

GENERAL MEETING OF SHAREHOLDERS

SCOR SE

Societas Europaea with a share capital of EUR 1,470,867,636.23
Registered office: 5, avenue Kléber, 75016 Paris
562 033 357 R.C.S. Paris

**Convening Notice
(Avis de convocation)**

The shareholders are informed that they will be invited shortly to a combined ordinary and extraordinary general meeting to be held on Wednesday June 30, 2021 at 10 a.m. at the registered office of SCOR SE (the "**Company**"), 5 avenue Kléber, 75016 Paris (*), in order to deliberate and rule on the agenda and draft resolutions below:

(*) Covid 19 Notification

In accordance with Article 4 of Order n° 2020-321 of March 25, 2020 and Decree n° 2020-1310 of October 29, 2020 as modified and extended, the board of directors of SCOR decided that the combined general meeting will be held behind closed doors without the shareholders and other persons entitled to attend in person.

Various administrative measures prohibiting or limiting for health reasons the travels or the public gatherings are indeed impeding, at the date of convening of the general meeting, the physical presence of the general meeting's members. Consequently, neither shareholders nor their proxies will be able to attend the meeting, whether in person, by telephone or audiovisual conference.

Exceptionally, the general meeting taking place without the physical presence of the shareholders and the vote being remote, the shareholders will not be able to propose new resolutions or amendments during the general meeting. The shareholders can ask questions in writing during the meeting via the webcast. It is recalled that the shareholders have also the option to send written questions to the Company subject to the conditions provided for below. The shareholders are also encouraged to focus on the transmission of all their requests and documents electronically to the address mentioned below.

Under these conditions, no admission card shall be issued and the shareholders will be able to exercise their right to vote only remotely and prior to the general meeting. The Company encourages its shareholders to use the Votaccess voting website to exercise their voting rights.

The shareholders' meeting will be broadcast live and will also be available for replay on the Company's website (<https://www.scor.com/en/shareholders-meetings>).

In the evolving context of the Covid-19 pandemic, the Company may have to modify the modalities of the holding and participation to the General Meeting of June 30, 2021, depending on the evolution of the health and/or legal situations.

Shareholders are invited to consult regularly the web page dedicated to the 2021 Shareholders' Meeting on the Company's website (<https://www.scor.com/en/shareholders-meetings>), which will be updated to specify, if necessary, the definitive terms and conditions of participation in this Shareholders' Meeting and/or to adapt them to legislative, regulatory and health-related developments that may occur after the publication of this document.

Agenda

Ordinary General Meeting Resolutions

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1. Approval of the reports and the statutory financial statements for the fiscal year ended on December 31, 2020;
2. Allocation of the income and determination of the dividend with respect to the fiscal year ended on December 31, 2020;
3. Approval of the consolidated financial statements for the fiscal year ended on December 31, 2020;
4. Approval of the information set forth in Article L. 22-10-9 of the French Commercial Code;
5. Approval of the fixed, variable and exceptional items comprising the total compensation and the advantages of any kind paid during or allocated in relation to, the fiscal year ended on December 31, 2020, to Mr. Denis Kessler, Chairman and Chief Executive Officer;
6. Approval of the directors' compensation policy pursuant to Article L. 22-10-8 II of the French Commercial Code;
7. Amendment of the fixed global annual amount allocated to the directors in compensation of their activity for the current fiscal year and subsequent years
8. Approval of the compensation policy for Mr. Denis Kessler as Chairman and Chief Executive Officer pursuant to Article L. 22-10-8 II of the French Commercial Code;
9. Renewal of Mr. Denis Kessler's mandate as Director of the Company;
10. Renewal of Mr. Claude Tendil's mandate as Director of the Company;
11. Renewal of Mr. Bruno Pfister's mandate as Director of the Company;
12. Appointment of Mrs. Patricia Lacoste as Director of the Company;
13. Appointment of Mr. Laurent Rousseau as Director of the Company;
14. Ratification of the cooptation of Mr. Adrien Couret as Director of the Company;
15. Authorization granted to the Board of Directors for the purpose of buying ordinary shares of the Company.

