

# CONVENING NOTICE

**21<sup>st</sup> MAY 2019**

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## ORDINARY GENERAL MEETING

at 4:00 p.m.

Paris Expo-Espace Grande Arche  
La Grande Arche  
92044 Paris-La Défense Cedex

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**Paris, 17<sup>th</sup> April 2019**

Dear Shareholders,

I sincerely hope that you will be able to attend our Ordinary General Meeting, a privileged moment of exchanges on the Group's activities, the results and the strategy, as well as on corporate governance issues.

In order to receive an admission card, you just need to return the Single Form enclosed.

As we did last year, we provide you the possibility to vote on-line. In this way, we wish to reach the greatest number of shareholders and simplify voting procedures.

You will also find enclosed information on the schedule of the Meeting, the agenda, as well as the resolutions and conditions for taking part.

If you are unable to attend the Meeting in person, you may vote in one of the following ways:

- by post or Internet;
- by assigning a proxy;
- by authorizing the Chairman of the Meeting to vote on your behalf.

Yours faithfully,

**Lorenzo BINI SMAGHI**  
Chairman of the Board of Directors

*Only the French text of the enclosed document is legally binding. This English translation is provided solely for the convenience of English speaking shareholders. A French version may be obtained upon request by any shareholder from his/her/its depositary bank.*

## HOW TO PARTICIPATE 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).

## WHAT ARE THE REQUIREMENTS TO PARTICIPATE IN THE MEETING?

Shareholders or FCPE unit holders will have to justify their status, on the second business day preceding the Meeting, *i.e.* on 17 May 2019, 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.

A shareholder, who is not domiciled in France in the meaning of Article 102 of the French Civil Code, may ask the registered

intermediary to transmit his/her/its vote pursuant to the legal and regulatory provisions in force.

Any person who holds 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 Société Générale 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 17 May 2019.

Failing to inform Société Générale 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 shareholder who is required to make a statement shall send an email to the following addresses:

- [declarationpretsemprunts@amf-france.org](mailto:declarationpretsemprunts@amf-france.org) and
- [declaration.pretsemprunts@socgen.com](mailto:declaration.pretsemprunts@socgen.com)

## HOW TO PARTICIPATE IN THE MEETING?

- **Personally attend the Meeting;**
- **Vote online or by post;**
- **Give proxy, online or by post, to the Chairman of the Meeting, to his/her spouse or partner with whom the shareholder or FCPE unit holder concluded a civil solidarity pact (*pacte civil de solidarité*), or to any other natural or legal person.**

Once he/she/it 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 17 May 2019 at midnight.

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

The Votaccess website will be open from 17 April 2019 at 9:00 a.m. to 20 May 2019 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.

**In any case, the shareholder or FCPE unit holder must absolutely: either fill in the Single Form and forward it to his/her/its authorised intermediary using the prepaid return envelope, or connect to the Internet and follow the procedure indicated below.**

### Personally attend the Meeting

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

#### 1 – Online request for an admission card

**The registered shareholder** shall connect to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using his/her/its Sharinbox access code indicated on the Single Form which has been sent or, when appropriate, in the e-mail which has been sent if he/she/it requested a receipt by e-mail. The login password to the website was sent to him/her/it by post at the time of his/her/its first contact with Société Générale Securities Services. It may be resent by clicking on “Get your codes” on the website homepage.

He/she/it will then follow the procedure displayed on the screen to print his/her/its admission card.

**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 then follow the procedure displayed on the screen to print his/her/its admission card.

**The FCPE unit holders** shall connect with his/her usual login information to the website [www.esalia.com](http://www.esalia.com) to access the Votaccess website and then follow the procedure displayed on the screen to print his/her admission card.

#### 2 – Request by post for 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. To request his/her/its admission card, he/she/it **shall tick the box A** on the upper part of the Single Form, **date and sign the Single Form** before returning it.

**The bearer shareholder** shall send a request for Single Form to his/her/its Securities Account Holder and follow the procedure indicated by the latter. If he/she/it has not received his/her/its admission card by 17 May 2019 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.

**The FCPE unit holder**, if he/she does not have access to the Internet, may request the convening brochure accompanied by a Single Form, by post mail to Société Générale (Service Assemblées, CS 30812, 44308 Nantes Cedex 3 – France). In order

to request his/her admission card, he/she **shall tick the box A** on the upper part of the Single Form, **date and sign the Single Form** before returning it.

Any request for a Single Form shall be received by Société Générale no later than six days before the Meeting, *i.e.* on 15 May 2019, and the duly completed and signed Single Form shall be received at the aforementioned address no later than two calendar days before the date of the Meeting, *i.e.* on 19 May 2019.

The shareholder or FCPE unit holder who requested an admission card by post and has not received it by 17 May 2019 is invited to, for any information with respect to the processing of his/her/its request, contact Société Générale’s call center for admission cards from Monday to Friday, between 8:30 a.m. and 6:00 p.m., at +33(0) 825 315 315 (Cost for the call from France: EUR 0.15/min excluding taxes).

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.

#### 3 – Vote during the Meeting

The vote during the Meeting will be cast using a touchscreen tablet.

In order to facilitate the conduct of the Meeting, we recommend to the shareholder or FCPE unit holder to:

1. arrive at 3:00 p.m. at the Meeting’s venue, at the Meeting’s sign-in desks for signature of the attendance sheet if he/she has his/her admission card. Failing this, please report to the reception desk;
2. enter the room with the touchscreen tablet given upon signature of the attendance sheet;
3. follow the instructions given during the session on how to use the touchscreen tablet.

**Please be advised that no touchscreen tablet will be handed over after 5:00 p.m.**

## HOW TO PARTICIPATE IN THE MEETING?

### Vote online or by post

#### 1 – Vote online

The **registered shareholder** shall connect to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using his/her/its Sharinbox access code indicated on the Single Form which has been sent or, when appropriate, in the e-mail which has been sent if he/she/it requested a receipt by e-mail. The login password to the website was sent to him/her/it by post at the time of his/her/its first contact with Société Générale 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 name of the meeting under the section “Ongoing operations” on the homepage then on “Vote” 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](http://www.esalia.com). He/she will be able to access the Votaccess website and shall follow the procedure displayed on the screen.

#### 2 – Vote by post

The **registered shareholder** will receive the Single Form by post mail unless he/she/it requested a receipt by e-mail. He/she/it shall tick the box “**I vote by post**”, vote on each resolution, not forget to fill in the box “**In case amendments or new resolutions are proposed during the meeting**”, **date and sign at the bottom of the Single Form** before returning it.

### Give proxy online or by post

#### 1 – Give proxy online

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 online.

The **registered shareholder** shall notify this appointment or revoke it online by connecting to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using his/her/its Sharinbox access code indicated on the Single Form which has been sent or, when appropriate, in the e-mail which has been sent if he/she/it requested a receipt by e-mail. The login password to the website was sent to him/her/it by post at the time of his/her/its first contact with Société Générale Securities Services. It may be resent by clicking on “Get your codes” on the website homepage.

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 website and then follow the procedure displayed on the screen.

The **bearer shareholder** shall ask for the Single Form to his/her/its Securities Account Holder. He/she/it shall tick the box “**I vote by post**”, vote on each resolution, not forget to fill in the box “**In case amendments or new resolutions are proposed during the meeting**”, **date and sign at the bottom of the Single Form** before returning it. Once the shareholder will have duly completed and signed the said form, his/her/its Securities Account Holder shall forward it, together with a participation certificate, to the centralising agent of the Meeting.

The **FCPE unit holder**, if he/she does not have access to the Internet, may ask for the Single Form by post mail to Société Générale (Service Assemblées, CS 30812, 44308 Nantes Cedex 3 – France). Any request for a Single Form shall be received no later than six days before the Meeting, *i.e.* on 15 May 2019.

He/she shall tick the box “**I vote by post**”, vote on each resolution, not forget to fill in the box “**In case amendments or new resolutions are proposed during the meeting**”, **date and sign at the bottom of the Single Form** before returning it.

In any case, the duly completed and signed Single Form, together with a participation certificate for the bearer shareholders, shall be received by Société Générale (Service Assemblées, CS 30812, 44308 Nantes Cedex 3 – France) no later than two calendar days before the date of the Meeting, *i.e.* on 19 May 2019.

**It is specified that no Single Form received after this date by Société Générale will be considered.**

The **FCPE unit holder** shall notify this appointment or revoke it online by connecting to the website [www.esalia.com](http://www.esalia.com) using his/her usual login information. He/she will be able to access the Votaccess website and shall follow the procedure displayed on the screen.

#### 2 – Give proxy by post

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 mail, to their Securities Account Holder, using the Single Form duly completed and signed which, to be taken into account, shall be received by Société Générale (Service Assemblées, CS 30812, 44308 Nantes Cedex 3 – France) no later than 19 May 2019. **No Single Form received after this date by Société Générale will be considered.**

## HOW TO PARTICIPATE IN THE MEETING?

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

### To the Chairman of the Meeting:

The shareholder or FCPE unit holder shall, before returning it, (i) tick the box “I hereby give my proxy to the Chairman of the General Meeting”, date and sign at the bottom of the Single Form or (ii) simply date and sign at the bottom of the Single Form.

### To any other person:

The shareholder or FCPE unit holder shall tick the box “I hereby appoint”, fill in the details of the proxy, date and sign at the bottom of the Single Form before returning it.

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.

**To attend the Meeting in person:**  
tick **A**


**To vote by post:**  
tick **1**, and, if there are any resolutions that you disagree with, fill in the corresponding box(es).  
Do not forget to fill in the “Amendments and the New Resolutions” box.

**To appoint the Chairman of the Meeting:**  
tick **2**, date and sign at the bottom of the form.

**IMPORTANT :** Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important :** Before selecting please refer to instructions on reverse side  
Quelle que soit l'option choisie, noircir comme ceci **1** ou les cases correspondantes, dater et signer au bas du formulaire - **Whichever option is used, shade box(es) like this 1, date and sign at the bottom of the form**

A.  Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / **I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.**

B.  J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / **I prefer to use the postal voting form or the proxy form as specified below.**



29 Boulevard Haussmann  
75009 PARIS  
au capital de 1 009 897 173,75€  
552 120 222 RCS PARIS

**ASSEMBLÉE GÉNÉRALE ORDINAIRE**  
Le 21 MAI 2019 à 16h00  
Espace Grande Arche  
Paris La Défense

**ORDINARY GENERAL MEETING**  
MAY 21, 2019 at 4 p.m.  
Espace Grande Arche  
Paris La Défense

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Number of shares

Vote simple / Single vote

Vote double / Double vote

Porteur / Bearer

Nombre de voix - Number of voting rights

**1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci **1** la case correspondante et pour lesquels je vote NON ou je m'abstiens.  
**I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this 1, for which I vote NO or I abstain.**

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci **1** la case correspondant à mon choix.  
**On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this 1.**

									Oui / Non/No Yes Abst/Abs	Oui / Non/No Yes Abst/Abs
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A <input type="checkbox"/>	F <input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	B <input type="checkbox"/>	G <input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	C <input type="checkbox"/>	H <input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	D <input type="checkbox"/>	J <input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	E <input type="checkbox"/>	K <input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting  
- Je donne pouvoir au Président de l'Assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.....

- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to vote No).....

- Je donne procuration (cf. au verso renvoi (4)) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf.....

Pour être prise en considération, toute formule doit parvenir au plus tard :  
**In order to be considered, this completed form must be returned at the latest:**

à la banque / to the bank 19/05/2019 / May 19th, 2019

Date & Signature

**2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3)

**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
See reverse (3)

**3 JE DONNE POUVOIR À :** Cf. au verso (4)

**I HEREBY APPOINT:** See reverse (4)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION :** s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.  
**CAUTION :** if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
**Surname, first name, address of the shareholder (change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)**

**To appoint another individual, who will attend the Meeting in person, as proxy:**  
tick **3** and enter the name and address of this person.

**Irrespective of your choice, date & sign here.**  
In shares are jointly owners must sign the form.

**Check your details here or enter your name and address.**

### RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS AND SUBMITTED TO THE VOTE OF THE GENERAL MEETING

1. Approval of the consolidated accounts for the 2018 financial year.
2. Approval of the annual accounts for the 2018 financial year.
3. Allocation of the 2018 income; setting of the dividend.
4. Option for the payment of the dividend in new shares.
5. Renewal of Mr Frédéric Oudéa as Director.
6. Renewal of Mrs Kyra Hazou as Director.
7. Renewal of Mr Gérard Mestrallet as Director.
8. Related party agreements and commitments previously approved.
9. Related party agreement and commitment for the benefit of Mr Frédéric Oudéa.
10. Related party agreement and commitments for the benefit of Mr Séverin Cabannes.
11. Related party agreements and commitments for the benefit of Mr Philippe Aymerich.
12. Related party agreements and commitments for the benefit of Mr Philippe Heim.
13. Related party agreements and commitments for the benefit of Mrs Diony Lebot.
14. 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.
15. 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.
16. 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 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
17. 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 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
18. 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 since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
19. 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 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
20. 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 since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
21. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mrs Diony Lebot, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
22. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Bernardo Sanchez Incera, Deputy Chief Executive Officer until 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
23. Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Didier Valet, Deputy Chief Executive Officer until 14 March 2018, for the 2018 financial year, pursuant to Article L. 225-100 of the French Commercial Code.
24. Advisory opinion on the compensation paid in 2018 to the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code.
25. Authorisation granted to the Board of Directors to trade Company's ordinary shares up to a limit of 5% of the share capital.
26. Powers for formalities.

**This Meeting will be broadcast live and deferred on the Internet**

## COMPOSITION OF THE BOARD OF DIRECTORS

**Lorenzo BINI SMAGHI**

Chairman of the Board of Directors  
Independent Director

**Biography**

An Italian national, with a degree in Economic Sciences from the Université Catholique de Louvain (Belgium) and a Ph.D in Economic Sciences from the University of Chicago. Began his career in 1983 as an Economist at the Research Department of the Banca d'Italia. In 1994, appointed Head of the Policy Division of the European Monetary Institute. In October 1998, Director-General of International Financial Relations in Italy's Economy and Finance Ministry. Chairman of SACE from 2001 to 2005. From June 2005 to December 2011, member of the Executive Board of the European Central Bank. From 2012 to 2016, Chairman of the Board of Directors of SNAM (Italy). From 2016 to 4<sup>th</sup> April 2019, Chairman of the Board of Directors of Italgas (Italy). He is currently Chairman of the Board of Directors of Société Générale since 2015.

Date of birth: 29 November 1956

**Nationality:** Italian

**Year of first appointment:** 2014

**Term of office expires in:** 2022

Holds 2,000 shares

**Professional address:**

Tours Société Générale  
75886 Paris Cedex 18

**Other offices held currently****In foreign unlisted companies**

- *Director:* TAGES Holding (Italy) (since 2014).

**Other offices and positions held in other companies in the past five years**

- *Chairman of the Board of Directors :* Italgas (Italy) (from 2016 to 4<sup>th</sup> April 2019).
- *Chairman of the Board of Directors:* SNAM (Italy) (from 2012 to 2016), ChiantiBanca (Italy) (from 2016 to 2017).
- *Director:* Morgan Stanley (United Kingdom) (from 2013 to 2014).

**Frédéric OUDÉA**

Chief Executive Officer

**Biography**

Frédéric Oudéa is a graduate of the École Polytechnique and the École Nationale d'Administration. From 1987 to 1995, he held a number of posts in the French senior civil service, Audit Department of the Ministry of Finance, Ministry of the Economy and Finance, Budget Ministry and Cabinet of the Ministry of the Treasury and Communication. He joined Société Générale in 1995 and went from being Deputy Head to Head of the Corporate Banking arm in London. In 1998, he became Head of Global Supervision and Development of Equities. Appointed Deputy Chief Financial Officer of the Société Générale Group in May 2002. Appointed Chief Financial Officer in January 2003. Appointed Chief Executive Officer of the Group in 2008. Chairman and Chief Executive Officer of Société Générale from May 2009 to May 2015. Chief Executive Officer since May 2015, further to the separation of the functions of Chairman of the Board of Directors and of Chief Executive Officer.

Date of birth:

3 July 1963

**Nationality:** French

**Year of first appointment:** 2009

**Term of office expires in:** 2019

Holds:

177,314 shares

2,185 shares through Société  
Générale Actionnariat (Fonds E)

**Professional address:**

Tours Société Générale  
75886 Paris Cedex 18

**Other offices held currently****In French listed companies**

- *Director:* Capgemini (since May 2018).

**Other offices and positions held in other companies in the past five years**

None.

## BOARD OF DIRECTORS



Date of birth:  
3 February 1958

**Nationality:** French

**Year of first appointment:** 2017

**Term of office expires in:** 2021

Holds 2,000 shares

**Professional address:**

Tours Société Générale,  
75886 Paris Cedex 18

### William CONNELLY

Company Director

Independent Director, member of the Risk Committee and member of the Nomination and Corporate Governance Committee

#### Biography

Graduated from Georgetown University in Washington (USA). From 1980 to 1990, he was a banker at Chase Manhattan Bank in the United States, Spain and the United Kingdom. From 1990 to 1999, worked at Barings then ING Barings as Head of Mergers and Acquisitions in Spain and subsequently as Head of Corporate Finance for Western Europe. From 1999 to 2016, performed various functions in the Investment Banking division at ING Bank N.V. (Netherlands). His latest positions were Global Head of Corporate and Investment Banking and member of the Executive Committee, as well as Chief Executive Officer of ING Real Estate B.V. (an ING Bank subsidiary).

#### Other offices held currently

##### In foreign listed companies

- *Chairman of the Supervisory Board:* Aegon N.V. (Netherlands) (since May 2017).

##### In foreign listed companies

- *Director:* Self Bank (Spain) (since 14 February 2019).

#### Other offices and positions held in other companies in the past five years

- *Member of the Executive Board:* ING Bank N.V. (Netherlands) (from 2011 to 2016).



Date of birth:

23 November 1957

**Nationality:** French

**Year of first appointment:** 2018

**Term of office expires in:** 2022

Holds 1,000 actions

**Professional address:**

Tours Société Générale  
75886 Paris Cedex 18

### Jérôme CONTAMINE

Company Director

Independent Director, member of the Audit and Internal Control Committee

#### Biography

Graduated of the École Polytechnique, of ENSAE and the École Nationale d'Administration. After 4 years as an auditor of the Cour des Comptes, he performed various functions for Total. From 2000 to 2009, Chief Financial Officer of Véolia Environnement. Director of Valeo from 2006 to 2017. From 2009 to 2018, Chief Financial Officer of Sanofi.

#### Other offices held currently

None.

#### Other offices and positions held in other companies in the past five years

- *Chairman of the Board:* SANOFI European Treasury Center\* (Belgium) (from 2012 to 2015), SECIPE (France) (from 2009 to 2016), SANOFI 1\* (France) (from 2009 to 2015).
- *Director:* Valeo (France) (from 2006 to 2017).

\* *Sanofi Group.*



Date of birth: 28 December 1963

**Nationality:** Canadian

**Year of first appointment:** 2018

**Term of office expires in:** 2022

Holds 1,000 actions

**Professional address:**

Tours Société Générale  
75886 Paris Cedex 18

### Diane CÔTÉ

Chief Risk Officer of LSE Group

Independent Director, member of the Audit and Internal Control Committee

#### Biography

Former student of Ottawa University, with financial and accounting training. From 1992 to 2012, performed crucial functions in audit, risk and finance in diverse insurance companies (Prudential, Standard Life and Aviva) in Canada and in the United Kingdom. Since 2012, Chief Risk Officer and member of the Executive Committee of the London Stock Exchange Group (LSEG).

#### Other offices held currently

None.

#### Other offices and positions held in other companies in the past five years

- *Director:* Novae Syndicates Limited (United Kingdom) (from 2015 to 2018), Frank Russel Company (United States) (from 2014 to 2016), Russel Investment Inc (United States) (from 2015 to 2016).





Date of birth:  
13 December 1956  
**Nationality:** American/British  
**Year of first appointment:** 2011  
**Term of office expires in:** 2019  
Holds 1,000 shares  
**Professional address:**  
Tours Société Générale  
75886 Paris Cedex 18

### Kyra HAZOU

Company Director  
Independent Director, member of the Audit and Internal Control Committee and member of the Risk Committee

#### Biography

Graduated with a J.D. from Georgetown University Law Center in Washington (USA). Managing Director and Regional General Counsel for Salomon Smith Barney/Citibank from 1985 to 2000, after acting as a lawyer in London and New York. From 2001 to 2007, was a non-executive Director and a member of the Audit Committee and Risk Committee at the Financial Services Authority in London.

#### Other offices held currently

None.

#### Other offices and positions held in other companies in the past five years

None.



Date of birth:  
18 March 1955  
**Nationality:** French  
**Year of first appointment:** 2009  
**Term of office expires in:** 2021  
Holds 1,000 shares  
**Professional address:**  
22-30 avenue de Wagram  
75008 Paris

### Jean-Bernard LÉVY

Chairman and Chief Executive Officer of EDF  
Independent Director, Chairman of the Compensation Committee and member of the Nomination and Corporate Governance Committee

#### Biography

Graduate of the École Polytechnique and Télécom Paris Tech. From 1978 to 1986, engineer at France Télécom. From 1986 to 1988, technical advisor to the Cabinet of Gérard Longuet, Deputy Minister for the Postal Service and Telecommunications. From 1988 to 1993, Head of Telecommunication Satellites at Matra Marconi Space. From 1993 to 1994, Director of the Cabinet of Gérard Longuet, French Minister for Industry, Postal Service, Telecommunications and Foreign Trade. From 1995 to 1998, Chairman and Chief Executive Officer of Matra Communication. From 1998 to 2002, Chief Executive Officer and then Managing Partner responsible for Corporate Finance of Oddo et Cie. Joined Vivendi in August 2002 as Chief Executive Officer. Chairman of the Management Board of Vivendi from 2005 to 2012. Chairman and Chief Executive Officer of Thalès from 2012 to 2014. Chairman and Chief Executive Officer of EDF since November 2014.

#### Other offices held currently

##### In French listed companies

- *Chairman and Chief Executive Officer:* EDF\* (since 2014).

##### In French unlisted companies

- *Chairman of the Supervisory Board:* Framatome\* (since 2018).
- *Director:* Dalkia\* (since 2014), EDF Renouvelables\* (since 2015).

##### In foreign listed companies

- *Chairman of the Board of Directors:* Edison S.p.A\* (Italy) (since 2014).

##### In foreign unlisted companies

- *Director:* EDF Energy Holdings\* (United Kingdom) (since 2017).

\* EDF Group.

#### Other offices and positions held in other companies in the past five years

- *Chairman and Chief Executive Officer:* Thalès (from 2012 to 2014).
- *Chairman of the Supervisory Board:* Viroxis (from 2007 to 2014).
- *Chairman of the Board of Directors:* JBL Consulting & Investment SAS (from 2012 to 2014), EDF Energy Holdings\* (United Kingdom) (from 2015 to 2017).
- *Director:* Vinci (from 2007 to 2015), DCNS (from 2013 to 2014).



Date of birth:  
1 April 1949

**Nationality:** French

**Year of first appointment:** 2015

**Term of office expires in:** 2019

Holds 1,200 shares

**Professional address:**

Tours Société Générale  
75886 Paris Cedex 18

### Gérard MESTRALLET

Independent Director, Chairman of the Nomination and Corporate Governance Committee and member of the Compensation Committee

#### Biography

Graduate of the École Polytechnique and the École Nationale d'Administration. Held different positions in the French Administration before joining the Compagnie Financière de Suez in 1984 as Special Advisor to the Chairman, then as Senior Executive Vice-Chairman in charge of industrial affairs. In February 1991, Executive Director of Société Générale de Belgique. In July 1995, Chairman and Chief Executive Officer of Compagnie de Suez, then in June 1997, Chairman of the Management Board of Suez Lyonnaise des Eaux and, finally, in 2001, Chairman and Chief Executive Officer of Suez. From July 2008 to May 2016, Chairman and Chief Executive Officer of ENGIE (previously GDF SUEZ). Since May 2016, he is Chairman of the Board of Directors following the separation of the functions of Chairman and Chief Executive Officer.

#### Other offices held currently

##### In French listed companies

- *Chairman of the Board of Directors:* SUEZ\* (from 2008 to May 2019).

##### In foreign listed companies

- *Director:* Saudi Electricity Company (Saudi Arabia) (since 2018).

#### Other offices and positions held in other companies in the past five years

- *Chairman of the Board of Directors:* ENGIE\* (from 2016 to May 2018).
- *Chairman of the Board of Directors and Chief Executive Officer:* ENGIE\* (from 2008 to 2016).
- *Chairman of the Board of Directors:* Electrabel\* (Belgium) (from 2010 to 2016), ENGIE Energy Management Trading\* (Belgium) (from 2010 to 2016), ENGIE Énergie Services\* (from 2005 to 2016), GDF SUEZ Rassembleurs d'Énergies S.A.S.\* (from 2011 to 2014), GDF SUEZ Belgium\* (Belgium) (from 2010 to 2014).
- *Vice-Chairman of the Board of Directors:* Aguas de Barcelona (Spain) (from 2010 to 2015).
- *Director:* International Power\* (United Kingdom) (from 2011 to 2016), Saint-Gobain (from 1995 to 2015), Pargesa Holding SA (Switzerland) (from 1998 to 2014).
- *Member of the Supervisory Board:* Siemens AG (Germany) (from 2013 to January 2018).

\* ENGIE Group.



Date of birth:  
10 March 1953

**Nationality:** Spanish

**Year of first appointment:** 2016

**Term of office expires in:** 2020

Holds 1,500 shares

**Professional address:**

Tours Société Générale  
75886 Paris Cedex 18

### Juan Maria NIN GENOVA

Company Director

Independent Director, member of the Risk Committee and member of the Compensation Committee

#### Biography

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.

#### Other offices held currently

##### In foreign unlisted companies

- *Director:* Grupo de Empresas Azvi S.L.\* (Spain) (since 2015), Azora Gestion\* (Espagne) (since October 2018), Azora Capital S.L.\* (Spain) (since 2014).

#### Other offices and positions held in other companies in the past five years

- *Chairman of the Board of Directors:* VidaCaixa Assurances (Spain) (2014), SegurCaixa Holding SA (from 2007 to 2014).
- *Vice-Chairman of the Board of Directors and Deputy Advisor:* Caixabank SA (Spain) (from 2011 to 2014).
- *Member of the Supervisory Board:* ERSTE Group Bank AG (Austria) (from 2009 to 2014), Grupo Financiero Inbursa (Mexico) (from 2008 to 2014), Banco BPI (Portugal) (from 2008 to 2014).
- *Director:* DIA Group SA (Espagne) (from 2015 to June 2018), Naturhouse (Spain) (from 2014 to 2016), Grupo Indukern\* (Spain) (from 2014 to 2016), Gas Natural (Spain) (from 2008 to 2015), Repsol SA (Spain) (from 2007 to 2015).

\* Grupo de Empresas Azvi, S.L.



Date of birth:  
7 April 1957

**Nationality:** French

**Year of first appointment:** 2008

**Term of office expires in:** 2020

Holds 2,048 shares

**Professional address:**  
Tours Société Générale  
75886 Paris Cedex 18

### Nathalie RACHOU

Company Director

Independent Director, Chairman of the Risk Committee and member of the Nomination and Corporate Governance Committee

#### Biography

HEC graduate. From 1978 to 1999, held a number of positions within Banque Indosuez and Crédit Agricole Indosuez: foreign exchange dealer, Head of asset/liability management, founder then Chief Executive Officer of Carr Futures International Paris (brokerage subsidiary of Banque Indosuez trading on the Paris Futures Exchange), Corporate Secretary of Banque Indosuez and Global Head of Foreign Exchange and Currency Options at Crédit Agricole Indosuez. In 1999, founded Topiary Finance Ltd., an asset management company based in London. Since 2015, she is Senior Advisor of Rouvier Associés. Foreign Trade Advisor for France since 2001.

#### Other offices held currently

##### In French listed companies

- *Director:* Veolia Environnement (since 2012), Altran (since 2012).

#### Other offices and positions held in other companies in the past five years

- *Director:* Laird PLC (United Kingdom) (from 2016 to June 2018).
- *Managing Director:* Topiary Finance (United Kingdom) (from 1999 to 2014).



Date of birth:  
8 May 1977

**Nationality:** French/Bulgarian

**Year of first appointment:** 2017

**Term of office expires in:** 2021

Holds 1,000 shares

**Professional address:**  
Tours Société Générale  
75886 Paris Cedex 18

### Lubomira ROCHET

Chief Digital Officer of the L'Oréal Group

Independent Director

#### Biography

Graduate of the École Normale Supérieure and Sciences Po in France, and of the College of Europe in Bruges (Belgium). From 2003 to 2007, Head of Strategy at Sogeti (Capgemini). From 2008 to 2010, Head of *Innovation* and Start-ups in France at Microsoft. Joined Valtech in 2010 and became Chief Executive Officer in 2012. Since 2014, Chief Digital Officer and member of the Executive Committee of L'Oréal.

#### Other offices held currently

##### In foreign unlisted companies

- *Director:* Founders Factory Ltd\* (United Kingdom) (since 2016).

#### Other offices and positions held in other companies in the past five years

None.

\* L'Oréal Group.

## BOARD OF DIRECTORS



Date of birth:  
5 September 1958

**Nationality:** Dutch

**Year of first appointment:** 2013

**Term of office expires in:** 2021

Holds 1,000 shares

**Professional address:**

Tours Société Générale  
75886 Paris Cedex 18

### Alexandra SCHAAPVELD

Company Director

Independent Director, Chairman of the Audit and Internal Control Committee and member of the Risk Committee

#### Biography

Graduate in Politics, Philosophy and Economics from the University of Oxford (United Kingdom) and holds a Master's degree in Development Economics from Erasmus University Rotterdam (Netherlands). She began her career in the ABN AMRO Group in the Netherlands, where she held various positions in the Investment Banking division from 1984 to 2007, in particular being responsible for relations with the bank's major corporate clients. In 2008, appointed Head of Investment Banking for Western Europe at the Royal Bank of Scotland Group.

#### Other offices held currently

##### In French listed companies

- *Member of the Supervisory Board:* Vallourec SA (since 2010).

##### In foreign listed companies

- *Member of the Supervisory Board:* Bumi Armada Berhad (Malaysia) (since 2011).

##### In foreign unlisted companies

- *Member of the Supervisory Board:* FMO (Netherlands) (since 2012). \* *Foundation.*

#### Other offices and positions held in other companies in the past five years

- *Member of the Supervisory Board:* Holland Casino\* (Netherlands) (from 2007 to 2016).



Date of birth:  
27 July 1967

**Nationality:** French

**Year of first appointment:** 2009

**Term of office expires in:** 2021

**Professional address:**

Tours Société Générale  
75886 Paris Cedex 18

### France HOUSSAYE

Director elected by employees

Branch manager of Bois Guillaume, DEC of Rouen

Member of the Compensation Committee

#### Biography

Société Générale employee since 1989.

#### Other offices held currently

None.

#### Other offices and positions held in other companies in the past five years

None.



Date of birth: 3 June 1978

**Nationality:** French

**Year of first appointment:** 2018

**Term of office expires in:** 2021

**Professional address:**

Tours Société Générale  
75886 Paris Cedex 18

### David LEROUX

Director elected by employees

In charge of General Meeting conduct for Securities Services

#### Biography

Société Générale employee since 2001.

#### Other offices held currently

None.

#### Other offices and positions held in other companies in the past five years

None.

