

## BALO

### BULLETIN DES ANNONCES LEGALES OBLIGATOIRES



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**Convening notice (avis de convocation) / Notice of meeting (*Avis de reunion*)**

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## SCOR SE

*Societas Europaea* with a share capital of EUR 1 415 265 813. 82  
Registered office: 5, avenue Kléber, 75016 Paris  
562 033 357 R.C.S. Paris

### Notice of meeting (*Avis de reunion*)

The shareholders are informed that they will be invited shortly to an ordinary and extraordinary general meeting to be held on Thursday May 25, 2023 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 financial statements of the Company for the year ended December 31, 2022;
2. Approval of the consolidated financial statements for the year ended December 31, 2022;
3. Appropriation of net income and payment of a dividend for the year ended December 31, 2022;
4. Special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code;
5. Approval of the disclosures required by Article L. 22-10-9 I of the French Commercial Code;
6. Approval of the components of the total compensation and benefits paid or awarded to Denis Kessler, Chairman of the Board of Directors, for the year ended December 31, 2022 – *ex-post* Say on Pay;
7. Approval of the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Laurent Rousseau, Chief Executive Officer, for the year ended December 31, 2022 – *ex-post* Say on Pay;
8. Approval of the 2023 compensation policy for directors – *ex-ante* Say on Pay;
9. Approval of the 2023 compensation policy for the Chairman of the Board of Directors – *ex-ante* Say on Pay;
10. Approval of the compensation policy for the Chief Executive Officer for the period from January 1, 2023 to January 25, 2023 – *ex-ante* Say on Pay;
11. Approval of the compensation policy for the Chief Executive Officer for the period from January 26, 2023 to April 30, 2023 – *ex-ante* Say on Pay;
12. Approval of the compensation policy for the Chief Executive Officer for the period from May 1, 2023 to December 31, 2023 – *ex-ante* Say on Pay;
13. Appointment of Thierry Léger as a director of the Company;
14. Ratification of the provisional appointment of Martine Gerow as a director of the Company;
15. Renewal of the term of office of Augustin de Romanet as a director of the Company;
16. Renewal of the term of office of Adrien Couret as a director of the Company;
17. Renewal of the term of office of Martine Gerow as a director of the Company;
18. Renewal of the term of office of Holding Malakoff Humanis, represented by Thomas Saunier, as a director of the Company;
19. Renewal of the term of office of Vanessa Marquette as a director of the Company;
20. Renewal of the term of office of Zhen Wang as a director of the Company;
21. Renewal of the term of office of Fields Wicker-Miurin as a director of the Company;
22. Authorization granted to the Board of Directors to carry out transactions in ordinary shares of the

Company.

### **Extraordinary resolutions**

23. Delegation of authority granted to the Board of Directors for the purpose of taking decisions with respect to capital increases by capitalization of retained earnings, reserves, additional paid-in capital or any other capitalizable amounts;
24. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with preferential subscription rights;
25. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue, as part of a public offering (excluding an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code), shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with cancellation of preferential subscription rights and with a compulsory priority subscription period;
26. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue, as part of an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code, shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with cancellation of preferential subscription rights;
27. Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, as consideration for securities tendered to a public exchange offer initiated by the Company, with cancellation of preferential subscription rights;
28. Delegation of power granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, within the limit of 10% of the Company's capital, as consideration for securities contributed to the Company, with cancellation of preferential subscription rights;
29. Delegation of authority granted to the Board of Directors for the purpose of increasing the number of shares to be issued in the case of a capital increase with or without preferential subscription rights;
30. Delegation of authority granted to the Board of Directors for the purpose of issuing warrants exercisable for ordinary shares of the Company with cancellation of shareholders' preferential subscription rights in favor of categories of entities meeting specific criteria, with a view to implementing a contingent capital program;
31. Delegation of authority granted to the Board of Directors for the purpose of issuing warrants exercisable for ordinary shares of the Company, with cancellation of shareholders' preferential subscription rights in favor of categories of entities meeting specific criteria, with a view to implementing an ancillary own funds program;
32. Authorization granted to the Board of Directors for the purpose of reducing the capital by canceling treasury shares;
33. Authorization granted to the Board of Directors to grant options to subscribe for and/or purchase shares of the Company, with waiver of preferential subscription rights in favor of employees and executive corporate officers;
34. Authorization granted to the Board of Directors for the purpose of granting existing ordinary shares of the Company to employees and executive corporate officers;
35. Delegation of authority granted to the Board of Directors in order to carry out a capital increase through the issuance of shares reserved for the members of employee savings plans (*plans d'épargne*), with cancellation of preferential subscription rights in favor of such members;
36. Aggregate ceiling on capital increases;
37. Powers to carry out formalities.

## TEXT OF THE PROPOSED RESOLUTIONS

### ORDINARY RESOLUTIONS

#### FIRST RESOLUTION

##### **Approval of the financial statements of the Company for the year ended December 31, 2022**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the management report presented by the Board of Directors and the Statutory Auditors' report on the Company's financial statements for the year ended December 31, 2022, approves the Company's financial statements for the year ended December 31, 2022 as presented, which show net income of EUR 197,924,600.19 versus a net loss of EUR 71,651,062 for the previous year, as well as the transactions recorded in these financial statements and summarized in these reports.

