
BALO

BULLETIN DES ANNONCES LEGALES OBLIGATOIRES



Direction de l'information
légale et administrative

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SCOR SE

Societas Europaea with a share capital of EUR 1,472,177,576.72
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 an ordinary and extraordinary general meeting to be held on Wednesday May 18, 2022 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:

Agenda

Ordinary resolutions

1. Approval of the statutory financial statements for the fiscal year ended on December 31, 2021;
2. Approval of the consolidated financial statements for the fiscal year ended on December 31, 2021;
3. Allocation of the income and determination of the dividend with respect to the fiscal year ended on December 31, 2021;
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, 2021, to Mr. Denis Kessler, as Chairman and Chief Executive Officer until June 30, 2021;
6. 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, 2021, to Mr. Denis Kessler, as Chairman of the board of directors since July, 1st 2021 ;

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7. Approval of the fixed, variable and exceptional items comprising the total compensation and the advantage of any kind paid during or allocated in relation to, the fiscal year ended on December 31, 2021 to Mr. Laurent Rousseau, as Chief Executive Officer since July, 1st 2021 ;
8. Approval of the directors' compensation policy pursuant to Article L. 22-10-8 II of the French Commercial Code;
9. Amendment of the fixed annual amount allocated to the directors in compensation of their activity for the current fiscal year and subsequent years ;
10. Approval of the compensation policy for the Chairman of the board of directors pursuant to Article L. 22-10-8 II of the French Commercial Code;
11. Approval of the compensation policy for the Chief Executive Officer pursuant to Article L. 22-10-8 II of the French Commercial Code ;
12. Renewal of Mrs. Natacha Valla's mandate as Director of the Company;
13. Renewal of Mr. Fabrice Brégier's mandate as Director of the Company;
14. Approval of a settlement agreement concluded between the Company and the companies Covéa Coopérations SA and Covéa S.G.A.M, pursuant to Article L. 225-38 of the French Commercial Code ;
15. Authorization granted to the Board of Directors for the purpose of buying ordinary shares of the Company.

Extraordinary 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 L411-2 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;
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. Amendment of the articles of association concerning the age limit of the Chairman of the board of directors;
31. 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 attend this general meeting in person, vote remotely or designate a proxy to vote on their behalf.

Any shareholder may be represented at the general meeting by any natural or legal person of his or her choice (Article L.225-106 and Article L.22-10-39 of the French commercial code).

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., May 16, 2022), 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 (electronically or by post) 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 has to be attached to:

- the postal voting form;
- the proxy voting form;
- the request for an entry card (*carte d'admission*) under the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A participation certificate (*attestation de participation*) is also issued to any shareholder wishing to take part in person in the general meeting and who has not received or has mislaid his/her entry card (*carte d'admission*) at T-0 (Paris Time) on the second (2nd) working day preceding the general meeting (i.e., May 16, 2022).

Holders of bearer shares must contact the financial intermediary through which their shares are registered in order to obtain a postal or proxy voting form or to request an entry card (*carte d'admission*).

B) *Directions for participating in the general meeting*

1. *Attending the general meeting*

Shareholders wishing to attend this general meeting in person can make a request for an entry card (*carte d'admission*) as follows at the latest on the day prior to the meeting (i.e., May 17, 2022), at three (3:00) p.m., Paris time:

1.1 *Postal request for an entry card (carte d'admission)*

- ***Holders of registered shares*** must send their request for an entry card (*carte d'admission*) directly to BNP Paribas Securities Services, (CTO Assemblées Générales; Les Grands Moulins de Pantin; 9 rue du Débarcadère; 93761 Pantin Cedex) or, on the day of the general meeting, go to the counter specifically created for this purpose with an identity document.

- ***Holders of bearer shares*** must ask the authorized financial intermediary with whom their shares are registered, for a card to be sent to them. The account holder financial intermediary shall send the form to BNP Paribas Securities Services, an institution appointed by SCOR SE and in charge of the general meeting, along with a certificate of attendance (*attestation de participation*).

The application form of an entry card (*carte d'admission*) is available upon request made to BNP Paribas Securities or may be downloaded from the Company's website <https://www.scor.com/en/shareholders-meetings> as of the twenty-first day preceding the meeting. It could then be returned to BNP Paribas Securities to the address and within the deadlines mentioned above, along with your SCOR shares' attendance certificate (*attestation d'inscription en compte*).

