

RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

(15/11/2017)

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Preamble:

The purpose of these rules of procedure ⁽¹⁾ is to define how the Board of Directors of Societe Generale Bank & Trust (hereafter “SGBT”, or “the Company”, or “the Bank”) is organised and functions, and to explain the rights and obligations of its members.

Accordingly, SGBT applies the guidelines of the European Banking Authority regarding the internal governance of credit institutions, and the CSSF 12/552 circular (amended) regarding the central administration, internal governance and risk management of credit institutions and investment firms. SGBT also complies with the governance principles issued by its parent company, Societe Generale (“SG”), which are in turn based on the AFEP-MEDEF Corporate Governance code for publicly traded companies.

Under the rules of these codes, the Board of Directors has overall responsibility for SGBT. It ensures that SGBT has implemented a robust system of governance, comprising in particular a clear organisational structure with a clearly defined, transparent and coherent division of responsibilities, effective procedures for the detection, management, follow-up and reporting of risks to which the Company is or may be exposed, a suitable internal control system, healthy administrative and accounting procedures, and remuneration policies and practices enabling and fostering healthy and effective risk management.

Article 1: Duties of the Board of Directors

1.1 - The Board of Directors shall make any decision falling within its legal or regulatory remit and spend sufficient time on accomplishing its duties.

1.2 - The Board of Directors is thus responsible in the following areas, although this is not an exhaustive list:

a) Strategic guidelines and operations

The Board of Directors shall:

- settle on and approve the Company's strategic guidelines, oversee their implementation, and review them regularly. These guidelines include the Company's values and its various codes of conduct, and the main thrusts of its corporate social and environmental, HR, information systems and organisational policies.
- settle on and approve the strategic operations projects, including acquisition or disposal, liable to materially affect the company's profits, the structure of its balance sheet or its risk profile (these projects include significant external or organic growth activities, its setting-up of new establishments, business divestitures and major partnerships). The Authorised Management may however refer consideration of a transaction falling outside these areas to the Board of Directors via the Chairman, day-to-day manager or, failing that, two directors.

b) Financial statements and communication

The Board of Directors shall:

(1) – This document does not form part of the statutes of SGBT.

- oversee the accuracy and fairness of the individual and consolidated financial statements and the quality of information sent to shareholders (or to the sole shareholder if applicable) and to regulators;
- monitor the process of publishing and communicating the information intended to be published and communicated, and the quality and reliability thereof.

c) Risk management

The Board of Directors shall thus approve the overall risk strategy and appetite for risks of all types and oversee implementation of this strategy. To this end, it shall approve and regularly review the strategies and policies governing taking, managing, monitoring and reducing the risks to which the Company is or might be exposed, including the risks caused by the economic environment. It shall ensure for instance that the risk management systems are adequate. It shall monitor exposure to the various risks and approve the overall risk limits. It shall monitor the effectiveness of the corrective measures taken if failings are reported.

d) Governance

The Board of Directors shall:

- elect the Chairman and any Vice-Chairman, name the executive director (Day-to-day manager, Managing director, or Management Committee) and, at the latter's proposal, the other member(s) of the Authorised Management ⁽²⁾;
- set any limits on the powers of these senior executives;
- rule on the appointment or removal of the senior internal control managers (Chief Risk Officer, Chief Compliance Officer, Chief Audit Officer);
- scrutinise the governance arrangements, regularly review their effectiveness and check that corrective measures to remedy any failings have been implemented; ensure compliance with banking regulations covering internal control;
- determine the guidelines and monitor the implementation of surveillance mechanisms by the Authorised Management in order to ensure effective and prudent management of the establishment, including preventing conflicts of interest;
- consider in advance changes to the Company's management structures and be informed of the main changes to its organisational structure;
- consider the way it and its Committees (see article 4) function at least once a year, and the conclusions and their periodic evaluation;
- approve the regulatory publications relating to "corporate governance".

e) Remuneration and salary policy

The Board of Directors shall:

(2) – Persons appointed to represent the company to the European Central Bank (ECB) and the Commission de Surveillance du Secteur Financier (CSSF) in accordance with banking regulations.