## BIOGRAPHY OF THE DIRECTORS

The directors' main areas of expertise and experience are summarized at page 70 in the 2019 Registration Document.

## DIRECTORS WHOSE RENEWAL IS SUBMITTED TO THE VOTE OF THE GENERAL MEETING



Date of birth:  
3 July 1963  
**Nationality:** French  
**Year of first appointment:** 2009  
Term of office expires in: 2019  
Holds:  
177,314 shares  
2,185 shares *through* Société Générale Actionnariat (Fonds E)  
**Professional address:**  
Tours Société Générale  
75886 Paris Cedex 18

**Frédéric OUDÉA**  
Chief Executive Officer

**Biography**

See at page 7

**Other offices held currently****In French listed companies**

- *Director:* Capgemini (since May 2018).

**Other offices and positions held in other companies in the past five years**

None.



Date of birth:  
13 December 1956  
**Nationality:** American/British  
**Year of first appointment:** 2011  
**Term of office expires in:** 2019  
Holds 1,000 shares  
**Professional address:**  
Tours Société Générale  
75886 Paris Cedex 18

**Kyra HAZOU**

Company Director  
Independent Director, member of the Audit and Internal Control Committee and member of the Risk Committee

**Biography**

See at page 9

**Other offices held currently**

None.

**Other offices and positions held in other companies in the past five years**

None.



Date of birth:  
1 April 1949  
**Nationality:** French  
**Year of first appointment:** 2015  
**Term of office expires in:** 2019  
Holds 1,200 shares  
**Professional address:**  
Tours Société Générale  
75886 Paris Cedex 18

**Gérard MESTRALLET**

Independent Director, Chairman of the Nomination and Corporate Governance Committee and member of the Compensation Committee

**Biography**

See at page 10

**Other offices held currently****In French listed companies**

- *Chairman of the Board of Directors:* SUEZ\* (from 2008 to May 2019).

**In foreign listed companies**

- *Director:* Saudi Electricity Company (Saudi Arabia) (since 2018).

**Other offices and positions held in other companies in the past five years**

- *Chairman of the Board of Directors:* ENGIE\* (from 2016 to May 2018).
- *Chairman of the Board of Directors and Chief Executive Officer:* ENGIE\* (from 2008 to 2016).
- *Chairman of the Board of Directors:* Electrabel\* (Belgium) (from 2010 to 2016), ENGIE Energy Management Trading\* (Belgium) (from 2010 to 2016), ENGIE Énergie Services\* (from 2005 to 2016), GDF SUEZ Rassembleurs d'Énergies S.A.S\* (from 2011 to 2014), GDF SUEZ Belgium\* (Belgium) (from 2010 to 2014).
- *Vice-Chairman of the Board of Directors:* Aguas de Barcelona (Spain) (from 2010 to 2015).
- *Director:* International Power\* (United Kingdom) (from 2011 to 2016), Saint-Gobain (from 1995 to 2015), Pargesa Holding SA (Switzerland) (from 1998 to 2014).
- *Member of the Supervisory Board:* Siemens AG (Germany) (from 2013 to January 2018).

\* ENGIE Group.

**PARENT COMPANY FINANCIAL STATEMENT (EXTRACT)**
**FIVE-YEAR FINANCIAL SUMMARY OF SOCIÉTÉ GÉNÉRALE**

	2018	2017	2016	2015	2014
<b>Financial position at year-end</b>					
Capital stock (in EUR m)	1,010	1,010	1,010	1,008	1,007
Number of shares issued <sup>(1)</sup>	807,917,739	807,917,739	807,713,534	806,239,713	805,207,646
<b>Results of operations (in EUR m)</b>					
Revenue excluding tax <sup>(2)</sup>	30,748	27,207	27,174	28,365	25,119
Earnings before tax, depreciation, amortisation, provisions, employee profit sharing and general reserve for banking risks	(23)	1,678	5,884	5,809	2,823
Employee profit sharing	11	11	13	15	12
Income tax	(616)	(109)	246	(214)	99
Net income	1,725	800	4,223	1,065	996
Total dividends paid	1,777	1,777	1,777	1,612	966
<b>Earnings per share (in EUR)</b>					
Earnings after tax but before depreciation, amortisation and provisions	0.72	2.20	6.96	7.45	3.37
Net income	2.14	0.99	5.23	1.32	1.24
Dividend paid per share	2.20	2.20	2.20	2.00	1.20
<b>Employees</b>					
Headcount	46,942	46,804	46,445	46,390	45,450
Total payroll (in EUR m)	3,128	3,560	3,696	3,653	3,472
Employee benefits (Social Security and other) (in EUR m)	1,525	1,475	1,468	1,452	1,423

(1) At 31 December 2018, Société Générale's fully paid-up capital amounted to EUR 1,009,897,173.75 and comprised 807,917,739 shares with a nominal value of EUR 1.25.

(2) Revenue consists of interest income, dividend income, fee income, income from financial transactions and other operating income.

## SUMMARY BALANCE SHEET OF SOCIÉTÉ GÉNÉRALE

### Asset

(In EUR bn at 31 <sup>st</sup> December)	31.12.2018	31.12.2017	Change
Interbank and money market assets	170	208	(38)
Customer loans	309	264	45
Securities	659	570	89
<i>o.w. securities purchased under resale agreements</i>	259	201	58
Other assets	146	139	7
<i>o.w. option premiums</i>	53	57	(4)
Tangible and intangible fixed assets	3	2	1
<b>TOTAL ASSETS</b>	<b>1,287</b>	<b>1,183</b>	<b>104</b>

### Liabilities

(In EUR bn at 31 <sup>st</sup> December)	31.12.2018	31.12.2017	Change
Interbank and money liabilities <sup>(1)</sup>	262	254	8
Customer deposits	380	340	40
Bonds and subordinated debt <sup>(2)</sup>	31	31	-
Securities	456	381	75
<i>o.w. securities sold under repurchase agreements</i>	210	189	21
Other liabilities and provisions	123	142	(19)
<i>o.w. option premiums</i>	58	61	(3)
Equity	35	35	-
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>1,287</b>	<b>1,183</b>	<b>104</b>

(1) Including negotiable debt instruments.

(2) Including undated subordinated capital notes.

There were many causes for concern in 2018: on the international level first, with the uncertain outcome to Brexit talks between the UK and the EU, the economic and budgetary policy in Italy, plus Sino-American trade tensions. On the national level, the political/social crisis in December did nothing to help. Moreover, markets businesses had to cope with headwinds in the fourth quarter on world capital markets and Retail Banking performances are still undercut by low interest rates dragging on lines of credit.

Against this backdrop, Société Générale nonetheless managed to preserve its solid financial structure in a still tight regulatory climate.

The balance sheet amounts to EUR 1,287 billion, up EUR 104 billion versus 31 December 2017.

The EUR -38 billion slide in Interbank and money market assets is partially the result of the transfer at the end of 2018 of loans initially granted to a subsidiary to Société Générale New York and

the fall in deposits with various Central Banks, which had been higher in 2017 to meet regulatory requirements, specifically the NSFR (Net Stable Funding Ratio) and the need to strengthen the Group's financing structure.

Customer loan outstandings rose EUR 45 billion in 2018, mainly loans granted for EUR 24 billion, liquidity lines for EUR 13 billion and equipment loans for EUR 5 billion. Mortgage loan production remained dynamic and the home loans item rose EUR 3 billion. Still in a competitive climate and undergoing radical digital transformation, the Retail bank saw substantial growth in sight deposits on special regime savings accounts (already up + EUR 5.4 billion in the last two financial years).

The securities transaction item is up EUR 89 billion mainly via securities received under repos (EUR 58 billion), bond portfolio outstandings for EUR 19.9 billion following the purchase of Medium-term Notes issued by the Group issuance vehicle and

## OVERVIEW OF THE COMPANY ALONG 2018 FINANCIAL YEAR

treasury bills up EUR 27.6 billion owing to the increase in securities lending increasing debt liabilities on borrowed securities.

Despite world growth estimated at +3.7% this year, stock markets lost a lot of ground, notably in the fourth quarter, hence the equities portfolio is down EUR 14.7 billion.

Lastly, despite the volatility of stock market indices impacting the valuation of derivatives, other asset and liability accounts, rather volatile, barely shifted except premiums on options instruments which are down by EUR 4.4 billion.

Société Générale boasts a diversified range of funding sources and channels:

- stable resources consisting of equity and subordinated debt (EUR 67 billion);

- customer deposits, up EUR 40 billion, gathered in the form of deposits which make up a significant share (30%) of total balance sheet resources;
- resources (EUR 155 billion) in the form of interbank deposits and borrowings;
- capital raised on the market through a proactive diversification policy, making use of various types of debt (secured and unsecured bonds, etc.), issuance vehicles (EMTNs, Certificates of Deposit), currencies and investor pools (EUR 101 billion);
- resources from securities sold under repurchase agreements to customers and banks (EUR 210 billion) up EUR 21 billion.

The Group's financing structure is based on substantial deposit inflows across all its business lines and on the extension of its funding sources, which reflects Société Générale's efforts to strengthen the structure of its balance sheet in recent years.

## SUMMARY INCOME STATEMENT OF SOCIÉTÉ GÉNÉRALE

	2018			2017			Change 18/17 (in %)		
	France	International	Société Générale	France	International	Société Générale	France	International	Société Générale
(In EUR m)									
<b>Net banking income</b>	<b>7,947</b>	<b>2,662</b>	<b>10,609</b>	<b>7,220</b>	<b>2,719</b>	<b>9,939</b>	<b>10</b>	<b>(2)</b>	<b>7</b>
Total operating expenses	(7,733)	(1,730)	(9,463)	(7,804)	(1,803)	(9,607)	(1)	(4)	(1)
<b>Gross operating income</b>	<b>214</b>	<b>932</b>	<b>1,146</b>	<b>(584)</b>	<b>916</b>	<b>332</b>	<b>(137)</b>	<b>2</b>	<b>245</b>
Cost of risk	(17)	(52)	(69)	(542)	(123)	(665)	(97)	(58)	(90)
<b>Operating income</b>	<b>197</b>	<b>880</b>	<b>1,077</b>	<b>(1,126)</b>	<b>793</b>	<b>(333)</b>	<b>(117)</b>	<b>11</b>	<b>(423)</b>
Net income from long-term investments	(54)	86	32	1,092	(68)	1,024	(105)	(226)	(97)
<b>Operating income before income tax</b>	<b>143</b>	<b>966</b>	<b>1,109</b>	<b>(34)</b>	<b>725</b>	<b>691</b>	<b>(521)</b>	<b>33</b>	<b>60</b>
Income tax	722	(106)	616	490	(381)	109	47	(72)	465
<b>Net income</b>	<b>865</b>	<b>860</b>	<b>1,725</b>	<b>456</b>	<b>344</b>	<b>800</b>	<b>90</b>	<b>150</b>	<b>116</b>

In 2018, Société Générale generated gross operating income of EUR 1.1 billion, up EUR 0.8 billion on 2017.

- There were transactional agreements in 2018 with American and European Authorities, putting an end to their enquiries relating to IBOR submissions and transactions with Libyan counterparties. There were also agreements with certain American Authorities putting an end to their enquiries regarding economic sanctions and the fight against money laundering. As part of these agreements, Société Générale has agreed to pay penalties totalling some USD 2.7 billion; concomitantly, the provision booked to Société Générale's accounts for public law litigation has seen writebacks and its balance has thus been reduced to EUR 340 million at 31 December 2018.
- Net banking income (NBI) amounts to EUR 10,609 million in 2018, up EUR 0.7 billion (+7%) on 2017:
  - Retail Banking net banking income in France is down slightly (EUR -0.1 billion) in comparison to 2017. In a still low rates climate and despite the fall in the net interest margin (-9%), the Retail bank put in a resilient financial performance and is pressing on with the transformation of the network and

underpinning its business base with target clientele offering growth relays;

- Global Banking and Investor Solutions businesses show a decline (EUR -1 billion) on 2017, in a negative market context and despite the sound momentum for the Coverage and Investment Banking business. Despite resilient commercial activity the Fixed Income, Credit, Forex and Commodities businesses faced a difficult climate. The Equities business is also down, undercut by a fall in trading business against a backdrop of declining equity markets. The management of structured portfolios was also undercut by major market movements. The Prime Services businesses are still showing pace, however, and the cash equity businesses are still resilient, with an increase in traded volumes. But this performance is not sufficient to offset the decline in derivatives revenues;
- as regards other financial accounts, which includes the management of the Group's portfolio of stakes, they saw a EUR 1.8 billion increase in net banking income. On the one hand, dividend inflows are up EUR 0.9 billion on 2017.



This increase is mainly due to the low amount of dividends paid by the holding company subsidiaries in 2017 owing to the payment of exceptional advances at the end of 2016, while dividends related to FY 2017 were received in 2018. On the other hand, 2017 net banking income was exceptionally undercut to the tune of EUR 963 million for the transactional agreement with the Libyan Investment Authority (LIA) putting an end to the dispute between the two parties;

- General operating costs are down EUR 0.1 billion. Société Générale has continued with its technological investments to accompany the growth of its businesses while maintaining strict cost control, which is reflected in the limited increase in management fees of EUR -0.2 billion. In 2018, management fees included costs relating to provisions for litigation to the tune of EUR -0.3 billion. Moreover, in December 2018, some defined benefit pension regimes in France have seen a change in scale resulting in a decline of EUR -0.2 billion in related provisions. The favourable variation is also due to the provisions which had been built up in 2017 to the tune of EUR 0.4 billion concerning the transformation of the Retail bank network.
- The CICE amounts to EUR 39 million in 2018 (*versus* EUR 44 million in 2017). It has been used in compliance with the regulation. In 2018, the CICE permitted ongoing technological investments and the underpinning of Société Générale's commitments in positive transformations: digital strategies, integration of CSR challenges including the climate. Its utilisation has been impacted by the following items:
  - digitalisation of the retail bank offer *via* enrichment and valuation of client knowledge, transformation of networks towards a phygital model (web sites, mobile phones, customer and advisor tablets, process digitalisation) and dematerialisation of proposed services;
  - ongoing development of robust and re-utilisable digital capacities for Global Banking and Investor Solutions, notably in terms of user experience, security, robots (BOTs), and opening of business services (APIs);
  - deployment of Agile@Scale and Continuous Delivery setups in all IT System services, to boost value creation, improve the quality of services, and reduce time-to-market for new products;
  - as part of the technological watch, identification of French startups in a position to provide strategic inspiration and feed the Group with new methodologies, innovative locations and partnerships;
  - continuation of the *intrapreneurial* programme open to all Société Générale employees ('Internal Startup Call'), comprising the selection, sponsorship and incubation of internal startups on strategic innovation themes;
  - ongoing digital transformation of tools and usages (private and public Cloud, Big Data and data usage, Open Source, Automation, Security, and collaborative tools, etc.);
  - in the continuity of the technological innovations, continuation of the investments in previous years aimed at providing employees with collaborative, connected and mobile solutions, notably *via* a new ecosystem (Digital Workplace).
- The net cost of risk stands at EUR -69 million at end-2018, down EUR 0.6 billion on 2017. The observed decline reflects the quality of the credit portfolio. Moreover, the net charge for litigation provision which amounted to EUR -0.4 billion in 2017 is now presented in general operating costs.
- The combination of these items pushes up operating income by EUR 1.4 billion in comparison with 2017 and amounts to EUR 1.1 billion at end-2018.
- In 2018, Société Générale did not book significant gains on fixed assets. Remember that in 2017, Société Générale generated a gain on fixed assets of EUR 1.0 billion, mainly from the capital gain on the partial disposal of its stake in ALD following its floatation.
- Tax on profits amounts to EUR 0.6 billion (*versus* EUR 0.1 billion in 2017). In 2018, the entity is loss-making from an individual fiscal perspective in France. Moreover, this variation also includes the impact of the French and US fiscal reforms which amounted to EUR 0.4 billion in 2017.
- The after-tax net profit thus amounts to EUR 1.7 billion at end-2018 *versus* EUR 0.8 billion at end-2017.

## GROUP ACTIVITY AND RESULTS

The financial information presented in respect of the financial year ending 31 December 2018 has been prepared in accordance with IFRS as adopted in the European Union and applicable at that date.

Information followed by an asterisk indicates “when adjusted for changes in Group structure and at constant exchange rates”.

### ANALYSIS OF THE CONSOLIDATED INCOME STATEMENT

(In EUR m)	2018	2017	Change	
<b>Net banking income</b>	<b>25,205</b>	<b>23,954</b>	<b>+5.2%</b>	<b>+6.4%*</b>
Operating expenses	(17,931)	(17,838)	+0.5%	+1.6%*
<b>Gross operating income</b>	<b>7,274</b>	<b>6,116</b>	<b>+18.9%</b>	<b>+20.8%*</b>
Net cost of risk	(1,005)	(1,349)	(25.5%)	(23.4%)*
<b>Operating income</b>	<b>6,269</b>	<b>4,767</b>	<b>+31.5%</b>	<b>+33.2%*</b>
<i>Net income from companies accounted for by the equity method</i>	56	92	n/s	
Net profits or losses from other assets	(208)	278	n/s	
Impairment losses on goodwill	0	1	n/s	
<i>Income tax</i>	(1,561)	(1,708)	(8.6%)	(8.0%)
Net income	4,556	3,430		
<i>o.w. noncontrolling interests</i>	692	624		
<b>Group net income</b>	<b>3,864</b>	<b>2,806</b>	<b>+37.7%</b>	<b>+42.7%</b>
Cost-to-income ratio	71.1%	74.5%		
Average allocated capital	48,138	48,087		
<b>ROTE</b>	<b>8.8%</b>	<b>5.7%</b>		

\* When adjusted for changes in Group structure and at constant exchange rates.

### NET BANKING INCOME

Book net banking income totalled EUR 25,205 million in 2018, up 5.2% compared to 2017 (EUR 23,954 million).

In 2017, net banking income included several exceptional items, i.e. the impact of the settlement agreement with the LIA (EUR -963 million) and the adjustment of hedging costs in French Retail Banking (EUR -88 million). When restated for these items and noneconomic items, underlying net banking income came to EUR 25,062 million in 2017.

Underlying net banking income grew by 0.6% in 2018.

- In 2018, French Retail Banking’s net banking income, excluding PEL/CEL provision, declined -1.8% vs. 2017, in line with the Group’s expectations. French Retail Banking continued with its transformation and developed its growth drivers in an environment still characterised by low interest rates;
- International Retail Banking and Financial Services’ revenues were significantly higher (+5.1%, +6.6%\*), impacted by the

robust commercial dynamism across all businesses and geographical regions. Accordingly, International Retail Banking revenues increased by +6.3% (+9.1%\*), Insurance revenues by +6.6% (+4.9%\*) and Financial Services to Corporates’ revenues by +1% (+0.2%\*);

- Global Banking & Investor Solutions’ net banking income fell -3.6%. Financing & Advisory revenues were +7.1% (+8.6%\*) higher due to the healthy commercial momentum. In contrast, the revenues of Global Markets and Investor Services were -8.3% (-6.6%\*) lower than in 2017 in a challenging market environment.

In accordance with IFRS 9, the variation in the revaluation of the Group’s own financial liabilities is no longer recognised in profit or loss for the period. Consequently, in 2018, the Group no longer restates its earnings for noneconomic items.

## OPERATING EXPENSES

Underlying operating expenses amounted to EUR -17,595 million in 2018, representing a contained increase of 2% compared to 2017 (EUR -17,243 million). In Q2 2018 and Q3 2018, the provision for disputes was the subject of a total additional allocation of EUR -336 million. Note that 2017 underlying operating expenses included a EUR 60 million restructuring provision write-back. In 2017, three exceptional expenses were recognised in operating expenses: an exceptional expense related to the acceleration in the adaptation of French Retail Banking networks amounting to EUR -390 million, an expense related to the receipt of a tax rectification proposal following a tax control by the French authorities regarding various operating taxes amounting to EUR -145 million and a charge related to the consequences of the judgement of the Paris Court of Appeal of 21 December 2017 confirming the fine regarding the dematerialisation of cheque processing amounting to EUR -60 million.

The increase in operating expenses is in line with the full-year target in French Retail Banking and reflects cost control in Global Banking & Investor Solutions. Efforts to support growth in International Retail Banking and Financial Services resulted in a positive jaws effect between revenue growth and the increase in costs.

In 2018, the Group reached agreements on the litigation issues with the US authorities relating to the Libor and to economic sanctions and anti-money laundering, and with the US and French authorities on Libya. These agreements provided for commitments by the Group with respect to these authorities and the payment of fines, which correspond to the provisions booked for this purpose.

The balance of the provision for disputes was EUR 0.3 billion at 31 December 2018.

## GROSS OPERATING INCOME

Book gross operating income totalled EUR 7,274 million in 2018 (vs. EUR 6,116 million in 2017) and underlying gross operating income EUR 7,610 million (vs. EUR 7,819 million in 2017).

## COST OF RISK<sup>(1)</sup>

The net cost of risk amounted to EUR -1,005 million in 2018, 25.5% lower than in 2017 (EUR -1,349 million). The underlying net cost of risk was 5.9% higher.

The Group's commercial cost of risk amounted to 21 basis points in 2018, very slightly higher than in 2017 (19 basis points), at the bottom end of the expected range (between 20 and 25 basis points).

In French Retail Banking, the commercial cost of risk amounted to 26 basis points (30 basis points in 2017) due to a selective origination policy.

International Retail Banking and Financial Services' cost of risk stood at a still low level of 30 basis points (vs. 29 basis points in

2017) due to further provision write-backs in the Czech Republic and Romania.

Global Banking & Investor Solutions' cost of risk amounted to 6 basis points, an increase compared to the historically low level of -1 basis point in 2017.

The Group expects a cost of risk of between 25 and 30 basis points in 2019.

The gross doubtful outstanding ratio stood at 3.6% at end-December 2018 (vs. 4.4% at end-December 2017). The Group's gross coverage ratio for doubtful outstanding stood at 54%<sup>(2)</sup> at end-December 2018 (stable vs. 30 September 2018).

## NET INCOME

(In EUR m)	2018	2017
Reported Group net income	3,864	2,806
Underlying Group net income <sup>(1)</sup>	4,468	4,491

(In %)	2018	2017
ROTE (reported)	8.8%	5.7%
Underlying ROTE <sup>(1)</sup>	9.7%	9.6%

(1) Adjusted for noneconomic items (in 2017) and exceptional items.

Earnings per share amounts to EUR 4.24 in 2018 (EUR 2.98 in 2017)<sup>(3)</sup>.

(1) 2018 figures are based on IFRS 9, 2017 figures are based on IAS 39, figures restated for the transfer of Global Transaction and Payment Services from French Retail Banking to Global Banking & Investor Solutions.

(2) Ratio between the amount of provisions on doubtful outstandings and the amount of these same outstandings

(3) Excluding noneconomic and exceptional items (gross EPS of EUR 2.92 in 2017).

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING DATED 21<sup>st</sup> MAY 2019

We have called this ordinary General Meeting on this day in order to submit to your approval 26 resolutions whose purpose is stated and commented below.

### I – Accounts for the 2018 financial year and dividend (resolutions 1 to 4)

The **first resolution** is about the approval of the consolidated accounts. The consolidated net accounting income (Group share) for the 2018 financial year amounts to EUR 3,864,408,618.23. Detailed comments on the consolidated accounts appear in the Registration Document.

The **second** and **third resolutions** relate to the approval of the annual accounts, the allocation of the income and the setting of the dividend. The net accounting income for the 2018 financial year amounts to EUR 1,725,338,080.72. Detailed comments on the annual accounts appear in the Registration Document.

The total amount of non-deductible expenses and charges for tax purposes which amounts to EUR 563,576 is related to the particular tax regime of the car rentals.

The dividend per share is set at EUR 2.20. It shall be traded ex-dividend on 27 May 2019 and be paid as from 14 June 2019. It complies with the provisions of the recommendation issued by the European Central Bank (ECB) on 7 January 2019 relating to dividend distribution policies.

Dividends received by natural persons domiciled in France fall within the scope of the single flat-rate deduction, unless it is globally opted for the progressive scale by the taxpayer. In case it is opted for the progressive scale, a tax allowance of 40% is, where appropriate, applicable.

Through the **fourth resolution**, you are invited to grant each shareholder the possibility of opting for the payment of his/her/its dividend in new shares of the Company with a discount of 10%. This option, which Societe Generale already proposed to its shareholders from 2009 to 2013 (with the exception of 2012), will contribute to the consolidation of the bank's equity.

This option shall be exercised from 29 May 2019 to 7 June 2019 included. If the option is not exercised within this period, the dividend shall be paid in cash only.

The issue price of the new shares shall be equal to 90% of the average of the opening quoted prices of the Company's share on Euronext Paris during the twenty trading sessions preceding the day of the decision to pay out the dividend, minus the net amount of the dividend and rounded up to the next Euro cent. The shares issued as payment of the dividend shall bear rights as of 1 January 2019 and their delivery shall occur as from 14 June 2019.

If the amount of the dividends for which the option is exercised does not correspond to a whole number of shares, the shareholder may, at his/her/its option:

- receive the immediately higher number of shares by paying, the day on which he/she/it exercises his/her/its option, the difference in cash; or
- receive the immediately lower number of shares supplemented by a cash payment.

### II – Board of Directors – Renewal of Directors (resolutions 5 to 7)

Three Directors' terms of office will expire at the close of the Meeting dated 21 May 2019. It is the terms of office of Mr Frédéric Oudéa (Chief Executive Officer), Mrs Kyra Hazou and Mr Gérard Mestrallet, which you are invited to renew.

Through the **fifth resolution**, the Board proposes, based on the opinion of the Nomination and Corporate Governance Committee, to renew, for a four-year term, the Director's term of office of Mr Frédéric Oudéa.

Mr Frédéric Oudéa, born on 3 July 1963 and of French nationality, has been a Director since 2009 and was Chairman and Chief Executive Officer of Societe Generale from 2009 to 2015. In 2015, he was renewed as a Director and, following the decision to separate the offices of Chairman and Chief Executive Officer, he was appointed Chief Executive Officer.

He is a Director of Capgemini (French listed company) and does not hold any other term of office.

More detailed comments appear in the Registration Document.

At the close of the Meeting, the Board will renew the term of office of Frédéric Oudéa as Chief Executive Officer for four years so that he may fully implement the strategic plan announced in 2017. The terms of office of the four Deputy Chief Executive Officers will also be renewed for four years:

- Séverin Cabannes has been Deputy Chief Executive Officer since 2008;
- Philippe Aymerich, Philippe Heim and Diony Lebot have been Deputy Chief Executive Officers since May 2018.

Before proposing the renewal of Mrs Kyra Hazou and Mr Gérard Mestrallet as Directors, the Nomination and Corporate Governance Committee carried out a review of the skills within the Board. It noted that the latest appointments had both enhanced the diversification of its technological and digital skills and strengthened its financial and accounting skills. It also assessed the participation of the Directors to be renewed beyond their attendance.

Through the **sixth resolution**, you are invited, based on the opinion of the Nomination and Corporate Governance Committee, to renew, for a four-year term, the Director's term of office of Mrs Kyra Hazou.

Mrs Hazou, born on 13 December 1956 and of dual British and American nationality, has been, since 2011, an independent Director, member of the Audit and Internal Control Committee and, following the split of this Committee, member of the Audit and Internal Control Committee and of the Risk Committee.

Former head of legal of a large bank, former lawyer in London and New York, former director and member of the Audit Committee and Risk Committee of the Financial Services Authority in London, she has an extensive experience in financial and legal affairs and in particular in US law.

Mrs Hazou does not hold any other term of office.

More detailed comments appear in the Registration Document.

Through the **seventh resolution**, you are invited, based on the opinion of the Nomination and Corporate Governance Committee, to renew, for a four-year term, the Director's term of office of Mr Gérard Mestrallet.

Mr Mestrallet, born on 1 April 1949 and of French nationality, has been, since 2015, an independent Director, Chairman of the Nomination and Corporate Governance Committee and member of the Compensation Committee.

Former Chairman of large French listed companies within the Suez/Engie Group, he has an extensive experience in the governance of large industrial companies and financial matters.

He is currently the Chairman of Suez (French listed company) and a Director of Saudi Electricity Company (Saudi listed company). He will step down as Chairman of Suez on 14 May 2019.

More detailed comments appear in the Registration Document.

If these resolutions are passed, the Board of Directors will be composed of 14 members including two Directors representing the employees elected by the employees in March 2018 for three years. It will comprise five women elected by the Meeting, i.e. 41.6% of its members elected by the shareholders and five foreigners. Its composition will be balanced in terms of expertise. The independent Directors' rate will be of more than 91.6% (11/12) according to the calculation method of the AFEP-MEDEF Code which excludes the employees. The composition of the Committees will be unchanged.

### III – Related party agreements and commitments (resolutions 8 to 13)

Through the **eighth resolution**, you are invited to approve the Statutory auditors' special report regarding the related party agreements and commitments previously approved by your Meeting. In this respect:

- have ended during the 2018 financial year, without performance, following the resignation of Mr Didier Valet and the forced departure of Mr Bernardo Sanchez Incera:
  - the “non-compete clause” agreement of which Mr Didier Valet was the beneficiary, approved by your Meeting in 2017;
  - the “severance pay” commitment subject to performance conditions of which Mr Didier Valet was the beneficiary, approved by your Meeting in 2017;
  - the “pension” commitments of which Messrs Bernardo Sanchez Incera and Didier Valet were the beneficiaries, respectively approved by your Meeting in 2010 and 2017;
- have ended during the 2018 financial year, with performance, following the forced departure of Mr Bernardo Sanchez Incera:
  - the “non-compete clause” agreement of which Mr Bernardo Sanchez Incera was the beneficiary, approved by your Meeting in 2017;

- the “severance pay” commitment subject to performance conditions of which Mr Bernardo Sanchez Incera was the beneficiary, approved by your Meeting in 2017;

The detail of the amounts received appears in the table 7 of the Appendix 2;

- have remained applicable, without performance, during the 2018 financial year:
  - the “non-compete clause” agreements of which Messrs Frédéric Oudéa and Séverin Cabannes are the beneficiaries, approved by your Meeting in 2017;
  - the “severance pay” commitments subject to performance conditions of which Messrs Frédéric Oudéa and Séverin Cabannes are the beneficiaries, approved by your Meeting in 2017;
  - the “pension” commitment of which Mr Séverin Cabannes is the beneficiary, approved by your Meeting in 2009.

It is reminded that Messrs Didier Valet and Bernardo Sanchez Incera stepped down as Deputy Chief Executive Officers respectively on 14 March and 14 May 2018.

Through the **ninth to thirteenth resolutions**, are submitted to your approval, pursuant to Article L. 225-42-1 of the French Commercial Code:

- the “pension” and “severance pay” related party commitments and the “non-compete clause” related party agreements authorised by your Board on 3 May 2018 for the benefit of Messrs Philippe Aymerich and Philippe Heim and Mrs Diony Lebot, appointed Deputy Chief Executive Officers from 14 May 2018, which are identical to the post-employment benefits applicable to Deputy Chief Executive Officers since 2017;
- the amendments, authorised by your Board on 6 February 2019 and with effect from 1 January 2019, of the “pension” commitments of the Deputy Chief Executive Officers and which have the effect of reducing the Company's expenses under the supplementary pension plans;
- the renewals without amendment, authorised by your Board on 6 February 2019, of the aforementioned “pension” commitments;
- the renewals, authorised by your Board on 6 February 2019 and with amendments making them more demanding, of the “severance pay” commitments and the “non-compete clause” agreements of the Chief Executive Officer and Deputy Chief Executive Officers.