Extraordinary General Meeting Resolutions

16. Delegation of authority granted to the Board of Directors in order to take decisions with respect to capital increase by capitalization of retained earnings, reserves or share premium;
17. Delegation of authority granted to the Board of Directors for the purpose of deciding upon the issuance of shares and/or securities granting access immediately or at term to ordinary shares to be issued, with preferential subscription rights;
18. Delegation of authority granted to the Board of Directors for the purpose of deciding the issuance, in the framework of a public offering, except in the case of an offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, of shares and/or securities granting access immediately or at term to ordinary shares to be issued, with cancellation of preferential subscription rights and with compulsory priority period;
19. Delegation of authority granted to the Board of Directors for the purpose of deciding the issuance, in the framework of an offer referred to in paragraph 1° of Article L. 411-2 of the French Monetary and Financial Code, of shares and/or securities granting access immediately or at term to ordinary shares to be issued, with cancellation of preferential subscription rights;
20. Delegation of authority granted to the Board of Directors for the purpose of deciding the issuance, in consideration for securities contributed to the Company in the framework of any exchange tender offer initiated by the Company, of shares and/or securities granting access immediately or at term to ordinary shares to be issued, with cancellation of preferential subscription rights;
21. Delegation of authority granted to the Board of Directors for the purpose of issuing shares and/or securities granting access immediately or at term to ordinary shares to be issued, as consideration for securities contributed to the Company in the framework of contributions in kind limited to 10% of its share capital without preferential subscription rights;

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22. Authorization granted to the Board of Directors for the purpose of increasing the number of shares in the event of a share capital increase with or without preferential subscription rights;
23. Delegation of authority granted to the Board of Directors for the purpose of issuing warrants for the issuance of ordinary shares of the Company with cancellation of shareholders' preferential subscription rights to the benefit of categories of entities meeting specific characteristics, with a view to implementing a contingent capital program;
24. Delegation of authority granted to the Board of Directors for the purpose of issuing warrants for the issuance of ordinary shares of the Company, with cancellation of shareholders' preferential subscription rights to the benefit of categories of entities meeting specific characteristics, with a view to implementing an ancillary own funds program;
25. Authorization granted to the Board of Directors for the purpose of reducing the share capital by cancellation of treasury shares;
26. Authorization granted to the Board of Directors for the purpose of granting options to subscribe for and/or purchase shares with express waiver of preferential subscription rights in favour of salaried employees and executive corporate officers (*dirigeants mandataires sociaux*);
27. Authorization granted to the Board of Directors for the purpose of allocating free existing ordinary shares of the Company in favour of salaried employees and executive corporate officers (*dirigeants mandataires sociaux*);
28. Delegation of authority granted to the Board of Directors in order to carry out an increase in share capital by the issuance of shares reserved to the members of savings plans (*plans d'épargne*), with cancellation of preferential subscription rights to the benefit of such members;
29. Aggregate ceiling of the share capital increases;
30. Harmonization of the articles of association with the recent legislative changes and suppression of obsolete provisions;
31. Amendment of the articles of association concerning the governance of the Company;
32. Amendment of the articles of association concerning the term of office of the directors;
33. Power of attorney to carry out formalities.

A) Prior formalities to be accomplished to participate in the shareholders general meeting

Any shareholder, regardless of the number of shares he or she owns, may participate in this general meeting by voting remotely or by giving a proxy to the Chairman.

Any shareholder may also give a proxy to any natural or legal person of his or her choice (Article L.225-106 and Article L22-10-39 of the French commercial code) to vote by post.

Pursuant to Article R. 22-10-28 of the French commercial code, the right to participate in the general meeting is subject to formal registration of shares in the name of the shareholder or of the authorized intermediary acting on their behalf (pursuant to Article L.228-1 of the French commercial code), by T-0 (Paris Time) on the second (2nd) working day preceding the general meeting (i.e. June 28, 2021), either in the registered share accounts held by the Company (or by its agent), or in the bearer share accounts held by authorized intermediaries in accordance with Article L.211-3 of the French financial and monetary code.

