extended by 99 years with effect from January 1, 1949.

3. Resolves to amend the fifth subparagraph of Article 3 of the by-laws as follows:

ARTICLE 3 (FIFTH SUBPARAGRAPH)	
FORMER WORDING	NEW WORDING
Societe Generale may also, on a regular basis, as defined in the conditions set by the French Financial and Banking Regulation Committee ,	Societe Generale may also, on a regular basis, as defined in the conditions set by <u>the regulations in force</u> , engage in all transactions other than those mentioned

than those mentioned above, including in particular insurance brokerage.	above, including in particular insurance brokerage.
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4. Resolves to amend the first subparagraph of Article 5 of the by-laws as follows:

ARTICLE 5 (FIRST SUBPARAGRAPH)	
FORMER WORDING	NEW WORDING
Unless otherwise provided by legislative and regulatory provisions, all shares have the same rights.	Unless otherwise provided by legislative, <u>statutory</u> and regulatory provisions, all shares have the same rights.

5. Resolves to amend Article 6.1. of the by-laws as follows:

ARTICLE 6.1.	
FORMER WORDING	NEW WORDING
The shares may, in accordance with the holder's wishes, be registered or bearer shares and shall be freely negotiable, unless otherwise stipulated by law .	The shares may, in accordance with the holder's wishes, be registered or bearer shares and shall be freely negotiable, unless otherwise stipulated by <u>legislative and regulatory provisions</u> .

6. Resolves to delete Article 6.3. of the by-laws and to renumber it accordingly:

- Article "6.4. Shareholders' rights", which becomes Article "6.**3**. Shareholders' rights"; and
- subject to the approval of the 28th resolution of this Meeting, Article "6.5. Employee Shareholding", which becomes Article "6.**4**. Employee Shareholding".

7. Resolves to amend the first subparagraph of Article 8 of the by-laws as follows:

ARTICLE 8 (FIRST SUBPARAGRAPH)	
FORMER WORDING	NEW WORDING
The Board of Directors determines the Company's strategy and ensures its implementation.	The Board of Directors determines the Company's strategy and ensures its implementation, <u>in accordance with its corporate interest, taking into consideration the social and environmental stakes of its activity</u> .

8. Resolves to amend the fifth, sixth and ninth subparagraphs of Article 11 of the by-laws as follows:

ARTICLE 11 (FIFTH ET SIXTH SUBPARAGRAPHS)	
FORMER WORDING	NEW WORDING
<p>One or several delegates of the Central Works Council attend Board meetings, under the conditions laid down by the legislation in force.</p> <p>At the request of the Chairman of the Board of Directors, members of the General Management, the Statutory Auditors or other persons outside the company with specific expertise relating to the items on the agenda may attend all or part of a Board meeting.</p>	<p>One or several delegates of the <u>Central Social and Economic Committee</u> attend Board meetings, under the conditions laid down by <u>the legislative and regulatory provisions</u> in force.</p> <p>At the request of the Chairman of the Board of Directors, members of the General Management, the Statutory Auditors or other persons outside the <u>Company</u> with specific expertise relating to the items on the agenda may attend all or part of a Board meeting.</p>
ARTICLE 11 (NINTH SUBPARAGRAPH)	
FORMER WORDING	NEW WORDING
<p>Minutes are prepared and copies or extracts certified and delivered in accordance with the law.</p>	<p>Minutes are prepared and copies or extracts certified and delivered in accordance with <u>the legislative and regulatory provisions in force</u>.</p>

9. Resolves to amend Article 12 of the by-laws as follows:

ARTICLE 12	
FORMER WORDING	NEW WORDING
<p>Members of the Board may receive Director's fees in the form of a global sum set by the General Meeting distributed by the Board among its members as it sees fit.</p>	<p><u>Under the conditions provided for by the legislative and regulatory provisions in force, members of the Board may receive, for the term of their offices, a remuneration, the total amount of which shall be determined by the General Meeting and which shall be split among the Directors by the Board according to allocation criteria submitted to the vote of the General Meeting.</u></p>