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

The different approvals requested are summarised in the table hereafter.

	“Severance pay” commitment	“Pension” commitment	“Non-compete clause” agreement
	TYPE OF APPROVAL		
<b>Frédéric OUDÉA</b> <b>(9<sup>th</sup> resolution)</b> <i>authorisation of the Board on 6 February 2019 with effect from the close of the post-Meeting Board</i>	<b>Renewal with amendment</b> so as to make it more demanding	-	<b>Renewal with amendment</b> so as to make it more demanding
<b>Séverin CABANNES</b> <b>(10<sup>th</sup> resolution)</b> <i>authorisation of the Board on 6 February 2019 with effect from 1 January 2019</i>	-	<b>Amendment</b> which has the effect of reducing the Company’s expenses	-
<i>authorisation of the Board on 6 February 2019 with effect from the close of the post-Meeting Board</i>	<b>Renewal with amendment</b> so as to make it more demanding	<b>Renewal without amendment</b>	<b>Renewal with amendment</b> so as to make it more demanding
<b>Philippe AYMERICH</b> <b>Philippe HEIM</b> <b>Diony LEBOT</b> <b>(11<sup>th</sup> to 13<sup>th</sup> resolutions)</b> <i>authorisation of the Board on 3 May 2018 with effect from the same day</i>	<b>Initial approval</b>	<b>Initial approval</b>	<b>Initial approval</b>
<i>authorisation of the Board on 6 February 2019 with effect from 1 January 2019</i>	-	<b>Amendment</b> which has the effect of reducing the Company’s expenses	-
<i>authorisation of the Board on 6 February 2019 with effect from the close of the post-Meeting Board</i>	<b>Renewal with amendment</b> so as to make it more demanding	<b>Renewal without amendment</b>	<b>Renewal with amendment</b> so as to make it more demanding

The detail of these related party agreements and commitment appears in the Registration Document on pages 103 and 104.

### A - Deputy Chief Executive Officers’ supplementary pension scheme (amendment with effect from 1 January 2019)

As a reminder, Mr Frédéric Oudéa is not eligible to any supplementary pension.

#### 1. Supplementary pension allocation plan

The defined benefits pension plan for senior managers, for which the vesting of the rights is conditioned to the liquidation of the pension in the company, has been changed to reduce costs and risks linked to the defined benefits pension schemes in the Group.

This modification is applicable to all the senior managers with effect on 31 December 2018.

The differential part of the pension plan, which specifically concerns the company officers, was frozen on 31 December 2018 and this part will not generate any more accruals in the future. The liquidation of the frozen rights will remain conditioned to the liquidation of the pension in the company.

The additive part, applicable to all the senior managers, is maintained. The rights are frozen on 31 December 2018 and the formula is modified for the future to take into account evolutions of the French retirement environment, but without loss of rights. For the future, the annual acquisitions represent 0.4 % of the compensation perceived between 1 and 4 Social Security Ceilings (0.4 % of the compensation between EUR 40,524 and EUR 162,096, which represents a maximum EUR 486 of annuity each year of activity), which is substantially lower than previous acquisitions in the differential part of the scheme.

#### 2. Additional defined contribution pension plan (Article 82)

Following the modification of the supplementary pension allocation plan on 31 December 2018, an additional defined contributions pension plan (Article 82) has been set up for the Group Management Committee members and the Deputy Chief Executive Officers, with effect on 1 January 2019.

This pension scheme consists in the payment of an annual employer contribution on an individual account. The employer contribution rate was set at 8 % of the fixed compensation exceeding 4 annual Social Security Ceilings. For a fixed compensation of EUR 800,000, it represents a gross annual contribution of EUR 51,032. This contribution will be taxable at the time of the payment and the beneficiary could choose between a lump sum or a pension when he/she retires.

On 6 February 2019, your Board authorised related party commitments allowing the Deputy Chief Executive Officers to benefit of this additional pension plan.

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

## B - Chief Executive Officer's and Deputy Chief Executive Officers' non-compete clause and severance pay (amendment with effect from the post-Meeting Board)

The main changes to these commitments and agreements are presented below.

### 1. Non-compete clause

Following the update of the AFEP-MEDEF Code in June 2018, to more strictly regulate non-competition clauses, the Board decided to amend the corresponding agreements for the Chief Executive Officer and the Deputy Chief Executive Officers with effect from the post-Meeting Board. Specifically, they are amended to comply with the principle of non-payment of the clause in case of departure within the 6 months before claiming the pension or after the age of 65, in accordance with Article 23.4 of the revised AFEP-MEDEF Code.

### 2. Severance pay

The severance pay commitments are amended to make them more challenging. They will therefore be renewed with amendment with effect from the post-Meeting Board.

Specifically, the Chief Executive Officer and the Deputy Chief Executive Officers will not be able to benefit from these benefits in the event of departure within the 6 months preceding retirement or the possibility of retirement at the full pension rate in the sense of French Social Security in accordance with Article 24.5.1 of the revised AFEP-MEDEF Code.

The text of the commitment is amended to recall that any decision regarding the payment of severance pay is subject to review by the Board of Directors of the situation of the company and the performance of each Chief Executive Officer or Deputy Chief Executive Officer in order to justify that neither the company nor the Chief Executive Officer or Deputy Chief Executive Officer is in a situation of failure, in accordance with Article 24.5.1 (a. 1) of the revised AFEP-MEDEF Code.

The wording of the commitment is also amended to clarify the rule that severance pay is only due in the event of a non-voluntary departure from the Group, justified as such by the Board of Directors. It is specified that no payment is due in the event of resignation other than noted as a non-voluntary departure by the Board of Directors, non-renewal of the Chief Executive Officer's or Deputy Chief Executive Officer's term of office for reasons attributable to the latter or serious misconduct.

## IV – Compensations (resolutions 14 to 24)

Through the **fourteenth** and **fifteenth resolutions**, you are invited, pursuant to Article L. 225-37-2 of the French Commercial Code, to approve the compensation policy for the Chairman of the Board of Directors and the Chief Executive Officers described in the report on corporate governance prepared by the Board of Directors pursuant to Article L. 225-37 of the French Commercial Code.

The compensation policy specifies the principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional components composing the total compensation and the benefits of any kind attributable, due to their mandate, on the one hand to the Chairman of the Board of Directors (14<sup>th</sup> resolution) and, on the other hand, to the Chief Executive Officer and Deputy Chief Executive Officers (15<sup>th</sup> resolution).

In the event that the General Meeting does not approve one or both resolutions, the principles and criteria approved by the General Meeting dated 23 May 2018 for the relevant person(s) would continue to apply.

The main changes compared to the compensation policy approved by the General Meeting dated 23 May 2018 relate to the change in the criteria used for the definition of the quantitative portion of the annual variable compensation, the change in

the performance criteria applicable to the long-term incentive plan and the evolution in the pension plans of the Deputy Chief Executive Officers.

The aforementioned report on corporate governance appears in the Registration Document on pages 66 to 140 and its part relating to the said compensation policy for the Chairman of the Board of Directors and the Chief Executive Officers is appended to this report (Appendix 1).

Through the **sixteenth** to **twenty-third resolutions**, you are invited, pursuant to Article L. 225-100 of the French Commercial Code, to approve the fixed, variable and exceptional components composing the total compensation and the benefits of any kind paid or awarded for the 2018 financial year to the Chairman of the Board of Directors and the Chief Executive Officers, namely:

- Mr Lorenzo Bini Smaghi, Chairman of the Board of Directors (16<sup>th</sup> resolution);
- Mr Frédéric Oudéa, Chief Executive Officer (17<sup>th</sup> resolution);
- Mr Philippe Aymerich, Deputy Chief Executive Officer since 14 May 2018 (18<sup>th</sup> resolutions);
- Mr Séverin Cabannes, Deputy Chief Executive Officer (19<sup>th</sup> resolution);
- Mr Philippe Heim, Deputy Chief Executive Officer since 14 May 2018 (20<sup>th</sup> resolutions);
- Mrs Diony Lebot, Deputy Chief Executive Officer since 14 May 2018 (21<sup>st</sup> resolution);
- Mr Bernardo Sanchez Incera, Deputy Chief Executive Officer until 14 May 2018 (22<sup>nd</sup> resolution);
- Mr Didier Valet, Deputy Chief Executive Officer until 14 March 2018 (23<sup>rd</sup> resolutions).

It is reminded that the compensation policy as approved by your Meeting in 2018 applies to Messrs Philippe Aymerich and Philippe Heim and Mrs Diony Lebot, Deputy Chief Executive Officers since 14 May 2018.

These compensation components are described in the report on corporate governance prepared by the Board of Directors pursuant to Article L. 225-37 of the French Commercial Code. They are consistent with the compensation policy approved by your Meeting in 2018.

The payment to the concerned parties of the variable or exceptional compensation components awarded for the 2018 financial year is subject to the approval, by the General Meeting, of their compensation for the 2018 financial year.

Regarding Mr Didier Valet, it is recalled that the Board of Directors on 14 March 2018 examined the consequences of his resignation from his position as Deputy Chief Executive Officer on his compensation and on the related party commitments and agreement binding him to the Company and considered that none of the commitments and agreement authorised by the Board of Directors on 13 January and 8 February 2017 were applicable. Thus, Mr Didier Valet did not receive a severance payment and did not receive any amount in respect of the non-compete clause for renouncing his term of office.

The benefit of the supplementary pension allocation plan being conditional upon the beneficiary completing his career in the company, Mr Didier Valet lost all entitlement to this pension plan. No variable compensation or long-term incentive was granted to him in respect of the 2018 financial year.

In accordance with the provisions of his employment contract, Mr Didier Valet received severance pay and the non-compete clause payment attached to his employment contract. The sum of these two amounts falls within the limit of two years of annual fixed and annual variable compensation recommended by the AFEP-MEDEF Code and applied by the Company.

Regarding Mr Bernardo Sanchez Incera, it is recalled that the Board of Directors on 3 May 2018 acknowledged his departure from his position as Deputy Chief Executive Officer and examined the related consequences to be drawn on his compensation and on the related party commitments and agreement binding him to the Company.

The Board of Directors considered that his departure was a non-voluntary departure. As a result, the related party agreement and commitment, non-compete clause (six months of fixed compensation) and severance pay (two years of fixed compensation), authorised by the Board of Directors on 8 February 2017, were applied. Mr Bernardo Sanchez Incera thus received EUR 400,000 as a non-compete clause payment and EUR 1,600,000 as severance pay. The sum of the severance pay and the non-compete clause payment remains below the limit of two years of annual fixed and annual variable compensation recommended by the AFEP-MEDEF Code and applied by Societe Generale. The benefit of the supplementary pension allocation plan being conditional upon the beneficiary completing his career in the company, Mr Bernardo Sanchez Incera lost all entitlement to this pension plan. No variable compensation or long-term incentive was granted to him in respect of the 2018 financial year.

The aforementioned report on corporate governance appears in the Registration Document on pages 66 to 140 and the detailed tables setting out the individual compensation components are appended to this report (Appendix 2).

Through the **twenty-fourth resolution**, your advisory opinion is sought, pursuant to Article L. 511-73 of the French Monetary and Financial Code, on the compensation paid in 2018 to the persons referred to in Article L. 511-71 of the French Monetary and Financial Code, hereinafter referred to as “Group regulated staff”.

The Group regulated staff is defined according to the Commission Delegated Regulation (EU) No 604/2014. The persons are identified either by qualitative criteria linked to their function and their level of responsibility, as well as their capacity to significantly engage the bank in terms of risk exposure, or by quantitative criteria linked to their level of total compensation in the last financial year.

For the financial year 2018, the regulated population at Group level included 827 persons, of whom 456 based outside France.

587 persons are identified by the qualitative criteria (staff identified by several criteria are included in the first of the relevant categories):

- the seven Chief Executive Officers, Messrs Oudéa, Cabannes, Aymerich, Heim, Sanchez Incera and Valet and Mrs Lebot;
- the Chairman and the members of the Board of Directors, i.e. 16 persons;
- the members of the Group Management Committee, i.e. 60 persons;
- key staff members in charge of control functions (risks, compliance, audit) and support functions at Group level, i.e. 36 persons;
- within “material business units”, key managers (Executive Committees members) and staff in charge of control functions, i.e. 248 persons;
- persons having credit authorisations exceeding the materiality thresholds set by the European Banking Authority (EBA) at Group level, i.e. 157 persons;
- staff in charge of trading activities who have responsibility for market risk limits exceeding the materiality thresholds set by the EBA at Group level, i.e. 63 persons;

240 persons are identified by the quantitative criteria:

- employees whose total compensation for 2017 is equal to EUR 500,000 or above and who are not already identified

according to qualitative criteria. This includes profiles having essential skills for the development of certain Group activities and some key employees who demonstrated exceptional performance during the last financial year. The profiles concerned belong essentially to the investment banking functions.

The slight increase in the regulated staff (+17 persons or +2% compared to 2017) may be explained in part by the creation of new MBUs (material business units) following the reorganisation in BU/SU on 1<sup>st</sup> January 2018 and the changes occurred in the composition of the Board of Directors and the General Management.

The compensation of this population is subject to all the constraints defined by the Directive 2013/36/EU known as “CRD IV”, and notably a cap on the ratio between the variable and the fixed compensation components. In that context, the Board of Directors specifies that the authorisation given by the General Meeting dated 20 May 2014 to increase the ratio between the variable and the fixed compensation components to 2 : 1 is still valid for the 2019 financial year, as the scope of the regulated population and the estimated financial impacts remain below those estimated and communicated in the Board’s report in 2014.

For information, the population impacted by this ratio consists of 300 people in 2018 (329 people in 2017) and the actual financial impact of EUR 36 million (EUR 40 million in 2017) remains significantly below the estimation of the maximum impact of EUR 130 million communicated in 2014.

As a result of the deferral of the payment of the variable compensation for this population, the total compensation actually paid during 2018 includes a significant portion of payments related to financial years preceding 2018; besides, the amounts paid following the vesting of the variable compensation instalments indexed on the Societe Generale share value are impacted by the share price fluctuations during the vesting and the retention periods.

The total amount of compensation amounts to EUR 451.4 million and includes:

- the fixed compensation for 2018: EUR 240.5 million;
- the non-deferred variable compensation for 2017: EUR 109.9 million;
- the deferred variable compensation for 2016: EUR 31.5 million;
- the deferred variable compensation for 2015: EUR 40.3 million;
- the deferred variable compensation for 2014: EUR 28.7 million;
- the shares or equivalent instruments vested and negotiable in 2018, resulting from long-term incentive plans: EUR 0.5 million.

The Board of Directors highlights the fact that the link to the performance of the 2018 financial year cannot be assessed based on the amounts actually paid in 2018 given the significant portion of deferred variable compensation. The information concerning compensation awarded for the 2018 financial year, which is linked to the performance and context of that particular financial year, will be made available to shareholders in the 2018 compensation policies and practices report, which will be published in April 2019 on the Group’s website and will be included in the first update of the Registration Document.

### V – Authorisation to buy back Societe Generale’s shares (resolution 25)

The **twenty-fifth resolution** is intended to renew the authorisation to buy back shares which was granted to the Board of Directors by your Meeting dated 23 May 2018 (19<sup>th</sup> resolution).



Your Board used this authorisation only to continue the performance of the liquidity agreement whose resources, as of 19 December 2018, have been reduced from EUR 50 million to EUR 5 million.

The shares bought back using previous authorisations are assigned to the allocation to the employees and chief executive officers of the Group. They include in particular issued shares of the free allocation plans and share allocations to chief executive officers as part of their variable compensation.

As at 6 February 2019, your Company directly held 6,105,497 shares, i.e. 0.76% of the total number of shares comprising the share capital.

The resolution submitted to the vote maintains the number of shares that your Company could purchase at 5% of the total number of shares comprising the share capital at the completion date of these purchases, and at 10% the total number of shares that your Company could hold after these purchases.

This resolution has the same purposes for which you resolved favourably in the past years.

These purchases could allow:

- as part of the 27<sup>th</sup> resolution of the combined General Meeting dated 23 May 2018, to buy back shares for cancellation solely to offset the dilution resulting from share issuances relating to free shares plans or share capital increases reserved for employees;
- to grant, cover and honour any free shares allocation plan, employee savings plan or any other form of allocation for the benefit of employees and company officers of the Group;

- to meet obligations relating to debt securities convertible into equity securities;
- to hold and subsequently deliver shares as payment or exchange as part of Group's external growth transactions;
- to continue the performance of the liquidity agreement.

The purchase of these shares, as well as their sale or transfer, could 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, in accordance with the limits and forms set by the regulations.

The maximum purchase price will be set at EUR 75 per share, i.e. 1.16 times the net asset per existing share as at 31 December 2018.

This authorisation will be valid for 18 months.

The Board of Directors will ensure that the implementation of the buybacks is conducted in compliance with the prudential requirements as set by the regulations.

A detailed report on the share buyback transactions carried out in 2018 appears in the Registration Document. The electronic version of the description of the share buyback programme will be available on the Company's website prior to the Meeting.

### VI – Powers (resolution 26)

This **twenty-sixth resolution** is a standard resolution which grants general powers for formalities.

## APPENDIX 1

### POLICY GOVERNING REMUNERATION OF CHIEF EXECUTIVE OFFICERS FOR 2019 SUBJECT TO SHAREHOLDERS' APPROVAL

The policy governing the remuneration of the Chief Executive Officers, presented below, was defined by the Board of Directors on 6<sup>th</sup> February 2019 following the recommendations of the Compensation Committee. It is intended to apply in case of renewal of the periods of office of the Chief Executive Officer and the Deputy Chief Executive Officers on 21<sup>st</sup> May 2019.

The main developments compared with the remuneration policy approved the General Meeting on 23<sup>rd</sup> May 2018 concern modification of the criteria used to define the quantitative portion of the annual variable remuneration, modification to performance criteria applicable to long-term incentives and the shift in pension regimes for the Deputy CEOs.

During its work, the Compensation Committee relied on studies conducted by the independent firm of Willis Towers Watson. These studies are based on the CAC 40 as well as a panel of comparable European banks providing a benchmark, and enable an assessment of:

- the competitiveness of the overall remuneration of the Chief Executive Officers compared with a panel of peers;
- Societe Generale's results as compared to the criteria defined by the Group to assess the Chief Executive Officers' performance; and
- the correlation between the Chief Executive Officers' performance and their remuneration.

In accordance with Article L. 225-37-2 of the French Commercial Code, this policy is subject to the approval of the General Meeting. If it is rejected, then the remuneration policy approved by the General Meeting of 23<sup>rd</sup> May 2018 will remain in effect.

Variable (annual variable remuneration and long-term incentives) or exceptional components of remuneration cannot be paid until they have been approved by the General Meeting.

### Remuneration principles

The remuneration policy for the Chief Executive Officers aims to ensure that the Company's top-level positions attract the most promising candidates and to cultivate motivation and loyalty on a lasting basis, whilst also ensuring appropriate compliance and

risk management. It is also designed to recognise the long-term implementation of the Group's strategy in the interests of its shareholders, clients and staff, in accordance with the principles laid down by the Group's Code of Conduct.

The policy takes into account the completeness of the remuneration components and any other benefits granted when performing an overall assessment of the Chief Executive Officers' compensation. It ensures that these different elements are balanced, in the general interest of the Group. In accordance with the "pay for performance" principle, non-financial aspects are taken into account in addition to financial performance criteria when determining variable remuneration; such non-financial aspects include in particular elements related to corporate social responsibility and compliance with the Group's leadership model. For the purposes of variable remuneration, performance is assessed on an annual and multi-annual basis, taking into

### Remuneration of the Non-Executive Chairman

Lorenzo Bini Smaghi's fixed annual remuneration is set at EUR 925,000 for the duration of his mandate, as decided by the Board of Directors on 7<sup>th</sup> February 2018 and as voted at the AGM on 23<sup>rd</sup> May 2018.

Mr. Bini Smaghi does not receive attendance fees.

### Remuneration of General Management

#### Balanced remuneration taking into account the expectations of the various stakeholders

The remuneration of Chief Executive Officers is broken down into three components:

- **fixed remuneration (FR)** rewards experience and responsibilities and takes into account market practices. It accounts for a significant proportion of overall remuneration;
- **annual variable remuneration (AVR)** rewards performances achieved during the year and the contribution of Chief Executive Officers to the success of the Societe Generale Group;
- **long-term incentives (LTIs)** aim to strengthen the association between Chief Executive Officers and shareholders' interests, and to provide the former with an incentive to deliver long-term performance. Vesting of LTIs is subject to a condition of presence and is based on the Group's performance as measured against internal and external criteria.

Pursuant to CRD4, and further to the authorisation granted by the General Meeting in May 2014, variable compensation (*i.e.* annual variable remuneration plus long-term incentives) is capped at 200% of fixed remuneration<sup>(1)</sup>.

Furthermore, Chief Executive Officers who receive remuneration in the form of shares or share equivalents are prohibited from implementing hedging or insurance strategies over the vesting and holding periods.

#### Fixed remuneration

In line with the recommendations of the Afep-Medef Code, fixed remuneration is only reviewed at relatively long intervals.

The annual fixed remuneration of Frédéric Oudéa, Chief Executive Officer, amounts to EUR 1,300,000 since the Board of Directors' resolution dated 31<sup>st</sup> July 2014 of inclusion in his fixed remuneration the EUR 300,000 compensation which was

account both Societe Generale's intrinsic performance and its performance as compared to its market and competition.

Furthermore, the Chief Executive Officers' remuneration complies with:

- the CRD4 Directive of 26<sup>th</sup> June 2013, the aim of which is to impose remuneration policies and practices compatible with effective risk management. CRD4 has been transposed into national law and its principles in terms of remuneration have been in effect since 1<sup>st</sup> January 2014;
- the French Commercial Code; and
- the recommendations of the Afep-Medef Code.

To guarantee total independence in fulfilling his mandate, he receives neither variable compensation, nor securities, nor any compensation contingent on the performance of Societe Generale or the Group.

He is provided with Company accommodation for the performance of his duties in Paris.

granted as a counterparty to the loss of his rights to the Group's complementary pension regimes. The preceding revision took place with effect as of 1<sup>st</sup> January 2011.

The annual fixed remuneration of Séverin Cabannes, Deputy Chief Executive Officer, amounts to EUR 800,000, unchanged since the Board of Directors' resolution on 31<sup>st</sup> July 2014.

The annual fixed remuneration of Philippe Aymerich, Philippe Heim and Diony Lebot, appointed Deputy Chief Executive Officers on 3<sup>rd</sup> May 2018 with effect as of 14<sup>th</sup> May 2018, were set at the same level as that of Séverin Cabannes, *i.e.* at EUR 800,000, by the Board of Directors on 3<sup>rd</sup> May 2018 in compliance with the applicable remuneration policy.

These fixed remunerations were approved at the AGM on 23<sup>rd</sup> May 2018.

Following the recommendation of the Compensation Committee Board of Directors meeting on 6<sup>th</sup> February decided to leave the fixed remuneration for all the Chief Executive Officers unchanged.

Any modification to their fixed remuneration decided by the Board will be subject to General Meeting approval prior to implementation.

#### Annual variable remuneration

##### General principles

The Board of Directors defines the evaluation criteria for the Chief Executive Officers' annual variable remuneration each year in respect of the previous year.

Annual variable remuneration is 60% based on quantitative criteria, and 40% on qualitative criteria, thus combining an evaluation of the Group's financial performance with an assessment of managerial skills, in line with the Group's strategy and leadership model.

(1) After application of the discount rate of the variable remuneration in instruments deferred for 5 years or more, as provided for article L. 511-79 of the Monetary and Financial code.

60%

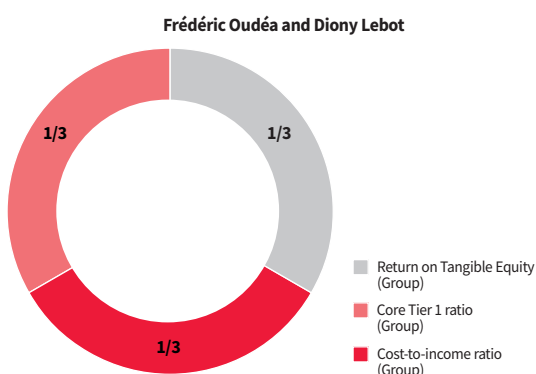
**Quantitative criteria** based on annual financial performance. Indicators and target achievement levels are set in advance by the Board of Directors, primarily based on the budget targets for the Group and the businesses within each Chief Executive Officer's scope of supervision.

**Quantitative portion**

For Frédéric Oudéa and Diony Lebot, the quantitative portion is measured according to the achievement of Group targets. For Philippe Aymerich, Séverin Cabannes and Philippe Heim the quantitative criteria bear on equal terms on the Group scope and their scope of specific responsibility.

The Board of Directors on 6<sup>th</sup> February 2019, on proposition of the Compensation Committee, decided to change some criteria so as to better align the remuneration policy for the Chief Executive Officers with the strategic targets and the Group's risk appetite.

The quantitative criteria for the Group were earnings per share, gross operating income and the cost/income ratio, with an equal weighting for each indicator. On 6<sup>th</sup> February 2019, the Board of Directors decided to replace the first two objectives by Return on Tangible Equity (ROTE) and by the Core Tier 1 ratio. Each indicator is still equally weighted.



**Qualitative portion**

Each year, the Board of Directors sets between six and ten qualitative targets for the next financial year. Most of these targets are collective, reflecting the team spirit that is essential within General Management. Targets specific to each Chief Executive Officer are also set, according to their respective areas of responsibility.

These targets, defined in line with the Group's leadership model, are based on a number of main areas, including:

- implementation of the Group and businesses strategy, with a specific focus on cost control and the management of scarce resources;
- operational efficiency and risk management, notably on the reinforcement of regulatory obligations (KYC, internal control, remediations);
- reinforcement of innovation capacity;
- achievement of corporate social responsibility targets, reflected in particular by Societe Generale's positioning objective in the extra-financial ratings.

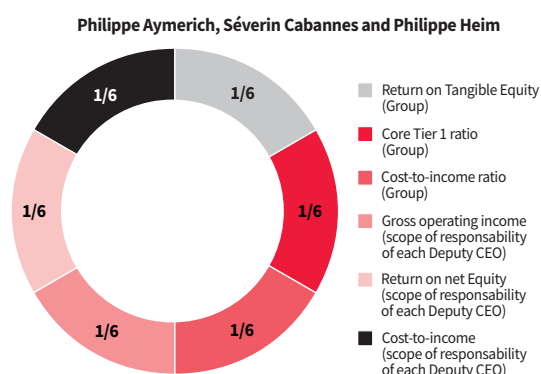
40%

**Qualitative criteria** based essentially on the achievement of key targets in relation to the Group's strategy, operational efficiency and risk management, as well as the CSR policy.

The quantitative criteria for the specific scopes of responsibility were gross operating income, earnings before tax and the cost-to-income ratio for the scope of supervision, with each indicator equally weighted.

For the scope of specific responsibility, the Board of Directors, has decided to replace the criterion of earnings before tax as used previously by a return on net equity (RONE) criterion specific to the scope of responsibility of each Deputy Chief Executive Officer. Each indicator is still equally weighted. These indicators reflect targets in terms of operational efficiency and risk management for the relevant scope of responsibility, and value creation for shareholders. Comprising both financial and operational elements, these indicators are directly linked to the Group's strategy and are based on compliance with a predefined budget. They include no item regarded as exceptional by the Board of Directors.

Achievement of the budgetary target equates to an achievement rate of 80%.



Among the targets specific to the scopes of supervision:

- deployment of the Group's Culture and Conduct programme;
- management of Human Resources: succession plans, managerial commitment and social dialogue;
- ongoing transformation of the retail bank networks in France and the development of Boursorama;
- execution of the efficiency program in IT stream;
- implementation of the GBIS and IBFS strategy.

These targets are assessed on the basis of key questions defined *ab initio* by the Board of Directors. The achievement rate may extend from 0 to 100% of the maximum qualitative portion.

**Vesting and payment of annual variable remuneration**

With a view to strengthening the correlation between remuneration and the Group's risk appetite targets, whilst promoting alignment with shareholders' interests, and in accordance with the CRD4 Directive, vesting of at least 60% of the annual variable remuneration is deferred for three years, *pro rata*. This concerns both cash payments and shares or share equivalents granted

subject to the achievement of long-term targets in terms of Group profitability and equity; the amount thereof is reduced if the targets are not met. A six-month holding period applies after each definitive vesting date.

The amount of the variable portion granted in shares or share equivalents is converted based on a share price determined each year by the Board of Directors in March, corresponding to the trade-weighted average based on the last 20 trading days prior to the Board meeting. The portion of annual variable remuneration granted as share equivalents gives rise to the payment of an amount equivalent to the dividend payment, where applicable, throughout the compulsory holding period. No dividends are paid during the vesting period.

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

Lastly, vesting of the deferred annual variable remuneration is also subject to a condition of presence throughout the term of office concerned. The exceptions to this requirement are as follows: retirement, death, disability, incapacity to carry out duties or termination for reasons of a strategic divergence with the Board of Directors.

After expiry of the term of office concerned, the condition of presence no longer applies. However, if the Board observes, after the departure of the Chief Executive Officer, that a decision taken during his term of office has particularly significant consequences for the Company's results or image, it may decide to reconsider payment of the deferred annual variable remuneration in full or in part.

### Cap

In compliance with the Afep-Medef Code, since 1<sup>st</sup> September 2014, annual variable remuneration has been capped at 135% of annual fixed remuneration for the Chief Executive Officer and at 115% for the Deputy Chief Executive Officers.

### Long-term incentives

#### General principles

In order to implicate the Chief Executive Officers in the Company's long-term progress and to align their interests with those of the shareholders, since 2012 they have been awarded long-term incentives, consisting of shares or share equivalents.

In order to comply with the recommendations of the Afep-Medef Code, the Board of Directors decides each year, during the meeting approving the financial statements from the previous year, on any award of Societe Generale shares or share equivalents to the Chief Executive Officers; the fair value of any such award upon granting is proportional to other compensation elements and is set in line with practices from previous years. Such fair value is set on the basis of the share closing price on the day before the Board meeting.

Furthermore, Chief Executive Officers cannot be awarded long-term incentives upon leaving office.

### Vesting and payment of long-term incentives

As in previous years, the plan is as follows:

- granting of shares or share equivalents in two instalments, with vesting periods of four and six years, followed by a one-year holding period, thus increasing the indexing periods to five and seven years respectively;
- definitive vesting subject to a condition of presence throughout the vesting periods, as well as a performance condition.

The Board of Directors meeting on 6<sup>th</sup> February 2019, on the proposal of the Remunerations Committee, decided to adjust the performance conditions applying to the long-term incentives of the Chief Executive Officers. The Board founded its decision on its determination to better align the remuneration of the CEOs with the Group's commitments in terms of Corporate Social and Environmental Responsibility and to make it more demanding in respect of the 'Pay for performance' principle.

Vesting of the long-term incentives will thus be a function:

- for 80% the condition of relative performance for the Societe Generale share measured by the increase in the Total Shareholder Return (TSR) compared with that for the TSR of 11 comparable European banks over the entire acquisition periods. Hence the total attribution would only be received if the Societe Generale TSR is located in the higher quartile of the sample; for a performance slightly over the median, the acquisition rate would equate to 50% of the total attributed number; finally, no share or share equivalent would be acquired in case of performance below the median, whilst an acquisition of 25% for the 7, 8 and 9 rank applied previously;
- for 20% to the relative CSR conditions of which 10% to respect the Group's commitments in terms of financing of the energy transition and 10% to the Group's positioning within the main extra-financial ratings (RobecoSAM, Sustainalytics and MSCI).

