

## **COMBINED GENERAL MEETING AND BOARD OF DIRECTORS DATED 22 MAY 2024**

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### **Press release**

Paris, 22 May 2024

### **Combined General Meeting**

The General Meeting of shareholders of Societe Generale was held on 22 May 2024 at Maison de la Mutualité – 24 rue Saint-Victor – 75005 Paris and was chaired by Mr. Lorenzo Bini Smaghi.

Quorum was established at 55.61% (vs 53.45% in 2023):

- 631 shareholders participated by attending the General Meeting in person at the place where it was held on 22 May 2024;
- 898 shareholders were represented at the General Meeting by a person other than the Chairman;
- 11 113 shareholders voted online;
- 2 186 shareholders voted by post;
- 10 044 shareholders, including 7 650 online, representing 1.10% of the share capital, gave proxy to the Chairman;
- A total of 24 872 shareholders were present or represented and thus 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, 13 shareholders sent 72 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 2023 annual company accounts and annual consolidated accounts;
- the dividend per share was set at EUR 0.90. It shall be traded ex-dividend on 27 May 2024 and paid from 29 May 2024;
- the renewal of one director for 4 years: Mrs Annette Messemer
- 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 2023 financial year to the Chairman and the Chief Executive Officer and the Deputy Chief Executive Officers;
- a favorable opinion was issued on the remuneration paid in 2023 to regulated persons;
- the appointment of KPMG S.A et PricewaterhouseCoopers Audit as Statutory Auditors in charge of the mission of certifying the accounts and the mission of certifying sustainability information;

- 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;
- authorisations for capital increases, including the authorisation to issue shares to employees under a company or group savings plan, as well as the authorisation to grant performance shares issued or to be issued, for 26 months;
- the amendments to the By-laws relating to the terms and conditions for the election of directors representing employees elected by employees and for the election of the director representing shareholder employees appointed by the Ordinary General Meeting of shareholders.

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

## **Board of Directors**

Following the renewal of Mrs Annette Messemer's director's term of office, the Board of Directors is still composed of one non-voting director and 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.

In accordance with the by-laws, two employee directors have been re-elected and will assume their functions for a period of 4 years as from the General Meeting.

Accordingly, the Board of Directors remains composed as follows:

- Mr. Lorenzo Bini Smaghi, Chairman;
- Mr. Slawomir Krupa, 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;
- Mrs. Annette Messemer, Director ;
- Mr. Henri Poupart-Lafarge, Director;
- Mr Johan Praud, Director elected by employees;
- Mrs. Lubomira Rochet, Director;
- Mr. Benoît de Ruffray, Director ;
- Mrs. Alexandra Schaapveld, Director;
- Mr. Sébastien Wetter, Director representing employees shareholders.
- Mr. Jean-Bernard Lévy, Non-voting Director ("censeur").

The Board of Directors remains made up of 50% women and more than 90% (11/12) independent directors 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.

The Board of Directors held after the General Meeting has decided that, as of 22 May 2024, the Board committees will be composed as follows:

- **Audit and Internal Control Committee:** Mrs. Alexandra Schaapveld (chairwoman), Mr. Jérôme Contamine, Mrs. Diane Côté, Mrs. Ulrika Ekman and Mr. Sébastien Wetter;
- **Risk Committee:** Mr. William Connelly (chairman), Mrs. Béatrice Cossa Dumurgier, Mrs. Diane Côté, Mrs. Ulrika Ekman, Mrs. Annette Messemer and Mrs. Alexandra Schaapveld ;
- **Compensation Committee:** Mr. Jérôme Contamine (chairman), Mr. Benoit de Ruffray, Mrs. France Houssaye and Mrs. Annette Messemer;
- **Nomination and Corporate Governance Committee:** Mr. Henri Poupart-Lafarge (chairman), Mr. William Connelly, Mr. Benoit de Ruffray and Mrs. Lubomira Rochet.

## Biographies

**Mme Annette Messemer**, who has German nationality, holds a Ph.D in Political Science from the University of Bonn (Germany), a Master in International Economics from the Fletcher School at Tufts University (US) and a degree from SciencesPo Paris. She began her career in investment banking at JP Morgan in New York in 1994 and subsequently worked in Frankfurt and London. She left JP Morgan as Senior Banker in 2006 to join Merrill Lynch as member of the German subsidiary's Executive Committee. In 2010, she was appointed to the Supervisory Board of WestLB by the German Ministry of Finance before joining Commerzbank in 2013, where she was a member of the Group's Executive Committee and Head of the Corporate and Institutional Clients department until June 2018.

**Mrs. France Houssaye**, Head of External Business Opportunities, Regional Commercial Department, Rouen (Normandy), Societe Generale employee since 1989.

**Mr. Johan Praud**, Logistics manager, Societe Generale employee since 2005.

The regulatory declarations on the absence of conflicts of interest and the absence of convictions mentioned on page 166 of the Universal Registration Document filed by Societe Generale on 11 March 2024 with the French market authority (AMF) under number D.24-0094, relating notably to the three directors whose terms of office are renewed with effect from the General Meeting of 22 May 2024, remain valid.

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### Societe Generale

Societe Generale is a top tier European Bank with more than 126,000 employees serving about 25 million clients in 65 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.
- **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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