10. Resolves to amend the eighth and eleventh subparagraphs of Article 13 of the by-laws as follows:

ARTICLE 13 (EIGHTH SUBPARAGRAPH)	
FORMER WORDING	NEW WORDING
<p>The Board of Directors sets the remuneration and the duration of the Chief Executive Officer's term, which may not exceed that of the dissociation of the functions of Chairman and Chief Executive Officer nor, where applicable, the term of his Directorship.</p>	<p>The Board of Directors sets the remuneration <u>under the conditions provided for by the legislative and regulatory provisions in force</u> and the duration of the Chief Executive Officer's term, which may not exceed that of the dissociation of the functions of Chairman and Chief Executive Officer nor, where applicable, the term of his Directorship.</p>
ARTICLE 13 (ELEVENTH SUBPARAGRAPH)	
FORMER WORDING	NEW WORDING
<p>In agreement with the Chief Executive Officer, the Board of Directors determines the extent and duration of the powers granted to Deputy Chief Executive Officers. The Board of Directors sets their remuneration. With respect to third parties, Deputy Chief Executive Officers have the same powers as the Chief Executive Officer.</p>	<p>In agreement with the Chief Executive Officer, the Board of Directors determines the extent and duration of the powers granted to Deputy Chief Executive Officers. The Board of Directors sets their remuneration <u>under the conditions provided for by the legislative and regulatory provisions in force</u>. With respect to third parties, Deputy Chief Executive Officers have the same powers as the Chief Executive Officer.</p>

11. Resolves to amend the fifth subparagraph of Article 14 of the by-laws as follows:

ARTICLE 14 (FIFTH SUBPARAGRAPH)	
FORMER WORDING	NEW WORDING
<p>Regardless of the number of shares held, all shareholders whose shares are registered under the terms and at a date set forth by decree have the right, upon proof of their identity and status as a shareholder, to participate in the General Meetings. They may, as provided for by the legal and regulatory provisions in force, personally attend the General Meetings, vote remotely or appoint a proxy.</p>	<p>Regardless of the number of shares held, all shareholders whose shares are registered under the terms and at a date set forth by <u>the legislative and regulatory provisions in force</u>, have the right, upon proof of their identity and status as a shareholder, to participate in the General Meetings. The shareholders may, as provided for by the legal and regulatory provisions in force, personally attend the General Meetings, vote remotely or appoint a proxy.</p>

12. Resolves to amend Article 15 of the by-laws as follows:

ARTICLE 15	
FORMER WORDING	NEW WORDING
When different categories of shares exist, the Special Meetings of the Shareholders of such categories of shares deliberate as provided by applicable legislative and regulatory provisions and Article 14 herein.	When different categories of shares exist, the Special Meetings of the Shareholders of such categories of shares deliberate as provided by applicable <u>legislative</u> and regulatory provisions and Article 14 herein.

13. Resolves to amend the second and third subparagraphs of Article 17 of the by-laws as follows:

ARTICLE 17 (SECOND AND THIRD SUBPARAGRAPHS)	
FORMER WORDING	NEW WORDING
The Board of Directors prepares the financial statements for the year under the conditions set by the applicable laws and regulations .	The Board of Directors prepares the financial statements for the year under the conditions set by the applicable <u>legislative and regulatory provisions</u> .
All other documents prescribed by the applicable laws and regulations are also drawn up.	All other documents prescribed by the applicable <u>legislative and regulatory provisions</u> are also drawn up.

14. Resolves to amend the second, sixth and seventh subparagraphs of Article 18 of the by-laws as follows:

ARTICLE 18 (SECOND SUBPARAGRAPH)	
FORMER WORDING	NEW WORDING
At least 5% of the profits for the year, less any previous losses, must be set aside by law to form a reserve fund until said fund reaches 10% of the capital.	At least 5% of the profits for the year, less any previous losses, must be set aside by <u>the legislative provisions in force</u> to form a reserve fund until said fund reaches 10% of the capital.
ARTICLE 18 (SIXTH AND SEVENTH SUBPARAGRAPHS)	
FORMER WORDING	NEW WORDING