- settle on the principles of the remuneration policy applicable in the Group, notably as regards the categories of staff whose activities have a material influence on the Group's risk profile, and ensure that the internal control mechanisms make it possible to check that these principles comply with the regulations and with professional standards, and are appropriate given the risk control objectives;
- set the remuneration of the Directors (Bonuses, Attendance Fees: see Article 13) via the Remunerations Committee (see Article 4);
- convene the general shareholders' meeting so that it may rule on the aspects of the remuneration policy, which falls within its remit;
- regularly consider the Company's professional gender equality and equal pay policy;
- approve the annual activity reports prepared by the internal control functions and the annual report on the company's internal governance.

f) Recovery plan

The Board of Directors shall settle on the recovery plan which is integrated into the consolidated prevention plan, prepared by the SG Group and communicated to the ECB.

Article 2: The Chairman of the Board of Directors

2.1 - The Chairman (or failing that the executive director or two directors jointly) shall convene the meetings of the Board of Directors and chair them. He or she shall determine the calendar and the agenda. He or she shall organise the committee and direct its proceedings.

2.2 - The Chairman shall see to it that the Company's bodies run smoothly, and that best governance practice is implemented, particularly regarding the Committees set up within the Board of Directors which he or she may attend without voting rights when he or she is not a direct member. He or she may submit questions to these Committees for their opinion.

2.3 - He or she shall receive any information that he or she finds useful in performing his or her tasks. He or she shall be regularly informed by the Authorised Management of significant events relating to the life of the Company. He or she may ask for the disclosure of any document or information required to prepare meetings of the Board of Directors. He or she may, to this same end, meet with the Company Auditor and the Heads of the Internal Control Functions and, after informing the Authorised Management, any Senior Executive of the Company.

2.4 - He or she shall see to it that the directors are in a position to fulfil their duties and that they are well informed.

2.5 - He or she shall speak alone on behalf of the Board of Directors, except in exceptional circumstances or unless a specific mandate is given to another director.

2.6 - He or she shall make his or her best efforts to promote the values and image of the Company in all circumstances. In collaboration with the Authorised Management, he or she may represent SGBT in its high-level relationships, notably with key accounts, regulators and the authorities, and the General Management of SG, which is SGBT's sole shareholder.

2.7 - He or she shall have the material resources needed to accomplish his or her duties.

2.8 - The Chairman shall exercise no executive responsibility; this shall be exercised by the Authorised Management, which proposes and implements the company's strategy, within the legal limits and in compliance with the company's governance rules and the guidelines set by the Board of Directors.

Article 3: Meetings of the Board of Directors

3.1 - The Board of Directors shall meet at least four times a year.

3.2 – Physical attendance shall be the rule. Participation via video conference shall be the exception to the rule.

Directors who take part in meetings of the Board of Directors via video conference shall be deemed to be present for the purposes of calculating quorum and the majority.

3.3 - Invitations to attend, shall be sent by the Secretariat of the Board of Directors by letter, fax, e-mail or any other means, including verbally.

3.4 - At the decision of the Chairman, Managing Executives of the Company or, if applicable, outside persons whose attendance may prove useful to the debate, may attend all or some of the sessions of the Board of Directors.

Article 4: Committees of the Board of Directors (Specialist Committees)

4.1 - The proceedings of the Board of Directors shall be prepared, in some fields, by specialist Committees composed of directors appointed by the Board of Directors who shall investigate the matters falling within their remits and submit their opinions and proposals to the Board of Directors.

4.2 - These Committees shall be composed of members of the Board of Directors who perform no executive functions within the Company and who have knowledge suited to performing the duties of the Committee on which they sit. If necessary, external experts who are independent of the Company may also sit on these Committees.

These Committees may decide, if necessary, to bring in other directors without voting rights to their meetings.

4.3 - They shall have the means necessary to perform their duties and shall report to the Board of Directors.

4.4 - They may, when performing their respective duties, ask to be sent any relevant information, meet with the Managing Director and the other Authorised Directors, the Heads of the Internal Control Functions, and the Company's Managing Executives. After informing the Chairman, they may commission external technical studies, at the Company's expense. They shall report on the information obtained and opinions gathered.

