

## **COMBINED GENERAL MEETING AND BOARD OF DIRECTORS DATED 20 MAY 2025**

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### **Press release**

Paris, 20 May 2025

### **Combined General Meeting**

The General Meeting of shareholders of Société Générale was held on 20 May 2025 at CNIT Forest, 2, Place de la Défense, 92092 Puteaux and was chaired by Mr. Lorenzo Bini Smaghi.

Quorum was established at 64,34% (vs 55.61% in 2024):

- 687 shareholders participated by attending the General Meeting in person at the place where it was held on 20 May 2025;
- 1,057 shareholders were represented at the General Meeting by a person other than the Chairman;
- 13,140 shareholders voted online;
- 2,400 shareholders voted by post;
- 8,767 shareholders, including 2,500 online, representing 1.07% of the share capital, gave proxy to the Chairman;
- A total of 26 051 shareholders were present or represented and participated in the vote.

The agenda item, with no vote, was an opportunity to present and discuss with shareholders the Group's climate strategy and social and environmental responsibility.

In addition, 9 shareholders sent 56 written questions prior to the General Meeting. The answers were made public before the General Meeting on the institutional website.

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

- The 2024 annual company accounts and annual consolidated accounts;
- The dividend per share was set at EUR 1.09. It shall be traded ex-dividend on 26 May 2025 and will be paid from 28 May 2025;
- The renewal of two independent directors for 4 years: Mr. William Connelly and Mr. Henri Poupard-Lafarge;
- The appointment of two independent directors for 4 years: Mr. Olivier Klein and Mrs. Ingrid-Helen Arnold;
- The renewal of Mr. Sébastien Wetter's mandate as Director representing the employee shareholders;
- The compensation policy for the Chairman, Chief Executive Officer, the Deputy Chief Executive Officers and the Directors;

- The components composing the total compensation and the benefits of any kind paid or awarded for the 2024 financial year to the Chairman and the Chief Executive Officer and the Deputy Chief Executive Officers;
- The authorisation granted to the Board of Directors to purchase ordinary shares of the Company was renewed for 18 months up to 10% of the share capital;
- The authorisation for capital increases, enabling the issue of shares in favour of employees under a company or group saving plan, was renewed for 26 months;
- The amendments to the Articles of Association to take account of the entry into force of the “*Loi Attractivité*” (no. 2024-537 dated 13 June 2024).

*The detailed voting result is available this day on the Company's website in the item "Annual General Meeting".*

## **Board of Directors**

Following the renewals and appointments of directors, the Board of Directors is composed of 15 directors, including (i) 2 directors re-elected by the employees in March 2024 and (ii) 1 director representing employee shareholders appointed by the General Meeting and one non-voting director.

Accordingly, the Board of Directors is composed as follows:

- Mr. Lorenzo Bini Smaghi, Chairman;
- Mr. Slawomir Krupa, Director;
- Mrs. Ingrid-Helen Arnold, Director;
- Mr. William Connelly, Director;
- Mr. Jérôme Contamine, Director;
- Mrs. Béatrice Cossa-Dumurgier, Director;
- Mrs. Diane Côté, Director;
- Mrs. Ulrika Ekman, Director;
- Mrs. France Houssaye, Director elected by employees;
- Mr. Olivier Klein, Director;
- Mrs. Annette Messemer, Director;
- Mr. Henri Poupart-Lafarge, Director;
- Mr. Johan Praud, Director elected by employees;
- Mr. Benoît de Ruffray, Director;
- Mr. Sébastien Wetter, Director representing employees shareholders;
- Mr. Jean-Bernard Lévy, Non-voting Director (“censeur”).

The Board of Directors is made up of 41,7% women (5/12) and 91,7% independent directors (11/12) if we exclude from the calculations the three directors representing the employees in accordance with paragraph 1 of Article L. 225-23 of the Commercial Code, paragraph 2 of Article L. 225-27 of the Commercial Code and the AFEP-MEDEF code. In order to ensure compliance with a forthcoming legislative change scheduled for mid-2026, the Board of Directors has already decided, for the General Meeting of May 2026, that shareholders will be invited to replace a man director, whose term of office will expire, by a woman director.

The Board of Directors held after the General Meeting has decided that, as of 20 May 2025, the Board committees will be composed as follows:

- **Audit and Internal Control Committee:** Mr. Jérôme Contamine (chairman), Mrs. Diane Côté, Mrs. Ulrika Ekman, Mr. Olivier Klein and Mr. Sébastien Wetter;
- **Risk Committee:** Mr. William Connelly (chairman), Mrs. Ingrid-Helen Arnold, Mrs. Béatrice Cossa-Dumurgier, Mrs. Diane Côté, Mrs. Ulrika Ekman, Mr. Olivier Klein and Mrs. Annette Messemer;
- **Compensation Committee:** Mrs. Annette Messemer (chairwoman), Mr. Jérôme Contamine, Mr. Benoît de Ruffray and Mrs. France Houssaye;

- **Nomination and Corporate Governance Committee:** Mr. Henri Poupart-Lafarge (chairman), Mr. William Connelly, Mme Diane Côté and Mr. Benoit de Ruffray.