<p>The General Meeting approving the annual financial statements may, with regard to the whole or part of the dividend or interim dividend, grant each shareholder the option to choose between payment of the dividend or interim dividend in cash or in shares in accordance with the conditions set by the laws in force. A shareholder who exercises this option must do so for all of the dividends or interim dividends attached to their shares.</p> <p>Except in cases of a reduction in capital, no distribution may be made to shareholders if the Shareholders' equity of the Company is or may subsequently become less than the minimum capital and reserves that may not be distributed by law or under the Company's By-laws.</p>	<p>The General Meeting approving the annual financial statements may, with regard to the whole or part of the dividend or interim dividend, grant each shareholder the option to choose between payment of the dividend or interim dividend in cash or in shares in accordance with the conditions set by <u>the legislative and regulatory provisions</u> in force. A shareholder who exercises this option must do so for all of the dividends or interim dividends attached to their shares.</p> <p>Except in cases of a reduction in capital, no distribution may be made to shareholders if the Shareholders' equity of the Company is or may subsequently become less than the minimum capital and reserves that may not be distributed by <u>the legislative, regulatory or statutory provisions</u>.</p>
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15. Resolves to amend the first subparagraph of Article 20 of the by-laws as follows:

<p style="text-align: center;">ARTICLE 20 (FIRST SUBPARAGRAPH)</p>	
<p style="text-align: center;">FORMER WORDING</p>	<p style="text-align: center;">NEW WORDING</p>
<p>In the event that Societe Generale is wound up and unless otherwise provided for by law, the General Meeting determines the method of liquidation, appoints the liquidators on the proposal of the Board of Directors and continues to exercise its assigned powers during said liquidation until completion thereof.</p>	<p>In the event that Societe Generale is wound up and unless otherwise provided for by <u>the legislative and regulatory provisions in force</u>, the General Meeting determines the method of liquidation, appoints the liquidators on the proposal of the Board of Directors and continues to exercise its assigned powers during said liquidation until completion thereof.</p>

Thirty-two resolution (Powers for formalities).

The General Meeting, ruling under the conditions required for extraordinary general meetings as to quorum and majority, grants full powers to the holder of an original, a copy or an extract of the minutes of this Meeting to carry out any filing, formality and publication related to the above resolutions.

1. Participation in the Meeting

Any shareholder or unit holder of the company mutual fund (FCPE) “Société Générale actionnariat (FONDS E)” (hereinafter, the “**FCPE**”), regardless of the number of shares or units he/she/it holds, has the right to participate in the Meeting.

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

1.1 Preliminary formalities to be performed in order to participate in the Meeting

In accordance with Article R. 225-85 of the French Commercial Code, shareholders or FCPE unit holders will have to justify their status, on the second business day preceding the Meeting, i.e. on 15 May 2020, at midnight (hereinafter, “**D-2**”), with the registration of the securities in an account, either in their name, or in the name of the registered intermediary referred to in Article L. 228-1 of the French Commercial Code.

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

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

1.2 Methods for participating in the Meeting

The shareholder or FCPE unit holder has several possibilities to attend the Meeting.

He/she/it may:

- **either personally attend the Meeting,**
- **or participate remotely i) by giving a proxy to the Chairman of the Meeting, to his/her spouse or partner with whom he/she concluded a civil solidarity pact (*pacte civil de solidarité*), or to any other natural or legal person of his/her/its choice, or ii) by voting remotely (by post or online).**

Once a shareholder has voted remotely, sent a proxy or requested an admission card or a participation certificate, he/she/it is no longer able to choose any other method of participation but is entitled to sell all or part of his/her/its shares. The number of shares considered for the vote will be the number of shares registered in the shareholder’s account on 15 May 2020 at midnight.

In order to facilitate their participation in the Meeting, Societe Generale offers its shareholders and the FCPE unit holders the possibility to request an admission card, to appoint or revoke a proxy, or to vote via the secured “Votaccess” website.

The Votaccess website will be open from 15 April 2020 at 9:00 a.m. to 18 May 2020 at 3:00 p.m. In order to avoid any potential overloading, it is recommended to shareholders and FCPE unit holders not to wait until the deadline to connect.

Only holders of bearer shares, whose Securities Account Holder has joined the Votaccess system and offers this service to them for this Meeting, will have access. The Securities Account Holder of the bearer shareholder, who has not joined Votaccess or subjects the access to the website to conditions of use, will indicate how to proceed to the shareholder.

