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## **SOCIETE GENERALE**

French public limited company (Société Anonyme)

Share capital: EUR1,010,261,206.25

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

Paris Trade & Companies Register No. 552 120 222

(the “**Company**”)

### **Notice of a Combined General Meeting**

As shareholders and unitholders of the company mutual fund “Société Générale actionnariat (FONDS E)”, you are invited to attend the Combined General Meeting (Ordinary and Extraordinary) at **4:00 p.m. on 23 May 2023**, at the Maison de la Mutualité, 24 rue Saint-Victor, 75005 Paris, France, to deliberate on the agenda below.

### **DISCLAIMER**

**The Meeting will be held in Paris (75005), France, at la Maison de la Mutualité, 24 rue Saint-Victor.**

**The Meeting will be webcast live and a replay will also be available** on the [www.societegenerale.com](http://www.societegenerale.com) website.

For shareholders who want to ask questions but do not wish to attend in person, it has been decided to reduce the deadline for written questions from six to four days before the General Meeting in accordance with the regulation.

Shareholders must comply with any sanitary measures, if any, applicable at the time of the Meeting.

### ***Agenda***

Agenda item - energy transition plan and social and environmental responsibility - no vote

### **Resolutions for the ordinary general Meeting**

1. Approval of the annual consolidated accounts for the 2022 financial year.
2. Approval of the annual accounts for the 2022 financial year.
3. Allocation of 2022 income; setting of the dividend.
4. Approval of the Statutory Auditors' report on related-party agreements referred to in by 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. 22-10-8 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. 22-10-8 of the French Commercial Code.
7. Approval of the compensation policy for Directors, pursuant to Article L. 22-10-8 of the French Commercial Code.
8. Approval of information relating to the compensation of each corporate officer required by Article L. 22-10-9 I of the French Commercial Code.
9. Approval of the components composing the total compensation and benefits of any kind paid during or awarded to Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors in respect of the 2022 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
10. Approval of the components composing the total compensation and benefits of any kind paid during or awarded to Mr Frédéric Oudéa, Chief Executive Officer, in respect of the 2022 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
11. Approval of the components composing the total compensation and benefits of any kind paid during or awarded to Mr Philippe Aymerich, Deputy Chief Executive Officer, in respect of the 2022 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
12. Approval of the components composing the total compensation and benefits of any kind paid during or awarded to Ms Diony Lebot, Deputy Chief Executive Officer, in respect of the 2022 financial year, pursuant to Article L. 22-10-34 II of the French Commercial Code.
13. Advisory opinion on compensation paid in 2022 to regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code.
14. Appointment of Slawomir Krupa as Director.
15. Appointment of Béatrice Cossa-Dumurgier as Director.
16. Appointment of Ulrika Ekman as Director.
17. Appointment of Benoît de Ruffray as Director.
18. Authorisation granted to the Board of Directors to purchase ordinary shares in the Company up to a limit of 10% of the share capital.

### **Resolutions for the extraordinary general Meeting**

19. Delegation of authority granted to the Board of Directors to perform, with cancellation of pre-emptive subscription rights, capital increases or disposals of shares reserved for members of a company or Group employee savings plan.
20. Modification of paragraph I of Article 7 of the by-laws relating to the duration of the terms of office of Directors representing employees elected by employees.
21. Modification of Article 9 of the by-laws relating to the maximum age of the Chairman of the Board of Directors.
22. Powers to complete formalities.

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The draft resolutions recorded on the agenda appear in the notice of meeting published in the Bulletin des Annonces Légales Obligatoires (French Official Gazette) on 10 March 2023 (Issue 30)

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## 1. Participation in the Meeting

Any shareholder or any unitholder of the company mutual fund “Société Générale Actionnariat (FONDS E)” (the “FCPE”), regardless of the number of shares or units owned, may participate/vote in the General Meeting.

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

### 1.1 Condition for participating/voting in the Meeting

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders or FCPE unitholders must justify their status, on the second business day preceding the General Meeting, i.e. at midnight Paris time on Friday 19 May 2023 (hereinafter “**D-2**”), by the registration of 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 unitholders**, this book entry in the registered securities account by D-2 is sufficient to allow them to participate in the General Meeting.

**For bearer shareholders**, it is the authorised intermediaries holding the bearer securities accounts (hereinafter the “**Securities Accounts Holders**”) who, either at the time of transmission of the single remote voting or proxy form (hereinafter, the “**Single Form**”), or when using the Internet voting site, must provide proof of the shareholder status of their clients directly to the centralising agent of the General Meeting (*Société Générale Securities Services*).

Shareholders not domiciled in France within the meaning of Article 102 of the French Civil Code may ask the registered intermediary to transfer their vote in accordance with applicable legal and regulatory provisions.