Regarding the energy transition financing criterion linked to the financing of the energy mix, the acquisition would be 100% if the target is achieved in 2023. If the target is not met, there will be no vesting. The target will be defined in 2019 and validated by the Board of Directors.

Regarding the criterion founded on the external extra-financial ratings, the vesting rate will rate will be defined as follows:

- 100% vesting if the three criteria are verified over the 3-year following the grant year (*i.e.* for the grant in 2020 for 2019, the positionings/ratings 2021, 2022 and 2023);
- 2/3 vesting if on average at least two criteria are verified over the 3-year observation period following the grant year;
- 1/3 vesting if on average at least one criterion is verified over the 3-year observation period following the grant year.

For the three extra-financial ratings applied, the criterion is verified if the following expected level is achieved:

- RobecoSAM: be in the first quartile;
- Sustainalytics: be in the first quartile;
- MSCI: Rating  $\geq$  BBB.

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

For the ratings subject to revaluations during the year, the rating applied is the one used during the annual reviews. As the extra-financial ratings sector shifts, the panel of the three ratings applied may be subject to modification on appropriate justification.

- If the Group is not profitable in the year preceding the definitive vesting of long-term incentives, no payment will be made, regardless of the performance of the Societe Generale share and Group CSR;
- any departure will result in cancellation of the payment under the plan, unless the Chief Executive Officer in question

is retiring or leaving the Group due to changes in its structure or organisation, in which case the shares will be awarded, or payments made based on the performance observed and assessed by the Board of Directors.

Finally, the beneficiaries of the long-term incentives are also subject to a so-called 'malus' clause. Hence, if the Board observes that a decision made by the Chief Executive Officers has substantial consequences on Group results or its image, it may decide on total or partial revocation of the payment of the long-term incentives.

The complete vesting chart is shown below subject to the relative performance of the Societe Generale share:

SG Rank	Ranks 1*, 2 and 3	Rank 4	Rank 5	Rank 6	Ranks 7, 8, 9, 10, 11 and 12
As a % of the max. number granted	100%	83.3%	66.7%	50%	0%

\* Highest rank in the sample.

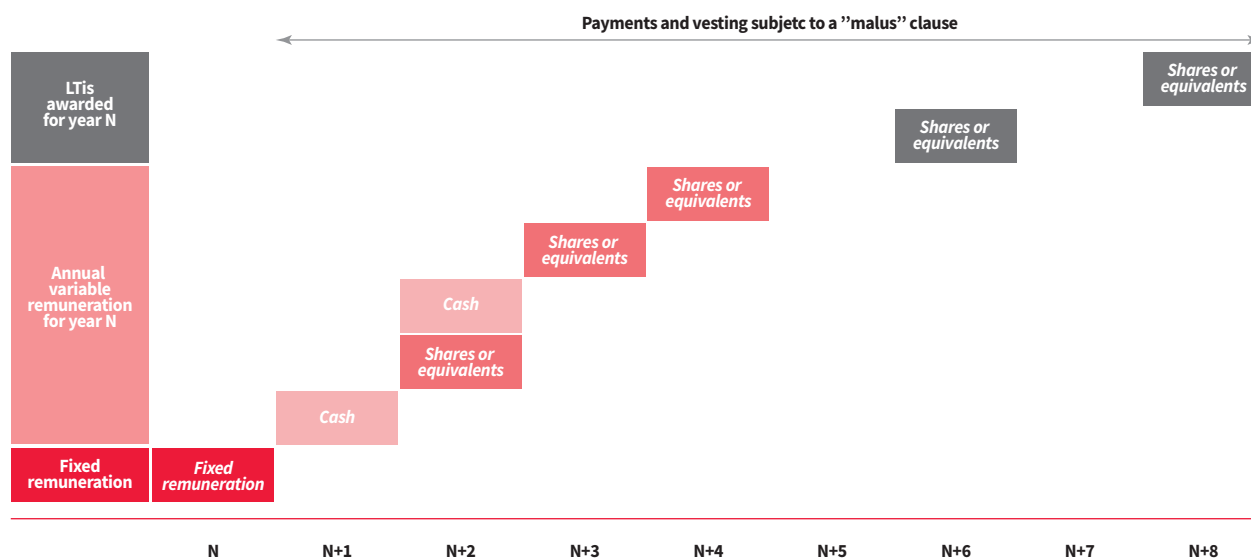
### Cap

In accordance with the Afep-Medef Code, the Board of Directors decided, on 6<sup>th</sup> February 2019, to maintain the cap, at a level identical to the annual variable remuneration, of the total amount awarded for the long-term incentives in IFRS value. Hence, the amount awarded is limited to 135% of the fixed annual remuneration of Frédéric Oudéa and to 115% of the fixed annual remuneration of the Chief Executive Officers.

This provision applies in addition to the cap on the definitive vesting value of shares or the payment value of share equivalents. Indeed, these values are capped at an amount corresponding to a multiple of the book value per share of the Societe Generale Group as at 31<sup>st</sup> December in the year in respect of which the long-term incentives are granted.

In all events, in accordance with applicable regulations, the variable component awarded (i.e. annual variable remuneration and long-term incentives) must not exceed two times the fixed remuneration.

### Total remuneration - payment or share delivery timeline



### Post-employment benefits: pension, severance pay, non-compete clause

#### Pension

As Frédéric Oudéa terminated his employment contract by resigning when he was appointed Chairman and Chief Executive Officer in 2009, he no longer enjoys the right to any supplementary pension from Societe Generale.

#### Supplementary pension allocation plan

Séverin Cabannes<sup>(1)</sup> retains the benefit of the supplementary pension allocation plan for senior managers that applied to him as an employee prior to his appointment as Chief Executive Officer. At the time of the appointment of Philippe Aymerich, Philippe Heim and Diony Lebot<sup>(2)</sup>, as Deputy Chief Executives on 3<sup>rd</sup> May 2018 with effect as of 14<sup>th</sup> May 2018, the Board of Directors authorised

(1) Related-party commitments with Mr. Cabannes approved by General Meeting of 19<sup>th</sup> May 2009.

(2) Related-party commitments with Msrs. Aymerich, Heim and Ms. Lebot, authorised by the Board of Directors on 3<sup>rd</sup> May 2018, will be submitted to the vote at the AGM on 21<sup>st</sup> May 2019.

related-party agreements permitting the supplementary plan, introduced in 1991 and satisfying the requirements of Article L. 137-11 of the French Social Security Code, that provides senior executives appointed as from this date and “outside classification” with a supplementary pension as from the date on which they claim their French Social Security pension. Their total pension thus amounts to the product of the following:

- the average, over the last ten years of their career, of the proportion of their fixed remuneration exceeding “Tranche B” of the AGIRC pension plus variable remuneration of up to 5% of their fixed remuneration;
- the rate equal to the number of years of professional service at Societe Generale divided by 60, corresponding to a potential acquisition of annuity rights of 1.67% a year (it being noted that the years of service taken into account are capped at 42).

The AGIRC “Tranche C” pension acquired in respect of their career at Societe Generale is deducted from this total pension. The supplementary amount covered by Societe Generale is increased for beneficiaries who have raised three or more children, as well as for those who retire after the legal retirement age set by French Social Security. It may not be less than one-third of the full-rate service value of the AGIRC “Tranche B” points acquired by the beneficiary since gaining “Outside Classification” status.

This regime was revised<sup>(1)</sup> on 17<sup>th</sup> January 2019, with effect as of 1<sup>st</sup> January 2019, and the potential future rights were frozen at 31<sup>st</sup> December 2018 based on seniority and the AGIRC “Tranches B and C” points observed at this date, and the average, over the three last financial years, of the fixed remuneration exceeding the AGIRC “Tranche B”, increased by the variable remuneration within the limit of 5% of the fixed remuneration.

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

The amount of rights acquired at the time of pension uptake will consist of the sum of rights frozen at 31<sup>st</sup> December 2018 and the new rights built up as of 1<sup>st</sup> January 2019. Liquidation will be conditional on achievement of career within Societe Generale.

Each year, as of 1<sup>st</sup> January 2019, potential annuity rights are calculated according to projected length of service and fixed remuneration at retirement, based on recognised actuarial principles. They are prefinanced with an insurance company.

The rights are subject to the employee being employed by the Company upon claiming their pension.

As required by law, the annual increase in supplementary pension benefits conditional upon the beneficiary completing his/her career within the Company is subject, as from his/her appointment, is subject to the following performance condition: potential annuity rights for any given year will only be awarded in full if at least 80% of the variable remuneration performance conditions for that year are met. For performance levels of 50% or below, there will be no increase in the annuities. For an achievement rate of between 80% and 50%, the benefits awarded for the year will be calculated on a straight-line basis.

### Additional defined contribution pension plan

In the wake of the revision to the complementary allocation regime for “Outside Classification” executives on 31<sup>st</sup> December 2018, and notably the suppression of the differential portion of this regime beyond four French Social Security annual ceilings, a defined-contribution pension plan (Art. 82) has been implemented for Management Committee members, including Deputy CEOs<sup>(1)</sup>, with effect from 1<sup>st</sup> January 2019.

This regime states the payment of a yearly contribution by the Company on an individual Art. 82 pension account opened in the name of the eligible beneficiary, on the portion of his/her fixed remuneration exceeding 4 French Social Security annual ceilings. The acquired rights will be paid at the earliest at the effective date of the liquidation of the general old age pension regime.

The Company rate has been set at 8%.

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

### Valmy pension savings scheme (formerly ip valmy scheme)

Philippe Aymerich, Séverin Cabannes, Philippe Heim and Diony Lebot also remain entitled to the supplementary defined-contribution pension plan that they had as employees prior to their appointment as Chief Executive Officers.

This defined-contribution plan, established in line with Article 83 of the French General Tax Code, was implemented in 1995 and amended on 1<sup>st</sup> January 2018 (and is now called *Épargne Retraite Valmy*, i.e. Valmy pension savings scheme). Membership is compulsory for all employees with more than six months’ seniority within the Company and allows beneficiaries to save for their retirement, with benefits being paid in the form of life annuities upon retirement. Contributions correspond to 2% of the employee’s remuneration, capped at twice the annual French Social Security cap, 1.5% of which is paid by the Company (i.e. EUR 1,216 based on the annual French Social Security ceiling in 2019). The plan is now insured with Sogécap (as opposed to the insurance company Valmy, as previously).

### Severance pay

Since 2017, the rules governing the Chief Executive Officer’s or Deputy Chief Executive Officers’ departure from the Group upon termination of their duties have been harmonised. The rules were defined in light of market practices and are compliant with the Afep-Medef Code.

### Non-compete clause

The Chief Executive Officers (Frédéric Oudéa, Philippe Aymerich, Séverin Cabannes, Philippe Heim and Diony Lebot<sup>(2)</sup>) have signed a non-compete clause in favour of Societe Generale, valid for a period of six months as from the date on which their duties as Chief Executive Officer end, in accordance with standard practice for financial institutions. The clause prohibits them from accepting a position at the same level with either a listed credit institution in Europe (defined as the European Economic Area,

(1) The modified ‘pension’ related-party commitments modified for all Deputy CEOs, authorised by the Board of Directors on 6<sup>th</sup> February, will also be submitted to the vote at the AGM on 21<sup>st</sup> May 2019.

(2) Related-party agreements with Messrs. Oudéa and Cabannes approved by the General Meeting on 23<sup>rd</sup> May 2017. Related-party agreements with Mr. Aymerich, Mr. Heim and Ms. Lebot, approved by the General Meeting of 3<sup>rd</sup> May 2018, will be subject to specific resolutions voted by shareholders at the General Meeting of 21<sup>st</sup> May 2019.

including the United Kingdom) or an unlisted credit institution in France. In exchange, they may continue to receive their gross fixed monthly salary.

The Board of Directors alone can waive such clause, within fifteen days as from the date on which the term of office of the Chief Executive Officer in question ends. In such a case, the Chief Executive Officer will no longer be bound by any commitment, and no sums will be payable to him in such respect.

In the event of breach of the non-compete clause, the Chief Executive Officer in question will be required to immediately pay a penalty equal to six months' fixed salary. Societe Generale will in such a case be released from its obligation to pay any financial compensation and may, furthermore, demand the refund of any financial compensation as may have already been paid since the breach.

In the wake of the update to the Afep-Medef Code in June 2018, which in particular states a tighter framework for non-compete clauses, the Board of Directors decided on 6<sup>th</sup> February 2019, and on recommendation of the Compensation Committee, to renew with modification, to render them more demanding, the corresponding clauses of the CEOs with effect as of the end of the post-AGM Board meeting on 21<sup>st</sup> May 2019<sup>(1)</sup>. In particular, they will be modified to respect the principle of non-payment of the clause in case of departure within six months before claiming the pension or beyond 65 years of age in line with article 23.4 of the amended Afep-Medef code.

### Severance pay

In accordance with the recommendations of the Afep-Medef Code, Frédéric Oudéa gave up his employment contract upon his appointment to the position of Chairman and Chief Executive Officer in 2009. He thus forfeited his entitlement to the benefits and guarantees which he would have enjoyed as an employee with close to 15 years of service.

The Chief Executive Officers (Frédéric Oudéa, Philippe Aymerich, Séverin Cabannes, Philippe Heim and Diony Lebot)<sup>(2)</sup> enjoy a severance pay clause in respect of their CEO terms of office.

The Board of Directors decided on 6<sup>th</sup> February 2019, and on recommendation of the Compensation Committee, to renew with

modification, to render them more demanding, the corresponding clauses of the CEOs with effect as of the end of the post-AGM Board meeting on 21<sup>st</sup> May 2019<sup>(3)</sup>:

In particular, the following points are adjusted:

- no severance pay will be due to a Chief Executive Officer leaving within six months before claiming his French Social Security pension, or in case of the possibility to make use of rights to the full-rate Social Security pension in the sense of article 24.5.1 of the revised Afep-Medef Code;
- the text of the clause is modified in order to recall that any decision in terms of severance pay is subject to examination by the Board of Directors of the situation of the Company and the performance of each CEO in order to justify that neither the Company, nor the CEO are in a situation of failure, in line with article 24.5.1 of the revised Afep-Medef Code;
- the drafting of the clause is also modified to ensure that the rule whereby the pay is only due in case of non-voluntary departure from the Group, motivated as such by the Board of Directors, is explicit. It is indicated that no pay is due in case of resignation other than when recognised as non-voluntary by the Board of Directors or of non-renewal of the term of office at the initiative of the CEO or in case of serious misconduct.

The other characteristics of the severance pay for the CEOs are as follows:

- payment will be contingent upon an overall achievement rate for the annual variable remuneration targets of at least 60% on average over the three years preceding the end of the Chief Executive Officer's term of office (or over the duration of the term of office if it is under three years);
- the severance pay will be two years of fixed remuneration, thus respecting the recommendation of the Afep-Medef Code which is two years of fixed and variable remuneration.

In no circumstances may the combined severance pay and non-compete payment exceed the cap recommended in the Afep-Medef Code (*i.e.* two years' fixed and variable annual remuneration plus, if applicable, any other severance pay provided for under the employment contract, especially as stipulated under a collective agreement).

(1) The renewal with modification of the 'non-compete' clause related-party agreements for all the CEOs, authorised by the Board of Directors on 6<sup>th</sup> February 2019, will also be put to the vote at the AGM on 21<sup>st</sup> May 2019.

(2) Related-party commitments with Mssrs. Oudéa and Cabannes approved by the AGM on 23<sup>rd</sup> May 2017. The commitments with Mssrs. Aymerich, Heim and Ms. Lebot, authorised by the Board of Directors on 3<sup>rd</sup> May 2018, will be subject to AGM approval on 21<sup>st</sup> May 2019.

(3) The renewal with modification of the 'severance pay' related-party commitments for the CEOs, authorised by the Board of Directors on 6<sup>th</sup> February 2019, will also be put to the vote at the AGM on 21<sup>st</sup> May 2019.

### Other benefits of Chief Executive Officers

The Chief Executive Officers have their own company car, available to them for private as well as professional use, and insurance providing the same cover in terms of health and death/invalidity benefits as for employees.

### Exceptional variable remuneration

Societe Generale does not generally award exceptional variable remuneration to its Chief Executive Officers. However, in light of the new legislation requiring prior approval of all aspects of the remuneration policy, the Board of Directors would like to reserve the right to pay additional variable remuneration if warranted in certain highly specific situations, for example due to the impact

on the Company, or the commitment demanded and challenges involved. Such remuneration would need to be justified, and would be set in accordance with the general principles of the Afep-Medef Code on remuneration, as well as with the recommendations of the French Financial Markets Authority (AMF).

It would be paid on the same terms as the annual variable remuneration, *i.e.* partially deferred for a period of three years, and subject to the same conditions in terms of vesting.

In any case, in compliance with inforce regulation, the variable component (*i.e.* the annual variable remuneration, the long-term incentives, and any exceptional variable remuneration) would be capped at 200% of the fixed component.

### Appointment of a new Chief Executive Officer

As a rule, the remuneration components and structure described in this remuneration policy will also apply to any new Chief Executive Officer appointed whilst said policy remains in effect, according to his responsibilities and professional experience. The same principle will also apply to all other benefits granted to Chief Executive Officers (supplementary pension plan, insurance, etc.).

The Board of Directors is therefore responsible for setting the new Chief Executive Officer's fixed salary in light of these elements,

in line with the salary of existing Chief Executive Officers and the practices of comparable European financial institutions.

Lastly, any new Chief Executive Officer selected from outside the Societe Generale Group may be awarded a hiring bonus designed to act as compensation, if appropriate, for the remuneration forfeited in leaving his previous employer. This remuneration would vest on a deferred basis, and would be conditional upon the satisfaction of performance conditions similar to those applicable to the Chief Executive Officers' deferred variable remuneration.



APPENDIX 2

**TOTAL REMUNERATION AND BENEFITS OF ANY KIND PAID OR GRANTED FOR FINANCIAL YEAR 2018 TO CHIEF EXECUTIVE OFFICERS AND SUBJECT TO SHAREHOLDERS' APPROVAL**

**TABLE 1**

**Lorenzo BINI SMAGHI, Chairman of the Board of Directors**

*Remuneration compliant with the policy approved by the General Meeting of 23<sup>rd</sup> May 2018*

<b>Remuneration components paid or granted for financial year 2018</b>	<b>Amount or book value put to a vote</b>	<b>Description</b>
Fixed remuneration	EUR 895,208	Fixed gross remuneration paid in 2018. Lorenzo Bini Smaghi's fixed remuneration, by decision of the Board of Directors on 7 <sup>th</sup> February 2018, was raised from EUR 850,000 to EUR 925,000 as of 23 <sup>rd</sup> May 2018 for the duration of his term of office of 4 years.
Annual variable remuneration	N/A	Lorenzo Bini Smaghi does not receive any variable remuneration.
Attendance fees	N/A	Lorenzo Bini Smaghi does not receive any attendance fees.
Value of benefits in kind	EUR 53,533	He is provided with Company accommodation for the performance of his duties in Paris.

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**TABLE 2**

**Frédéric OUDÉA, Chief Executive Officer**

Remuneration compliant with the policy approved by the General Meeting of 23<sup>rd</sup> May 2018

Remuneration components paid or granted for financial year 2018	Amount or book value put to a vote	Description
Fixed remuneration	EUR 1,300,000	Gross fixed remuneration paid in 2018, unchanged since the Board of Director's decision of 31 July 2014 (confirmed in May 2015 when the functions of Chairman of the Board and Chief Executive Officer were separated).
Annual variable remuneration		Frédéric Oudéa benefits from annual variable remuneration broken down into two sub-components: 60% based on financial targets and 40% on qualitative targets. These elements are described on page 105 of the 2019 Registration Document. This annual variable remuneration is capped at 135% of fixed remuneration.
■ o.w. annual variable remuneration payable in 2019	EUR 212,696 (nominal amount)	<b>Evaluation of 2018 performance</b> – Given the quantitative and qualitative criteria defined by the Board of Directors in March 2018 and the achievement rates observed in financial year 2018, Mr. Oudéa's annual variable remuneration was set at EUR 1,121,151 <sup>(1)</sup> . This corresponds to an overall target achievement rate of 71.3% of his maximum annual variable remuneration (see p. 106 of the 2019 Registration Document). In the wake of the agreements reached with the American authorities on litigation cases in 2018, Frédéric Oudéa offered to cede part of his annual variable remuneration awarded by the Board of Directors. This proposal was accepted by the Board of Directors on 6th February 2019. The proposed reduction in variable remuneration amounts to 15% and Mr. Oudéa's annual variable remuneration amounts after this concession to EUR 1,063,478. In compliance with the CRD4 Directive, applicable to credit institutions and Article L. 225-100 of the French Commercial Code, <b>the payment conditions for annual variable remuneration are as follows:</b>
■ o.w. annual variable remuneration payable in subsequent years	EUR 850,782 (nominal amount)	<ul style="list-style-type: none"> <li>■ Payment of the full annual variable remuneration in respect of 2018 is subject to approval by the General Meeting of 21<sup>st</sup> May 2019;</li> <li>■ 40% of this variable remuneration, is conditional upon approval by the General Meeting of 21<sup>st</sup> May 2019. Half of this is converted into Societe Generale share equivalents subject to a one-year holding period;</li> <li>■ 60% of the annual variable remuneration is conditional and subject to achievement of the Group's profitability targets and equity capital levels assessed over financial years 2019, 2020 and 2021. It is converted for two thirds in Societe Generale shares half of which are disposable in 2.5 years and half in 3.5 years.</li> </ul>
Multi-annual variable remuneration	N/A	Frédéric Oudéa does not receive any multi-annual variable remuneration.
Exceptional compensation	N/A	Frédéric Oudéa does not receive any exceptional compensation.
Value of options granted during the financial year	N/A	Frédéric Oudéa has not been awarded any stock options since 2009.
Value of shares or share equivalents granted under the long-term incentive plan in respect of the financial year	EUR 636,936 (Value according to IFRS 2 at 5th February 2019) This amount corresponds to an award of 70,217 shares	<p>Since 2012, the Chief Executive Officers have been eligible for a long-term incentive plan consisting of shares or share equivalents in order to implicate them more closely in the Company's long-term progress and to align their interests with those of the shareholders.</p> <p>In line with inforce regulation, the variable component awarded (i.e. the annual variable remuneration and the long-term incentives) cannot exceed the regulatory ceiling equating to two times the fixed remuneration. As the relationship between the variable component awarded (before reduction in the variable remuneration proposed by Mr. Oudéa and accepted by the Board of Directors) and the fixed remuneration for 2018 shows an overshoot for the regulatory ratio, on 6<sup>th</sup> February 2019 the Board of Directors applied the cap rule for the variable component at two times the fixed remuneration and reduces the number of shares awarded as part of the long-term incentives in order to respect this ratio, from 93,705 attributable shares to 70,217 shares awarded. The details of the plan granted in respect of 2018 by the Board of Directors at its meeting of 6<sup>th</sup> February 2019 are as follows:</p> <ul style="list-style-type: none"> <li>■ cap on grants, identical to the cap on annual variable remuneration;</li> <li>■ an award of 70,217 shares granted in two instalments, with vesting periods of four and six years followed by a one-year holding period after vesting, thus increasing the indexing periods to five and seven years;</li> <li>■ payment of the long-term incentives in respect of 2018 is conditional upon approval by the General Meeting of 21<sup>st</sup> May 2019, in accordance with Article L. 225-100 of the French Commercial Code;</li> <li>■ definitive vesting subject to presence and performance conditions. The performance condition is measured by the increase in Societe Generale's Total Shareholder Return (TSR) compared to that of 11 European peers over the entirety of the vesting periods. The vesting rate will thus depend on SG's ranking: rank 1 to 3, 100% vesting; rank 4: 83.3%; rank 5: 66.7%; rank 6, 50%; ranks 7, 8 and 9: 25%; and ranks 10, 11 and 12: 0%;</li> <li>■ if the Group is not profitable (as measured by Group net income, excluding strictly accounting-related impacts associated with the revaluation of own debt and the Debt Value Adjustment) in the year preceding the definitive vesting of long-term incentives, no payment will be due, regardless of the performance of the Societe Generale share;</li> <li>■ any departure will result in cancellation of the payment under the plan, unless the Chief Executive Officer in question is retiring or leaving the Group due to changes in its structure or organisation, in which case the shares or payments will be awarded based on the performance observed and assessed by the Board of Directors;</li> <li>■ lastly, the Board of Directors decided to cap the final vesting value at EUR 77 per share, i.e. approximately 1.2 times the book value per share of the Societe Generale Group at 31<sup>st</sup> December 2017.</li> </ul> <p>The award is granted pursuant to the 25<sup>th</sup> resolution of the General Meeting of 23<sup>rd</sup> May 2018 and represents less than 0.01% of the capital.</p>
Attendance fees	N/A	
Value of benefits in kind	EUR 5,147	Frédéric Oudéa is provided with a company car.

(1) Nominal amount decided by the Board of Directors on 6<sup>th</sup> February 2019.

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**For information, remuneration components that have been put to a shareholder vote in accordance with the procedure governing related-party agreements or commitments**

Amounts or book value put to a vote	Description
<p>Severance pay</p> <p>No amount due in respect of the financial year</p>	<p>The features of the severance pay, constituting a related-party commitment authorised by the Board meeting of 8<sup>th</sup> February 2017 and approved by the General Meeting of 23<sup>rd</sup> May 2017 (5<sup>th</sup> resolution), are as follows:</p> <ul style="list-style-type: none"> <li>■ payment will only be due in the event of a non-voluntary departure from the Group, justified as such by the Board of Directors. No payment will be due in the event of serious misconduct, resignation or non-renewal of the Chief Executive Officer's appointment for reasons attributable to the latter;</li> <li>■ payment will be contingent upon an overall achievement rate for the annual variable remuneration targets of at least 60% on average over the three years preceding the end of the Chief Executive Officer's term of office;</li> <li>■ no severance pay will be due to a Chief Executive Officer leaving within six months before claiming his French Social Security pension, entitling him to claim the supplementary senior managers' pension;</li> <li>■ the pay will be two years of fixed remuneration, thus respecting the recommendation of the Afep-Medef Code which is two years of annual fixed and variable remuneration.</li> </ul> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the Afep-Medef Code (i.e. two years' fixed and variable annual remuneration).</p>
<p>Non-compete clause</p> <p>No amount due in respect of the financial year</p>	<p>Frédéric Oudéa is bound by a non-compete clause, constituting a related-party agreement authorised by the Board meeting of 8<sup>th</sup> February 2017 and approved by the General Meeting of 23<sup>rd</sup> May 2017 (5<sup>th</sup> resolution). For a duration of six months as from the date of expiry or termination of his term of office as Chief Executive Officer, such clause prohibits him from accepting a position at the same level with either a listed credit institution in Europe (defined as the European Economic Area, including the United Kingdom) or an unlisted credit institution in France. In exchange, he may continue to receive his fixed salary. The Board of Directors alone can waive such clause, up until the date on which the term of office of the Chief Executive Officer in question ends. In such a case, the Chief Executive Officer will no longer be bound by any commitment, and no sums will be payable to him in such respect. In the event of breach of the non-compete, the Chief Executive Officer in question will be required to immediately pay a sum equal to six months' fixed salary. Societe Generale will in such a case be released from its obligation to pay any financial compensation and may, furthermore, demand the refund of any financial compensation as may have already been paid since the breach. In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the AFEP-MEDEF Code (i.e. two years' fixed and variable annual remuneration).</p>
<p>Supplementary pension plan</p> <p>N/A</p>	<p>Frédéric Oudéa does not have any supplementary pension plan.</p>

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**TABLE 3**

**Philippe AYMERICH, Deputy Chief Executive Officer as of 14<sup>th</sup> May 2018**

Remuneration compliant with the policy approved by the General Meeting of 23<sup>rd</sup> May 2018

Remuneration components paid or granted for financial year 2018	Amount or book value put to a vote	Description
Fixed remuneration	EUR 504,000	The gross fixed remuneration, set by the Board of Directors on 3 <sup>rd</sup> May 2018 at the time of the appointment of Philippe Aymerich, with effect from 14 <sup>th</sup> May 2018, as Deputy Chief Executive Officer amounts to EUR 800,000. This is <i>pro rata</i> of the gross fixed remuneration paid in 2018 to Philippe Aymerich as Deputy Chief Executive Officer started in 14 <sup>th</sup> May 2018.
Annual variable remuneration		Philippe Aymerich benefits from annual variable remuneration determined as a function at 60% of budgetary financial targets and 40% of qualitative targets. The items are described on page 105 of the 2019 Registration Document. The cap to this annual variable remuneration is 115% of the fixed remuneration.
<ul style="list-style-type: none"> <li>■ o.w. annual variable remuneration payable in 2019</li> </ul>	EUR 84,621 (nominal amount)	<p><b>Evaluation of 2018 performance</b> - Given the quantitative and qualitative criteria defined by the Board of Directors on 14<sup>th</sup> March 2018 and 3<sup>rd</sup> May 2018 and the achievement rates observed in financial year 2018, annual variable remuneration has been set at EUR 423,105<sup>(1)</sup>. This equates to an overall achievement rate of these targets of 73.0% of his maximum annual variable remuneration (see page 106 of the 2019 Registration Document). The amount of variable remuneration awarded to Mr. Aymerich as Deputy CEO in 2018 has been calculated <i>pro rata</i>, as he commenced his term of office on 14<sup>th</sup> May 2018.</p> <p>In accordance with CRD4, applicable to credit institutions, and Article L. 225-100 of the French Commercial Code, <b>the payment conditions for annual variable remuneration</b> are as follows:</p>
<ul style="list-style-type: none"> <li>■ o.w. annual variable remuneration payable in subsequent years</li> </ul>	EUR 338,484 (nominal amount)	<ul style="list-style-type: none"> <li>■ payment of the full annual variable remuneration in respect of 2018 is subject to approval by the General Meeting of 21<sup>st</sup> May 2019;</li> <li>■ 40% of this variable remuneration, is conditional upon approval by the General Meeting of 21<sup>st</sup> May 2019. Half of this is converted into Societe Generale share equivalents subject to a one-year holding period;</li> <li>■ 60% of the annual variable remuneration is conditional and subject to achievement of the Group's profitability targets and equity capital levels assessed over financial years 2019, 2020 and 2021. It is converted for two thirds in Societe Generale shares half of which are disposable in 2.5 years and half in 3.5 years.</li> </ul>
Multi-annual variable remuneration	N/A	Philippe Aymerich does not receive any multi-annual variable remuneration.
Exceptional compensation	N/A	Philippe Aymerich does not receive any exceptional compensation.
Value of options granted during the financial year	N/A	Philippe Aymerich does not receive any stock-options.
Value of shares or share equivalents granted under the long-term incentive plan in respect of the financial year	EUR 268,501 (Value according to IFRS 2 at 5 <sup>th</sup> February 2019)  This amount corresponds to an award of 29,600 shares	<p>The Deputy Chief Executive Officers have been eligible for a long-term incentive plan consisting of shares or share equivalents in order to implicate them more closely in the Company's long-term progress and to align their interests with those of the shareholders.</p> <p>In line with inforce regulation, the variable component awarded (<i>i.e.</i> the annual variable remuneration and the long-term incentives) cannot exceed the regulatory ceiling equating to two times the fixed remuneration. As the relationship between the variable component awarded and the fixed remuneration for 2018 for Mr. Aymerich shows an overshoot for the regulatory ratio, on 6<sup>th</sup> February 2019 the Board of Directors applied the cap rule for the variable component at two times the fixed remuneration and reduces the number of shares awarded as part of the long-term incentives in order to respect this ratio, from 39,588 attributable shares to 29,600 shares awarded.</p> <p>The details of the plan granted in respect of 2018 by the Board of Directors at its meeting of 6<sup>th</sup> February 2019 are:</p> <ul style="list-style-type: none"> <li>■ cap on grants, identical to the cap on annual variable remuneration;</li> <li>■ an award of 29,600 shares granted in two instalments, with vesting periods of four and six years followed by a one-year holding period after vesting, thus increasing the indexing periods to five and seven years;</li> <li>■ payment of the long-term incentives in respect of 2018 is conditional upon approval by the General Meeting of 21<sup>st</sup> May 2019, in accordance with Article L. 225-100 of the French Commercial Code;</li> <li>■ definitive vesting subject to presence and performance conditions. The performance condition is measured by the increase in Societe Generale's Total Shareholder Return (TSR) compared to that of 11 European peers over the entirety of the vesting periods. The vesting rate will thus depend on SG's ranking: rank 1 to 3, 100% vesting; rank 4: 83.3%; rank 5: 66.7%; rank 6, 50%; ranks 7, 8 and 9: 25%; and ranks 10, 11 and 12: 0%;</li> <li>■ if the Group is not profitable (as measured by Group net income, excluding strictly accounting-related impacts associated with the revaluation of own debt and the Debt Value Adjustment) in the year preceding the definitive vesting of long-term incentives, no payment will be due, regardless of the performance of the Societe Generale share;</li> <li>■ any departure will result in cancellation of the payment under the plan, unless the Chief Executive Officer in question is retiring or leaving the Group due to changes in its structure or organisation, in which case the shares or payments will be awarded based on the performance observed and assessed by the Board of Directors;</li> <li>■ lastly, the Board of Directors decided to cap the final vesting value to EUR 77 per share, <i>i.e.</i> approximately 1.2 times the book value per share of the Societe Generale Group at 31<sup>st</sup> December 2017.</li> <li>■ The award is granted pursuant to the 25<sup>th</sup> resolution of the General Meeting of 23<sup>rd</sup> May 2018, and represents less than 0.01% of the capital.</li> </ul> <p>The long-term incentives awarded to Mr. Aymerich owing to these Deputy CEO functions in 2018 have been calculated <i>pro rata</i>, as he commenced his term of office on 14<sup>th</sup> May 2018.</p>
Attendance fees	N/A	Philippe Aymerich did not receive any attendance fees in 2018
Value of benefits in kind	EUR 5,189	Philippe Aymerich is provided with a company car.