Only those shareholders fulfilling the conditions set forth in the aforementioned Article R.22-10-28 on the day of the general meeting will be eligible to participate.

The formal registration of the shares in the bearer share accounts held by the authorized financial intermediaries is confirmed by a participation certificate (*attestation de participation*) issued by the intermediaries (as the case may be electronically) under the conditions provided for in Article R.22-10-28 of the French commercial code (with reference to Article R.225-61 of the same code), which is attached to the postal voting form or to the proxy voting form.

B) Directions for participating in the general meeting

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Any shareholder may participate in this general meeting by **voting remotely or by proxy**, either by post or via the internet.

The Company encourages its shareholders to use the Votaccess voting website to exercise their voting rights.

In order to ease traffic on the website and to take into account the forms' processing time, shareholders are advised not to wait until the day before the general meeting to vote.

1. Voting by post or by proxy by post

Shareholders may either vote by post or grant power to the chairman of the general meeting or grant power to a proxy to vote by post:

- *Holders of registered shares* shall receive the single postal voting form or proxy voting form at the same time as the convening notice or could request them by post at the following address: BNP Paribas Securities Services, (CTO - Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère - 93761 Pantin Cedex).

- *Holders of bearer shares* may request, following the date of the general meeting's convening notice, the single postal or proxy voting form from the intermediary that manages their securities.

The request to receive the form by post must be received or deposited at least six (6) days before the scheduled date of the general meeting (Thursday, June 24, 2021) at BNP Paribas Securities Services at the following postal address: CTO - Assemblées Générales - Les Grands Moulins de Pantin, 9, rue du Débarcadère - 93761 Pantin - Cedex, or at SCOR SE at its registered office.

In any case, at the latest from the twenty-first (21st) day prior to the general meeting, the unique postal or proxy voting form may be downloaded on the Company's website (<https://www.scor.com/en/shareholders-meetings>).

Once completed and signed, the form should be returned to the following addresses:

- **For holders of registered shares:** the form should be returned to BNP Paribas Securities Services, Service Assemblées Générales - CTO Assemblées Générales; Les Grands Moulins de Pantin; 9, rue du Débarcadère; 93761 Pantin Cedex).

- **For holders of bearer shares:** the form should be returned to the financial intermediary managing his or her share account which will issue a participation certificate and send both documents to BNP Paribas Securities Services, Service Assemblées Générales - CTO Assemblées Générales; Les Grands Moulins de Pantin; 9, rue du Débarcadère; 93761 Pantin Cedex).

If a proxy is granted without specifying the identity of the agent, or if a proxy is granted to the chairman of the general meeting, the chairman of the general meeting will vote in favor of the draft resolutions presented or approved by the board of directors and vote against the approval of all the remaining draft resolutions. To perform any other vote, shareholders must designate a proxy who will agree to vote as instructed by the shareholder.

In order to be taken into account, the forms for voting by post or the proxy granted to the chairman of the general meeting must be received by the Company or the Services *Assemblées Générales* of BNP Paribas Securities Services, at the latest on the day prior to the meeting (i.e. June 29, 2021), at 3 p.m., Paris time.

In order to be taken into account, proxies specifying the identity of the agent must be received by BNP Paribas Securities Services no later than the fourth (4th) calendar day prior to the general meeting, i.e. Saturday June 26, 2021 addressed by post to BNP Paribas Securities Services, Service Assemblées Générales - CTO Assemblées Générales - Les Grands Moulins de Pantin, 9, rue du Débarcadère - 93761 Pantin Cedex or sent by e-mail to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com.

The proxy (other than the chairman of the general meeting) will not be able to attend the meeting in person. They must use the remote voting form to send their instructions for the exercise of the mandates they hold to BNP Paribas Securities Services at paris.bp2s.france.cts.mandats@bnpparibas.com by no later than the fourth (4th) calendar day prior to the general meeting, i.e. Saturday June 26, 2021 at midnight (Paris Time).