Pursuant to Article 223 *quater* of the French General Tax Code (*Code général des impôts*), the Shareholders' Meeting approves the amount of the expenses and charges referred to in Article 39.4 of said Code, which stands at EUR 276,747 for 2022. The Shareholders' Meeting notes that, as the tax group reported a tax loss, no corporate tax charge has been recorded in SCOR SE's financial statements for 2022.

#### SECOND RESOLUTION

##### **Approval of the consolidated financial statements for the year ended December 31, 2022**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the management report presented by the Board of Directors and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the year ended December 31, 2022 as presented, which show a consolidated net loss of EUR 300,951,813.14, as well as the transactions recorded in these consolidated financial statements or summarized in these reports.

#### THIRD RESOLUTION

##### **Appropriation of net income and setting of a dividend for the year ended December 31, 2022**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the management report presented by the Board of Directors and noting that according to Article R. 352-1-1 of the French Insurance Code (*Code des assurances*), undertakings such as the Company which are under prudential supervision are not required to set up a legal reserve, resolves not to allocate any amounts to the legal reserve.

Having noted that the financial statements for the year ended December 31, 2022 show net income of EUR 197,924,600.19, the Shareholders' Meeting resolves to appropriate such amount to the "retained earnings" account, as follows:

	(in euros)
Retained earnings at December 31, 2022 before appropriation	1,107,714,232.48
2022 net income	197,924,600.19
Retained earnings after appropriation of 2022 net income	1,305,638,832.67

*Free translation from the French for information purpose only – French version shall prevail*

Having also noted that distributable reserves at December 31, 2022 amount to EUR 1,953,256,774.41, the Shareholders' Meeting resolves to pay a total dividend of EUR 251,539,813, representing a gross dividend per share of EUR 1.40, and to appropriate distributable reserves as follows:

	(in euros)
Additional paid-in capital	516,454,574.13
Other reserves	131,163,367.61
Retained earnings after appropriation of 2022 net income	1,305,638,832.67
<b>2022 distributable reserves</b>	<b>1,953,256,774.41</b>
2022 dividend	251,539,813.00
Dividend charged to the "retained earnings" account	251,539,813.00
<b>Retained earnings after appropriation of net income and dividends for 2022</b>	<b>1,054,099,019.67</b>

The ex-dividend date will be May 30, 2023 and the dividend will be paid on June 1, 2023.

The total dividend amount of EUR 251,539,813 has been calculated on the basis of the number of shares comprising the Company's capital at December 31, 2022 as noted by the Board of Directors during its meeting of January 26, 2023 (corresponding to a gross dividend per share of EUR 1.40) and it will be adjusted on the ex-dividend date in the event of a change in this number, depending on the number of shares with rights to the 2022 dividend that are outstanding on that date.

Prior to the ex-dividend date, the Company will determine the number of outstanding shares with rights to the 2022 dividend, taking into account:

- (i) the number of treasury shares held by the Company; and
- (ii) the number of new shares, if any, issued since December 31, 2022 upon exercise of stock options or securities giving access to the Company's capital which entitle their holders to the 2022 dividend due to their *cum* rights date.

The Shareholders' Meeting resolves that if, as of the ex-dividend date, the number of shares with rights to the 2022 dividend is different from the number of shares noted by the Board of Directors at its meeting on January 26, 2023, the total dividend amount shall be adjusted accordingly (without affecting the dividend per share) and, as the case may be:

- (i) the unpaid dividends shall be credited to the "retained earnings" account; or
- (ii) the amount of the additional dividends to be paid shall be deducted by priority from the "retained earnings" account and any remaining balance from the "additional paid-in capital" account.

The Shareholders' Meeting notes that this gross dividend will automatically be subject to a flat tax (*prélèvement forfaitaire unique*) at the rate of 30% (i.e. 12.8% for income tax and 17.2% for social taxes) for individual shareholders resident in France for tax purposes and will not qualify for the 40% relief granted on income taxed at the graduated rate under Article 158-3-2 of the French General Tax Code, unless such shareholder has expressly and irrevocably opted to pay income tax at the graduated rate on his or her total securities income. Shareholders who opt to be taxed at the graduated rate will be entitled to the 40% tax relief provided for in Article 158-3-2° of the French General Tax Code, i.e., EUR 0.56 per share.

***Free translation from the French for information purpose only – French version shall prevail***

For individuals resident in France for tax purposes who opt to be taxed at the graduated rate, the dividend will in any case, unless there is a specific exemption, be subject at the time of payment to the flat-rate withholding tax (PFNL) at the rate of 12.8%, which will be deductible from their income tax for the following year.

Social taxes at the rate of 17.2% (CSG, CRDS, social levy and additional contributions) due by French tax residents are, in all cases, levied when dividends are paid, on their gross amount. The gross dividend will therefore be subject to a flat tax of 30% (12.8% + 17.2%) when it is paid.

Pursuant to the requirements of Article 243 *bis* of the French General Tax Code, the Shareholders' Meeting notes that the following amounts were distributed as dividends for the previous three years:

<b>Year ended:</b>	<b>Dec. 31, 2019</b>	<b>Dec. 31, 2020</b>	<b>Dec. 31, 2021</b>
<b>Dividend</b>	EUR 0 <sup>(1)</sup>	EUR 336,114,136.80 <sup>(1)</sup>	EUR 321,141,315.60 <sup>(1)</sup>
(Amount eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code)	EUR 0 per share	EUR 1.80 per share	EUR 1.80 per share

<sup>(1)</sup> Amount decided by the Annual Shareholders' Meeting, excluding the adjustments made on the ex-dividend date to take into account the number of treasury shares held by the Company and the number of new shares resulting from the exercise of stock options at that date.