(1) Nominal amount decided by the Board of Directors on 6<sup>th</sup> February 2019.

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**For information, remuneration components that have been put to a shareholder vote in accordance with the procedure governing related-party agreements or commitments**

Amounts or book value put to a vote	Description
Severance pay	<p>No amount due in respect of the financial year</p> <p>The features of the severance pay, constituting a related-party commitment authorised by the Board meeting of 3<sup>rd</sup> May 2018 and subject to approval by the General Meeting of 21<sup>st</sup> May 2019, are as follows:</p> <ul style="list-style-type: none"> <li>■ payment will only be due in the event of a non-voluntary departure from the Group, justified as such by the Board of Directors. No payment will be due in the event of serious misconduct, resignation or non-renewal of the Chief Executive Officer's appointment for reasons attributable to the latter;</li> <li>■ payment will be contingent upon an overall achievement rate for the annual variable remuneration targets of at least 60% on average over the three years preceding the end of the Chief Executive Officer's term of office;</li> <li>■ no severance pay will be due to a Chief Executive Officer leaving within six months before claiming his French Social Security pension, entitling him to claim the supplementary senior managers' pension;</li> <li>■ the pay will be two years of fixed remuneration, thus respecting the recommendation of the Afep-Medef Code which is two years of annual fixed and variable remuneration.</li> </ul> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the Afep-Medef Code (i.e. two years' fixed and variable annual remuneration, including, if need be, any other severance pay that would be linked to the employment contract (notably as stipulated under a collective agreement)).</p>
Non-compete clause	<p>No amount due in respect of the financial year</p> <p>Philippe Aymerich is bound by a non-compete clause, constituting a related-party agreement authorised by the Board meeting of 3<sup>rd</sup> May 2018 and subject to approval by the General Meeting of 21<sup>st</sup> May 2019. For a six-month period as of the expiry date or termination of his term of office as a Chief Executive Officer, this clause prohibits him from accepting a position at the same level with either a listed credit institution in Europe (defined as the European Economic Area, including the United Kingdom) or an unlisted credit institution in France. In exchange, he may continue to receive his fixed remuneration.</p> <p>The Board of Directors alone can waive such clause, up until the date on which the term of office of the Chief Executive Officer in question ends. In such a case, the Chief Executive Officer will no longer be bound by any commitment, and no sums will be payable to him in such respect.</p> <p>In the event of breach of the non-compete, the Chief Executive Officer in question will be required to immediately pay a sum equal to six months' fixed salary. Societe Generale will in such a case be released from its obligation to pay any financial compensation and may, furthermore, demand the refund of any financial compensation as may have already been paid since the breach.</p> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the AFEP-MEDEF Code (i.e. two years' fixed and variable annual remuneration).</p>
Supplementary pension plan	<p>No amount due in respect of the financial year</p> <p>Philippe Aymerich still benefits from the complementary pension allocation scheme for top management that applied as an employee before his appointment as Deputy Chief Executive Officer. This additional regime, put in place in 1991, and in line with article L. 137-11 of the French Social Security Code, awards beneficiaries a yearly allocation paid by Societe Generale, as described on p. 103. As indicated on p. 103, the rights equating to the differential portion of the regime were frozen at 31<sup>st</sup> December 2018, and only the rights calculated on the portion of the remuneration between 1 and 4 annual Social Security ceilings remain after 1<sup>st</sup> January 2019. For example, based on retirement at 62 years of age and his annual fixed salary, the potential rights opened for Mr. Aymerich, at 31<sup>st</sup> December 2018 for this allocation, represent, independently of the achievement conditions for commitments, a yearly income estimated at EUR 143 k (i.e. 15.4% of his reference remuneration as defined by the Afep-Medef Code), including EUR 139 k for rights frozen at 31<sup>st</sup> December 2018.</p> <p>The annual increase in pension commitment rights is subject to a performance condition. For FY 2018, with the overall performance of Mr. Aymerich amounting to 73.0%, the acquisition of potential pension rights has been 76.7%.</p> <p>In line with the procedure relating to related-party agreements, this commitment was authorised by the Board on 3<sup>rd</sup> May 2018 subject to approval at the General Meeting on 21<sup>st</sup> May 2019.</p> <p>Mr. Aymerich also benefits from the defined benefits supplementary pension plan that applied as an employee before his appointment as a Chief Executive Officer. This defined-contribution plan, established in line with Article 83 of the French General Tax Code, was implemented in 1995 and amended on 1<sup>st</sup> January 2018 (and is now called <i>Épargne Retraite Valmy</i>, i.e. Valmy pension savings scheme). Membership is compulsory for all employees with more than six months' seniority within the Company and allows beneficiaries to save for their retirement, with benefits being paid in the form of life annuities upon retirement. Contributions correspond to 2% of the employee's remuneration, capped at twice the annual French Social Security ceiling, 1.5% of which is paid by the Company (i.e. EUR 1,192 based on the 2018 French Social Security annual ceiling). The plan is now insured with Sogécap (as opposed to the insurance company Valmy, as previously).</p>

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**TABLE 4**

**Séverin CABANNES, Deputy Chief Executive Officer**

Remuneration compliant with the policy approved by the General Meeting of 23<sup>rd</sup> May 2018

Remuneration components paid or granted for financial year 2018	Amount or book value put to a vote	Description
Fixed remuneration	EUR 800,000	Gross fixed remuneration paid in 2018, unchanged since the Board of Directors' decision of 31 <sup>st</sup> July 2014.
Annual variable remuneration		Séverin Cabannes benefits from annual variable remuneration broken down into two sub-components: 60% based on financial targets and 40% on qualitative targets. These elements are described on page 105 of the 2019 Registration Document. This annual variable remuneration is capped at 115% of fixed remuneration.
<ul style="list-style-type: none"> <li>■ o.w. annual variable remuneration payable in 2019</li> </ul>	EUR 97,111 (nominal amount)	<p><b>Evaluation of 2018 performance</b> – Given the quantitative and qualitative criteria defined by the Board of Directors in March 2018 and the achievement rates observed in financial year 2018, Mr. Cabannes' annual variable remuneration was set at EUR 524,924<sup>(1)</sup>. This corresponds to an overall target achievement rate of 57.1% of his maximum annual variable remuneration (see p. 106 of the 2019 Registration Document).</p> <p>In the wake of the agreements reached with the American authorities on litigation cases in 2018, Séverin Cabannes offered to cede part of his annual variable remuneration awarded by the Board of Directors. This proposal was accepted by the Board of Directors on 6<sup>th</sup> February 2019.</p> <p>The proposed reduction in variable remuneration amounts to 7.5% and Séverin Cabannes' annual variable remuneration amounts after this concession to EUR 485,555.</p> <p>In accordance with CRD4, applicable to credit institutions, and Article L. 225-100 of the French Commercial Code, the <b>payment conditions for annual variable remuneration are as follows:</b></p>
<ul style="list-style-type: none"> <li>■ o.w. annual variable remuneration payable in subsequent years</li> </ul>	EUR 388,444 (nominal amount)	<ul style="list-style-type: none"> <li>■ Payment of the full annual variable remuneration in respect of 2018 is subject to approval by the General Meeting of 21<sup>st</sup> May 2019;</li> <li>■ 40% of this variable remuneration, is conditional upon approval by the General Meeting of 21<sup>st</sup> May 2019. Half of this is converted into Societe Generale share equivalents subject to a one-year holding period;</li> <li>■ 60% of annual variable remuneration is conditional upon achievement of Group profitability and Core Tier 1 targets as determined for financial years 2019, 2020 and 2021. Two-thirds of this is converted into Societe Generale shares half of which are disposable in 2.5 years and half in 3.5 years.</li> </ul>
Multi-annual variable remuneration	N/A	Séverin Cabannes does not receive any multi-annual variable remuneration.
Exceptional compensation	N/A	Séverin Cabannes does not receive any exceptional compensation.
Value of options granted during the financial year	N/A	Séverin Cabannes has not been awarded any stock options since 2009.
Value of shares or share equivalents granted under the long-term incentive plan in respect of the financial year	EUR 477,246 (Value according to IFRS 2 at 5 <sup>th</sup> February 2019)  This amount corresponds to an award of 52,612 shares	<p>Since 2012, the Chief Executive Officers have been eligible for a long-term incentive plan consisting of shares or share equivalents in order to implicate them more closely in the Company's long-term progress and to align their interests with those of the shareholders.</p> <p>In line with inforce regulation, the variable component awarded (i.e. the annual variable remuneration and the long-term incentives) cannot exceed the regulatory ceiling equating to two times the fixed remuneration. As the relationship between the variable component awarded and the fixed remuneration for 2018 for Mr. Cabannes shows an overshoot for the regulatory ratio, on 6<sup>th</sup> February 2019 the Board of Directors applied the cap rule for the variable component at two times the fixed remuneration and reduces the number of shares awarded as part of the long-term incentives in order to respect this ratio, from 62,838 attributable shares to 52,612 shares awarded.</p> <p>The details of the plan granted in respect of 2018 by the Board of Directors at its meeting of 6<sup>th</sup> February 2019 are as follows:</p> <ul style="list-style-type: none"> <li>■ cap on grants, identical to the cap on annual variable remuneration;</li> <li>■ an award of 52,612 shares granted in two instalments, with vesting periods of four and six years followed by a one-year holding period after vesting, thus increasing the indexing periods to five and seven years;</li> <li>■ payment of the long-term incentives in respect of 2018 is conditional upon approval by the General Meeting of 21<sup>st</sup> May 2019, in accordance with Article L. 225-100 of the French Commercial Code;</li> <li>■ definitive vesting subject to presence and performance conditions. The performance condition is measured by the increase in Societe Generale's Total Shareholder Return (TSR) compared to that of 11 European peers over the entirety of the vesting periods. The vesting rate will thus depend on SG's ranking: rank 1 to 3, 100% vesting; rank 4: 83.3%; rank 5: 66.7%; rank 6, 50%; ranks 7, 8 and 9: 25%; and ranks 10, 11 and 12: 0%;</li> <li>■ if the Group is not profitable (as measured by Group net income, excluding strictly accounting-related impacts associated with the revaluation of own debt and the Debt Value Adjustment) in the year preceding the definitive vesting of long-term incentives, no payment will be due, regardless of the performance of the Societe Generale share;</li> <li>■ any departure will result in cancellation of the payment under the plan, unless the Chief Executive Officer in question is retiring or leaving the Group due to changes in its structure or organisation, in which case the shares or payments will be awarded based on the performance observed and assessed by the Board of Directors;</li> <li>■ lastly, the Board of Directors decided to cap the final vesting value to EUR 77 per share, i.e. approximately 1.2 times the book value per share of the Societe Generale Group at 31<sup>st</sup> December 2017.</li> </ul> <p>The award is granted pursuant to the 25<sup>th</sup> resolution of the General Meeting of 23<sup>rd</sup> May 2018 and represents less than 0.01% of the capital.</p>
Attendance fees	N/A	Séverin Cabannes did not receive any attendance fees in 2018.
Value of benefits in kind	EUR 5,147	Séverin Cabannes is provided with a company car.

(1) Nominal amount decided by the Board of Directors on 6<sup>th</sup> February 2019.

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**For information, remuneration components that have been put to a shareholder vote in accordance with the procedure governing related-party agreements or commitments**

Amounts or book value put to a vote	Description
<p>Severance pay</p> <p>No amount due in respect of the financial year</p>	<p>The features of the severance pay, constituting a related-party commitment authorised by the Board meeting of 8<sup>th</sup> February 2017 and approved by the General Meeting of 23<sup>rd</sup> May 2017 (6<sup>th</sup> resolution), are as follows:</p> <ul style="list-style-type: none"> <li>■ payment will only be due in the event of a non-voluntary departure from the Group, justified as such by the Board of Directors. No payment will be due in the event of serious misconduct, resignation or non-renewal of the Chief Executive Officer's appointment for reasons attributable to the latter;</li> <li>■ payment will be contingent upon an overall achievement rate for the annual variable remuneration targets of at least 60% on average over the three years preceding the end of the Chief Executive Officer's term of office;</li> <li>■ no severance pay will be due to a Chief Executive Officer leaving within six months before claiming his French Social Security pension, entitling him to claim the supplementary senior managers' pension;</li> <li>■ the payment will amount to two years' fixed salary, thus complying with the recommendation in the Afep-Medef Code, i.e. two years' fixed and variable annual remuneration.</li> </ul> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the Afep-Medef Code (i.e. two years' fixed and variable annual remuneration plus, if applicable, any other severance pay provided for under the employment contract, especially as stipulated under a collective agreement).</p>
<p>Non-compete clause</p> <p>No amount due in respect of the financial year</p>	<p>Séverin Cabannes is bound by a non-compete clause, constituting a related-party agreement authorised by the Board meeting of 8<sup>th</sup> February 2017 and approved by the General Meeting of 23<sup>rd</sup> May 2017 (6<sup>th</sup> resolution). For a duration of six months as from the date of expiry or termination of his term of office as Chief Executive Officer, such clause prohibits him from accepting a position at the same level with either a listed credit institution in Europe (defined as the European Economic Area, including the United Kingdom) or an unlisted credit institution in France. In exchange, he may continue to receive his fixed salary.</p> <p>The Board of Directors alone can waive such clause, up until the date on which the term of office of the Chief Executive Officer in question ends. In such a case, the Chief Executive Officer will no longer be bound by any commitment, and no sums will be payable to him in such respect.</p> <p>In the event of breach of the non-compete, the Chief Executive Officer in question will be required to immediately pay a sum equal to six months' fixed salary. Societe Generale will in such a case be released from its obligation to pay any financial compensation and may, furthermore, demand the refund of any financial compensation as may have already been paid since the breach.</p> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the AFEP-MEDEF Code (i.e. two years' fixed and variable annual remuneration).</p>
<p>Supplementary pension plan</p> <p>No amount due in respect of the financial year</p>	<p>Séverin Cabannes still benefits from the complementary pension allocation scheme for top management that applied as an employee before his appointment as Deputy Chief Executive Officer. This additional regime, put in place in 1991, and in line with article L. 137-11 of the French Social Security Code, awards beneficiaries a yearly allocation paid by Societe Generale, as described on p. 103. As indicated on p. 103, the rights equating to the differential portion of the regime were frozen at 31<sup>st</sup> December 2018, and only the rights calculated on the portion of the remuneration between 1 and 4 annual Social Security ceilings remain after 1<sup>st</sup> January 2019. For example, based on retirement at 62 years of age and his annual fixed salary, the potential rights opened for Mr. Cabannes, at 31<sup>st</sup> December 2018 for this allocation, represent, independently of the achievement conditions for commitments, a yearly income estimated at EUR 151 k (i.e. 11.7% of his reference remuneration as defined by the Afep-Medef Code), including EUR 150 k for rights frozen at 31<sup>st</sup> December 2018.</p> <p>In line with the procedure relating to related-party agreements, this commitment was authorised by the Board on 12<sup>th</sup> May 2008 subject to approval at the General Meeting on 19<sup>th</sup> May 2009 (7<sup>th</sup> resolution).</p> <p>Mr. Cabannes also benefits from the defined benefits supplementary pension plan that applied as an employee before his appointment as a Chief Executive Officer. This defined-contribution plan, established in line with Article 83 of the French General Tax Code, was implemented in 1995 and amended on 1<sup>st</sup> January 2018 (and is now called <i>Épargne Retraite Valmy</i>, i.e. Valmy pension savings scheme). Membership is compulsory for all employees with more than six months' seniority within the Company and allows beneficiaries to save for their retirement, with benefits being paid in the form of life annuities upon retirement. Contributions correspond to 2% of the employee's remuneration, capped at twice the annual French Social Security ceiling, 1.5% of which is paid by the Company (i.e. EUR 1,192 based on the the 2018 French social security annual ceiling). The plan is now insured with Sogécap (as opposed to the insurance company Valmy, as previously).</p>

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**TABLE 5**

**Philippe HEIM, Deputy Chief Executive Officer as of 14<sup>th</sup> May 2018**

Remuneration compliant with the policy approved by the General Meeting of 23<sup>rd</sup> May 2018

Remuneration components paid or granted for financial year 2018	Amount or book value put to a vote	Description
Fixed remuneration	EUR 504,000	The gross fixed remuneration, set by the Board of Directors on 3 <sup>rd</sup> May 2018 at the time of the appointment of Philippe Heim, with effect from 14 <sup>th</sup> May 2018, as Deputy Chief Executive Officer amounts to EUR 800,000. This is <i>pro rata</i> of the gross fixed remuneration paid in 2018 to Philippe Heim as Deputy Chief Executive Officer that started on 14 <sup>th</sup> May 2018.
Annual variable remuneration		Philippe Heim benefits from annual variable remuneration determined as a function at 60% of budgetary financial targets and 40% of qualitative targets. The items are described on page 105 of the 2019 Registration Document. The cap on this annual variable remuneration is 115% of the fixed remuneration.
<ul style="list-style-type: none"> <li>■ o.w. annual variable remuneration payable in 2018</li> </ul>	EUR 87,460 (nominal amount)	<p><b>Evaluation of 2018 performance</b> – Given the quantitative and qualitative criteria defined by the Board of Directors on 14<sup>th</sup> March 2018 and 3<sup>rd</sup> May 2018 and the achievement rates observed in financial year 2018 to EUR 437,300<sup>(1)</sup>. This corresponds to an overall target achievement rate of 75.4% of his annual variable remuneration maximum (see page 106 of the 2019 Reference Document). The amount of variable remuneration awarded to Mr. Heim as Deputy Chief Executive Officer in 2018 has been calculated <i>pro rata</i>, as he commenced his term of office on 14<sup>th</sup> May 2018.</p> <p>In accordance with CRD4, applicable to credit institutions, and Article L. 225-100 of the French Commercial Code, the <b>payment conditions for annual variable remuneration</b> are as follows:</p>
<ul style="list-style-type: none"> <li>■ o.w. annual variable remuneration payable in subsequent years</li> </ul>	EUR 349,840 (nominal amount)	<ul style="list-style-type: none"> <li>■ payment of the full annual variable remuneration in respect of 2018 is subject to approval by the General Meeting of 21<sup>st</sup> May 2019;</li> <li>■ 40% of this variable remuneration, is conditional upon approval by the General Meeting of 21<sup>st</sup> May 2019. Half of this is converted into Societe Generale share equivalents subject to a one-year holding period;</li> <li>■ 60% of the variable remuneration yearly is conditional and subject to achievement of the Group's profitability targets and the level of equity capital assessed over financial years 2019, 2020 and 2021. It is converted for two thirds in Societe Generale shares half of which are disposable in 2.5 years and half in 3.5 years.</li> </ul>
Multi-annual variable remuneration	N/A	Philippe Heim does not receive any multi-annual variable remuneration.
Exceptional compensation	N/A	Philippe Heim does not receive any exceptional compensation.
Value of options granted during the financial year	N/A	Philippe Heim does not receive any stock-options.
Valuation of shares or share equivalents awarded as part of the long-term incentive plan for the year	EUR 263,560 (Valuation according to IFRS 2 in date of the 5 <sup>th</sup> February 2019)  This amount equates to an award of 29,055 shares	<p>The Deputy Chief Executive Officers have been eligible for a long-term incentive plan consisting of shares or share equivalents in order to implicate them more closely in the Company's long-term progress and to align their interests with those of the shareholders.</p> <p>In line with inforce regulation, the variable component awarded (<i>i.e.</i> the annual variable remuneration and the long-term incentives) cannot exceed the regulatory ceiling equating to two times the fixed remuneration. As the relationship between the variable component awarded and the fixed remuneration for 2018 for Mr. Heim shows an overshoot for the regulatory ratio, on 6<sup>th</sup> February 2019 the Board of Directors applied the cap rule for the variable component at two times the fixed remuneration and reduces the number of shares awarded as part of the long-term incentives in order to respect this ratio, from 39,588 attributable shares to 29,055 shares awarded.</p> <p>The details of the plan granted in respect of 2018 by the Board of Directors at its meeting of 6<sup>th</sup> February 2019 are:</p> <ul style="list-style-type: none"> <li>■ cap on grants, identical to the cap on annual variable remuneration;</li> <li>■ an award of 29,095 shares granted in two instalments, with vesting periods of four and six years followed by a one-year holding period after vesting, thus increasing the indexing periods to five and seven years;</li> <li>■ payment of the long-term incentives in respect of 2018 is conditional upon approval by the General Meeting of 21<sup>st</sup> May 2019, in accordance with Article L. 225-100 of the French Commercial Code;</li> <li>■ definitive vesting subject to presence and performance conditions. The performance condition is measured by the increase in Societe Generale's Total Shareholder Return (TSR) compared to that of 11 European peers over the entirety of the vesting periods. The vesting rate will thus depend on SG's ranking: rank 1 to 3, 100% vesting; rank 4: 83.3%; rank 5: 66.7%; rank 6, 50%; ranks 7, 8 and 9: 25%; and ranks 10, 11 and 12: 0%;</li> <li>■ if the Group is not profitable (as measured by Group net income, excluding strictly accounting-related impacts associated with the revaluation of own debt and the Debt Value Adjustment) in the year preceding the definitive vesting of long-term incentives, no payment will be due, regardless of the performance of the Societe Generale share;</li> <li>■ any departure will result in cancellation of the payment under the plan, unless the Chief Executive Officer in question is retiring or leaving the Group due to changes in its structure or organisation, in which case the shares or payments will be awarded based on the performance observed and assessed by the Board of Directors;</li> <li>■ lastly, the Board of Directors decided to cap the final vesting value to EUR 78 per share, <i>i.e.</i> approximately 1.2 times the book value per share of the Societe Generale Group at 31<sup>st</sup> December 2017.</li> </ul> <p>The award is granted pursuant to the 25<sup>th</sup> resolution of the General Meeting of 23<sup>rd</sup> May 2018 and represents less than 0.01% of the capital.</p> <p>The long-term incentives awarded to Mr. Heim owing to these Deputy CEO functions in 2018 have been calculated <i>pro rata</i>, as he commenced his term of office on 14<sup>th</sup> May 2018.</p>
Attendance fees	N/A	Philippe Heim did not receive any attendance fees in 2018.
Value of benefits in kind	EUR 3,033	Philippe Heim is provided with a company car.

(1) Nominal amount decided by the Board of Directors on 6<sup>th</sup> February 2019.



## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**For information, remuneration components that have been put to a shareholder vote in accordance with the procedure governing related-party agreements or commitments**

Amounts or book value put to a vote	Description
<p>Severance pay</p> <p>No amount due in respect of the financial year</p>	<p>The features of the severance pay, constituting a related-party commitment authorised by the General Meeting Board meeting of 3<sup>rd</sup> May 2018 and subject to approval by the General Meeting of 21<sup>st</sup> May 2019, are as follows:</p> <ul style="list-style-type: none"> <li>■ payment will only be due in the event of a non-voluntary departure from the Group, justified as such by the Board of Directors. No payment will be due in the event of serious misconduct, resignation or non-renewal of the Chief Executive Officer's appointment for reasons attributable to the latter;</li> <li>■ payment will be contingent upon an overall achievement rate for the annual variable remuneration targets of at least 60% on average over the three years preceding the end of the Chief Executive Officer's term of office;</li> <li>■ no severance pay will be due to a Chief Executive Officer leaving within six months before claiming his French Social Security pension, entitling him to claim the supplementary senior managers' pension;</li> <li>■ the payment will amount to two years' fixed salary, thus complying with the recommendation in the Afep-Medef Code, i.e. two years' fixed and variable annual remuneration.</li> </ul> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the Afep-Medef Code (i.e. two years' fixed and variable annual remuneration plus, if applicable, any other severance pay provided for under the employment contract, especially as stipulated under a collective agreement).</p>
<p>Non-compete clause</p> <p>No amount due in respect of the financial year</p>	<p>Philippe Heim is bound by a non-compete clause, constituting a related-party agreement authorised by the Board meeting of 3<sup>rd</sup> May 2018 and subject to approval by the General Meeting of 21<sup>st</sup> May 2019. For a duration of six months as from the date of expiry or termination of his term of office as Chief Executive Officer, such clause prohibits him from accepting a position at the same level with either a listed credit institution in Europe (defined as the European Economic Area, including the United Kingdom) or an unlisted credit institution in France. In exchange, he may continue to receive his fixed salary.</p> <p>The Board of Directors alone can waive such clause, up until the date on which the term of office of the Chief Executive Officer in question ends. In such a case, the Chief Executive Officer will no longer be bound by any commitment, and no sums will be payable to him in such respect.</p> <p>In the event of breach of the non-compete, the Chief Executive Officer in question will be required to immediately pay a sum equal to six months' fixed salary. Societe Generale will in such a case be released from its obligation to pay any financial compensation and may, furthermore, demand the refund of any financial compensation as may have already been paid since the breach.</p> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the AFEP-MEDEF Code (i.e. two years' fixed and variable annual remuneration).</p>
<p>Supplementary pension plan</p> <p>No amount due in respect of the financial year</p>	<p>Mr. Heim still benefits from the complementary pension allocation scheme for top management that applied as an employee before his appointment as Deputy Chief Executive Officer. This additional regime, put in place in 1991, and in line with article L. 137-11 of the French Social Security Code, awards beneficiaries a yearly allocation paid by Societe Generale, as described on p. 103. As indicated on p. 103, the rights equating to the differential portion of the regime were frozen at 31<sup>st</sup> December 2018, and only the rights calculated on the portion of the remuneration between 1 and 4 annual Social Security ceilings remain after 1<sup>st</sup> January 2019.</p> <p>For example, based on retirement at 62 years of age and his annual fixed salary, the potential rights opened for Mr. Heim, at 31<sup>st</sup> December 2018 for this allocation, represent, independently of the achievement conditions for commitments, a yearly income estimated at EUR 55 k (i.e. 5.8% of his reference remuneration as defined by the Afep-Medef Code), including EUR 50 k for rights frozen at 31<sup>st</sup> December 2018.</p> <p>The annual increase in pension commitment rights is subject to a performance condition. For FY 2018, with the overall performance of Mr. Heim amounting to 75.4%, the acquisition of potential pension rights has been 84.7%.</p> <p>In line with the procedure relating to related-party agreements, this commitment was authorised by the Board on 3<sup>rd</sup> May 2018 subject to approval at the General Meeting on 21<sup>st</sup> May 2019.</p> <p>Mr. Heim also benefits from the defined benefits supplementary pension plan that applied as an employee before his appointment as a Chief Executive Officer. This defined-contribution plan, established in line with Article 83 of the French General Tax Code, was implemented in 1995 and amended on 1<sup>st</sup> January 2018 (and is now called <i>Épargne Retraite Valmy</i>, i.e. Valmy pension savings scheme). Membership is compulsory for all employees with more than six months' seniority within the Company and allows beneficiaries to save for their retirement, with benefits being paid in the form of life annuities upon retirement. Contributions correspond to 2% of the employee's remuneration, capped at twice the annual French Social Security ceiling, 1.5% of which is paid by the company (i.e. EUR 1,192 based on the 2018 French social security annual ceiling). The plan is now insured with Sogécap (as opposed to the insurance company Valmy, as previously).</p>

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**TABLE 6**

**Diony LEBOT, Deputy Chief Executive Officer as of 14<sup>th</sup> May 2018**

Remuneration compliant with the policy approved by the General Meeting of 23<sup>rd</sup> May 2018

Remuneration components paid or granted for financial year 2018	Amount or book value put to a vote	Description
Fixed remuneration	EUR 504,000	The gross fixed remuneration, set by the Board of Directors on 3 <sup>rd</sup> May 2018 at the time of the appointment of Diony Lebot, with effect from 14 <sup>th</sup> May 2018, as Deputy Chief Executive Officer amounts to EUR 800,000. This is <i>pro rata</i> for the gross fixed remuneration paid in 2018 to Diony Lebot as Deputy Chief Executive Officer started in 14 <sup>th</sup> May 2018.
Annual variable remuneration		Diony Lebot benefits from annual variable remuneration determined as a function at 60% of budgetary financial targets and 40% of qualitative targets. The items are described on page 105 of the 2019 Registration Document. The cap to this annual variable remuneration is 115% of the fixed remuneration.
■ o.w. annual variable remuneration payable in 2018	EUR 78,606 (nominal amount)	<b>Evaluation of 2018 performance</b> – Given the quantitative and qualitative criteria defined by the Board of Directors on 14 <sup>th</sup> March 2018 and 3 <sup>rd</sup> May 2018 and the achievement rates observed in financial year 2018, annual variable remuneration has been set at EUR 393,030 <sup>(1)</sup> . This equates to an overall achievement rate of these targets of 67.8% of her maximum annual variable remuneration (see page 106 of the 2019 Registration Document). The amount of variable remuneration awarded to Ms. Lebot as Deputy CEO in 2018 has been calculated <i>pro rata</i> , as she commenced her term of office on 14 <sup>th</sup> May 2018. In accordance with CRD4, applicable to credit institutions, and Article L. 225-100 of the French Commercial Code, the <b>payment conditions for annual variable remuneration</b> are as follows:
■ o.w. annual variable remuneration payable in subsequent years	EUR 314,424 (nominal amount)	<ul style="list-style-type: none"> <li>■ payment of the full annual variable remuneration in respect of 2018 is subject to approval by the General Meeting of 21<sup>st</sup> May 2019;</li> <li>■ 40% of this variable remuneration, is conditional upon approval by the General Meeting of 21<sup>st</sup> May 2019. Half of this is converted into Societe Generale share equivalents subject to a one-year holding period;</li> <li>■ 60% of the annual variable remuneration is conditional and subject to achievement of the Group's profitability targets and equity capital levels assessed over financial years 2019, 2020 and 2021. It is converted for two thirds in Societe Generale shares half of which are disposable in 2.5 years and half in 3.5 years.</li> </ul>
Multi-annual variable remuneration	N/A	Diony Lebot does not receive any multi-annual variable remuneration.
Exceptional compensation	N/A	Diony Lebot does not receive any exceptional compensation.
Value of options granted during the financial year	N/A	Diony Lebot does not receive any stock-options.
Value of shares or share equivalents granted under the long-term incentive plan in respect of the financial year	EUR 278,970 (Value according to IFRS 2 at 5 <sup>th</sup> February 2019) This amount corresponds to an award of 30,754 shares	The Deputy Chief Executive Officers have been eligible for a long-term incentive plan consisting of shares or share equivalents in order to implicate them more closely in the Company's long-term progress and to align their interests with those of the shareholders. In line with inforce regulation, the variable component awarded ( <i>i.e.</i> the annual variable remuneration and the long-term incentives) cannot exceed the regulatory ceiling equating to two times the fixed remuneration. As the relationship between the variable component awarded and the fixed remuneration for 2018 for Ms. Lebot shows an overshoot for the regulatory ratio, on 6 <sup>th</sup> February 2019 the Board of Directors applied the cap rule for the variable component at two times the fixed remuneration and reduces the number of shares awarded as part of the long-term incentives in order to respect this ratio, from 39,588 attributable shares to 30,754 shares awarded. The details of the plan granted in respect of 2018 by the Board of Directors at its meeting of 6 <sup>th</sup> February 2019 are as follows: <ul style="list-style-type: none"> <li>■ cap on grants, identical to the cap on annual variable remuneration;</li> <li>■ an award of 30,754 shares granted in two instalments, with vesting periods of four and six years followed by a one-year holding period after vesting, thus increasing the indexing periods to five and seven years;</li> <li>■ payment of the long-term incentives in respect of 2018 is conditional upon approval by the General Meeting of 21<sup>st</sup> May 2019, in accordance with Article L. 225-100 of the French Commercial Code;</li> <li>■ definitive vesting subject to presence and performance conditions. The performance condition is measured by the increase in Societe Generale's Total Shareholder Return (TSR) compared to that of 11 European peers over the entirety of the vesting periods. The vesting rate will thus depend on SG's ranking: rank 1 to 3, 100% vesting; rank 4: 83.3%; rank 5: 66.7%; rank 6, 50%; ranks 7, 8 and 9: 25%; and ranks 10, 11 and 12: 0%;</li> <li>■ if the Group is not profitable (as measured by Group net income, excluding strictly accounting-related impacts associated with the revaluation of own debt and the Debt Value Adjustment) in the year preceding the definitive vesting of long-term incentives, no payment will be due, regardless of the performance of the Societe Generale share;</li> <li>■ any departure will result in cancellation of the payment under the plan, unless the Chief Executive Officer in question is retiring or leaving the Group due to changes in its structure or organisation, in which case the shares or payments will be awarded based on the performance observed and assessed by the Board of Directors;</li> <li>■ lastly, the Board of Directors decided to cap the final vesting value to EUR 77 per share, <i>i.e.</i> approximately 1.2 times the book value per share of the Societe Generale Group at 31<sup>st</sup> December 2017.</li> </ul> The award is granted pursuant to the 25 <sup>th</sup> resolution of the General Meeting of 23 <sup>rd</sup> May 2018 and represents less than 0.01% of the capital. The long-term incentives awarded to Ms. Lebot owing to these Deputy CEO functions in 2018 have been calculated <i>pro rata</i> , as she commenced her term of office on 14 <sup>th</sup> May 2018.
Attendance fees	N/A	Diony Lebot did not receive any no attendance fees in 2018
Value of benefits in kind	EUR 5,910	Diony Lebot is provided with a company car.