## Biographies

**Mr. William Connelly** is a graduate of Georgetown University in Washington (US). He began his career in 1980 at Chase Manhattan Bank, where he worked for 10 years, before joining Baring Brothers from 1990 to 1995. He then held various executive positions within ING Group NV from 1995 until he became a member of The Management Board, where he was responsible for Wholesale Banking from 2011 to 2016. He was also the CEO of ING Real Estate from 2009 to 2015. In addition to his mandate as an independent director of Societe Generale since 2017, he currently is the Chairman of the Board of Directors of Amadeus IT Group and the Chairman of the Board of Directors of Aegon until the second half of 2025. He also served as an independent director of Singular Bank from February 2019 to April 2023. During its session on 10 April 2025, the Societe Generale Board of Directors selected William Connelly for the Chairmanship as of the General Meeting which will be held on 27 May 2026. He will succeed Lorenzo Bini Smaghi, who has been Chairman since 2015, and will have completed his third term.

**Mr. Henri Poupart-Lafarge**, Graduate of École polytechnique, the École nationale des ponts et chaussées and the Massachusetts Institute of Technology (MIT). He began his career in 1992 at the World Bank in Washington D.C. before moving to the French Ministry of the Economy and Finance in 1994. He joined Alstom in 1998 as Head of Investor Relations and was in charge of Management Control. In 2000, he was appointed Chief Financial Officer of Transmission and Distribution at Alstom, a position he held until 2004. He was Chief Financial Officer of Alstom from 2004 until 2010 and became President of Alstom Grid from 2010 to 2011. On 4 July 2011, he became Chairman of Alstom Transport, before being appointed Chairman and Chief Executive Officer in February 2016, a position he held until June 2024. Since then, he has been Chief Executive Officer and Director of Alstom.

**Mr. Olivier Klein**, Graduated from the Panthéon-Sorbonne University in 1978 with a Bachelor's degree in Economics, from the National School of Statistics and Economic Administration (ENSAE) in 1980, and from HEC's graduate course in Finance in 1985. He began his career at the BFCE in 1985 and served as manager of the Foreign Exchange and Rate Risk Management Advisory Department, then as Director of the BFCE's Investment Bank, and finally as Regional Director of its corporate bank. He joined the Caisse d'Epargne group in 1998 and was Chairman of the Executive Board of the Caisse d'Epargne Ile-de-France Ouest from 2000 to 2007 and then of the Caisse d'Epargne Rhône-Alpes from 2007 to 2009. In January 2010, he was appointed Chief Executive Officer of Commercial Banking and Insurance of the BPCE group until September 2012. He was appointed Chief Executive Officer of the BRED group from October 2012 to May 2023. He was a Member of the Supervisory Board of BPCE and its Risk Committee between 2019 and May 2023. He is Chief Executive Officer of Lazard Frères Banque SA and Managing Partner since September 2023. Since 1986, He is teaching macroeconomics and monetary policy at HEC. He is a director of Rexécode since 2018.

**Mrs. Ingrid-Helen Arnold**, Graduated from the University of Applied Sciences Ludwigshafen in 1997 with a master's degree in economics. She began her career at SAP SE in 1996, where she held various responsibilities related to innovation and digital transformation. In 2014, she was appointed Chief Information Officer and Business

Processes and extended Member of the SAPExecutiveCommittee. From 2016 to April 2021, she was President of SAP Business Data Network group in Palo Alto (United States) and SAP SE Walldorf (Germany). In 2021, she joined the Südzucker group as Chief Digital Officer and Information technology and member of the Group's Executive Committee. She is Chief Executive Officer of KAKO GmbH since June 2024. She was a member of the Supervisory Board and a member of the Heineken group Audit Committee from 2019 to 2023. She is a member of the TUI group Supervisory Board since 2020.

**Mr. Sébastien Wetter** holds a Master degree in Fundamental Physics and graduated from the Lyons Business School (EM Lyon). He began his career at Societe Generale in 1997 in the Strategy and Marketing Division of Societe Generale's retail bank. Working in the Group's Organisation Consulting Department

from 2002, he performed a range of roles in the Corporate & Investment Banking arm and helped roll out the Group-wide participatory Innovation programme. As of the end of 2005, he joined the Commodities Market Department as Chief Operating Officer holding a global remit, before becoming Head of Business Development in 2008. From 2010 until 2014, he served as General Secretary in the Group's General Inspection and Audit Division. In 2014, he joined the Sales Division of the Corporate & Investment Bank arm where he held a number of positions: Head of marketing for major French and international clients, then in 2016, Global Chief Operating Officer responsible for the sales teams covering financial institutions. From 2020 to December 2022, he has been a banker managing Societe Generale's relationship with international financial institutions. He has been a member of the of the Supervisory Board of the Fonds Commun de Placement d'Entreprise (FCPE) since May 2024.

The regulatory declarations on the absence of conflicts of interest and the absence of convictions mentioned on page 140 of the Universal Registration Document filed by Societe Generale on 12 March 2025 with the French market authority (AMF) under number D.25-00088, relating notably to the three directors whose terms of office are renewed remain valid and the two new directors appointed with effect from the General Meeting of 20 May 2025 have made the same regulatory declarations.

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#### **Societe Generale**

Societe Generale is a top tier European Bank with around 119,000 employees serving more than 26 million clients in 62 countries across the world. We have been supporting the development of our economies for 160 years, providing our corporate, institutional, and individual clients with a wide array of value-added advisory and financial solutions. Our long-lasting and trusted relationships with the clients, our cutting-edge expertise, our unique innovation, our ESG capabilities and leading franchises are part of our DNA and serve our most essential objective - to deliver sustainable value creation for all our stakeholders.

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.
- **Mobility, International Retail Banking and Financial Services**, comprising well-established universal banks (in Czech Republic, Romania and several African countries), Ayvens (the new ALD I 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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