#### **FOURTH RESOLUTION**

##### **Special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code**

Having considered the special report of the Statutory Auditors on agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, the Shareholders' Meeting notes the conclusions of this report, which does not mention any new agreement falling within the scope of Articles L. 225-38 *et seq.* of the French Commercial Code and entered into during the year ended December 31, 2022.

#### **FIFTH RESOLUTION**

##### **Approval of the disclosures required by Article L. 22-10-9 I of the French Commercial Code**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance, including the disclosures about the compensation of the corporate officers (*mandataires sociaux*) of the Company required by Article L. 22-10-9 I of the French Commercial Code, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information provided in said report, as presented in section 2.2 of the 2022 Universal Registration Document.

#### **SIXTH RESOLUTION**

##### **Approval of the components of the total compensation and benefits paid or awarded to Denis Kessler, Chairman of the Board of Directors, for the year ended December 31, 2022 – *ex-post* Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance and noted that the Shareholders' Meeting of May 18, 2022, in its tenth resolution, approved the 2022 compensation policy for Denis Kessler as Chairman of the Board of Directors, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the components of the total compensation and benefits paid or awarded to Denis Kessler as Chairman of the Board of Directors for the year ended December 31, 2022, as presented in section 2.2.1.2.1. of the 2022 Universal Registration Document.

#### **SEVENTH RESOLUTION**

##### **Approval of the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Laurent Rousseau, Chief Executive Officer, for the year ended December 31, 2022 – *ex-post* Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance and noted that the Shareholders' Meeting of May 18, 2022, in its eleventh resolution, approved the 2022 compensation policy for Laurent Rousseau as Chief Executive Officer, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Laurent Rousseau as Chief Executive Officer for the year ended December 31, 2022, as presented in section 2.2.1.2.2. of the 2022 Universal Registration Document.

#### **EIGHTH RESOLUTION**

##### **Approval of the 2023 compensation policy for directors – *ex-ante* Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance including the compensation policy for corporate officers, prepared in accordance with Article L. 22-10-8 I of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the directors of the Company, as presented in Section 2.2.1.4.1. of the 2022 Universal Registration Document.

#### **NINTH RESOLUTION**

##### **Approval of the 2023 compensation policy for the Chairman of the Board of Directors – *ex-ante* Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance including the compensation policy for corporate officers, prepared in accordance with Article L. 22-10-8 I of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors, as presented in this report set out in Section 2.2.1.4.2. of the 2022 Universal Registration Document.

#### **TENTH RESOLUTION**

##### **Approval of the compensation policy for the Chief Executive Officer for the period from January 1, 2023 to January 25, 2023 – ex-ante Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance including the compensation policy for corporate officers, prepared in accordance with Article L. 22-10-8 I of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer for the period from January 1, 2023 to January 25, 2023, as presented in this report set out in Section 2.2.1.4.3. of the 2022 Universal Registration Document.

#### **ELEVENTH RESOLUTION**

##### **Approval of the compensation policy for the Chief Executive Officer for the period from January 26, 2023 to April 30, 2023 – ex-ante Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance including the compensation policy for corporate officers, prepared in accordance with Article L. 22-10-8 I of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer for the period from January 26, 2023 to April 30, 2023, as presented in this report set out in Section 2.2.1.4.4. of the 2022 Universal Registration Document.

#### **TWELFTH RESOLUTION**

##### **Approval of the compensation policy for the Chief Executive Officer for the period from May 1, 2023 to December 31, 2023 – ex-ante Say on Pay**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors on corporate governance including the compensation policy for corporate officers prepared in accordance with Article L. 22-10-8 I of the French Commercial Code, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chief Executive Officer for the period from May 1, 2023 to December 31, 2023, as presented in this report set out in Section 2.2.1.4.5. of the 2022 Universal Registration Document.

#### **THIRTEENTH RESOLUTION**

##### **Appointment of Thierry Léger as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors, decides to appoint Thierry Léger as a director for a three (3) year term expiring at the end of the Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.



#### **FOURTEENTH RESOLUTION**

##### **Ratification of the provisional appointment of Martine Gerow as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the report of the Board of Directors, ratifies the provisional appointment as a director of Martine Gerow decided by the Board of Directors on November 8, 2022 to fill the seat left vacant by the resignation of Kory Sorenson, for the remainder of Kory Sorenson's term expiring at the end of this Shareholders' Meeting.

#### **FIFTEENTH RESOLUTION**

##### **Renewal of the term of office of Augustin de Romanet as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Augustin de Romanet as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew Augustin de Romanet as a director for a three (3) year term expiring at the end of the Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

#### **SIXTEENTH RESOLUTION**

##### **Renewal of the term of office of Adrien Couret as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Adrien Couret as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew Adrien Couret as a director for a three (3) year term expiring at the end of the Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

#### **SEVENTEENTH RESOLUTION**

##### **Renewal of the term of office of Martine Gerow as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Martine Gerow as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to re-elect Martine Gerow as a director for a two (2) year term expiring at the end of the Shareholders' Meeting to be called in 2025 to approve the financial statements for the previous year.