(1) Nominal amount decided by the Board of Directors on 6<sup>th</sup> February 2019.

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**For information, remuneration components that have been put to a shareholder vote in accordance with the procedure governing related-party agreements or commitments**

Amounts or book value put to a vote	Description
<p>Severance pay</p> <p>No amount due in respect of the financial year</p>	<p>The features of the severance pay, constituting a related-party commitment authorised by the General Meeting of 3<sup>rd</sup> May 2019 and subject to approval at the General Meeting of 21<sup>st</sup> May 2019, are as follows:</p> <ul style="list-style-type: none"> <li>■ payment will only be due in the event of a non-voluntary departure from the Group, justified as such by the Board of Directors. No payment will be due in the event of serious misconduct, resignation or non-renewal of the Chief Executive Officer's appointment for reasons attributable to the latter;</li> <li>■ payment will be contingent upon an overall achievement rate for the annual variable remuneration targets of at least 60% on average over the three years preceding the end of the Chief Executive Officer's term of office;</li> <li>■ no severance pay will be due to a Chief Executive Officer leaving within six months before claiming his/her French Social Security pension, entitling him/her to claim the supplementary senior managers' pension;</li> <li>■ the pay will be two years of fixed remuneration, thus respecting the recommendation of the Afep-Medef Code which is two years of annual fixed and variable remuneration.</li> </ul> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the Afep-Medef Code (i.e. two years' fixed and variable annual remuneration, including, if need be, any other severance pay linked to the employment contract (notably the collective layoff indemnity)).</p>
<p>Non-compete clause</p> <p>No amount due in respect of the financial year</p>	<p>Diony Lebot is bound by a non-compete clause, constituting a related-party agreement authorised by the Board meeting of 3<sup>rd</sup> May 2018 and subject to approval by the General Meeting of 21<sup>st</sup> May 2019. For a six-month period as of the expiry date or termination of her term of office as a Chief Executive Officer, this clause prohibits her from accepting a position at the same level with either a listed credit institution in Europe (defined as the European Economic Area, including the United Kingdom) or an unlisted credit institution in France. In exchange, she may continue to receive her fixed remuneration.</p> <p>The Board of Directors alone can waive such clause, up until the date on which the term of office of the Chief Executive Officer in question ends. In such a case, the Chief Executive Officer will no longer be bound by any commitment, and no sums will be payable to her in such respect.</p> <p>In the event of breach of the non-compete, the Chief Executive Officer in question will be required to immediately pay a sum equal to six months' fixed salary. Societe Generale will in such a case be released from its obligation to pay any financial compensation and may, furthermore, demand the refund of any financial compensation as may have already been paid since the breach.</p> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the AFEP-MEDEF Code (i.e. two years' fixed and variable annual remuneration).</p>
<p>Supplementary pension plan</p> <p>No amount due in respect of the financial year</p>	<p>Diony Lebot still benefits from the complementary pension allocation scheme for top management that applied as an employee before her appointment as Deputy Chief Executive Officer. This additional regime, put in place in 1991, and in line with article L. 137-11 of the French Social Security Code, awards beneficiaries a yearly allocation paid by Societe Generale, as described on p. 103. As indicated on p. 103, the rights equating to the differential portion of the regime were frozen at 31<sup>st</sup> December 2018, and only the rights calculated on the portion of the remuneration between 1 and 4 annual Social Security ceilings remain after 1<sup>st</sup> January 2019. For example, based on retirement at 62 years of age and her annual fixed salary, the potential rights opened for Ms. Lebot, at 31<sup>st</sup> December 2018 for this allocation, represent, independently of the achievement conditions for commitments, a yearly income estimated at EUR 169 k (i.e. 18.8% of her reference remuneration as defined by the Afep-Medef Code), including EUR 167 k for rights frozen at 31<sup>st</sup> December 2018.</p> <p>The annual increase in pension commitment rights is subject to a performance condition. For FY 2018, with the overall performance of Ms. Lebot amounting to 67.8%, the acquisition of potential pension rights has been 59.3%.</p> <p>In line with the procedure relating to related-party agreements, this commitment was authorised by the Board on 3<sup>rd</sup> May 2018 subject to approval at the General Meeting on 21<sup>st</sup> May 2019.</p> <p>Ms. Lebot also benefits from the defined-contribution supplementary pension plan that applied as an employee before her appointment as a Chief Executive Officer. This defined-contribution plan, established in line with Article 83 of the French General Tax Code, was implemented in 1995 and amended on 1<sup>st</sup> January 2018 (and is now called <i>Épargne Retraite Valmy</i>, i.e. Valmy pension savings scheme). Membership is compulsory for all employees with more than six months' seniority within the Company and allows beneficiaries to save for their retirement, with benefits being paid in the form of life annuities upon retirement. Contributions correspond to 2% of the employee's remuneration, capped at twice the annual French Social Security ceiling, 1.5% of which is paid by the Company (i.e. EUR 1,192 based on the 2018 French social security annual ceiling). The plan is now insured with Sogécap (as opposed to the insurance company Valmy, as previously).</p>

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**TABLE 7**

**Bernardo SANCHEZ INCERA, Deputy Chief Executive Officer till 14<sup>th</sup> May 2018**

Remuneration compliant with the policy approved by the General Meeting of 23<sup>rd</sup> May 2018

Remuneration components paid or granted for financial year 2018	Amount or book value put to a vote	Description
Fixed remuneration	EUR 295,556	The gross fixed remuneration gross, i.e. EUR 800,000, remained unchanged since the Board's decision on 31 <sup>st</sup> July 2014. This is <i>pro rata</i> of the gross fixed remuneration paid in 2018 to Bernardo Sanchez Incera for his mandate as Deputy Chief Executive Officer that ended on 14 <sup>th</sup> May 2018, following his departure, viewed as non-voluntary by the Board of Directors on 3 <sup>rd</sup> May 2018.
Annual variable remuneration	No amount due in respect of the financial year	As Bernardo Sanchez Incera's term of office as Deputy Chief Executive Officer ended on 14 <sup>th</sup> May 2018, following his departure, viewed as non-voluntary by the Board of Directors on 3 <sup>rd</sup> May 2018, he does not receive any annual variable remuneration.
Multi-annual variable remuneration	N/A	Bernardo Sanchez Incera does not receive any multi-annual variable remuneration.
Exceptional compensation	N/A	Bernardo Sanchez Incera does not receive any exceptional remuneration.
Value of options granted during the financial year	N/A	Bernardo Sanchez Incera has not been granted any stock-options since 2010.
Value of shares or share equivalents granted under the long-term incentive plan in respect of the financial year	No amount due in respect of the financial year	As Bernardo Sanchez Incera's term of office as Deputy CEO ended on 14 <sup>th</sup> May 2018, following his departure, viewed as non-voluntary by the Board of Directors on 3 <sup>rd</sup> May 2018, he does not receive any remuneration in terms of long-term incentives for the year.
Attendance fees	EUR 3,000	The attendance fees paid by the other Group companies are deducted from the amount of variable remuneration paid to the Deputy CEOs.
Value of benefits in kind	EUR 3,957	Bernardo Sanchez Incera is provided with a company car.

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**For information, remuneration components that have been put to a shareholder vote in accordance with the procedure governing related-party agreements or commitments**

Amounts or book value put to a vote	Description
<p>Severance pay</p> <p style="text-align: right;">EUR 1,600,000</p>	<p><b>Characteristics</b></p> <p>The features of the severance pay, constituting a related-party commitment authorised by the Board meeting of 8<sup>th</sup> February 2017 and approved by the General Meeting of 23<sup>rd</sup> May 2017 (7<sup>th</sup> resolution), are as follows:</p> <ul style="list-style-type: none"> <li>■ payment will only be due in the event of a non-voluntary departure from the Group, justified as such by the Board of Directors. No payment will be due in the event of serious misconduct, resignation or non-renewal of the Chief Executive Officer's appointment for reasons attributable to the latter;</li> <li>■ payment will be contingent upon an overall achievement rate for the annual variable remuneration targets of at least 60% on average over the three years preceding the end of the Chief Executive Officer's term of office;</li> <li>■ no severance pay will be due to a Chief Executive Officer leaving within six months before claiming his French Social Security pension, entitling him to claim the supplementary senior managers' pension;</li> <li>■ the payment will amount to two years' fixed salary, thus complying with the recommendation in the Afep-Medef Code, i.e. two years' fixed and variable annual remuneration.</li> </ul> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the Afep-Medef Code (i.e. two years' fixed and variable annual remuneration plus, if applicable, any other severance pay provided for under the employment contract, especially as stipulated under a collective agreement).</p> <p><b>Application</b></p> <p>The Board of Directors on 3<sup>rd</sup> May 2018 noted Bernardo Sanchez Incera's departure from his term of office as Deputy Chief Executive Officer and viewed this departure as non-voluntary. Hence, the related-party agreement and commitments (non-compete clause: 6 months of fixed remuneration and severance pay: 2 years of fixed remuneration), authorised by the Board of Directors on 8<sup>th</sup> February 2017 and approved by the shareholder assembly on 23<sup>rd</sup> May 2017 have been applied.</p> <p>Bernardo Sanchez Incera received EUR 1,600,000 in severance pay. This cumulative amount of severance pay and the non-compete clause remains below the recommended limit of 24 months' fixed plus variable annual remuneration, as stipulated in the Afep-Medef Code.</p>
<p>Non-compete clause</p> <p style="text-align: right;">EUR 400,000</p>	<p><b>Characteristics</b></p> <p>Bernardo Sanchez Incera is bound by a non-compete clause, constituting a related-party agreement authorised by the Board meeting of 8<sup>th</sup> February 2017 and approved by the General Meeting of 23<sup>rd</sup> May 2017 (7<sup>th</sup> resolution). For a duration of six months as from the termination of his term of office as Chief Executive Officer, such clause prohibits him from accepting a position at the same level with either a listed credit institution in Europe (defined as the European Economic Area, including the United Kingdom) or an unlisted credit institution in France. In exchange, he may continue to receive his fixed salary.</p> <p>The Board of Directors alone can waive such clause, up until the date on which the term of office of the Chief Executive Officer in question ended. In such a case, the Chief Executive Officer would no longer be bound by any commitment, and no sums would be payable to him in such respect.</p> <p>In the event of breach of the non-compete, the Chief Executive Officer in question will be required to immediately pay a sum equal to six months' fixed salary. Societe Generale will in such a case be released from its obligation to pay any financial compensation and might, furthermore, have demanded the refund of any financial compensation as may have already been paid since the breach.</p> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the AFEP-MEDEF Code (i.e. two years' fixed and variable annual remuneration).</p> <p><b>Application</b></p> <p>The Board of Directors on 3<sup>rd</sup> May 2018 noted Bernardo Sanchez Incera's departure from his term of office as Deputy Chief Executive Officer and viewed this departure as non-voluntary. Hence, the related-party agreement and commitments (non-compete clause: 6 months of fixed remuneration and severance pay: 2 years of fixed remuneration), authorised by the Board of Directors on 8<sup>th</sup> February 2017 and approved by the shareholder assembly on 23<sup>rd</sup> May 2017 have been applied.</p> <p>Bernardo Sanchez Incera received EUR 400,000 for the non-compete clause. The cumulative amount of the severance pay and non-compete clause enters into the limit of two years of annual fixed and variable remuneration recommended by the Afep-Medef Code and applied by Societe Generale.</p>
<p>Supplementary pension plan</p> <p style="text-align: right;">No amount due in respect of the financial year</p>	<p>Bernardo Sanchez Incera retained the benefit of the supplementary pension allocation plan for senior managers that applied to him as an employee prior to his appointment as Chief Executive Officer. This supplementary plan, introduced in 1991 and satisfying the provisions of Article L. 137-11 of the French Social Security Code, provided beneficiaries with an annual pension, covered by Societe Generale, as described on p. 103. This allowance depends in particular on the beneficiary's length of service within Societe Generale and the proportion of his fixed compensation exceeding "Tranche B" of the AGIRC pension.</p> <p>In accordance with the procedure for related-party agreements, this commitment was authorised by the Board of Directors on 12<sup>th</sup> January 2010 and approved by the General Meeting on 25<sup>th</sup> May 2010 (8<sup>th</sup> resolution). As the benefit of the supplementary pension allocation regime was conditional on presence in the Company at the time of the pension uptake, Bernardo Sanchez Incera lost the benefit of this pension following his departure.</p> <p>Mr. Sanchez Incera also remained entitled to the supplementary defined-contribution pension plan that he had as an employee prior to his appointment as Chief Executive Officer. This defined-contribution plan, established in line with Article 83 of the French General Tax Code, was implemented in 1995 and amended on 1<sup>st</sup> January 2018 (and is now called <i>Épargne Retraite Valmy</i>, i.e. Valmy pension savings scheme). Membership is compulsory for all employees with at least six months' seniority within the Company and allows beneficiaries to save for their retirement, with benefits being paid in the form of life annuities upon retirement. Contributions correspond to 2% of the employee's remuneration, capped at twice the annual French Social Security ceiling, 1.5% of which is paid by the Company (i.e. EUR 1,192 based on the 2018 French social security annual ceiling). The plan is now insured with Sogécap (as opposed to the insurance company Valmy, as previously).</p> <p>The rights built up are still valid but no further contribution is paid by Societe Generale following Mr Sanchez Incera's departure.</p>

**TABLE 8**

**Didier VALET, Deputy Chief Executive Officer till 14<sup>th</sup> March 2018**

*Remuneration compliant with the policy approved by the General Meeting of 23<sup>rd</sup> May 2018*

<b>Remuneration components paid or granted for financial year 2018</b>	<b>Amount or book value put to a vote</b>	<b>Description</b>
Fixed remuneration	EUR 164,444	The gross fixed remuneration, set by the Board of Directors on 13 <sup>th</sup> January 2017 at the time of Didier Valet's appointment, with effect from 16 <sup>th</sup> January 2017, as Deputy Chief Executive Officer amounts to EUR 800,000. This is <i>pro rata</i> of the gross fixed remuneration paid to Didier Valet until the expiry of his term of office on 14 <sup>th</sup> March 2018 following his resignation as Deputy Chief Executive Officer.
Annual variable remuneration	No amount due in respect of the financial year	As Didier Valet resigned as Deputy Chief Executive Officer on 14 <sup>th</sup> May 2018, he does not receive any annual variable remuneration
Multi-annual remuneration	N/A	Didier Valet does not receive any multi-annual variable remuneration.
Exceptional remuneration	N/A	Didier Valet does not receive any exceptional compensation.
Value of stock options awarded in respect of the financial year	N/A	Didier Valet does not receive any stock options.
Value of shares or share equivalents granted under the long-term incentive plan in respect of the financial year	No amount due in respect of the financial year	As Didier Valet resigned as Deputy CEO on 14 <sup>th</sup> March 2018, he does not receive any remuneration in terms of long-term incentives for the year.
Attendance fees	N/A	Didier Valet did not receive any attendance fees in 2018.
Value of benefits in kind	EUR 1,750	Didier Valet is provided with a company car.

## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

**For information, remuneration components that have been put to a shareholder vote in accordance with the procedure governing related-party agreements or commitments**

Amounts or book value put to a vote	Description
<p>Severance pay</p> <p>No amount due in respect of the financial year</p>	<p><b>Characteristics</b></p> <p>The features of the severance pay, constituting a related-party commitment authorised by the Board meeting of 8<sup>th</sup> February 2017 and approved by the General Meeting of 23<sup>rd</sup> May 2017 (8<sup>th</sup> resolution), are as follows:</p> <ul style="list-style-type: none"> <li>■ payment will only be due in the event of a non-voluntary departure from the Group, justified as such by the Board of Directors. No payment will be due in the event of serious misconduct, resignation or non-renewal of the Chief Executive Officer's appointment for reasons attributable to the latter;</li> <li>■ payment will be contingent upon an overall achievement rate for the annual variable remuneration targets of at least 60% on average over the three years preceding the end of the Chief Executive Officer's term of office;</li> <li>■ no severance pay will be due to a Chief Executive Officer leaving within six months before claiming his French Social Security pension, entitling him to claim the supplementary senior managers' pension;</li> <li>■ the payment will amount to two years' fixed salary, thus complying with the recommendation in the Afep-Medef Code, i.e. two years' fixed and variable annual remuneration.</li> </ul> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the Afep-Medef Code (i.e. two years' fixed and variable annual remuneration plus, if applicable, any other severance pay provided for under the employment contract, especially as stipulated under a collective agreement).</p> <p><b>Application</b></p> <p>The Board of Directors on 14<sup>th</sup> March 2018 noted Didier Valet's resignation as Deputy Chief Executive Officer and considered that none of the related-party agreement and commitments authorised by the Board of Directors of 13<sup>th</sup> January and 8<sup>th</sup> February 2017 and approved by the General Meeting on 23<sup>rd</sup> May 2017 were found to apply. Didier Valet thus received no severance pay for resigning from his term of office.</p>
<p>Non-compete clause</p> <p>No amount due in respect of the financial year</p>	<p><b>Characteristics</b></p> <p>Didier Valet is bound by a non-compete clause, constituting a related-party agreement authorised by the Board meeting of 8<sup>th</sup> February 2017 and approved by the General Meeting of 23<sup>rd</sup> May 2017 (8<sup>th</sup> resolution). For a duration of six months as from the date of expiry or termination of his term of office as Chief Executive Officer, such clause prohibits him from accepting a position at the same level with either a listed credit institution in Europe (defined as the European Economic Area, including the United Kingdom) or an unlisted credit institution in France. In exchange, he could continue to receive his fixed salary.</p> <p>The Board of Directors alone would have been able to waive such clause, up until the date on which the term of office of the Chief Executive Officer in question ended. In such a case, the Chief Executive Officer would no longer be bound by any commitment, and no sums would be payable to him in such respect.</p> <p>Any breach of the non-compete by the Chief Executive Officer in question would have required him to immediately pay a sum equal to six months' fixed salary. Societe Generale would in such a case have been released from its obligation to pay any financial compensation and, furthermore, could have demanded the refund of any financial compensation as may have already been paid since the breach.</p> <p>In no circumstances may the severance pay and non-compete payment combined exceed the cap recommended in the AFEP-MEDEF Code (i.e. two years' fixed and variable annual remuneration).</p> <p><b>Application</b></p> <p>The Board of Directors on 14<sup>th</sup> March 2018 noted Didier Valet's resignation as Deputy Chief Executive Officer and considered that none of the related-party agreement and commitments authorised by the Board of Directors of 13<sup>th</sup> January and 8<sup>th</sup> February 2017 and approved by the General Meeting on 23<sup>rd</sup> May 2017 were found to apply. Didier Valet thus received no severance pay for resigning from his term of office.</p>
<p>Supplementary pension plan</p> <p>No amount due in respect of the financial year</p>	<p>Didier Valet retained the benefit of the supplementary pension allocation plan for senior managers that applied to him as an employee prior to his appointment as Chief Executive Officer. This supplementary plan, introduced in 1991 and satisfying the provisions of Article L. 137-11 of the French Social Security Code, provides beneficiaries with an annual pension, covered by Societe Generale, as described on p. 103. This allowance depends in particular on the beneficiary's length of service within Societe Generale and the proportion of his fixed compensation exceeding "Tranche B" of the AGIRC pension.</p> <p>In accordance with the procedure for related-party agreements, this commitment was authorised by the Board of Directors on 13<sup>th</sup> January 2017 and approved by the General Meeting on 23<sup>rd</sup> May 2017 (8<sup>th</sup> resolution). As the benefit of the supplementary pension allocation regime was conditional on presence in the Company at the time of the pension uptake, Didier Valet lost the benefit of this pension following his resignation. Didier Valet also remained entitled to the supplementary defined-contribution pension plan that he had as an employee prior to his appointment as Chief Executive Officer.</p> <p>This defined-contribution plan, established in line with Article 83 of the French General Tax Code, was implemented in 1995 and amended on 1<sup>st</sup> January 2018 (and is now called <i>Épargne Retraite Valmy</i>, i.e. Valmy pension savings scheme). Membership is compulsory for all employees with at least six months' seniority within the Company and allows beneficiaries to save for their retirement, with benefits being paid in the form of life annuities upon retirement. Contributions correspond to 2% of the employee's remuneration, capped at twice the annual French Social Security ceiling, 1.5% of which is paid by the Company (i.e. EUR 1,192 based on the 2018 French social security annual ceiling). The plan is now insured with Sogécap (as opposed to the insurance company Valmy, as previously).</p> <p>The rights built up are still valid but no further contribution is paid by Societe Generale following Mr Valet's resignation.</p>

**ASSESSMENT OF THE BOARD OF DIRECTORS' USE OF THE FINANCIAL AUTHORISATIONS (UNTIL 13<sup>th</sup> MARCH 2019)**

Type of authorisation	Purpose of the authorisation granted to the Board of Directors	Validity of the delegation	Limit	Use in 2018	Use in 2019 (up to 13 <sup>th</sup> March)
Share buybacks	To buy Societe Generale shares	<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2017, 18 <sup>th</sup> resolution <b>For a period of:</b> 18 months <b>Start date:</b> 24 <sup>th</sup> May 2017 <b>Early termination:</b> 23 <sup>rd</sup> May 2018	5% of the share capital at the completion date of the purchases	Excluding the liquidity agreement: none. On 23 <sup>rd</sup> May 2018, 98,000 shares were recorded in the liquidity agreement's account.	Not applicable
		<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2018, 19 <sup>th</sup> resolution <b>For a period of:</b> 18 months <b>Start date:</b> 24 <sup>th</sup> May 2018 <b>Expiry date:</b> 23 <sup>rd</sup> November 2019	5% of the share capital at the completion date of the purchases	Excluding the liquidity agreement: none. On 31 <sup>st</sup> December 2018, 130,000 shares were recorded in the liquidity agreement's account. (see details on page 537 of the 2019 Registration Document)	Excluding the liquidity agreement: none. On 13 <sup>th</sup> March 2019, 116,000 shares were recorded in the liquidity agreement's account.
Capital increase	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	<b>Granted by:</b> AGM of 18 <sup>th</sup> May 2016, 14 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Early termination:</b> 23 <sup>rd</sup> May 2018	Nominal EUR 403 million for shares, i.e. 39.99% of the share capital at the date on which the authorisation was granted <i>Note: this limit counts towards those set forth in resolutions 15 to 20 of the AGM of 18<sup>th</sup> May 2016</i> Nominal EUR 6 billion for debt securities giving access to the share capital <i>Note: this limit counts towards those set forth in resolutions 15 to 18 of the AGM of 18<sup>th</sup> May 2016</i>	None	Not applicable
		<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2018, 20 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Expiry date:</b> 23 <sup>rd</sup> July 2020	Nominal EUR 333.200 million for shares, i.e. 32.99% of the share capital at the date on which the authorisation was granted <i>Note: this limit counts towards those set forth in resolutions 21 to 26 of the AGM of 23<sup>rd</sup> May 2018</i> Nominal EUR 6 billion for debt securities giving access to the share capital <i>Note: this limit counts towards those set forth in resolutions 21 to 24 of the AGM of 23<sup>rd</sup> May 2018</i>	None	None
	To increase the share capital through the incorporation of reserves, profits, premiums or any other item that may be incorporated to the share capital	<b>Granted by:</b> AGM of 18 <sup>th</sup> May 2016, 14 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Early termination:</b> 23 <sup>rd</sup> May 2018	Nominal EUR 550 million	None	Not applicable
		<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2018, 20 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Expiry date:</b> 23 <sup>rd</sup> July 2020	Nominal EUR 550 million	None	None
	To increase the share capital with cancellation of pre-emptive subscription rights through the issuance of ordinary shares and/or securities giving access to the share capital	<b>Granted by:</b> AGM of 18 <sup>th</sup> May 2016, 15 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Early termination:</b> 23 <sup>rd</sup> May 2018	Nominal EUR 100.779 million for shares, i.e. 10% of the share capital at the date on which the authorisation was granted Nominal EUR 6 billion for debt securities giving access to the share capital <i>Note: these limits count towards those set forth in resolution 14, and include those set forth in resolutions 16 and 17 of the AGM of 18<sup>th</sup> May 2016</i>	None	Not applicable
		<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2018, 21 <sup>st</sup> resolution <b>For a period of:</b> 26 months <b>Expiry date:</b> 23 <sup>rd</sup> July 2020	Nominal EUR 100.980 million for shares, i.e. 10% of the share capital at the date on which the authorisation was granted Nominal EUR 6 billion for debt securities giving access to the share capital <i>Note: these limits count towards those set forth in resolution 20, and include those set forth in resolutions 22 and 23 of the AGM of 23<sup>rd</sup> May 2018</i>	None	None



## REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Type of authorisation	Purpose of the authorisation granted to the Board of Directors	Validity of the delegation	Limit	Use in 2018	Use in 2019 (up to 13 <sup>th</sup> March)
<b>Capital increase (continuation)</b>	To increase the share capital in order to remunerate contributions in kind consisting of equity securities or securities giving access to the share capital	<b>Granted by:</b> AGM of 18 <sup>th</sup> May 2016, 16 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Early termination:</b> 23 <sup>rd</sup> May 2018	10% of the share capital at the date on which the authorisation was granted <i>Note: this limit counts towards those set forth in resolutions 14 and 15 of the AGM of 18<sup>th</sup> May 2016</i>	None	Not applicable
		<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2018, 22 <sup>nd</sup> resolution <b>For a period of:</b> 26 months <b>Expiry date:</b> 23 <sup>rd</sup> July 2020	10% of the share capital at the date on which the authorisation was granted <i>Note: this limit counts towards those set forth in resolutions 20 and 21 of the AGM of 23<sup>rd</sup> May 2018</i>	None	None
<b>Issuance of subordinated bonds</b>	Issuance of contingent convertible bonds without pre-emptive subscription rights	<b>Granted by:</b> AGM of 18 <sup>th</sup> May 2016, 17 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Early termination:</b> 23 <sup>rd</sup> May 2018	10% of the share capital at the date on which the authorisation was granted <i>Note: this limit counts towards those set forth in resolutions 14 and 15 of the AGM of 18<sup>th</sup> May 2016</i>	None	Not applicable
		<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2018, 23 <sup>rd</sup> resolution <b>For a period of:</b> 26 months <b>Expiry date:</b> 23 <sup>rd</sup> July 2020	10% of the share capital at the date on which the authorisation was granted <i>Note: this limit counts towards those set forth in resolutions 20 and 21 of the AGM of 23<sup>rd</sup> May 2018</i>	None	None
<b>Capital increase in favour of employees</b>	To increase the share capital through the issuance of ordinary shares or securities giving access to the share capital reserved for members of a Societe Generale company or Group Savings Plan	<b>Granted by:</b> AGM of 18 <sup>th</sup> May 2016, 18 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Early termination:</b> 23 <sup>rd</sup> May 2018	1% of the share capital at the date on which the authorisation was granted <i>Note: this limit counts towards the limit set forth in resolution 14 of the AGM of 18<sup>th</sup> May 2016</i>	None	Not applicable
		<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2018, 24 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Expiry date:</b> 23 <sup>rd</sup> July 2020	1.5% of the share capital at the date on which the authorisation was granted <i>Note: this limit counts towards the limit set forth in resolution 20 of the AGM of 23<sup>rd</sup> May 2018</i>	None	Transaction of which the principle was decided by the Board on 6 February 2019 for a nominal amount of EUR 15,148,000 and for which a delegation was granted to the Chief Executive Officer.
<b>Allocation of free shares</b>	To allocate free shares, existing or to be issued, to regulated persons and assimilated	<b>Granted by:</b> AGM of 18 <sup>th</sup> May 2016, 19 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Early termination:</b> 23 <sup>rd</sup> May 2018	1.4% of the share capital at the date on which the authorisation was granted including a maximum of 0.5% of the share capital with a 2-year vesting period for the payment of the deferred variable compensations <i>Note: this limit counts towards the limit set forth in resolution 14 of the AGM of 18<sup>th</sup> May 2016</i> 0.1% of the share capital for the Chief Executive Officers <i>Note: this limit counts towards the 1.4% and 0.5% limits set forth in resolution 19 of the AGM of 18<sup>th</sup> May 2016</i>	On 23 <sup>rd</sup> May 2018, allocation of 828,000 shares, i.e. 0.10% of the share capital at the date of allocation.	Not applicable
		<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2018, 25 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Expiry date:</b> 23 <sup>rd</sup> July 2020	1.4% of the share capital at the date on which the authorisation was granted including a maximum of 0.5% of the share capital with a 2-year vesting period for the payment of the deferred variable compensation <i>Note: this limit counts towards the limit set forth in resolution 20 of the AGM of 23<sup>rd</sup> May 2018</i> 0.1% of the share capital for the Chief Executive Officers <i>Note: this limit counts towards the 1.4% and 0.5% limits set forth in resolution 25 of the AGM of 23<sup>rd</sup> May 2018</i>	None	On 13 <sup>th</sup> March 2019, allocation of 1,314,000 shares, i.e. 0.16% of the share capital at the date of allocation.
		<b>Granted by:</b> AGM of 18 <sup>th</sup> May 2016, 20 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Early termination:</b> 23 <sup>rd</sup> May 2018	0.6% of the share capital at the date on which the authorisation was granted <i>Note: this limit counts towards the limit set forth in resolution 14 of the AGM of 18<sup>th</sup> May 2016</i>	On 23 <sup>rd</sup> May 2018, allocation of 862,000 shares, i.e. 0.11% of the share capital at the date of allocation.	Not applicable
		<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2018, 26 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Expiry date:</b> 23 <sup>rd</sup> July 2020	0.6% of the share capital at the date on which the authorisation was granted <i>Note: this limit counts towards the limit set forth in resolution 20 of the AGM of 23<sup>rd</sup> May 2018</i>	None	On 13 <sup>th</sup> March 2019, allocation of 1,545,000 shares, i.e. 0.19% of the share capital at the date of allocation.
<b>Cancellation of shares</b>	To cancel shares purchased as part of share buyback programmes	<b>Granted by:</b> AGM of 18 <sup>th</sup> May 2016, 21 <sup>st</sup> resolution <b>For a period of:</b> 26 months <b>Early termination:</b> 23 <sup>rd</sup> May 2018	5% of the total number of shares per 24-month period	None	Not applicable
		<b>Granted by:</b> AGM of 23 <sup>rd</sup> May 2018, 27 <sup>th</sup> resolution <b>For a period of:</b> 26 months <b>Expiry date:</b> 23 <sup>rd</sup> July 2020	5% of the total number of shares per 24-month period	None	None

*These statutory auditors' reports include information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to the shareholders. These reports should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

### **STATUTORY AUDITORS' REPORTS COSIGNED BY DELOITTE & ASSOCIÉS (JEAN-MARC MICKELER) AND ERNST & YOUNG ET AUTRES (MICHA MISSAKIAN)**

#### **REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS SIGNED ON 8<sup>th</sup> MARCH 2019**

**Societe Generale**  
Year ended 31<sup>st</sup> December 2018

#### **Opinion**

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of Société Générale for the year ended 31<sup>st</sup> December 2018.