4.5 - There are four Specialist Committees:

- the Audit and internal control committee;
- the Risks and compliance committee;
- the Remunerations committee;

- the Appointments and corporate governance committee.

Each of these four committees shall be governed by a charter setting out its aims, composition and organisational structure.

4.6 - Each Committee shall be chaired by a Chairman appointed by the Board of Directors. A co-Chair may also be appointed.

The secretarial duties for each Committee shall be performed by people appointed by the Secretariat of the Board of Directors.

4.7 - The Chairman of each Committee shall report to the Board of Directors on the Committee's proceedings. Written minutes of the Committees' proceedings and the reference documents shall be regularly disclosed to the Board of Directors.

4.8 - At the decision of the Chairs of the Committees concerned, joint meetings of the Committees may be organised on topics of shared interest. These meetings shall be co-chaired by the Chairmen of the Committees.

4.9 - The Board of Directors may set up one or more ad hoc Committees.

Article 5: Information of the Board of Directors

5.1 - All directors shall receive all the documents and information needed to perform their duties; they shall be provided with IT equipment enabling them to access this information easily. They may request disclosure of any additional documents they believe will help them perform their duties.

5.2 - The Board of Directors shall be informed by the Authorised Management of all significant risks, and of the risk management policies and any changes made to them.

5.3 - If necessary, if the risks affecting or liable to affect the Company change, the Heads of the Internal Control Functions may report them directly to the Board of Directors.

5.4 - Prior to the meetings of the Board of Directors and the Specialist Committees (see Article 4), a dossier covering the agenda items which necessitate particular analysis and prior consideration shall be placed online in good time, provided respect for confidentiality allows it.

Directors shall also receive, between meetings, any useful information on events or transactions which are material to the Company.

Article 6: Skills/Abilities of the members of the Board of Directors

6.1 – The members of the Board of Directors shall at all times be sufficiently honourable, knowledgeable, skilful and experienced to perform their functions and, collectively, shall be sufficiently knowledgeable, skilful and experienced to understand the Company's activities, including the main risks to which it is exposed.

6.2 - Directors shall constantly strive to maintain or, if possible, improve their knowledge of the Company and its business sector.

Article 7: Training of the directors

7.1 - The Company shall devote the human and financial resources necessary to train the directors and, in particular, the directors representing employees.

7.2 - Directors may benefit, from their appointment and throughout their term of office, from the training courses they think necessary to exercise their mandate.

7.3 - These training courses shall be organised and paid for by the Company.

Article 8: Availability of the members of the Board of Directors

8.1 - The members of the Board of Directors shall devote sufficient time to performing their functions. They shall be bound by a strict diligence and participation obligation (attendance at meetings, performance of preparation and follow-up activities).

Under the conditions laid down in current legislation, they may occupy, for any legal person, a maximum of one executive position and two non-executive positions, or a maximum of four non-executive positions. In application of this rule, the positions occupied within a single group are regarded as a single position.

8.2 - Directors shall inform the Chairman, within a short period, of any change to the number of mandates exercised, including sitting on a Board committee, and of any change in professional responsibility.

In the event of a significant change in their professional responsibilities, directors agree to allow the Board of Directors to decide whether it is appropriate for them to continue to serve as directors.

They undertake to resign their position when they feel they are no longer able to fulfil their functions on the Board of Directors and the Committees of which they are members.

Article 9: Ethics of the members of the Board of Directors

9.1 - Directors shall in all circumstances maintain their independence of analysis, judgement, decision-making and action.

They undertake not to seek or accept any advantage liable to compromise their independence.

9.2 - Directors shall all be required to comply with the provisions of regulations on market abuse (EU regulation no. 596/2014 of 16 April 2014 and its delegated and implementing regulations supplementing it and defining the technical standards) and the Luxembourg law of 23 December 2016 on market abuse. All directors are in particular required to comply with the provisions on the disclosure and use of privileged information concerning Societe Generale shares, debt instruments and derivative instruments or other financial instruments linked to the Societe Generale share (hereafter the "Financial instruments"). Directors are also required to abide by these same rules for the Financial instruments of SG subsidiaries or of listed holdings of SG or of other companies about

which they may have privileged information, received by virtue of their membership of the Board of Directors of SGBT.