#### **EIGHTEENTH RESOLUTION**

##### **Renewal of the term of office of Holding Malakoff Humanis, represented by Thomas Saunier, as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Holding Malakoff Humanis as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew Holding Malakoff Humanis as a director for a three (3) year term expiring at the end of the Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

#### **NINETEENTH RESOLUTION**

##### **Renewal of the term of office of Vanessa Marquette as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Vanessa Marquette as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew Vanessa Marquette as a director for a three (3) year term expiring at the end of the Shareholders' Meeting to be called in 2026 to approve the financial statements for the previous year.

#### **TWENTIETH RESOLUTION**

##### **Renewal of the term of office of Zhen Wang as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Zhen Wang as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew Zhen Wang as a director for a two (2) year term expiring at the end of the Shareholders' Meeting to be called in 2025 to approve the financial statements for the previous year.

#### **TWENTY-FIRST RESOLUTION**

##### **Renewal of the term of office of Fields Wicker-Miurin as a director of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having noted that the term of office of Fields Wicker-Miurin as a director expires at the end of this meeting, resolves, having considered the Board of Directors' report, to renew Fields Wicker-Miurin as a director for a two (2) year term expiring at the end of the Shareholders' Meeting to be called in 2025 to approve the financial statements for the previous year.

#### **TWENTY-SECOND RESOLUTION**

##### **Authorization granted to the Board of Directors to carry out transactions in ordinary shares of the Company**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for ordinary shareholders' meetings, having considered the Board of Directors' report:

1. authorizes the Board of Directors, with the option to sub-delegate, under the conditions provided for by the applicable regulations, to purchase, sell or transfer Company ordinary shares pursuant, inter alia, to Articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code, Articles 241-1 to 241-5 of the General Regulation (*Règlement général*) of the French financial markets authority (AMF), the Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014, the Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 and the market practices admitted by the AMF;
2. resolves that the maximum number of shares that may be bought back under this authorization shall be capped at 10% of the number of shares comprising the Company's capital at the date of such purchases, it being specified that:
  - (i) when the shares are bought back to enhance the liquidity of the stock, in accordance with the applicable law and regulations, the number of shares taken into account for the calculation of the 10% limit shall correspond to the number of shares bought back less the number of shares resold during the period covered by the authorization,

- (ii) when the shares are bought back by the Company for retention and subsequent remittance in payment or exchange within the framework of an operation of merger, spin-off or contribution, the number of shares thus bought back shall not be able to exceed 5% of the Company's share capital and,
- (iii) the number of treasury shares shall be taken into account so that the Company never holds treasury shares in excess of 10% of its share capital.

These percentages shall apply to a number of shares adjusted, if applicable, to reflect transactions that may affect the share capital following the Shareholders' Meeting;

**3.** resolves that such transactions may be undertaken for any purposes permitted or which become authorized by the applicable laws and regulations, and in particular in view of the following objectives:

- (i) reduce the Company's share capital by cancelling any shares bought back, within the limits established by law, in conjunction with a share capital reduction decided or authorized by the Shareholders' Meeting;
- (ii) allocate shares to employees and/or corporate officers (*mandataires sociaux*) of the Company and/or of affiliated companies, including any coverage of any Company stock option plans pursuant to Articles L. 225-177 *et seq.* and L. 22-10-56 *et seq.* of the French Commercial Code (*Code de commerce*), allocation of Company free shares in conjunction with the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code, allocation of Company shares under a profit sharing scheme (*participation aux fruits de l'expansion de l'entreprise*) or allocation or transfer of the Company's shares under an employee savings plan (*plan d'épargne salariale*), including in the context of the provisions of Articles L. 3321-1 *et seq.* and L. 3332-1 *et seq.* of the French Labor Code (*Code du travail*);
- (iii) ensure the liquidity of SCOR's share through a liquidity contract with an investment service provider in accordance with the market practice accepted by the AMF;
- (iv) retention of shares for subsequent remittance in exchange or as a payment in conjunction with external growth transactions, contributions, merger or spin-off;
- (v) deliver shares on the exercise of rights attached to securities issued by the Company or by one of its subsidiaries, giving access to the Company's capital by redemption, conversion, exchange, presentation of a warrant or in any other way, immediately or in the future, as well as to carry out any coverage transactions in respect of the obligations of the Company or of the subsidiary concerned, as the case may be, linked to these securities;
- (vi) implement any market practice that may be permitted by the AMF; and
- (vii) more generally, to carry out any other transaction in accordance with the regulations in force;

**4.** resolves that the purchase, sale or transfer of such ordinary shares may be undertaken, in one or several transactions, under conditions authorized by stock exchange authorities, by any means, in particular on a regulated market, on a multilateral trading facility, via a systematic internalizer or over-the-counter, including by purchase or sale of blocks, by the use of derivative financial instruments traded on a regulated stock exchange or over-the-counter, or by the implementation of options strategies and, at such times as the Board of Directors or any person appointed for this purpose by the Board of Directors may decide, excluding periods of public offers on the Company's

share capital;

5. resolves that such transactions may, in accordance with applicable regulations, be carried out at any time, on one or more occasions.

By exception, the Board of Directors may not, without prior authorization of the Shareholders' Meeting, use this authorization during any period of public offering on the Company and until the end of the offer acceptance period (*période d'offre*);

However, the Company will remain authorized to effect the transactions covered by this resolution:

- (i) when the public offering in question is entirely in cash; and
- (ii) for the strict requirements of compliance with Company commitments made prior to the filing of the public offering in question, regarding the servicing or hedging of all stock options, other share attributions and, more generally, any kind of allocation made to employees and/or corporate officers (*mandataires sociaux*) of the Company and/or of any related companies.