A. Shareholders or FCPE unit holders wishing to personally participate in the Meeting

The shareholder or FCPE unit holder wishing to personally attend the Meeting shall bring a **proof of identity** and an admission card.

The registered shareholder registered for at least one month at the date of the convening notice will receive the convening brochure accompanied by the Single Form by post mail, unless he/she/it requested a receipt by e-mail.

He/she/it may obtain his/her/its admission card, either by returning the Single Form duly completed and signed by using the prepaid return envelope enclosed with the convening received by post mail, or by connecting to the website www.sharinbox.societegenerale.com with his/her/its usual login information to access the Votaccess website.

The bearer shareholder shall either connect with his/her/its usual login information to the Internet portal of his/her/its Securities Account Holder to access the Votaccess website and will then follow the instructions on the screen to print his/her/its admission card, or will send a request for Single Form to his/her/its Securities Account Holder. In the latter case, if he/she/it has not received his/her/its admission card by 15 May 2020 or has lost it, he/she/it shall ask his/her/its Securities Account Holder for a participation certificate which will allow him/her/it to justify his/her/its status as shareholder on D-2 to be admitted to the Meeting.

For bearer shareholders appearing on the day of the Meeting without an admission card or a participation certificate, phones and fax machines will be available. It will fall to them to contact their Securities Account Holder and get the requested participation certificate in order to attend the Meeting.

On the day of the Meeting, the participation certificate will be accepted either in paper format or in electronic format provided, in the latter case, that the shareholder is able to send it, on the spot, to a dedicated email address which will be communicated upon his/her/its arrival.

The FCPE unit holder shall connect, with his/her usual login information, to the website www.esalia.com to access the Votaccess website, on which the documentation relating to the Meeting will be available and print his/her admission card. If he/she does not have access to the Internet, he/she may request the documentation by post mail received by Societe Generale (Service Assemblées, CS 30812, 44 308 Nantes Cedex 3 - France) no later than six days prior to the Meeting, i.e. on 13 May 2020, and the duly completed and signed Single Form shall be received at the same address no later than two calendar days before the Meeting, i.e. on 17 May 2020.

B. Shareholders or FCPE unit holders who cannot personally attend the Meeting

The shareholder or FCPE unit holder not personally attending the Meeting may participate remotely i) by giving a proxy, ii) by voting by post, or iii) by voting online.

i) Appointment - Revocation of a proxy

The shareholder or FCPE unit holder who has chosen to be represented by a proxy of his/her/its choice may notify this appointment or revoke it:

- by post, by the **shareholders or FCPE unit holders**, to their Securities Account Holder, using the Single Form duly completed and signed which, to be taken into account, shall be received by Societe Generale (Service Assemblée, CS 30812, 44 308 Nantes Cedex 3 - France) no later than 17 May 2020;

- online, by connecting, for **registered shareholders** to the website www.sharinbox.societegenerale.com, for **FCPE unit holders** to the website www.esalia.com and, for **bearer shareholders** to the Internet portal of their Securities Account Holder to access the Votaccess website, according to the process described in section iii) hereafter no later than 18 May 2020 at 3:00 p.m.

It is reminded that the written and signed proxies must include the name, first name and address of the shareholder or FCPE unit holder as well as the ones of his/her/its proxy. It is specified that for any proxy given by a shareholder or FCPE unit holder without indicating his/her/its proxy, the Chairman of the Meeting will cast a vote according to the recommendations of the Board of Directors.

Pursuant to the above, proxies will not be accepted on the day of the Meeting.

ii) Voting by post using the Single Form

The registered shareholder will receive the Single Form by post mail unless he/she/it requested a receipt by e-mail.

The bearer shareholder shall ask for the Single Form to his/her/its Securities Account Holder who, once the shareholder will have duly completed and signed the said form, shall forward it, together with a participation certificate, to the centralising agent of the Meeting.

The FCPE unit holder shall vote directly online on the Votaccess website, via Esalia with his/her usual login information. If he/she does not have access to the Internet, he/she may ask for the Single Form by post to Societe Generale (Service Assemblées, CS 30812, 44 308 Nantes Cedex 3 - France).