### 1.2 Methods for participation in the General Meeting

**Shareholders or FCPE unitholders have multiple possibilities for participating in the Meeting**

**They can:**

- either attend the Meeting in person at the location indicated above,

- or participate by:

- a) **giving a proxy to the Chairman of the Meeting, or to any other natural or legal entity of their choice under the conditions of Article L. 225-106 of the French Commercial Code; or**
- b) **voting remotely (by post or online).**

In accordance with Article R. 22-10-28 of the French Commercial Code, it is specified that once they have voted remotely or sent a proxy or requested an admission card or an attendance certificate, shareholders or FCPE unitholders can no longer choose another method of participation but may sell all or part of their shares. The number of shares taken into account for the vote shall be the number of shares registered in the account of the shareholder or FCPE unitholder, on Friday 19 May 2023, morning, at zero hour, Paris time.

To facilitate their participation in the Meeting, Societe Generale offers its shareholders and FCPE unitholders the possibility of requesting an admission card, designating or revoking a proxy, or voting via the secure “Votaccess” website.

**The Votaccess website will be open from 9:00 a.m. on 19 April 2023 until 3:00 p.m. on 22 May 2023. In order to avoid potential congestion of the voting platform, shareholders and FCPE unitholders are recommended not to wait until the last moment to connect.**

Only holders of bearer shares whose Securities Accounts Holder is a member of the Votaccess system and that proposes this service for this Meeting can access this system. The Securities Accounts Holder of a bearer shareholder, which is not a member of the Votaccess system or which subjects access to the website to conditions of use, will advise this shareholder how to proceed.

**The methods of participation are specified below.**

***A. Shareholders or FCPE unitholders who wish to participate by attending the Meeting in person at the location indicated above***

Shareholders or FCPE unitholders who wish to attend the Meeting in person at the location indicated above, must show **proof of identity** and an admission card.

**They must comply with sanitary measures, if any, applicable at the time of the Meeting.**

**Registered shareholders** who have been registered for at least one month as at the date of the Notice of Meeting will receive the notice of meeting brochure accompanied by the Single Form by post, unless they have asked to receive these by email.

They may obtain their admission card either by returning the duly completed and signed Single Form in the prepaid return envelope enclosed with the notice of meeting received by post, or by logging in to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) with their usual login information to access the Votaccess platform.

**Bearer shareholders** will either use their usual login information to connect to the web portal of their Securities Accounts Holder to access the Votaccess platform and then follow the on-screen instructions to print their admission card or will send a request for a Single Form to their Securities Accounts Holder. For the second option, if the shareholders who wish to attend the Meeting in person at the location indicated above have not received their admission card by 21 May 2023, they must ask their Securities Accounts Holder to issue them with an attendance certificate that will allow them to prove their status as a shareholder on D-2 to be admitted to the Meeting.

For bearer shareholders arriving on the day of the Meeting without an admission card or an attendance certificate, telephones will be made available to them. It will be their responsibility to contact their Securities Accounts Holder to obtain the necessary attendance certificate required to attend the Meeting.

On the day of the Meeting, the attendance 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 provided upon arrival.

**FCPE unitholders** will use their usual login information to connect to the employee savings management website ([www.esalia.com](http://www.esalia.com)) to access the Votaccess platform, where they may view documentation relating to the General Meeting and print their admission cards. If they do not have internet access, they may request the documentation by post received by Societe Generale (Service Assemblées, CS 30812 - 44308 Nantes Cedex 3, France) no later than six days before the Meeting, i.e. 17 May 2023, and the duly completed and signed Single Form must be received at this same address no later than two calendar days before the date of the Meeting, i.e. 21 May 2023.

***B. Shareholders or FCPE unitholders who cannot participate by attending the Meeting in person at the location indicated above***

Shareholders or FCPE unitholders not attending the General Meeting in person may participate remotely i) by giving proxy to a designated person or to the chairman of the Meeting, ii) by voting remotely using the Single Form or on the Votaccess platform by connecting to the web portal of their Securities Accounts Holder.

**i) Appointment – Withdrawal of a proxy**

Shareholders or FCPE unitholders who have chosen to be represented by a proxy of their choice, may notify this appointment or revoke it:

- for **shareholders or FCPE unitholders**, by sending the duly completed and signed Single Form by post, which must be received by Societe Generale (Service Assemblée, CS 30812 - 44308 Nantes Cedex 3, France) no later than 21 May 2023 to be taken into account;

- online, by connecting to: for **registered shareholders** the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website or for **FCPE unitholders** the employee savings management website [www.esalia.com](http://www.esalia.com) and, for **bearer shareholders** to the web portal of their Securities Accounts Holder to access the Votaccess platform, using the method described in section iii) below, or exclusively for bearer shareholders wishing to appoint or revoke a proxy and whose Securities Accounts Holder does not offer them the Votaccess service for this Meeting, by sending by email to the following address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com), the duly completed and signed Single Form accompanied by their identity card (or an equivalent document for legal entity shareholders) and the attendance certificate issued by their Securities Account Holder, by 3:00 p.m. on 22 May 2023 at the latest.

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

Please note that written and signed proxies must indicate the surname, first name and address of the shareholder or FCPE unitholder and the same information for their proxy. For any proxy granted by a shareholder or FCPE unitholder without indication of a representative, the Chairman of the Meeting will cast a vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors, and a vote against the adoption of all other draft resolutions.