2. Voting form or proxy form sent electronically

In accordance with the provisions of Article R. 225-61 of the French commercial code, shareholders are offered the opportunity to submit their voting instructions, appoint or remove a proxy via the internet, on the Votaccess website, which will be opened at the latest fifteen (15) days prior to the general meeting, under the following conditions:

- *For holders of registered shares:*

Holders of registered shares which are either pure or administered registered shares and who wish to vote on the internet will access the Votaccess website through the Planetshares site at the following address: <https://planetshares.bnpparibas.com>.

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Holders of pure registered shares must log onto the Planetshares website with the login credentials they normally use.

Holders of administered registered shares must log onto the Planetshares website using their identifying number which appears in the top right corner of the paper voting form sent to them by post. If the shareholders no longer have access to their identifying number and/or password, they may call 0 826 109 119.

After logging in, holders of registered shares must follow the instructions provided on the screen in order to access the Votaccess website and vote, appoint or remove a proxy.

Specific situation for the employees or former employees of SCOR holding shares in administered registered form obtained upon the exercise of stock options or free allocations of shares held at Société Générale Securities Services:

Employees or former employees of SCOR holding shares resulting from the exercise of stock options or free allocations of shares held at Société Générale Securities Services may access the dedicated, secure website of the general meeting by logging onto the Planetshares website (<https://planetshares.bnpparibas.com>) using the identifying number located in the top right corner of the paper voting form sent to them by post and an identification criterion which corresponds to eight (8) last digits of their Société Générale Securities Services identifying number which is made up of sixteen (16) digits and appears on the top left corner of their Société Générale account statement. After logging on, shareholders must then follow the instructions on the screen in order to obtain their login password and then access the Votaccess dedicated secure website of the general meeting and vote, appoint or remove a proxy.

• *For holders of bearer shares:*

Holders of bearer shares must make the necessary enquiries in order to know whether their account-keeping institution is connected to the Votaccess website and, if applicable, if access is subject to particular conditions of use.

If the account-keeping institution is connected to the Votaccess website, the shareholder will have to log onto the internet portal of its account-keeping institution using the login credentials he or she normally uses. He or she will then have to click on the icon that appears on the line relating to its SCOR shares and follow the instructions provided on the screen in order to access the Votaccess website and vote, appoint or remove a proxy.

If an account-keeping institution is not connected to the Votaccess website, it is stated that the appointment or removal of a proxy may be notified electronically in accordance with the provisions of Article R.22-10-24 of the French code of commerce as follows:

- the shareholder must send an email to paris.bp2s.france.cts.mandats@bnpparibas.com. This email must include the following information: name of the company involved, date of the general meeting, name, surname, address, bank details of the proxy as well as the name, surname and if possible, the address of the shareholder;
- the shareholder must ask his or her financial intermediary managing his or her share account to send a written confirmation to the *Assemblées Générales* services of BNP Paribas Securities Services (CTO Assemblées Générales; Les Grands Moulins de Pantin; 9, rue du Débarcadère; 93761 Pantin Cedex).

Only the notifications of appointment or removal of proxies may be addressed to the aforementioned email address. Any other request or notification regarding any other matter will not be taken into account and/or processed.

If a proxy is granted to the chairman of the general meeting or without specifying the identity of the agent, the chairman of the general meeting will vote in favor of the draft resolutions presented or approved by the board of directors and a vote against the approval of all the remaining draft resolutions. To perform any other vote, shareholders must designate a proxy who will agree to vote as instructed by the shareholder.

Shareholders will be able to vote by internet or grant power to the chairman of the general meeting by internet up to the day prior to the general meeting (i.e. June 29, 2021), at three (3:00) p.m., Paris time.

Shareholders are however advised not to wait until the day prior to the general meeting to log onto the website in order to account for potential delays in receiving the passwords and any potential website traffic problems.

In order to be taken into account, proxies specifying the identity of the agent must be received by BNP Paribas Securities Services no later than the fourth (4th) calendar day prior to the general meeting, i.e. Saturday June 26, 2021, addressed by post to BNP Paribas Securities Services, –(CTO Assemblées Générales; Les Grands Moulins de Pantin; 9, rue du Débarcadère; 93761 Pantin Cedex), or sent by e-mail at the following address: paris.bp2s.france.cts.mandats@bnpparibas.com.