Any request for a Single Form shall be received no later than six days before the Meeting, i.e. on 13 May 2020.

In any case, the duly completed and signed Single Form, together with a participation certificate for the bearer shareholders, shall be received at the aforementioned address no later than two calendar days before the date of the Meeting, i.e. on 17 May 2020.

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

iii) **Online vote**

The registered shareholder shall connect to the website www.sharinbox.societegenerale.com using his/her/its Sharinbox access code indicated on the Single Form or in the email which has been sent. The login password to the website was sent to him/her/it by post at the time of his/her/its first contact with Societe Generale Securities Services. It may be resent by clicking on “Get your codes” on the website homepage.

The shareholder shall then follow the instructions in his/her/its personal space by clicking, on the home page, on the “Reply” button under the section “Shareholders’ General Meeting”. The shareholder shall then select the operation, follow the instructions, and click on the "Vote" button to access the voting website.

The bearer shareholder shall connect, with his/her/its usual login information, to the Internet portal of his/her/its Securities Account Holder to access the Votaccess website and shall follow the procedure displayed on the screen.

The FCPE unit holder shall connect, with his/her usual login information, to the website www.esalia.com. He/she will be able to access the Votaccess website and shall follow the procedure displayed on the screen.

Online voting will be open from 15 April 2020 at 9:00 a.m. to 18 May 2020 at 3:00 p.m. In order to avoid any potential overloading, it is recommended to the shareholders and FCPE unit holders not to wait until the deadline to connect.

2. Requests to include draft resolutions or items on the agenda

Requests to include draft resolutions or items on the agenda introduced by shareholders are governed by the provisions of Articles L. 225-105, R. 225-71 and R. 225-73 of the French Commercial Code.

They shall be sent to the registered office of Societe Generale (Secrétariat général – Affaires administratives - SEGL/CAO - 29, Boulevard Haussmann - 75009 Paris - France) within twenty days as from the publication of this notice, by registered letter with acknowledgement of receipt.

They shall be accompanied by a registration certificate justifying the holding or the representation by the authors of the request of the percentage of share capital required by Article R. 225-71 mentioned above. The request to include draft resolutions shall also be accompanied by the text of the draft resolutions and the request to include an item on the agenda must be a reasoned one.

The review by the Meeting of the items and draft resolutions submitted by the shareholders in compliance with the legal and regulatory conditions is subject to the communication by the authors of the request of a new certificate evidencing the book-entry of the securities in the same conditions at D-2.

Requests to include draft resolutions submitted by the economic and social council, in compliance with the provisions provided for by the French Labour Code, must be sent within ten days from the publication of this notice.

3. Written questions

In accordance with Article R. 225-84 of the French Commercial Code, the shareholder who wishes to submit written questions must, from the date of this publication and no later than the fourth business day preceding the date of the Meeting, i.e. on 13 May 2020, send his/her/its questions to the Chairman of the Board of Directors at the registered office of Societe Generale by registered letter with acknowledgement of receipt.

To be considered, these questions must imperatively be accompanied by a registration certificate.

4. Shareholders' right of communication

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

The documents and information mentioned in Article R. 225-73-1 of the French Commercial Code to be submitted to the Meeting will be made available on Societe Generale's website (www.societegenerale.com), no later than the twenty-first day preceding the Meeting.

The results of the votes and the composition of the quorum will be made available online on the aforementioned website no later than two business days after the Meeting, i.e. on 21 May 2020.

5. Statement of securities lending and borrowing

Any person who comes to hold temporarily, alone or in concert, in respect of one of the transactions mentioned in I of Article L. 225-126 of the French Commercial Code, a number of shares representing more than 0.5% of the voting rights, shall inform Societe Generale and the French Financial Markets Authority (*Autorité des marchés financiers*) of the total number of shares he/she/it holds temporarily, no later than the second business day preceding the Meeting at midnight, i.e. on 15 May 2020.

Failing to inform Societe Generale and the French Financial Markets Authority (*Autorité des marchés financiers*) in accordance with the conditions of Article L. 225-126 of the French Commercial Code, these shares are deprived of voting right for the relevant shareholders' meeting and for any shareholders' meeting which might be held until the resale or restitution of the said shares.

The Board of Directors