

## **ANNUAL GENERAL MEETING AND BOARD OF DIRECTORS DATED 19 MAY 2020**

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### **Regulated information**

Paris, 19 May 2020

### **Annual General Meeting**

The combined General Meeting of shareholders of Société Générale was held on 19 May 2020 at Tours Société Générale - 17 Cours Valmy - La Défense 7, without shareholders or other authorized participants being physically present and was chaired by Mr Lorenzo Bini Smaghi.

Quorum was established at 62.757% (vs. 54.51% in 2019):

- 18,643 shareholders voted online;
- 10,254 shareholders voted by post;
- 9,337 shareholders, including 8,609 online, representing 0.54 % of the share capital, gave proxy to the Chairman;
- 20,055 shareholders were present or represented.

All the resolutions put forward by the Board of Directors were adopted, in particular:

- The 2019 annual and consolidated accounts;
- The renewal of one director for 4 years: Mr Juan Maria Nin Génova;
- The appointment of a director for 4 year: Mrs Annette Messemer;
- The compensation policy for the Chairman, Chief Executive Officers and the directors;
- The components composing the total compensation and the benefits of any kind paid or awarded for the 2019 financial year to the Chairman and the Chief Executive Officers;
- The share capital increase authorisations, in particular the one allowing the issuance of shares in favour of employees as part of a company or group employee savings plan, as well as the authorisation to allocate performance shares existing or to be issued, were renewed for 26 months;
- The new rules regarding the crossing of statutory thresholds;
- The modification of the by-laws in connection with the appointment of a director representing the employees shareholders at the board of directors as the General Assembly 2021; and
- The modification of the by-laws in connection with taking into consideration by the Board of directors of the social and environmental stakes of the activity of the Company.

*The detailed result of the votes is available this day on the Company's website under the section "Annual General Meeting".*

## Board of Directors

Following the General Meeting, the Board of Directors comprising 14 members is composed as follows:

- Mr Lorenzo Bini Smaghi, Chairman;
- Mr Frédéric Oudéa, Chief Executive Officer and Director;
- Mr William Connelly, Director;
- Mr Jérôme Contamine, Director;
- Mrs Diane Côté, Director;
- Mrs Kyra Hazou, Director;
- Mrs France Houssaye, Director elected by employees;
- Mr David Leroux, Director elected by employees;
- Mr Jean-Bernard Lévy, Director;
- Mr Gérard Mestrallet, Director;
- Mr Juan Maria Nin Genova, Director;
- Mrs Annette Messemer, Director;
- Mrs Lubomira Rochet, Director and
- Mrs Alexandra Schaapveld, Director.

42.9% of Board of Directors' members are women including 5 women appointed by the General Meeting (41.6%). The rate of independent Directors is higher than 90% (11/12) according to the calculation method of the AFEP-MEDEF corporate governance Code.

The Board of Directors also decided that the committees will be composed as follows from 20 May 2020:

- **Audit and Internal Control Committee:** Mrs Alexandra Schaapveld (chairwoman), Mr Jérôme Contamine, Mrs Diane Côté, Mrs Kyra Hazou and Mrs Annette Messemer;
- **Risk Committee:** Mr William Connelly (chairman), Mrs Kyra Hazou, Mrs Annette Messemer, Mr Juan Maria Nin Genova and Mrs Alexandra Schaapveld;
- **Compensation Committee:** Mr Jean Bernard Lévy (chairman), Mr Jérôme Contamine, Mrs France Houssaye, Mr Gérard Mestrallet and Mr Juan Maria Nin Genova;
- **Nomination and Corporate Governance Committee:** Mr Gérard Mestrallet (chairman), Mr William Connelly, Mr Jean Bernard Lévy and Mrs Lubomira Rochet.

## Bios

**Mrs Annette Messemer**, a German national, with a Ph.D in Political Sciences from the University of Bonn (Germany), a Master in International Economics from the Fletcher School at Tufts University (USA) and a degree from SciencesPo Paris. Started her career in investment banking at J.P. Morgan in New York in 1994 then in Frankfurt and London. During the 12 years of her career at J.P. Morgan, she gained extensive experience in finance, leading strategic M&A and financing transactions as well as risk management transactions. She left J.P. Morgan as Senior Banker in 2006 to join Merrill Lynch as Managing Director and member of the German Executive Committee. In 2010, she accepted the nomination to the Supervisory Board of WestLB by the German Ministry of Finance, to support one of the most significant German bank restructurings during the financial crisis before joining Commerzbank in 2013, where she held the position of Group Executive/Divisional Board Member, Corporate Clients until June 2018.

**Juan Maria Nin Génova**, a Spanish national and graduate of the University of Deusto (Spain) and the London School of Economics and Political Sciences (United Kingdom), he is a lawyer and economist who began his career as a Programme Manager in the Spanish Ministry for Relations with the European Community. General Manager of Santander Central Hispano from 1980 to 2002, before becoming an advisor of Banco Sabadell until 2007. In June 2007, Chief Executive Officer of La Caixa. In July 2011, Vice-Chairman and Deputy Advisor of CaixaBank until 2014.

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## Societe Generale

Societe Generale is one of the leading European financial services groups. Based on a diversified and integrated banking model, the Group combines financial strength and proven expertise in innovation with a strategy of sustainable growth. Committed to the positive transformations of the world's societies and economies, Societe Generale and its teams seek to build, day after day, together with its clients, a better and sustainable future through responsible and innovative financial solutions.

Active in the real economy for over 150 years, with a solid position in Europe and connected to the rest of the world, Societe Generale has over 138,000 members of staff in 62 countries and supports on a daily basis 29 million individual clients, businesses and institutional investors around the world by offering a wide range of advisory services and tailored financial solutions. The Group is built on three complementary core businesses:

- **French Retail Banking** which encompasses the Societe Generale, Crédit du Nord and Boursorama brands. Each offers a full range of financial services with omnichannel products at the cutting edge of digital innovation;
- **International Retail Banking, Insurance and Financial Services to Corporates**, with networks in Africa, Russia, Central and Eastern Europe and specialised businesses that are leaders in their markets;
- **Global Banking and Investor Solutions**, which offers recognised expertise, key international locations and integrated solutions.

Societe Generale is included in the principal socially responsible investment indices: DJSI (World and Europe), FTSE4Good (Global and Europe), Euronext Vigeo (World, Europe and Eurozone), four of the STOXX ESG Leaders indices, and the MSCI Low Carbon Leaders Index.

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