9.3 - Directors shall also refrain from operating in the Societe Generale Financial instruments market for 30 calendar days prior to the publication of Societe Generale's quarterly, half-yearly and annual results and on the day of the said publication.

They shall refrain from placing speculative trades or leverage trades in Societe Generale Financial instruments or those of a publicly traded company controlled directly or indirectly by Societe Generale.

They shall bring to the attention of the Secretariat and of the Chairman of the Board of Directors any problem they may have relating to application of these rules.

9.4 - Directors and persons closely linked to them must declare to the Secretariat of the Board of Directors any transactions that they carry out involving Societe Generale Financial instruments.

Article 10: Conflicts of interest

10.1 - All directors shall, however they are appointed, act in all circumstances in the corporate interest of the Company.

10.1 - Directors shall inform the Chairman of the Board of Directors and the Board of Directors of any conflict of interest, including potential conflicts, in which they may be directly or indirectly involved. They must not take part in debates and decision-making on the subjects concerned.

10.2 - The Chairman shall be responsible for managing the conflicts of interest involving members of the Board of Directors. Regarding conflicts that might concern him or herself personally, he or she shall refer the matters to the Vice-Chairman of the Board of Directors or, failing that, any other director, who shall then manage the said conflict of interests.

10.3 - Directors shall inform the Chairman of their intention to accept a new mandate, including participating in a specialist committee, so that the Board of Directors may decide whether such an appointment would be compatible with the office of director of SGBT.

10.4 - Directors shall inform the Chairman of the Board of Directors of any conviction for fraud, any incrimination and/or public sanction, and any ban on managing or directing handed down against them, and of any bankruptcy, receivership or liquidation in which they may have been involved.

10.5 - All directors shall prepare a sworn declaration of the existence or otherwise of the situations described above: (i) at the time of taking up their role, (ii) every year in response to a request by the Secretariat of the Board of Directors when preparing the reference document, (iii) at any time if the Secretariat asks them, and (iv) within 10 working days of any event rendering all or part of their declaration above inaccurate.

Article 11: Duties of confidentiality

11.1 – Under the law (amended) of 10 August 1915 on commercial companies, the Directors and any person called upon to attend the meetings of the Board are required not to disclose, even after stepping down from their roles, information that they hold on the company the disclosure of which

might harm the interests of the Company, with the exception of instances in which they may be required or allowed to disclose the said information by an applicable legal or regulatory provision or in the public interest.

11.2 – The duty of confidentiality covers in particular any data or information relating to customers of the Bank, in compliance with applicable laws, in particular article 41 of the law of 5 April 1993 (amended) on banking secrecy.

11.3 – Any information concerning the Company and its customers (documents, know-how, copyright, business information), in any form and on any medium, remains the exclusive property of the Company and its customers, respectively.

Article 12: Duty to Report

12.1 – Directors shall alert the Board of Directors to anything in their knowledge that they believe might affect the interests of the Company.

Article 13: Remuneration of Directors

13.1 – The amount of the attendance fees and bonuses or any other item of directors' remuneration shall be set by the Board of Directors, via the Remunerations Committee.

13.2 – The Secretariat of the Board of Directors shall pay the directors' remunerations and report on them to the Remunerations Committee.

13.3 - In accordance with the SG Group governance policy, directors who are members of staff of Societe Generale or of its subsidiaries shall receive no attendance fees.

Article 14: Repayment of expenses

14.1 - The travel, accommodation, catering and mission expenses of directors, relating to meetings of the Board of Directors, of the Committees of the Board of Directors, of the General Shareholders' Meeting or any other meeting relating to the proceedings of the Board of Directors or the Committees shall be paid or refunded by SGBT, upon presentation of supporting documents.

14.2 - The Secretariat of the Board of Directors shall receive and inspect the related supporting documents and oversee the payment or repayment of the sums due.