Regarding the authorization granted under the cumulative conditions described under (i) and (ii) above, it is moreover stipulated that should the transactions in question be liable to cause the public offering in question to fail, then such implementation should be the subject of authorization or confirmation from the Shareholders' Meeting;

6. resolves that the shares may not be bought back at a price in excess of EUR 60 (excluding transaction costs), or the equivalent of this price on the same date in any other currency. Excluding the shares already held by the Company and based on the number of shares outstanding at December 31, 2022, the theoretical number of shares that may be bought back would be 17,967,129 shares and the hypothetical maximum amount allocated to the share buy-back program in application of this resolution would thereby amount to EUR 1,078,027,740 (excluding purchase costs);
7. gives all powers to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, in order to carry out all adjustments to the maximum price, including in the event of a capital increase by capitalization of retained earnings, reserves or additional paid-in capital and any other capitalizable amounts, either raising the shares' par value or creating and allocating free shares, as well as in the event of a split or a reverse stock split of Company shares or any other equity transaction, to reflect the impact of such transactions on the share value;
8. grants full powers to the Board of Directors, with the option to sub-delegate under the conditions provided for by law, to implement this resolution including to carry out all stock exchange orders, to enter into any agreements with a view, inter alia, to keeping share purchase and sale records, to establish all documents, including information documents, to proceed with any permitted reallocation, to carry out all declarations and formalities with the *Autorité des marchés financiers* and others and, more generally, to do whatever may be necessary.

The Board of Directors shall report to the Shareholders' Meeting each year on the transactions carried out pursuant to this resolution.

The share buy-back authorization described above is for a maximum duration of eighteen (18) months from its approval by the Shareholders' Meeting of SCOR SE. It renders null and void, for its unused portion, any prior authorization with the same purpose.

## EXTRAORDINARY RESOLUTIONS

### TWENTY-THIRD RESOLUTION

**Delegation of authority granted to the Board of Directors for the purpose of taking decisions with respect to capital increases by capitalization of retained earnings, reserves, additional paid-in capital or any other capitalizable amounts**

The Shareholders' Meeting, voting in extraordinary form and in accordance with the quorum and majority required for ordinary shareholders' meetings provided for in Articles L. 225-98 and L. 22-10-32 of the French Commercial Code, and resolving in accordance with Articles L. 225-129 *et seq.*, particularly Article L. 225-129-2, Article L. 225-130 and Articles L. 22-10-49 and L. 22-10-50 of the French Commercial Code, having considered the Board of Directors' report and noted that the Company's capital is fully paid up:

1. delegates its authority to the Board of Directors for the purpose of deciding and carrying out a capital increase, on one or more occasions and in the proportions and at the times it deems appropriate, by capitalizing all or part of retained earnings, reserves, additional paid-in capital or other capitalizable amounts, and issuing free ordinary shares of the Company and/or raising the par value of existing ordinary shares;
2. resolves that the aggregate par value of the capital increase(s) carried out under this delegation of authority shall not exceed two hundred million euros (EUR 200,000,000).

This ceiling:

- (i) does not take into account any shares of the Company that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of any securities giving access, by any means, immediately and/or at a later date, to the Company's capital;
  - (ii) is independent of the aggregate ceiling on capital increases set in the thirty-sixth resolution of this Shareholders' Meeting;
3. resolves that the Board of Directors may decide that any rights to fractional shares shall not be negotiable or tradable, that the corresponding shares shall be sold on the market and that the sale proceeds shall be allocated to the holders of such rights within the period specified in the applicable regulations.
  4. resolves that the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – shall have full powers to use this delegation of authority and to:
    - (i) determine the amount and nature of the sums to be capitalized;
    - (ii) set the number of new shares to be issued or the amount by which the par value of the existing shares shall be increased;
    - (iii) determine the retroactive or future *cum* rights date of the new shares or the date on which the increase in par value shall take effect;

- (iv) place on record the effective completion of the resulting capital increase(s), carry out any related formalities and amend the bylaws to reflect the new capital;
- (v) apply for the admission to trading of the shares issued pursuant to this resolution on any market it deems appropriate; and
- (vi) generally, to take all useful measures for the successful completion of the capital increase(s).

This delegation of authority is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

#### **TWENTY-FOURTH RESOLUTION**

##### **Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, and resolving in accordance with Articles L. 225-129 *et seq.*, in particular Article L. 225-129-2, Articles L. 22-10-49, L. 225-132 to L. 225-134, and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors, and noted that the capital is fully paid up:

1. delegates its authority to the Board of Directors to decide and carry out the issuance, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, and subject to the conditions and limits set out below, of:
  - (i) ordinary shares of the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing or future shares of the Company.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

This delegation of authority may not be used to issue preference shares;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including a unit of account established by reference to several currencies);
3. resolves, as necessary, that the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments;
4. resolves, as necessary, that the subscriptions may be paid up in cash, including by capitalizing liquid and callable debts, or partly in cash and partly by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts;

5. resolves that the following ceilings shall apply to issuances carried out under this delegation of authority:

- (i) the maximum nominal amount (excluding premiums) of the capital increases that may be decided by the Board of Directors and carried out pursuant to this delegation of authority immediately and/or at a later date, shall not exceed five hundred and sixty-six million one hundred and six thousand three hundred and twenty-six euros (EUR 566,106,326), or the equivalent of this euro amount on the date the issuance is decided.

This limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital.

