

## DESCRIPTION OF THE SHARE BUYBACK PROGRAMME

### SUBJECT TO THE AUTHORISATION OF THE COMBINED GENERAL MEETING DATED 22 MAY 2024

#### Regulated Information

Paris, 17 May 2024

This description is drawn up in accordance with the provisions of Article 241-2-I of the General Regulation of the French Financial Markets Authority (“*Autorité des marchés financiers*”).

#### 1. Date of the General Meeting called to authorise the share buyback programme

The authorisation for the Company to buy its own shares will be proposed to the Combined General Meeting dated 22 May 2024 (22<sup>nd</sup> resolution).

#### 2. Breakdown by objectives of the shares held

As at 16 May 2024, at midnight (Paris time), Societe Generale held 3,823,838 of its own shares, representing 0.48% of its share capital. The allocation of the shares is as follows:

Cancellation	0
Allocation to employees and corporate officers	3,818,347
Exercise of rights attached to securities	0
External growth	491
Liquidity agreement	5,000

#### 3. Purposes of the share buyback programme

Societe Generale proposes that the Combined General Meeting dated 22 May 2024 renews its authorisation to buy its own shares so it can:

- 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;
- cancel them, in accordance with the terms of the authorisation of the Combined General Meeting dated 22 May 2024 in its 30<sup>th</sup> resolution;
- deliver shares upon the exercise of rights attached to securities giving access to the Company’s share capital;

- hold and subsequently deliver shares as payment or exchange as part of Group's external growth transactions such as merger, spin-off or asset contribution transactions;
- allow an investment services provider to trade in the Company's shares as part of a liquidity agreement compliant with the regulations of the French Financial Markets Authority ("*Autorité des Marchés Financiers*").

#### **4. Maximum amount allocated to the share buyback programme, maximum number and characteristics of shares, maximum purchase price**

The resolution proposed to the General Meeting provides that Societe Generale may purchase its ordinary shares up to 10% of the total number of shares representing the share capital at the completion date of these purchases, reminded that, in accordance with the law, the number of shares held by Societe Generale may not exceed, at any time, 10% of the share capital.

Within the framework of the share buyback programme subject to the authorisation of the Combined General Meeting and given the current share capital, the Company could purchase a theoretical maximum number of 80,297,994 shares representing 10% of its share capital.

The maximum purchase price would be set at EUR 71 per share, i.e. a potential maximum amount allocated to the programme of EUR 5,701,157,574. This maximum amount is likely to change in case of transactions impacting its share capital.

#### **5. Duration of the share buyback programme**

It is proposed to the Combined General Meeting dated 22 May 2024 to set the duration of the authorisation for the Company to buy its own shares at 18 months from the date of the General Meeting, i.e. until 22 November 2025.

#### **6. Fulfillment of prudential requirements**

The Board of Directors will ensure that the execution of these buybacks will be carried out in accordance with prudential requirements as defined by the regulation and the European Central Bank.

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**Societe Generale**

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The Group runs three complementary sets of businesses, embedding ESG offerings for all its clients:

- **French Retail, Private Banking and Insurance**, with leading retail bank SG and insurance franchise, premium private banking services, and the leading digital bank BoursoBank.
- **Global Banking and Investor Solutions**, a top tier wholesale bank offering tailored-made solutions with distinctive global leadership in equity derivatives, structured finance and ESG.
- **International Retail, Mobility & Leasing Services**, comprising well-established universal banks (in Czech Republic, Romania and several African countries), Ayvens (the new ALD | LeasePlan brand), a global player in sustainable mobility, as well as specialized financing activities.

Committed to building together with its clients a better and sustainable future, Societe Generale aims to be a leading partner in the environmental transition and sustainability overall. The Group is included in the principal socially responsible investment indices: DJSI (Europe), FTSE4Good (Global and Europe), Bloomberg Gender-Equality Index, Refinitiv Diversity and Inclusion Index, Euronext Vigeo (Europe and Eurozone), STOXX Global ESG Leaders indexes, and the MSCI Low Carbon Leaders Index (World and Europe).

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