The proxy (other than the chairman of the general meeting) will not be able to attend the meeting in person. They must use the remote voting form and send their instructions for the exercise of the mandates they hold by email to BNP Paribas Securities Services at paris.bp2s.france.cts.mandats@bnpparibas.com, by no later than the fourth (4th) calendar day prior to the general meeting, i.e. Saturday June 26, 2021 at midnight (Paris time).

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3. Changes to the voting instructions:

In view of the exceptional situation due to Covid-19, by way of derogation from III of Article R. 22-10-28 of the French commercial code and pursuant to Order 2020-321 of March 25, 2020 modified and extended, and without the need for a clause in the Articles of Association, a shareholder who has already cast a postal vote or sent a proxy or requested a certificate of participation (*attestation de participation*) may choose another means of participation in the meeting provided that his instruction to this effect is received within a period of time compatible with the rules relating to each means of participation. Notwithstanding the second sentence of Article R. 225-80 of this code, the previous instructions received are then revoked.

C) Transfer of shares prior to the general meeting

When a shareholder has already voted remotely or sent his proxy form under the terms set forth above and if he transfers his shares shortly before the general meeting, in this case:

— if the transfer of ownership takes place before T-0 (Paris Time) on the second (2nd) working day prior to the general meeting (i.e. June 28, 2021), the Company must invalidate or amend the postal vote cast or the proxy or the participation certificate (*attestation de participation*) and, if the assigned shares are bearer shares, the authorized intermediary and account holder must, for this purpose, notify such transfer of ownership to the Company or to its agent and provide all necessary information;

— if the transfer of ownership takes place after T-0 (Paris Time) on the second (2nd) working day prior to the general meeting (i.e. June 28, 2021), it shall neither be notified by the authorized intermediary nor taken into account by the Company, notwithstanding any agreement to the contrary.

D) Preparatory documents for the general meeting

The documents listed under Article R.22-10-23 of the French commercial code, especially the documents to be presented at the general meeting in accordance with Article R.225-83 of the French commercial code, will be available on the SCOR website at <https://www.scor.com/en/shareholders-meetings> from the twenty-first (21st) day prior to the general meeting.

Considering the health risk context and pursuant to Article 3 of Order 2020-321 of March 25, 2020 modified and extended, the shareholders seeking disclosure of the documents referred to in Article R. 225-81 and R. 225-83 of the French commercial code are invited to provide their email address to the Company in order to obtain such documents by email.

The shareholders may also obtain, within the legally prescribed period, a copy of all the documents referred to in Articles R. 225-81 and R. 225-83 of the French commercial code by sending their request to:

BNP Paribas Securities Services
CTO Assemblées Générales
Les Grands Moulins de Pantin
9 rue du Débarcadère
93761 Pantin Cedex France
(or by e-mail to: paris.bp2s.gis.assemblees@bnpparibas.com)

or to SCOR's Investors Relations Service (investorrelations@scor.com).

In accordance with the law and the statutory deadlines, all documents that must be submitted to the general meeting will be made available to shareholders, at the registered office of the Company from the date of publication of the notice relating to the general meeting.

E) Written questions of shareholders

All shareholders have the ability to submit written questions of their choice to the board of directors, which will be answered during the General Meeting and on the Company's website at the latest prior to the fifth (5th) business day following the general meeting.

Such written questions must be sent to the registered office of the Company (5, avenue Kléber, 75795 Paris Cedex 16) by registered letter with acknowledgement of receipt, or by e-mail (investorrelations@scor.com), addressed to the chairman of the board of directors, at the latest by the end of two (2) business days prior to the date of the general meeting (i.e. June 28, 2021) and accompanied by a certificate confirming the registration of shares (*attestation d'inscription*), either in the registered share accounts held by BNP Paribas Securities Services, or in the bearer share accounts held by the authorized intermediary.

The questions and answers will be posted on the Company's website (<https://www.scor.com/en/shareholders-meetings>) within the regulatory timeframe.

The board of directors