Besides, in the case of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts, completed through the issuance of free ordinary shares to shareholders during the period of validity of this delegation of authority, the above aggregate par value (excluding premiums) and the corresponding number of shares shall be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such capitalization;

- (ii) the maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed seven hundred million euros (EUR 700,000,000) or the equivalent of this euro amount on the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium shall be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code;

- (iii) the issuances carried out pursuant to this delegation of authority shall be deducted from the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting;

6. resolves that the shareholders shall have a preferential right to subscribe for the ordinary shares and/or securities giving access to the capital issued pursuant to this delegation of authority, pro rata to their interests in the Company's capital;

7. authorizes the Board of Directors to give the shareholders a right to subscribe for ordinary shares or securities giving access to the capital in excess of their preferential right, also exercisable pro rata to their interests in the Company's capital and within the limit of their requests;

8. resolves, as necessary, that, if the issuance has not been taken up in full, to take one or more of the following courses of action, in the order of its choice, subject to compliance with applicable law:

- (i) limit the issuance to the amount of the subscriptions received, within the limits specified by the regulations, if any;
- (ii) allocate freely all or some of the unsubscribed ordinary shares or securities giving access to the capital included in the proposed issuance, within the limits specified by regulations, if any; and



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- (iii) offer all or some of the unsubscribed ordinary shares or securities giving access to the capital for subscription by the public.
9. notes that the decision to issue securities giving access to the capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to Capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code.
10. resolves to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority, and:
- (i) to set the terms, conditions and procedures, including the timing, of the issuances of ordinary shares and/or securities giving access to the capital, to determine the number and characteristics of the securities to be issued pursuant to this delegation of authority, and, in the case of debt securities, to determine their ranking for repayment purposes, their interest rate and interest payment terms, the issuance currency, their life and their repayment terms in installments or at maturity;
  - (ii) to set the retroactive or future *cum* rights date of the securities issued under this delegation of authority;
  - (iii) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority;
  - (iv) to suspend, if necessary, the exercise of the rights to receive ordinary shares of the Company attached to the securities, in accordance with the applicable regulations;
  - (v) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions;
  - (vi) if necessary, to modify the terms and conditions of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities;
  - (vii) to decide, at its discretion, to charge all costs, expenses and fees incurred for the issuances against the corresponding premiums after each issuance;
  - (viii) to apply for the admission to trading of the securities issued pursuant to this delegation of authority on any market at the Board's discretion; and
  - (ix) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority, and amend the bylaws accordingly.

This delegation of authority is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.



## **TWENTY-FIFTH RESOLUTION**

**Delegation of authority granted to the Board of Directors for the purpose of deciding to issue, as part of a public offering (excluding an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code), ordinary shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with cancellation of preferential subscription rights and with a compulsory priority subscription period**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and in accordance with Articles L. 225-129 *et seq.* of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-131, L. 225-135 and L. 225-36, Articles L. 22-10-49, L. 22-10-51, L. 22-10-52, and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors and noted that the capital is fully paid up:

1. delegates its authority to the Board of Directors to decide and carry out the issuance, as part of a public offering (excluding a restricted offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code), on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, subject to the conditions and limits set out below, of:
  - (i) ordinary shares of the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing or future shares of the Company,

with cancellation of preferential subscription rights and with a compulsory priority subscription period.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

The following are excluded from the scope of this delegation of authority:

- (i) issuances of preference shares; and
  - (ii) issuances of ordinary shares and/or any other securities giving access to the capital as part of an offer referred to in Article L. 411-2-1° of the French Financial and Monetary Code, which are the subject of the twenty-sixth resolution below;
2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including any a unit of account established by reference to several currencies);
  3. resolves, as necessary, that the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments;
  4. resolves, as necessary, that the subscriptions may be paid up in cash, including by capitalizing liquid and callable debts;

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5. resolves that public offering(s) decided upon pursuant to this resolution, may be combined in the same issuance or in several issuances carried out simultaneously as part of private placements pursuant to the twenty-sixth resolution below;
6. resolves that the following ceilings shall apply to issuances carried out under this delegation of authority:

- (i) the maximum nominal amount (excluding premiums) of the capital increases that may be decided by the Board of Directors and carried out pursuant to this delegation of authority immediately and/or at a later date, shall not exceed one hundred and forty-one million five hundred and twenty-six thousand five hundred and seventy-seven euros (EUR 141,526,577), or the equivalent of this euro amount on the date the issuance is decided.

This limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital.

Besides, in the case of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts, completed through the issuance of free ordinary shares to shareholders during the period of validity of this delegation of authority, the above aggregate par value (excluding premiums) and the corresponding number of shares shall be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such capitalization;

- (ii) the maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent of this euro amount as of the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium shall be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code;

- (iii) the issuances carried out pursuant to this delegation of authority shall be deducted from the ceilings set in the twenty-fourth resolution and the aggregate ceilings set in the thirty-sixth resolution;

7. resolves that the aggregate par value of ordinary shares issued upon exercise of all or some of:

- (i) the warrants issued by the Company on December 16, 2022 pursuant to the twenty-third resolution of the Annual Shareholders' Meeting of May 18, 2022 (the "2022 Warrants");
- (ii) the 2023 Contingent Warrants (as this term is defined in the thirtieth resolution below) that may be issued pursuant to the thirtieth resolution submitted to this Shareholders' Meeting for approval; and
- (iii) the 2023 AOF Warrants (as this term is defined in the thirty-first resolution below) that may be issued pursuant to the thirty-first resolution submitted to this Shareholders' Meeting for approval,

shall be deducted from the ceiling on capital increases set in this resolution;

8. resolves to waive shareholders' preferential right to subscribe for the ordinary shares and the securities giving access to the capital that may be issued under this resolution.