**ii) Voting by post using the Single Form**

**Registered shareholders** will receive the Single Form by post, unless they have accepted to receive it by email.

**Bearer shareholders** will send their request for a Single Form to their Securities Accounts Holder which, once the shareholder has completed and signed said form, will be responsible for forwarding it, together with an attendance certificate, to the centralising agent for the Meeting.

**FCPE unitholders** will vote directly online on the Votaccess website, via the [www.esalia.com](http://www.esalia.com) employee savings management website using their usual login information. If they do not have internet access or the Single Form, they may request the Single Form by sending a letter to Societe Generale (Service Assemblée, CS 30812 - 44308 Nantes Cedex 3, France).

Any request for a Single Form must be received no later than six days before the Meeting, i.e. by 17 May 2023.

In all cases, the duly completed and signed Single Form, accompanied by the attendance certificate for bearer shareholders, must reach the address indicated above no later than two calendar days before the date of the Meeting, i.e. on 21 May 2023.

**No Single Form received by Societe Generale after this date will be taken into account.**

### **iii) Voting online**

**Registered shareholders** will connect to the [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) website using their Sharinbox access code included on the Single Form or in the email received. The password to access this website was sent by post at the time of their first contact with Societe Generale Securities Services. It can be resent by clicking on “Obtain your codes” on the website’s homepage.

Shareholders must then following the instructions in their online personal account by clicking on “Reply” in the “General Meeting” box. You will then be automatically redirected to the voting platform.

**Bearer shareholders** will connect, using their usual login information, to the web portal of their Securities Accounts Holder to access the Votaccess platform and will follow the on-screen instructions.

**FCPE unitholders** will connect, using their usual login information, to the [www.esalia.com](http://www.esalia.com) employee savings management website. They will be able to access the Votaccess platform and following the on-screen instructions.

Online voting will be open from 9:00 a.m. on 19 April 2023 until 3:00 p.m. on 22 May 2023. In order to avoid potential congestion of the voting platform, shareholders and FPCE unitholders are recommended not to wait until the last moment to connect.

## **2.. Written questions**

In accordance with Article R. 225-84 of the French Commercial Code, shareholders who wish to submit written questions must, as from this publication and no later than four working days prior to the General Meeting, i.e. until midnight, Paris time, on Wednesday 17 May 2023, send their questions:

- Either to Societe Generale (17 cours Valmy - 92972 La Défense Cedex, France) by registered letter with acknowledgement of receipt to the attention of the Chairman of the Board of Directors;
- Or by email to [General.meeting@socgen.com](mailto:General.meeting@socgen.com) stipulating in the subject of the email “written question to the Board of Directors for the General Meeting of 23 May 2023”.

To be taken into account, these questions must be accompanied by a certificate of account registration.

On an exceptional basis, written questions sent by email which comply with the above-mentioned formalities, but arriving up until 4:00 p.m. Paris time on Friday 19 May 2023, will be examined by the Board of Directors so that they can be answered either in the 2023 General Meeting section of the [www.societegenerale.com](http://www.societegenerale.com) website, or during the General Meeting. To be taken into account, these questions must be accompanied by a certificate of account registration. Moreover, questions sent after the regulatory deadline of Wednesday 17 May 2023, must be sent by email to [General.meeting@socgen.com](mailto:General.meeting@socgen.com) stipulating in the subject of the email “written question to the Board of Directors for the General Meeting of 23 May 2023”.

### **3. Shareholders’ right of communication**

The documents that must be available to shareholders for the Meeting will be made available at Societe Generale’s administrative office (17 cours Valmy - 92972 La Défense Cedex, France) as for the publication of the notice of meeting.

Documents and informations referred to in Article R. 22-10-23 of the French Commercial Code to be presented at the General Meeting will be made available on Societe Generale’s website ([www.societegenerale.com](http://www.societegenerale.com)), no later than the twenty-first day preceding the meeting.

The results of the vote and the composition of the quorum will be posted online on the above-mentioned website no later than two working days after the General Meeting, i.e. 25 May 2023.

### **4. Declaration of securities lending and borrowing**

Any person temporarily holding, alone or in concert, for one of the transactions referred to in Article L. 22-10-48 of the French Commercial Code, a number of shares representing more than 0.5% of voting rights, shall inform Societe Generale and the French Financial Markets Authority of the total number of share held on a temporary basis, no later than midnight, Paris time, on Thursday 18 May 2023.

If Societe Generale and the French Financial Markets Authority are not informed, voting rights for these shares are suspended for the General Meeting in question and for all General Meetings held until said shares are resold or returned.

### **5. Confirmation that the vote has been taken into account**

Shareholders may contact the Company to request confirmation that their vote has been taken into account in the deliberations. Any request made by shareholders in this respect must be made within three months of the voting date (accompanied by documentary evidence of the shareholder’s identity). The Company will reply no later than 15 days after the General Meeting

if the request is received before the General Meeting and no later than 15 days after the request if it is received after the General Meeting.

*The Board of Directors*