In our opinion, the consolidated financial statements give a true and fair view of the results of operations of the Group for the

year then ended and of its financial position and of its assets and liabilities as at 31<sup>st</sup> December 2018 in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit and Internal Control Committee.

#### **Basis for opinion**

##### **Audit framework**

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

##### **Independence**

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 1 January 2018 to the issue date of our report and specifically we

did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) no. 537/2014 or in the French Code of Ethics (*Code de déontologie*) for statutory auditors.

#### **Emphasis of Matter**

Without qualifying the opinion expressed above, we draw your attention to Note 1 on "Main valuation rules and presentation of the consolidated financial statements" to the consolidated

financial statements which describes the impacts of the first-time application of IFRS 9 "Financial Instruments".

#### **Justification of Assessments - Key Audit Matters**

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed to those risks.

These matters were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed above. We do not express an opinion on any components of the consolidated financial statements taken individually.

## Measurement of the provision for disputes

### Risk identified

A provision for disputes in the amount of €340 million (hereafter “the provision for disputes”) is recognized under liabilities in the balance sheet as at 31 December 2018 to cover the risks of future outflows of resources relating to several disputes in which the Société Générale Group is involved, as stated in Note 8.3.2 “Other provisions” to the consolidated financial statements. Société Générale is subject to investigations and requests for information of a regulatory nature from various authorities presented in Note 9 “Information on risks and litigation” to the consolidated financial statements.

During financial year 2018, Société Générale Group paid penalties of 2.7 billion US dollar following settlement agreements with authorities relating to the following matters:

- the investigation of American authorities relating to certain US dollar transactions involving countries, persons, or entities that are the subject of US economic sanctions;
- Investigations regarding certain transactions with Libyan counterparties;
- Investigations regarding IBOR submissions.

We consider that the measurement of the provision for disputes, which is based on the exercise of Management’s judgement, is a key audit matter.

### Our response

Our works notably consisted in:

- Monitoring the main legal proceedings and the ongoing investigations undertaken by the judicial authorities and the regulators with the Société Générale Group’s legal department;
- Obtaining an understanding of the process for the measurement of the provision for disputes, notably through quarterly discussions with the Société Générale Group’s Management;
- Assessing the assumptions used to determine the provision for disputes on the basis of the information that we obtained, in particular from the Société Générale Group’s external legal advisers, specialized in these cases;
- Assessing the disclosures on these disputes in the notes to the consolidated financial statements.

## Recoverability of deferred tax assets in France and in the United States

### Risk identified

As at December 31, 2018, an amount of MEUR 4,753 was recorded under deferred tax assets.

As stated in Note 6 “Income tax” to the consolidated financial statements, Société Générale Group calculates deferred taxes at the level of each tax entity and recognizes deferred tax assets at the closing date when it is considered probable that future taxable profits will be available against which the tax entity concerned will be able to charge timing differences and tax loss carryforwards, over a determined period of time.

Furthermore, as stated in Notes 6 “Income tax” and 9 “Information on risks and litigation” to the consolidated financial statements, certain tax loss carryforwards are challenged by the French tax authorities and consequently may be called into question.

Given the assumptions used to assess the recoverability of the deferred tax assets in France and in the United States (which represent the most significant part of these assets) and the judgement exercised by Management in this respect, we identified this issue as a key audit matter.

### Our response

Our audit approach consisted in assessing the probability that the Société Générale Group will be able to make future use of the tax loss carryforwards generated to date, notably based on the ability to make future taxable profits in France and the United States.

With the support of our tax specialists who are part of the audit team, we:

- Compared the projected of the past fiscal years with the actual results of the concerned fiscal years;
- Obtained an understanding of the three-year business plan drawn up by Management and approved by the Board of Directors, and of the assumptions used by Management beyond the three-year period to establish projected results;
- Assessed the sensitivity of these assumptions in the event of unfavourable scenarios defined by Société Générale Group;
- Analyzed Société Générale’s situation, and obtained an understanding of the opinion from its external tax advisers regarding its tax loss carryforwards in France, partially challenged by the tax authorities;
- Analyzed the disclosures on deferred tax assets in Notes 6 and 9 to the consolidated financial statements.

## Valuation of complex financial instruments

### Risk identified

Within the scope of its market activities, Société Générale holds complex financial instruments for trading purposes.

To calculate the fair value of complex instruments, the Group uses techniques or in-house valuation models based on parameters and data that are not all observable in the market, as stated in Note 3.4 “Fair value of financial instruments measured at fair value” to the consolidated financial statements. The models and data used to value these instruments are based on Management’s estimates.

Due to the use of judgment to determine the instruments’ fair value, the complexity of the modelling of the latter and the multiplicity of models used, we consider the valuation of complex financial instruments to be a key audit matter.

### Our response

Our audit approach is focused on the key internal control processes related to the valuation of complex financial instruments.

With the support of our specialists in the valuation of financial instruments, we designed an approach including the following main stages:

- We familiarized ourselves with the procedure for the authorization and validation of new products and their valuation models, including the process for the entry of these models into the information systems;
- We assessed the governance relating to the Risk Department’s control of the valuation models used;
- More specifically, based on tests, we considered the valuation formulae for certain categories of complex instruments;
- We analyzed certain market parameters used to provide input for the valuation models;
- As regards the profit and loss explanation process, we familiarized ourselves with the analysis principles used by the bank and performed tests of controls. We also performed “analytical” IT procedures on the database for the controls performed on the daily profit and loss explanation process;
- At each quarterly closing, we obtained the results of the process for the independent price verification, and we analyzed the differences in parameters compared to the market data in the event of a significant impact, as well as the accounting treatment of such differences;
- We performed counter-valuations on a selection of complex derivative financial instruments using our tools;
- We considered the compliance of the documented methods underlying the estimates with the principles described in Note 3.4 “Fair value of financial instruments measured at fair value” to the consolidated financial statements, and we analyzed the criteria, particularly the observability of transactions, used to determine the fair value hierarchy.

**Information technology risk on derivative financial instruments and structured bonds issued**

**Risk identified**

Société Générale's derivative financial instruments and structured bonds issued constitute an important activity within its market activities, as illustrated by the significance of the net positions of derivative financial instruments in the transaction portfolio in Note 3.2 "Financial derivatives" to the consolidated financial statements. This activity is highly complex given the nature of the financial instruments processed, the volume of transactions, and the use of numerous information systems interfacing with each other.

The risk of an IT incident could entail the risk of an anomaly in the accounts resulting from an incident in the data processing chains used, or the recording of transactions until they are transferred into the accounting system. Such a risk may notably take the form of:

- Changes made to management and financial information by unauthorized personnel via the information systems or underlying databases;
- A failure in processing or in the transfer of data between systems;
- A service interruption or operating incident, possibly associated with internal or external fraud.

In this context, the monitoring by the Société Générale Group of controls linked to information systems management relating to the above-mentioned activity is essential for the reliability of the accounts and is a key audit matter.

**Our response**

Our audit approach for this activity is based on the controls related to the information systems management set up by the Société Générale Group. With the support of our experts in information systems, we tested the IT general controls of the applications that we considered to be significant for this activity.

Our works in particular concerned:

- The controls set up by the Société Générale Group on access rights, notably at sensitive periods of a professional career (recruitment, transfer, resignation, end of contract) with, when necessary, extended audit procedures in the event of ineffective control identified during the year ended December 31, 2018;
- Potential privileged access to applications and infrastructure;
- Change management and, more specifically, the separation between development and business environments;
- Security policies in general and their deployment in IT applications (for example, those related to passwords);
- Handling of IT incidents during the audit period;
- Governance and the control environment on a sample of "end user" applications.

For these same applications, and in order to assess the transfer of information flows, we tested the application controls related to the automated interfaces between the systems.

Our tests of the IT general controls and application controls were supplemented by data analytics work on certain IT applications.

**First-time application of IFRS 9 "Financial Instruments"**

**Risk identified**

As of 1 January 2018, the Group has applied IFRS 9 "Financial Instruments" (phases 1 and 2) to its financial assets and liabilities except for those related to its insurance activities. This standard introduces new classification and measurement rules for these assets and liabilities, as well as significant changes to rules relating to impairment of financial assets.

As a result of the first-time application of IFRS 9 "Financial Instruments," Société Générale recognised an impact of €-1.1 billion in equity after tax (mainly with respect to the impairment of loans and receivables classified in stages 1 and 2), published an opening balance sheet as of 1 January 2018, and provided detailed disclosures on the transition of the balance sheet as at 31 December 2017 under IAS 39 to the opening balance sheet under IFRS 9 as of 1 January 2018 (excluding insurance assets and liabilities). The qualitative and quantitative disclosures are mainly described in Notes 1.4 "First-time application of IFRS 9: "Financial Instruments"" and 3 "Financial Instruments". The determination of that impact including the nature of the disclosures in the notes to the consolidated financial instruments required numerous assumptions and the use of judgement, in particular the significant increase in credit risk criteria, the integration of macro-economic projections and the measurement of expected credit losses.

Furthermore, the Société Générale Group uses its judgement and makes accounting estimates to measure the impairment of the doubtful loans (classified in stage 3).

Given the complexity related to the first-time application of IFRS 9 and the quantity of disclosures to be provided in this respect by the Société Générale Group in the notes to the consolidated financial statements, we considered the first-time application of IFRS 9 "Financial Instruments" to be a key audit matter.

**Our response**

We have, with the support of our specialists who are part of the audit team, familiarized ourselves with the measures deployed and the analyses performed by the Société Générale Group to implement IFRS 9.

Concerning classification and measurement, our audit procedures notably consisted in reviewing the analyses made by the Group and their breakdown at activity level and testing, based on a sample of contracts, the compliance of the classification of assets determined in Société Générale analyses with regard to the accounting policies described in the notes to consolidated financial statements.

Concerning impairment, our audit procedures notably consisted in:

- Examining the compliance of policies implemented by the Group and methodologies applied at activity level with IFRS 9;
- Familiarizing ourselves with the governance measures and testing key controls implemented at Group level;
- Performing tests on a selection of models set up in the information systems which are used to prepare financial information;
- Performing counter-valuations of expected credit losses on a selection of portfolios as at 1 January 2018;
- Examining (i) the main parameters used by the Société Générale Group to classify outstandings and assess impairment of stages 1 and 2 as at 1 January 2018, and (ii) the consistency of methods applied as at 31 December 2018;
- Testing as at 31 December 2018, the key assumptions used for estimating impairment on loans classified in stage 3, especially on a selection of the most significant corporate loans in France.

Furthermore, we have examined the qualitative and quantitative disclosures published in the notes to the consolidated financial statements with regard to the first-time application of this standard.

**Specific verifications**

As required by French law, we have also verified in accordance with professional standards applicable in France the information concerning the Group presented in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial performance statement provided for in Article L. 225-102-1 of the French Commercial Code is included in the disclosures relating to the Group presented in the management report, it being specified that, in accordance with Article L. 823-10 of the Code, we have not verified the fairness of the information contained in this statement or its consistency with the consolidated financial statements that must be verified in a report by an independent third party.

## Report on Other Legal and Regulatory Requirements

### Appointment of the Statutory Auditors

We were appointed as statutory auditors of Société Générale by your Annual General Meeting held on 18 April 2003 for DELOITTE & ASSOCIES and on 22 May 2012 for ERNST & YOUNG et Autres.

As at 31 December 2018, DELOITTE & ASSOCIES was in the sixteenth year of total uninterrupted engagement and ERNST & YOUNG et Autres in the seventh year.

Previously, ERNST & YOUNG Audit was the statutory auditor of Société Générale from 2000 to 2011.

## Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going

concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease its operations.

The Audit and Internal Control Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements have been approved by the Board of Directors.

## Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

### Objective and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

### Report to the Audit and Internal Control Committee

We submit to the Audit and Internal Control Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Internal Control Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Internal Control Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit and Internal Control Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

### REPORT ON THE FINANCIAL STATEMENTS SIGNED ON 8<sup>th</sup> MARCH 2019

**Societe Generale**  
Year ended 31<sup>st</sup> December 2018

#### Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of Société Générale for the year ended December 31, 2018.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of

the Company as at December 31, 2018 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit and Internal Control Committee.

#### Basis for Opinion

##### Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Financial Statements section of our report.

##### Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1, 2018 to the date of our report and specifically we did not provide

any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014 or in the French Code of Ethics (*Code de déontologie*) for statutory auditors.

#### Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

## Measurement of the provision for disputes

Risk identified	Our response
<p>A provision for disputes in the amount of MEUR 340 (hereafter “the provision for disputes”) is recognized under liabilities in the balance sheet as at 31 December 2018 to cover the risks of future outflows of resources relating to several disputes in which the Company is involved, as stated in Note 7.3 “Provisions” to the financial statements. Société Générale is subject to investigations and requests for information of a regulatory nature from various authorities presented in Note 8 “Information on risks and litigation” to the financial statements.</p> <p>During the financial year 2018, Société Générale paid penalties of 2.7 billion US dollar following settlement agreements with authorities relating to the following matters:</p> <ul style="list-style-type: none"> <li>■ the investigations of American authorities relating to certain US dollar transactions involving countries, persons, or entities that are the subject of US economic sanctions;</li> <li>■ investigations regarding certain transactions with Libyan counterparties;</li> <li>■ investigations regarding IBOR submissions.</li> </ul> <p>We consider that the measurement of the provision for disputes, which is based on the exercise of Management’s judgment, is a key audit matter.</p>	<p>Our works notably consisted in:</p> <ul style="list-style-type: none"> <li>■ monitoring the main legal proceedings and the ongoing investigations undertaken by the judicial authorities and the regulators with Société Générale’s legal department;</li> <li>■ obtaining an understanding of the process for the measurement of the provision for disputes, notably through quarterly discussions with Société Générale’s Management;</li> <li>■ assessing the assumptions used to determine the provision for disputes on the basis of the information that we obtained, in particular from Société Générale’s external legal advisers, specialized in these cases;</li> <li>■ assessing the disclosures on these disputes in the notes to the financial statements.</li> </ul>

## Recoverability of deferred tax assets in France and in the United States

Risk identified	Our response
<p>As at December 31, 2018, an amount of MEUR 4,113 was recorded under deferred tax assets.</p> <p>As stated in Note 5 “Taxes” to the financial statements, Société Générale calculates deferred taxes at the level of each tax entity and recognizes deferred tax assets at the closing date when it is considered probable that future taxable profits will be available against which the tax entity concerned will be able to charge timing differences and tax loss carryforwards, over a determined period of time.</p> <p>Furthermore, as stated in Notes 5 “Taxes” and 8 “Information on risks and litigation” to the financial statements, certain tax loss carryforwards are challenged by the French tax authorities and consequently may be called into question.</p> <p>Given the assumptions used to assess the recoverability of the deferred tax assets in France and in the United States (which represent the most significant part of these assets) and the judgment exercised by Management in this respect, we identified this issue as a key audit matter.</p>	<p>Our audit approach consisted in assessing the probability that Société Générale will be able to make future use of the tax loss carryforwards generated to date, notably based on the ability to make future taxable profits in France and the United States. With the support of our tax specialists who are part of the audit team, we:</p> <ul style="list-style-type: none"> <li>■ compared the projected results of the past fiscal years with the actual results of the concerned fiscal years;</li> <li>■ obtained an understanding of the three-year business plan drawn up by Management and approved by the Board of Directors and of the assumptions used by Management beyond the three-year period to establish projected results;</li> <li>■ assessed the sensitivity of these assumptions in the event of unfavourable scenarios defined by Société Générale;</li> <li>■ analyzed Société Générale’s situation, and obtained an understanding of the opinion from its external tax advisers regarding its tax loss carryforwards in France, partially challenged by the tax authorities;</li> <li>■ analyzed the disclosures on deferred tax assets in Notes 5 and 8 to the financial statements.</li> </ul>

## Valuation of complex financial instruments

Risk identified	Our response
<p>Within the scope of its market activities, Société Générale holds complex financial instruments for trading purpose.</p> <p>To calculate the market value of complex instruments, Société Générale uses techniques or in-house valuation models based on parameters and data that are not observable in the market, as stated in Note 2.2 “Operations on forward financial instruments” to the financial statements. The models and data used to value these instruments are based on Management’s estimates.</p> <p>Due to the use of judgment to determine the instruments’ market value, the complexity of the modelling of the latter and the multiplicity of models used, we consider the valuation of complex financial instruments to be a key audit matter.</p>	<p>Our audit approach is focused on the key internal control processes related to the valuation of the complex financial instruments. With the support of our specialists in the valuation of financial instruments, we designed an approach including the following main stages:</p> <ul style="list-style-type: none"> <li>■ we familiarized ourselves with the procedure for the authorization and validation of new products and their valuation models, including the process for the entry of these models into the information systems;</li> <li>■ we assessed the governance relating to the Risk Department’s control of the valuation models used;</li> <li>■ more specifically, based on tests, we considered the valuation formulae for certain categories of complex instruments;</li> <li>■ we analyzed certain market parameters used to provide input for the valuation models;</li> <li>■ as regards the profit and loss explanation process, we familiarized ourselves with the analysis principles used by the bank and performed tests of controls. We also performed “analytical” IT procedures on the database for the controls performed on the daily profit and loss explanation process;</li> <li>■ at each quarterly closing, we obtained the results of the process for the independent price verification, and we analyzed the differences in parameters compared to the market data in the event of a significant impact, as well as the accounting treatment of such differences;</li> <li>■ we performed counter-valuations on a selection of complex derivative financial instruments using our tools;</li> <li>■ we considered the compliance of the documented methods underlying the estimates with the principles described in Note 2.2 “Operations on forward financial instruments” to the financial statements.</li> </ul>

## Information technology risk on derivative financial instruments and structured bonds issued

Risk identified	Our response
<p>Société Générale's derivative financial instruments and structured bonds issued constitute an important activity within its market activities, as illustrated by the significance of the net positions of derivative financial instruments in the transaction portfolio in Note 2.2 "Operations on forward financial instruments" to the financial statements.</p> <p>This activity is highly complex given the nature of the financial instruments processed, the volume of the transactions, and the use of numerous information systems interfacing with each other.</p> <p>The risk of an IT incident could entail the risk of an anomaly in the accounts resulting from an incident in the data processing chains used, or the recording of transactions until they are transferred into the accounting system. Such a risk may notably take the form of:</p> <ul style="list-style-type: none"> <li>■ changes made to management and financial information by unauthorized personnel via the information systems or underlying databases;</li> <li>■ a failure in processing or in the transfer of data between systems;</li> <li>■ a service interruption or operating incident, possibly associated with internal or external fraud.</li> </ul> <p>In this context, the monitoring by the Company of controls linked to information systems management relating to the above-mentioned activity is essential for the reliability of the accounts and is a key audit matter.</p>	<p>Our audit approach for this activity is based on the controls related to the information systems management set up by Société Générale. With the support of our experts in information systems, we tested the IT general controls of the applications that we considered to be significant for this activity. Our works concerned in particular the following:</p> <ul style="list-style-type: none"> <li>■ the controls set up by Société Générale on access rights, notably at sensitive period of a professional career (recruitment, transfer, resignation, end of contract) with, when necessary, extended audit procedures in the event of ineffective control identified during the year ended December 31, 2018;</li> <li>■ potential privileged access to applications and infrastructure;</li> <li>■ change management and, more specifically, the separation between development and business environments;</li> <li>■ security policies in general and their deployment in IT applications (for example, those related to passwords);</li> <li>■ handling of IT incidents during the audit period;</li> <li>■ governance and the control environment on a sample of "end user" applications.</li> </ul> <p>For these same applications, and in order to assess the transfer of information flows, we tested the application controls related to the automated interfaces between the systems. Our tests of the IT general controls and application controls were supplemented by data analytics work on certain IT applications.</p>

## Change in accounting estimates of collective provisions and measurement of impairment and provisions on loans and other commitments granted to corporate clients

Risk identified	Our response
<p>Loans and receivables to corporate clients carry a credit risk that exposes Société Générale to a potential loss if its client or counterparty is unable to meet its financial commitments.</p> <p>The accounting principles used for measuring the impairment and collective provisions are described in Note 2.6 "Impairment and provisions" to the financial statements.</p> <p>In the financial year 2018, Société Générale changed its accounting estimates for the recording of collective provisions for credit risk as stated in Note 1 "Significant accounting principles" to the financial statements. The amount of collective provisions for credit risk is now measured based on lifetime expected credit losses calculated on under-performing loans. Société Générale's management uses its judgment to set the assumptions and parameters used to calculate these collective provisions.</p> <p>Furthermore, Société Générale uses its judgment and makes accounting estimates to measure the impairment of the doubtful loans.</p> <p>We consider (i) the change in accounting estimates of collective provisions and (ii) the measurement of impairment and provisions of loans and other commitments, especially for corporate clients with significant individual exposures, to be a key audit matter.</p>	<p>Our audit approach consisted in obtaining an understanding of the process of measuring impairment and collective provisions in place at Société Générale. We tested the key controls set up by Management for determining the assumptions and parameters used as a basis for this measurement.</p> <p>Regarding under-performing loans for which provisions are determined on a collective basis, with the support of our experts, our works consisted in:</p> <ul style="list-style-type: none"> <li>■ assessing the assumptions and documentation of Société Générale used to identify a significant increase in credit risk;</li> <li>■ obtaining an understanding of the governance framework set up by Société Générale;</li> <li>■ analyzing the key parameters used by Société Générale to measure collective provisions;</li> <li>■ analyzing the disclosures on the change in accounting estimates performed in the year ended December 31, 2018.</li> </ul> <p>Regarding doubtful loans, our works consisted in testing the key assumptions used for estimating impairment as at December 31, 2018, especially on a selection of the most significant corporate loans in France.</p> <p>We also analyzed the qualitative and quantitative disclosures described in Note 2.6 "Impairment and provisions" to the financial statements.</p>

## Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

## Information given in the Management Report and in the Other Documents with respect to the financial position and the financial statements provided to the Shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents with respect to the financial position and the financial statements provided to the Shareholders except for the point described below.

We have the following matter to report regarding the fair presentation and consistency with the financial statements of the information relating to payment terms referred to in article D. 441-4 of the French Commercial Code (Code de commerce): As stated in the management report, this information does not include bank and other related operations as your Company considers that such operations fall outside the scope of disclosable information.



## STATUTORY AUDITORS REPORTS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

### Report on Corporate Governance

We attest that the Board of Directors' Report on Corporate Governance sets out the information required by Articles L. 225-37-3 and L. 225-37-4 of the French Commercial Code (Code de commerce).

Concerning the information given in accordance with the requirements of Article L. 225-37-3 of the French Commercial Code (Code de commerce) relating to remunerations and benefits received by the directors and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the

information obtained by your Company from controlling and controlled companies. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your Company considered likely to have an impact in the event of a public purchase offer or exchange, provided pursuant to Article L. 225-37-5 of the French Commercial Code (Code de commerce), we have agreed these to the source documents communicated to us. Based on our work, we have no observations to make on this information.

### Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders or

holders of the voting rights and cross-shareholdings has been properly disclosed in the management report.

## Report on Other Legal and Regulatory Requirements

### Appointment of the Statutory Auditors

We were appointed as statutory auditors of Société Générale by your Annual General Meeting held on April 18, 2003 for DELOITTE & ASSOCIES and on May 22, 2012 for ERNST & YOUNG et Autres.

As at December 31, 2018, DELOITTE & ASSOCIES was in the sixteenth year of total uninterrupted engagement and ERNST & YOUNG et Autres in the seventh year.

Previously, ERNST & YOUNG Audit was the statutory auditor of Société Générale from 2000 to 2011.

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and

using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit and Internal Control Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

## Statutory Auditors' Responsibilities for the Audit of the Financial Statements

### Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (Code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is

## STATUTORY AUDITORS REPORTS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

### Report to the Audit and Internal Control Committee

We submit to the Audit and Internal Control Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Internal Control Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Internal Control Committee with the declaration provided for in Article 6 of Regulation (EU) No 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set out in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code (Code de commerce) and in the French code of ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit and Internal Control Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

## REPORT ON RELATED PARTY AGREEMENTS AND COMMITMENTS SIGNED ON 8<sup>th</sup> MARCH 2019

### Societe Generale Year ended 31<sup>st</sup> December 2018

In our capacity as Statutory Auditors of your Company, we hereby report on certain related-party agreements and commitments.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention or which we may have discovered during the course of our audit, as well as the reasons justifying why they benefit the Company, without expressing an opinion on their usefulness and appropriateness or identifying other such agreements and commitments, if any. It is your responsibility, pursuant to Article R. 225-31 of the French Commercial Code (*Code de commerce*), to

assess the interest involved in respect of the conclusion of these agreements and commitments for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R. 225-31 of the French Commercial Code relating to the implementation during the past year of agreements and commitments previously approved by the Shareholders' Meeting.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

## Agreements and Commitments submitted to the approval of the shareholders' Meeting

### Agreements and commitments authorised and concluded during the year

In accordance with Article L. 225-40 of the French Commercial Code, we were notified of the following agreements and commitments signed during the year and previously authorised by your Board of Directors.

### With Messrs. Philippe Aymerich, Philippe Heim and Mrs. Diony Lebot, Deputy Chief Executive Officers of your Company

#### a) Nature and purpose

Non-compete clauses in favour of Messrs. Philippe Aymerich, Philippe Heim and Mrs. Diony Lebot.

#### Terms and conditions

This clause was authorised by your Board of Directors on 3<sup>rd</sup> May 2018 with effect from 14<sup>th</sup> May 2018.

Provided that they are not employed in a similar position for a six-month period following the termination of their terms of office, in a listed bank in Europe or in a non-listed bank in France, Messrs. Philippe Aymerich, Philippe Heim and Mrs. Mme Diony Lebot will be entitled, during this period, to termination benefits to be paid on a monthly basis, equal to their basic fixed compensation as Deputy Chief Executive Officers. The Company however reserves the right to waive this clause.

#### Reasons justifying why the agreements are in the Company's interest

Your Board of Directors justified these agreements as follows: they include the identical post-employment benefits granted to all Société Générale deputy chief executive officers since 2017.

### b) Nature and purpose

Termination benefits in favour of Messrs. Philippe Aymerich, Philippe Heim and Mrs. Diony Lebot.

#### Terms and conditions

These benefits were authorised by your Board of Directors on 3<sup>rd</sup> May 2018 with effect from 14<sup>th</sup> May 2018.

They include the following features:

- Termination benefits will only be due in the event of forced departure from the Group and justified as such by the Board of Directors, thereby excluding resignation, non-renewal of the term of office at the initiative of Messrs. Philippe Aymerich, Philippe Heim and Mrs. Mme Diony Lebot or gross negligence.
- Payment of the termination benefits will be subject to reaching an overall achievement rate of the targets for the variable portion of the annual compensation of at least 60% on average over the last three fiscal years preceding the termination of the term of office.
- No termination benefits will be owed in the event of departure within six months preceding the settlement of the Social Security pension entailing the right to benefit from the supplementary pension allocation for senior executives.
- The amount of the termination benefits will be two years of basic fixed compensation and may not exceed the ceiling recommended by the AFEP-MEDEF Code of two years of basic fixed and variable compensation.

#### Reasons justifying why the commitments are in the Company's interest

Your Board of Directors justified these agreements as follows: they include identical post-employment benefits granted to all Société Générale deputy chief executive officers since 2017.

### c) Nature and purpose

Pension commitments in favour of Messrs. Philippe Aymerich, Philippe Heim and Mrs. Diony Lebot.

#### Terms and conditions

These commitments were authorised by your Board of Directors on 3<sup>rd</sup> May 2018 with effect from 14<sup>th</sup> May 2018.