1.2 *Electronic request for an entry card (carte d'admission)*

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Shareholders wishing to attend this general meeting in person can also make a request for an entry card (*carte d'admission*) electronically, via the Votaccess secure platform that will be open at the latest fifteen (15) days prior to the general meeting, as follows:

- ***For holders of registered shares (pure or administered):***

Holders of registered shares should apply online using the Votaccess secure platform that is accessible on the Planetshares website at the following address: <https://planetshares.bnpparibas.com>.

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

Holders of administered registered shares must log onto the Planetshares website with the identifying number located in the top right corner of their paper voting form sent to them by post. If the shareholder were to no longer have access to his or her identifying number and/or password, he or she may call the number **0 826 109 119**.

After logging on, the holders of registered shares must follow the instructions provided on the screen in order to access the Votaccess website and request an entry card (*carte d'admission*).

- ***Specific case of employees or former employees of SCOR holding administered registered shares resulting from the exercise of stock options or free allocations of shares and 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 on to the Planetshares website (<https://planetshares.bnpparibas.com>) using the identifying number located in the top right corner of their paper voting form 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 request an entry card (*carte d'admission*).

- ***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 said 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 with the username and password 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 request an entry card (*carte d'admission*).

Only the holders of bearer shares with an account-keeping institution that is connected to the Votaccess website will be able to request electronically an entry card (*carte d'admission*).

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.

It is reminded that the entry card is strictly personal and cannot be transferred. It does not, under any circumstances, allow access to the General Meeting to an accompanying person, whoever they may be.

It is stated that the shareholders shall have access to the general meeting room from nine (9:00) am, Paris time. The attendance sheet shall be finalized at the latest at ten thirty (10:30) am, Paris time. Any shareholder, arriving after such deadline shall have the right to attend to the general meeting but not to vote.

Shareholders may not film and/or record during the meeting.

2. Voting by post or by proxy

2.1 Voting by post or by proxy sent by postal service

Shareholders who do not attend the general meeting in person and wish to vote by post or to be represented by granting power to the chairman of the general meeting or to a proxy may do so in the following manner:

- ***Holders of registered shares*** must send the single form for voting by post or by proxy which will be sent with the notice to 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*** must request, from the date of the notice of the general meeting, the single form for voting by post or by proxy from the intermediary managing his or her shares. Once said form has been completed by the shareholders, it must be submitted to the account-keeping institution, which will issue a participation certificate and send both documents to BNP Paribas Securities Services– (CTO Assemblées Générales; Les Grands Moulins de Pantin; 9, rue du Débarcadère; 93761 Pantin Cedex).

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If a proxy is granted 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 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, these forms for voting by post or by proxy 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., May 17, 2022), at three (3:00) p.m., Paris time. The appointment or withdrawal of proxies expressed in paper form must be received at the latest on the day prior to the meeting, at three (3:00) p.m., Paris time.

The single form for voting by post or by proxy which has not been received or has been misled, is available upon request made to BNP Paribas Securities or may be downloaded from the Company's website <https://www.scor.com/en/shareholders-meetings>. It could then be returned to BNP Paribas Securities to the address and within the deadlines mentioned above, along with a SCORE shares' attendance certificate (*attestation d'inscription en compte*).

To take into account the time required to process the forms, it is recommended that shareholders do not wait until the day before the meeting to vote.

2.2 Voting form or proxy form sent on the internet

The shareholders can 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 (pure or administered):***

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>.

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 their 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, or appoint or remove a proxy.

- ***Specific case of employees or former employees of SCOR holding administered registered shares resulting from 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 their paper voting form 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 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.

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If a proxy is granted to the chairman 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.

The possibility, on the one hand, to vote, and on the other hand, to appoint or to remove a proxy online prior to the general meeting will end on the day prior to the general meeting (i.e., May 17, 2022), 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 timeframes in receiving the passwords and any potential website traffic problems.

C) Transfer of shares prior to the general meeting

When a shareholder has already voted remotely or sent his proxy form or made a request for an entry card (*carte d'admission*) or a participation certificate (*attestation de participation*) under the terms set forth above will no longer have the possibility of choosing a different method in order to participate in the General Meeting. Nevertheless, such shareholder shall retain the right to transfer all or some of their shares in the meantime. 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., May 16, 2022), the Company must invalidate or amend the postal vote cast, the proxy, the entry card (*carte d'admission*) 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., May 16, 2022), 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>.

The shareholders may also obtain, within the legally prescribed period, a copy of the all 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) or by e-mail to the following address : 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

All shareholders have the ability to submit the written questions of their choice to the board of directors, which will be answered at the general meeting, by sending them to the registered office of the Company (Immeuble SCOR, 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 least four (4) business days prior to the date of the general meeting (i.e. May 12, 2022). Such written questions must be sent along with 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 board of directors