Pursuant to these commitments, Messrs. Philippe Aymerich, Philippe Heim and Mrs. Diony Lebot retain the rights to the supplementary pension plan for senior executives which applied to them as employees before their appointment as corporate officer, the annual vesting of the contingent rights being, as from the implementation of their terms of office, subject to performance conditions. Accordingly, the rights to potential annuity payments in respect of one year will only be fully vested if at least 80% of the performance conditions of the variable compensation of this same year are satisfied. For a performance of 50% and below, no increase in the annuity will be applied. For an achievement rate of between 80% and 50%, the calculation of the vesting of rights with respect to the year will be calculated on a straight-line basis.

#### Reasons justifying why the commitments are in the Company's interest

The Board of Directors justified these agreements as follows: they include identical post-employment benefits granted to all Société Générale deputy chief executive officers since 2017.

### Agreements and commitments authorised since the year-end

We have been advised of the following agreements and commitments, authorised since the year-end, that were previously approved by the Board of Directors on 6<sup>th</sup> February 2019.

### With Messrs. MM. Philippe Aymerich, Philippe Heim, Séverin Cabannes and Mrs. Diony Lebot, Deputy Chief Executive Officers ad Mr. Frédéric Oudéa, Chief Executive Officer of your Company

#### a) Nature and purpose

Non-compete clauses in favour of Messrs. Frédéric Oudéa, Philippe Aymerich, Philippe Heim, Séverin Cabannes and Mrs. Diony Lebot.

#### Terms and conditions

This clause was authorised by your Board of Directors on 3<sup>rd</sup> May 2018 with effect from 14<sup>th</sup> May 2018 in favour of Messrs. Philippe Aymerich, Philippe Heim and Mrs. Diony Lebot, and on 8<sup>th</sup> February 2017 in favour of Messrs. Frédéric Oudéa and Séverin Cabannes.

They will be modified following the Board of Directors' meeting of 21<sup>st</sup> May 2019 which will take place after the Shareholders' Meeting.

The Board of Directors may unilaterally waive its implementation, in the 15 days following the termination of duties. In this case, the beneficiary is released from any commitment and no amount will be owed to him/her in this respect.

Any violation of the non-compete obligation will lead to the immediate payment of an amount equal to six-months of basic fixed gross compensation by the beneficiary. Société Générale is released from its obligation to pay the aforementioned financial consideration and can, furthermore, demand that the financial consideration already paid since the reported violation of the obligation be returned.

No amount will be owed pursuant to the clause in the event of departure within the 6 months preceding the pension settlement or beyond the age of 65.

The aggregate amount of the termination benefits and the non-compete clause may not exceed the ceiling recommended by the AFEP-MEDEF Code of two years of annual basic fixed and variable compensation.

#### Reasons justifying that the agreements are in the Company's interest

The Board of Directors justified these agreements as follows: the purpose of the modifications which took place in February 2019 is to integrate the changes made to Article 23.4 of the revised AFEP-MEDEF Code.

#### b) Nature and purpose

Termination benefits in favour of Messrs. Frédéric Oudéa, Philippe Aymerich, Philippe Heim, Séverin Cabannes and Mrs. Diony Lebot.

#### Terms and conditions

These benefits were authorised by your Board of Directors on 3<sup>rd</sup> May 2018 with effect from 14<sup>th</sup> May 2018 in favour of Messrs. Philippe Aymerich, Philippe Heim and Mrs. Diony Lebot, and on 8<sup>th</sup> February 2017 in favour of Mr. Frédéric Oudéa and Mr. Séverin Cabannes.

They will be modified following the Board of Directors' meeting of 21<sup>st</sup> May 2019 which will take place after the Shareholders' Meeting.

In particular, the Chief Executive Officer and the Deputy Chief Executive Officers will not be able to qualify for termination benefits in the event of departure 6 months preceding the pension settlement or the possibility at the time of departure to qualify for a full pension within the meaning of the Social Security definition in accordance with Article 24.5.1 of the revised AFEP-MEDEF Code.

The text of the clause is also modified to explain the rule according to which the termination benefits will be owed in the event of forced departure from the Group, justified as such by the Board of Directors. It is specified that no termination benefits will be owed in the event of resignation other than noted as being forced by

the Board of Directors or non-renewal of the term of office at the initiative of the corporate officer or gross negligence.

Payment of termination benefits remains subject to reaching an overall achievement rate of the targets for the variable portion of annual compensation of at least 60% on average over the last three fiscal years preceding the termination of the term of office (or the duration of the term of office if less than 3 years).

The amount of termination benefits is two years' fixed annual compensation.

In no event may the aggregate amount of the termination benefits and the non-compete clause exceed the ceiling recommended by the AFEP-MEDEF Code of two years of basic annual fixed and variable compensation, including, if applicable, any other termination benefits related to the employment agreement (notably severance pay under the collective bargaining agreement).

### Reasons justifying that the agreements are in the Company's interest

The Board of Directors justified these agreements as follows: the purpose of the modifications which took place in February 2019 is to integrate the changes made to Article 24.5.1 of the revised AFEP-MEDEF Code and the termination benefits in favour of Messrs. Frédéric Oudéa, Philippe Aymerich, Philippe Heim, Séverin Cabannes and Mrs. Diony Lebot are modified to make them more exact and comply with these changes.

### c) Nature and purpose

Supplementary pension for senior executives in favour of Messrs. Philippe Aymerich, Philippe Heim, Séverin Cabannes and Mrs. Diony Lebot.

#### Terms and conditions

This commitment was authorised by your Board of Directors on 12<sup>th</sup> May 2008 and approved by the Shareholders' Meeting of 19<sup>th</sup> May 2009 for Mr. Séverin Cabannes and authorised by your Board of Directors on 3<sup>rd</sup> May 2018 for Messrs. Philippe Aymerich, Philippe Heim and Mrs. Diony Lebot.

It was modified by the Board of Directors on 6<sup>th</sup> February 2019 with effect from 1<sup>st</sup> January 2019 and will be renewed under identical terms and conditions at the Board meeting which will take place after the Shareholders' Meeting of 21<sup>st</sup> May 2019.

The defined benefit plan for senior executives, the rights to which remain subordinated to the corporate officer's presence in the Company at the time of his/her pension settlement, is modified to control the costs and risks related to Group defined benefit plans.

This modification is applicable to all senior executives with effect from 31<sup>st</sup> December 2018.

The incremental part of the plan, which concerned notably corporate officers, was frozen as of 31 December 2018 and this part will no longer generate any more rights for the future. The settlement of frozen rights will remain subordinated to the pension settlement in the Company.

The supplementary part which applies to all senior executives is maintained. Rights are frozen as of 31<sup>st</sup> December 2018 and the formula is modified for the future but without the loss of any rights to take into account changes in the pension situation

in France. For the future, the annual vesting represents 0.4% of compensation received between 1 and 4 times the annual Social Security ceiling (0.4% of compensation included between 40,524 euros and 162,096 euros, i.e. 486 euros of annual annuity per year of activity) which is well below the vesting provided for previously under the incremental plan.

In accordance with the law, the contingent rights in respect of one year will only be fully vested if at least 80% of the performance conditions of the variable compensation of the same year are satisfied. For a performance of 50% and below, no increase in the annuity will be applied. For an achievement rate of between 80% and 50%, the calculation of the vesting of rights with respect to the year will be calculated on a straight-line basis.

### Reasons justifying that the commitments are in the Company's interest

The Board justified these commitments as follows: the purpose of the modifications authorised by the Board of Directors on 6<sup>th</sup> February 2019, with effect from 1<sup>st</sup> January 2019, was to reduce the charges to be paid by the Company with respect to supplementary pension plans.

### d) Nature and purpose

Supplementary defined contribution plan for the Executive Committee in favour of Messrs. Philippe Aymerich, Philippe Heim, Séverin Cabannes and Mrs. Diony Lebot.

#### Terms and conditions

It was authorised by the Board on 6<sup>th</sup> February 2019 with effect from 1<sup>st</sup> January 2019 and will be renewed under identical terms and conditions at the Board meeting which will take place after the Shareholders' Meeting of 21<sup>st</sup> May 2019.

Following the revision of the complementary pension allocation on 31<sup>st</sup> December 2018, a supplementary defined contribution plan (Article 82) was set up for members of the Executive Committee and the Deputy Executive Chief Officers effective 1<sup>st</sup> January 2019.

This plan provides for the payment of an annual contribution by the Company to an individual account. The Company rate was set at 8% of fixed compensation exceeding 4 times the annual Social Security ceiling. For fixed compensation of 800,000 euros, this represents a gross contribution of 51,032 euros. This contribution will be taxable at the time of payment and the beneficiary at the time of his/her retirement will be able to choose between a lump sum amount or an annuity.

In accordance with the law, the contributions in respect of one year will only be fully paid if at least 80% of the performance conditions of the variable compensation of the same year are satisfied. For a performance of 50% and below, no increase in the annuity will be applied. For an achievement rate of between 80% and 50%, the calculation of the vesting of rights with respect to the year will be calculated on a straight-line basis.

### Reasons justifying that the commitments are in the Company's interest

The Board justified these commitments as follows: the purpose of the modifications authorised by the Board of Directors on 6<sup>th</sup> February 2019, with effect from 1<sup>st</sup> January 2019, was to reduce the charges to be paid by the Company with respect to supplementary pension plans.

## Agreements and commitments previously approved by the shareholders' meeting

### Agreements and commitments approved in previous years

#### A) with continuing effect during the year

In accordance with Article R. 225-30 of the French Commercial Code, we have been advised that the following agreements and commitments already approved by the Shareholders' Meeting during previous years, continued during the year.

#### With Mr. Didier Valet, Deputy Chief Executive Officer

##### a) Nature and purpose

Pension commitment in favour of Mr. Didier Valet.

### Terms and conditions

This pension commitment was authorised by your Board of Directors on 13<sup>th</sup> January 2017 with effect from 16<sup>th</sup> January 2017.

Following Mr. Didier Valet's resignation from his duties as Deputy Chief Executive Officer, the Board of Directors' meeting of 14<sup>th</sup> March 2018 considered that this agreement authorized by the Board of Directors in 2017 was no longer applicable.

Mr. Didier Valet therefore lost his rights to the supplementary pension plan which was subject to his presence in the Company at the time when the settlement of his pension took place.

### b) Nature and purpose

Non-compete clause in favour of Mr. Didier Valet.

#### Terms and conditions

This clause was authorised by your Board of Directors on 8<sup>th</sup> February 2017.

Following Mr. Didier Valet's resignation from his duties as Deputy Chief Executive Officer, the Board of Directors' meeting of 14<sup>th</sup> March 2018 considered that this agreement authorized by the Board of Directors in 2017 was no longer applicable.

Mr. Didier Valet will not receive any benefits under the non-compete clause in respect of his resignation from his term of office.

### c) Nature and purpose

Termination benefits in favour of Mr. Didier Valet.

#### Terms and conditions

These termination benefits were authorised by your Board of Directors on 8<sup>th</sup> February 2017.

Following Mr. Didier Valet's resignation from his duties as Deputy Chief Executive Officer, the Board of Directors' meeting of 14<sup>th</sup> March 2018 considered that this agreement authorized by the Board of Directors in 2017 was no longer applicable.

Mr. Didier Valet will not receive any termination benefits in respect of his resignation from his term of office.

### With Mr. Bernardo Sanchez Incera, Deputy Chief Executive Officer

#### a) Nature and purpose

Non-compete clause in favour of Mr. Bernardo Sanchez Incera.

#### Terms and conditions

This clause was authorised by the Board of Directors on 8<sup>th</sup> February 2017.

The Board of Directors' meeting of 3<sup>rd</sup> May 2018 duly noted Mr. Bernardo Sanchez Incera's resignation from his duties as Deputy Chief Executive Officer and considered this resignation to be forced. As a result, the non-compete clause (six months of fixed compensation) was applied.

Mr. Bernardo Sanchez Incera received 400,000 euros in respect of this non-compete clause.

#### b) Nature and purpose

Termination benefits in favour of Mr. Bernardo Sanchez Incera.

#### Terms and conditions

These termination benefits were authorised by your Board of Directors on 8<sup>th</sup> February 2017.

The Board of Directors' meeting of 3<sup>rd</sup> May 2018 duly noted Mr. Bernardo Sanchez Incera's resignation from his duties as Deputy Chief Executive Officer and considered this resignation to

be forced. As a result, the termination benefits (two years of fixed compensation) were applied.

Mr. Bernardo Sanchez Incera received 1,600,000 euros in respect of termination benefits.

### c) Nature and purpose

Pension commitment in favour of Mr. Bernardo Sanchez Incera.

#### Terms and conditions

The Board of Directors' meeting of 3<sup>rd</sup> May 2018 duly noted Mr. Bernardo Sanchez Incera's resignation from his duties as Deputy Chief Executive Officer.

Mr. Bernardo Sanchez Incera lost his rights to the supplementary pension allocation, authorised by the Board of Directors' meeting of 12<sup>th</sup> January 2010 and approved by the Shareholders' Meeting of 25<sup>th</sup> May 2010.

### B) without effect during the year

In addition, we have been informed of the continuation of the following agreements and commitments, previously approved by the Shareholders' Meetings of prior years, which had no effect during the year.

### With Mr. Frédéric Oudéa, Chief Executive Officer

#### a) Nature and purpose

Non-compete clause in favour of Mr. Frédéric Oudéa.

#### Terms

This non-compete clause was authorized by your Board of Directors on 8<sup>th</sup> February 2017.

Provided that he is not employed in a similar position for a six-month period following the termination of his term of office, in a listed bank in Europe or in a non-listed bank in France, Mr. Frédéric Oudéa will be entitled, during the same period, to benefits to be paid on a monthly basis, equal to his basic fixed compensation as Chief Executive Officer. The Company however reserves the right to waive this clause.

#### b) Nature and purpose

Termination benefits in favour of Mr. Frédéric Oudéa.

#### Terms

These termination benefits were authorized by your Board of Directors on 8<sup>th</sup> February 2017.

They include the following features:

- Termination benefits will only be due in the event of forced departure from the Group and justified as such by the Board of Directors, thereby excluding resignation, non-renewal of the term of office at the initiative of Mr. Frédéric Oudéa or gross negligence.
- Payment of the termination benefits will be subject to reaching an overall achievement rate of the targets for the variable portion of his annual compensation of at least 60% on average over the last three fiscal years preceding the termination of his term of office.
- No termination benefits will be owed in the event of departure within the six months preceding the settlement of the Social Security pension entailing the right to benefit from the supplementary pension allocation for senior executives.
- The amount of the termination benefits will be two years of basic fixed compensation and may not exceed the ceiling recommended by the AFEP-MEDEF Corporate Governance Code of two years of basic fixed and variable compensation.

Furthermore, the shares or equity equivalents allocated as part of the long-term incentive plan of Mr. Frédéric Oudéa and still being vested will be lost in the event of his departure from the Group, as the presence condition would no longer be satisfied. For a departure related to retirement or to an evolution in the Group's structure or its organisation, shares would be retained, or the payments would be made after having taken into consideration the performance observed and assessed by the Board of Directors.

### **With Mr. Séverin Cabannes, Deputy Chief Executive Officer**

#### **a) Nature and purpose**

Pension commitment in favour of Mr. Séverin Cabannes.

#### **Terms and conditions**

This commitment was authorized by your Board of Directors on 12<sup>th</sup> May 2008 and approved by your Shareholders' Meeting on 19<sup>th</sup> May 2009.

Pursuant to this commitment, Mr. Séverin Cabannes retains the rights to the supplementary pension plan for senior executives which applied to him as an employee before his appointment as a corporate officer. This additional plan, set up in 1991, grants to its beneficiaries, as of the settlement date of their Social Security pension, an overall pension equal to the product of the following:

- the average, over the last ten years of their career, of the proportion of basic fixed compensation exceeding the AGIRC (French executives' retirement fund) "B Tranche" increased by a variable portion limited to 5% of the basic fixed compensation;
- the rate equal to the ratio between the number of years of professional service within your Company and 60.

The AGIRC "C Tranche" pension vested in respect of his professional services within your Company is deducted from this total. The additional allocation to be paid by your Company is increased for beneficiaries who have brought up at least three children, as well as for those retiring after the legal retirement age for settlement of the Social Security pension. It may not be less than a third of the full-rate service value of AGIRC "B Tranche" points vested by the manager since his appointment to the "Senior group executives" category of your Company.

The rights are subordinated to the presence of the employee in the Company at the time when the settlement of his pension takes place.

#### **b) Nature and purpose**

Termination benefits in favour of Mr. Séverin Cabannes.

#### **Terms and conditions**

This commitment was authorized by your Board of Directors on 8<sup>th</sup> February 2017.

It includes the following features:

- Termination benefits will only be due in the event of a forced departure from the Group and justified as such by the Board of Directors, thereby excluding resignation, non-renewal of the term of office at the initiative of Mr. Séverin Cabannes or gross negligence.
- Payment of the termination benefits will be subject to reaching an overall achievement rate of the targets for the variable portion of his annual compensation of at least 60% on average over the last three fiscal years preceding the termination of his term of office.
- No termination benefits will be owed in the event of departure within the six months preceding the settlement of the Social Security pension entailing the right to benefit from the supplementary pension allocation for senior executives.
- The amount of the termination benefits will be two years of basic fixed compensation and may not exceed the ceiling recommended by the AFEP-MEDEF Corporate Governance Code of two years of basic fixed and variable compensation.

Furthermore, the shares or equity equivalents allocated as part of the long-term incentive plan of Mr. Séverin Cabannes and still being vested would be lost in the event of their departure from the Group, as the presence condition would no longer be satisfied. For a departure related to retirement or to an evolution in the Group's structure or its organisation, shares would be retained, or the payments would be made after having taken into consideration the performance observed and assessed by the Board of Directors.

#### **c) Nature and purpose**

Non-compete clause in favour of Mr. Séverin Cabannes.

#### **Terms and conditions**

This non-compete clause was authorized by your Board of Directors on 8<sup>th</sup> February 2017.

Provided that he is not employed in a similar position for a six-month period following the termination of his term of office, in a listed bank in Europe, or in a non-listed bank in France, Mr. Séverin Cabannes will be entitled, during the same period, to termination benefits to be paid on a monthly basis, equal to his basic fixed compensation as Deputy Chief Executive Officer. The Company however reserves the right to waive this clause.

## RESOLUTIONS SUBMITTED

### First resolution

(Approval of the consolidated accounts for the 2018 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 2018 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 2018 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 for the financial year, approves the annual accounts for the 2018 financial year as presented, as well as the transactions reflected in these accounts or summarised in these reports and acknowledges that the net accounting income for the 2018 financial year amounts to EUR 1,725,338,080.72.

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 563,576 for the past financial year as well as the theoretical tax pertaining to these expenses and charges, amounting to EUR 194,058.

### Third resolution

(Allocation of the 2018 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. Acknowledges that the net income for the 2018 financial year amounts to EUR 1,725,338,080.72. This amount, added to the retained earnings of the opening balance sheet, which amounted to EUR 8,077,034,706.41, forms a distributable total of EUR 9,802,372,787.13.
2. Resolves to allocate to the shares, as dividend, a sum of EUR 1,777,419,025.80 by withholding the entire net income of the financial year and an amount of EUR 52,080,945.08 withheld out of the retained earnings account.

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 807,917,739 shares representing the share capital as at 31 December 2018, 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 27 May 2019 and paid as from 14 June 2019.

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 2017 income to EUR 24,075,870,631.63, now amount to EUR 24,234,213,233.43, taking into account the merger surplus which occurred during the 2018 financial year;
  - the retained earnings, which amounted after payment of the dividend for the 2017 financial year to EUR 8,077,034,706.41, now

amount to EUR 8,024,953,761.33. 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	2015	2016	2017
EUR net	2	2.20	2.20

### Fourth resolution

(Option for the payment of the dividend in new shares).

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. 232-18 *et seq.* of the French Commercial Code and Article 18 of the by-laws:

1. Resolves to grant each shareholder the possibility of opting for the payment of the whole dividend to which he/she/it is entitled in new shares of the Company.
2. Resolves that this option shall be exercised from 29 May 2019 to 7 June 2019 included. If the option is not exercised within this period, the dividend shall be paid in cash only.
3. Resolves that the issue price of the new shares to be delivered as payment of the dividend shall be equal to 90% of the average of the opening quoted prices of the Company's share on Euronext Paris during the twenty trading sessions preceding the day of the decision to pay out the dividend, minus the net amount of the dividend and rounded up to the next Euro cent. The shares thus issued as payment of the dividend shall bear rights as of 1<sup>st</sup> January 2019. The delivery of the said shares shall occur as from 14 June 2019.
4. Resolves that, if the amount of the dividends for which the option is exercised does not correspond to a whole number of shares, the shareholder may, at his/her/its option, receive the immediately higher number of shares by paying, the day on which he/she/it exercises his/her/its option, the difference in cash, or receive the immediately lower number of shares supplemented by a cash payment.
5. Grants all powers to the Board of Directors, with the authority to delegate, to ensure the implementation of the payment of the dividend in new shares, carry out all formalities and statements, record the resulting share capital increase, proceed with the related amendments to the by-laws and, more generally, take all necessary measures for the implementation of this resolution.

### Fifth resolution

(Renewal of Mr Frédéric Oudéa 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 Frédéric Oudéa as Director.

This term of office of a duration of 4 years will expire at the close of the General Meeting held in 2023 to decide on the accounts of the previous financial year.

### Sixth resolution

(Renewal of Mrs Kyra Hazou as Director).

The General Meeting, ruling under the conditions required for ordinary general meetings as to quorum and majority, having considered the

## RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Board of Directors' report, resolves to renew the term of office of Mrs Kyra Hazou as Director.

This term of office of a duration of 4 years will expire at the close of the General Meeting held in 2023 to decide on the accounts of the previous financial year.

### Seventh resolution

(Renewal of Mr Gérard Mestrallet 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 Gérard Mestrallet as Director.

This term of office of a duration of 4 years will expire at the close of the General Meeting held in 2023 to decide on the accounts of the previous financial year.

### Eighth resolution

(Related party agreements and commitments previously approved).

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 and commitments referred to in Articles L. 225-38 and L. 225-42-1 of the French Commercial Code, approves the said Statutory auditors' special report regarding the related party agreements and commitments previously approved by the General Meeting which have remained applicable or have ended during the financial year.

### Ninth resolution

(Related party agreement and commitment for the benefit of Mr Frédéric Oudéa).

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 and commitments authorised by the Board of Directors on 6 February 2019 and referred to in Article L. 225-42-1 of the French Commercial Code, approves the renewals, with amendments making them more demanding, of:

- the "severance pay" commitment subject to performance conditions; and
- the "non-compete clause" agreement;

previously approved by the ordinary General Meeting on 23 May 2017 for the benefit of Mr Frédéric Oudéa, subject to the condition precedent of the renewal of Mr Frédéric Oudéa as Chief Executive Officer by the Board of Directors to be held at the close of this Meeting.

### Tenth resolution

(Related party agreement and commitments for the benefit of Mr Séverin Cabannes).

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 and commitments authorised by the Board of Directors on 6 February 2019 and referred to in Article L. 225-42-1 of the French Commercial Code:

1. Approves, with effect from 1 January 2019, the amendment of the "pension" commitment previously approved by the combined General Meeting on 19 May 2009 for the benefit of Mr Séverin Cabannes. The new scheme has the effect of reducing the Company's expenses under the supplementary pension plans.
2. Approves, subject to the condition precedent of the renewal of Mr Séverin Cabannes as Deputy Chief Executive Officer by the Board of Directors to be held at the close of this Meeting:

- the renewal, without amendment, of the "pension" commitment subject to performance conditions aforementioned in 1. for the benefit of Mr Séverin Cabannes;
- the renewals, with amendments making them more demanding, of the "severance pay" commitment subject to performance conditions and the "non-compete clause" agreement previously approved by the ordinary General Meeting on 23 May 2017 for the benefit of Mr Séverin Cabannes.

### Eleventh resolution

(Related party agreements and commitments for the benefit of Mr Philippe Aymerich).

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 and commitments referred to in Article L. 225-42-1 of the French Commercial Code:

1. Approves:
  - the "pension" commitment subject to performance conditions authorised by the Board of Directors on 3 May 2018 and amended, with effect from 1 January 2019, by the Board of Directors on 6 February 2019 for the benefit of Mr Philippe Aymerich. The new scheme has the effect of reducing the Company's expenses under the supplementary pension plans;
  - the "severance pay" commitment subject to performance conditions and the "non-compete clause" agreement authorised by the Board of Directors on 3 May 2018 for the benefit of Mr Philippe Aymerich.
2. Approves, as authorised by the Board of Directors on 6 February 2019 and subject to the condition precedent of the renewal of Mr Philippe Aymerich as Deputy Chief Executive Officer by the Board of Directors to be held at the close of this Meeting:
  - the renewal, without amendment, of the "pension" commitment subject to performance conditions aforementioned in 1. for the benefit of Mr Philippe Aymerich;
  - the renewals, with amendments making them more demanding, of the "severance pay" commitment subject to performance conditions and the "non-compete clause" agreement aforementioned in 1. for the benefit of Mr Philippe Aymerich.

### Twelfth resolution

(Related party agreements and commitments for the benefit of Mr Philippe Heim).

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 and commitments referred to in Article L. 225-42-1 of the French Commercial Code:

1. Approves:
  - the "pension" commitment subject to performance conditions authorised by the Board of Directors on 3 May 2018 and amended, with effect from 1 January 2019, by the Board of Directors on 6 February 2019 for the benefit of Mr Philippe Heim. The new scheme has the effect of reducing the Company's expenses under the supplementary pension plans;
  - the "severance pay" commitment subject to performance conditions and the "non-compete clause" agreement authorised by the Board of Directors on 3 May 2018 for the benefit of Mr Philippe Heim.
2. Approves, as authorised by the Board of Directors on 6 February 2019 and subject to the condition precedent of the renewal



of Mr Philippe Heim as Deputy Chief Executive Officer by the Board of Directors to be held at the close of this Meeting:

- the renewal, without amendment, of the “pension” commitment subject to performance conditions aforementioned in 1. for the benefit of Mr Philippe Heim;
- the renewals, with amendments making them more demanding, of the “severance pay” commitment subject to performance conditions and the “non-compete clause” agreement aforementioned in 1. for the benefit of Mr Philippe Heim.

**Thirteenth resolution**

**(Related party agreements and commitments for the benefit of Mrs Diony Lebot).**

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 and commitments referred to in Article L. 225-42-1 of the French Commercial Code:

1. Approves:
  - the “pension” commitment subject to performance conditions authorised by the Board of Directors on 3 May 2018 and amended, with effect from 1 January 2019, by the Board of Directors on 6 February 2019 for the benefit of Mrs Diony Lebot. The new scheme has the effect of reducing the Company’s expenses under the supplementary pension plans;
  - the “severance pay” commitment subject to performance conditions and the “non-compete clause” agreement authorised by the Board of Directors on 3 May 2018 for the benefit of Mrs Diony Lebot.
2. Approves, as authorised by the Board of Directors on 6 February 2019 and subject to the condition precedent of the renewal of Mrs Diony Lebot as Deputy Chief Executive Officer by the Board of Directors to be held at the close of this Meeting:
  - the renewal, without amendment, of the “pension” commitment subject to performance conditions aforementioned in 1. for the benefit of Mrs Diony Lebot;
  - the renewals, with amendments making them more demanding, of the “severance pay” commitment subject to performance conditions and the “non-compete clause” agreement aforementioned in 1. for the benefit of Mrs Diony Lebot.

**Fourteenth 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.

**Fifteenth 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.

**Sixteenth 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 2018 financial year, pursuant to Article L. 225-100 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 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 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

**Seventeenth 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 2018 financial year, pursuant to Article L. 225-100 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 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 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

**Eighteenth 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 since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 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 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 since 14 May 2018, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

**Nineteenth 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 2018 financial year, pursuant to Article L. 225-100 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 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 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

**Twentieth 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 since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 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 of the French Commercial Code, approves the components comprising the

## RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

total compensation and the benefits of any kind paid or awarded to Mr Philippe Heim, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

### Twenty-first resolution

(Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mrs Diony Lebot, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 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 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mrs Diony Lebot, Deputy Chief Executive Officer since 14 May 2018, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

### Twenty-second resolution

(Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Bernardo Sanchez Incera, Deputy Chief Executive Officer until 14 May 2018, for the 2018 financial year, pursuant to Article L. 225-100 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 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Bernardo Sanchez Incera, Deputy Chief Executive Officer until 14 May 2018, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

### Twenty-third resolution

(Approval of the components composing the total compensation and the benefits of any kind paid or awarded to Mr Didier Valet, Deputy Chief Executive Officer until 14 March 2018, for the 2018 financial year, pursuant to Article L. 225-100 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 of the French Commercial Code, approves the components comprising the total compensation and the benefits of any kind paid or awarded to Mr Didier Valet, Deputy Chief Executive Officer until 14 March 2018, for the 2018 financial year, as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code.

### Twenty-fourth resolution

(Advisory opinion on the compensation paid in 2018 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 451.4 million paid during the 2018 financial year to the persons mentioned in Article L. 511-71 of the French Monetary and Financial Code.

### Twenty-fifth 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. cancel them, in accordance with the terms of the authorisation of the combined General Meeting dated 23 May 2018 in its 27<sup>th</sup> resolution, solely to offset the dilution resulting from the issuance of new shares as part of free shares plans or share capital increases reserved for employees;
  - 2.2. grant, cover and honour any free shares allocation plan, employee savings plan and any form of allocation for the benefit of employees and company officers of the Company or affiliated companies under the conditions defined by the applicable legal and regulatory provisions;
  - 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 operate on 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 the laws and regulations in force.
4. Sets, per share, at EUR 75 the maximum purchase price. Thus, as at 6 February 2019, a theoretical maximum number of 40,395,886 shares could be purchased, corresponding to a theoretical maximum amount of EUR 3,029,691,450.
5. Sets at 18 months as from this 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 combined General Meeting dated 23 May 2018 in its 19<sup>th</sup> 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.

### Twenty-sixth resolution

(Powers for formalities).

The General Meeting, ruling under the conditions required for ordinary 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.



# REQUEST FOR DOCUMENTS AND INFORMATION

Referred to in Article R. 225-88 of the French Commercial Code\*

I undersigned

Surname: \_\_\_\_\_

First name: \_\_\_\_\_

I prefer that these documents be sent to me:

by e-mail (default)  by regular mail

E-mail: \_\_\_\_\_

Address: \_\_\_\_\_

Postal code and Town: \_\_\_\_\_

Owner of \_\_\_\_\_ Société Générale shares

Signed at: \_\_\_\_\_ on: \_\_\_\_\_

Signature :

In accordance with Article R. 225-88, paragraphs 1 and 2, of the French Commercial Code, request documents and information referred to in this Article concerning the Ordinary Meeting to be held on **Tuesday 21 May 2019**.

#### DOCUMENT TO BE COMPLETED AND RETURNED:

- if you hold registered shares, to [societegenerale@relations-actionnaires.com](mailto:societegenerale@relations-actionnaires.com) or to Société Générale – Service Assemblées – CS 30812 – 44308 Nantes Cedex 3 (France)
- if you hold bearer shares: to the intermediary that manages your securities account.

\* In accordance with Article R. 225-88, paragraph 3, of the French Commercial Code, upon simple request, holders of registered shares may obtain the documents and information from the company at each subsequent General Meeting. Shareholders who wish to benefit from this option should stipulate their wish on the present request form.

Société Générale. SA French corporation – Capital stock: EUR 1,009,897,173.75  
552 120 222 R.C.S. Paris  
Head office: 29, boulevard Haussmann – 75009 Paris.