However, the Board shall be required to grant shareholders non-transferable and non-tradable priority subscription rights, exercisable pro rata to the number of ordinary shares held, and over a priority period of at least five (5) trading days.

The Board of Directors may also decide to offer shareholders a right to subscribe for ordinary shares or securities giving access to the capital not taken up by other shareholders, in excess of their priority right. This right shall also be exercisable pro rata to the number of ordinary shares held.

If the issuance has not been taken up in full by the end of the priority subscription period, the Board shall be free to use, in the order of its choosing, all or some of the measures provided for in Article L. 225-134 of the French Commercial Code;

9. notes that the decision to issue securities giving access to the capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;
10. resolves that if the proposed issuance is not taken up in full, the Board of Directors may, within the limits specified by the applicable regulations, limit the issuance to the amount of the subscriptions received and/or freely allocate all or some of the unsubscribed ordinary shares or securities giving access to the capital, as applicable;
11. resolves that the issuance price of the ordinary shares shall be set by the Board of Directors in accordance with Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code at an amount at least equal to the volume-weighted average of the prices quoted for the Company's shares over the three (3) trading days preceding the beginning of the offer, minus a discount of up to 10%, as the case may be;
12. resolves that the issuance price of the securities giving access to the capital shall be set in such a way that the amount received immediately by the Company plus, if applicable, the amount received subsequently by the Company for each share issued as a result of the issuance of these securities, shall be at least equal to the minimum price defined in point 11 above;
13. resolves to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority, and:
- (i) to set the terms, conditions and procedures, including the timing, of the issuances of ordinary shares and/or securities giving access to the capital, to determine the number and characteristics of the securities to be issued pursuant to this delegation of authority, and, in the case of debt securities, to determine their ranking for repayment purposes, their interest rate and interest payment terms, the issuance currency, their life and their repayment terms in installments or at maturity;
  - (ii) to set the retroactive or future *cum* rights date of the securities issued under this delegation of authority;

- (iii) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority;
- (iv) to suspend, if necessary, the exercise of the rights to receive ordinary shares of the Company attached to the securities, in accordance with the applicable regulations;
- (v) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions;
- (vi) if necessary, to modify the terms and conditions of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities;
- (vii) to decide, at its discretion, to charge all costs, expenses and fees incurred for the issuances against the corresponding premiums after each issuance;
- (viii) to apply for the admission to trading of the securities issued pursuant to this delegation of authority on any market at the Board's discretion; and
- (ix) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority, and amend the bylaws accordingly.

This delegation of authority is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

#### **TWENTY-SIXTH RESOLUTION**

**Delegation of authority granted to the Board of Directors for the purpose of deciding to issue, as part of an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code, ordinary shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, with cancellation of preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, and resolving in accordance with Articles L. 225-129 *et seq.*, in particular Article L. 225-129-2, Articles L. 22-10-49, L. 22-10-52 and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors, and having noted that the capital is fully paid up:

1. delegates its authority to the Board of Directors to decide and carry out the issuance, as part of a public offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code, of ordinary shares and/or any other securities giving access to the capital, on one or more occasions, in France or abroad, in the proportions and at the times it deems appropriate, subject to the conditions and limits set out below, of:
  - (i) ordinary shares of the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing or future shares of the Company,

with cancellation of preferential subscription rights.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

This delegation of authority may not be used to issue preference shares;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including a unit of account established by reference to several currencies);
3. resolves, as necessary, that the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments;
4. resolves, as necessary, that the subscriptions may be paid up in cash, including by capitalizing liquid and callable debts;
5. resolves that the following ceilings shall apply to issuances carried out under this delegation of authority:
  - (i) the capital increase(s) decided by the Board of Directors and carried out immediately and/or at a later date shall not result in the issuance of a number of ordinary shares representing more than 10% of the Company's capital on the issuance date.

This ceiling does not include the par value of any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital; and
  - (ii) the maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent of this euro amount as of the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium shall be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code;
  - (iii) the issuances carried out pursuant to this delegation of authority shall be deducted from the ceilings set in the twenty-fifth resolution as well as the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting;
6. resolves to waive shareholders' preferential right to subscribe for the ordinary shares and securities giving access to the capital that may be issued under this delegation of authority;

7. notes that the decision to issue securities giving access to the capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code.
8. resolves that the issuance price of the ordinary shares issued directly or to which the securities giving access to the capital issued pursuant to this delegation of authority entitle the holder, shall be set by the Board of Directors in accordance with Articles L. 22-10-52 and R. 22-10-32 at an amount at least equal to the volume-weighted average of the prices quoted for the Company's shares over the three (3) trading days preceding the beginning of the offer, less a discount of up to 10%;
9. resolves that the issuance price of the securities giving access to the capital shall be set in such a way that the amount received immediately by the Company, plus, if applicable, the amount received subsequently by the Company for each share issued as a result of the issuance of these securities, shall be at least equal to the minimum price defined in point 8 above;
10. resolves to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority, and:
  - (i) to set the terms, conditions and procedures, including the timing, of the issuances of ordinary shares and/or securities giving access to the capital, to determine the number and characteristics of the securities to be issued pursuant to this delegation of authority, and, in the case of debt securities, to determine their ranking for repayment purposes, their interest rate and interest payment terms, the issuance currency, their life and their repayment terms in installments or at maturity;
  - (ii) to set the retroactive or future *cum* rights date of the securities issued under this delegation of authority;
  - (iii) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority;
  - (iv) to suspend, if necessary, the exercise of the rights to receive ordinary shares of the Company attached to the securities, in accordance with the applicable regulations;
  - (v) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions;
  - (vi) if necessary, to modify the terms and conditions of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities;
  - (vii) to decide, at its discretion, to charge all costs, expenses and fees incurred for the issuances against the corresponding premiums after each issuance;
  - (viii) to apply for the admission to trading of the securities issued pursuant to this delegation of authority on any market at the Board's discretion; and
  - (ix) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital

increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority, and amend the bylaws accordingly.

This delegation of authority is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous delegation with the same purpose.

## **TWENTY-SEVENTH RESOLUTION**

### **Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, as consideration for securities tendered to a public exchange offer initiated by the Company, with cancellation of preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, and resolving in accordance with Articles L. 22-10-54, L. 225-129, L. 225-129-2 *et seq.* and Articles L. 22-10-49 and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors and noted that the capital is fully paid up:

1. delegates its authority to the Board of Directors to decide and carry out the issuance, on or more occasions, of:
  - (i) ordinary shares of the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing shares or future shares of the Company,

as consideration for securities tendered to any public exchange offer or any cash offer with a stock alternative initiated by the Company, in France or abroad, according to local rules, for the securities of a company whose shares are traded on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code (or any other transaction having the same effect, such as a reverse merger or scheme of arrangement) and resolves to cancel the shareholders' preferential right to subscribe for these ordinary shares and/or securities giving access to the capital in favor of the holders of the securities tendered to the offer.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation of authority may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including a unit of account established by reference to several currencies);
3. resolves, as necessary, that the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments;
4. resolves that the following ceilings shall apply to issuances carried out under this delegation of authority:



- (i) the maximum nominal amount (excluding premiums) of the capital increases that may be decided by the Board of Directors and carried out pursuant to this delegation of authority immediately and/or at a later date, shall not exceed one hundred and forty-one million five hundred and twenty-six thousand five hundred and seventy-seven euros (EUR 141,526,577).

This limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital.

Besides, in the case of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts, completed through the issuance of free ordinary shares to shareholders during the period of validity of this delegation of authority, the above aggregate par value (excluding premiums) and the corresponding number of shares shall be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such capitalization;

- (ii) the maximum nominal value of the debt securities that may be issued pursuant to this delegation of authority shall not exceed five hundred million euros (EUR 500,000,000) or the equivalent of this euro amount as of the date the issuance is decided.

In the case of debt securities redeemable for an amount in excess of par, the redemption premium shall be added to the above amount.

This ceiling is independent of the amount of any issuances of debt securities that may be decided or authorized by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code;

- (iii) the issuances carried out pursuant to this delegation of authority shall be deducted from the ceilings set in the twenty-fifth resolution as well as the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting;

5. notes that the decision to issue securities giving access to the capital automatically entails the waiver by shareholders, in favor of holders of said securities giving access to the capital, of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders, in accordance with Article L. 225-132 of the French Commercial Code;

6. resolves to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority and:

- (i) to set the terms and conditions and implement the public offer(s) concerned by this delegation of authority;
- (ii) to place on record the number of securities tendered to the offer;
- (iii) to determine the number and characteristics of the securities to be issued pursuant to this delegation of authority;
- (iv) to set the terms, conditions and procedures, including the timing, of the issuances and set the retroactive or future *cum* rights date of the securities issued pursuant to this delegation of authority;



- (v) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority;
- (vi) to suspend, if necessary, the exercise of the rights to receive ordinary shares of the Company attached to the securities, in accordance with the applicable regulations;
- (vii) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions;
- (viii) if necessary, to modify the terms of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities;
- (ix) to decide, at its discretion, to charge all costs, expenses and fees incurred for the issuances against the corresponding premiums after each issuance, and apply for the admission to trading of the securities issued pursuant to this delegation of authority; and
- (x) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned transactions or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority and amend the bylaws accordingly.

This delegation of authority is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

#### **TWENTY-EIGHTH RESOLUTION**

**Delegation of power granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving access immediately or at a later date to ordinary shares to be issued, within the limit of 10% of the Company's capital, as consideration for securities contributed to the Company, with cancellation of preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and Articles L. 225-147, L. 22-10-49, L. 22-10-53, L. 225-129 *et seq.* and L. 228-91 *et seq.* of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors, and noted that the share capital has been fully paid up, resolves:

1. to delegate its power to the Board of Directors for the purpose of deciding to issue and issuing, within the limit of 10% of the Company's capital:
  - (i) ordinary shares of the Company; and/or
  - (ii) securities of any kind, issued for consideration or free of charge, granting access, by any means, immediately or in the future, to existing shares or future shares of the Company,

as consideration for shares or securities giving access to the capital contributed to the Company where Article L. 22-10-54 of the French Commercial Code does not apply.

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The above limit does not take into account any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital.

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of power while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

Any decision to use this delegation of power shall be made by the Board of Directors on the basis of the report of one or more contribution auditors appointed in accordance with Article L. 225-147 of the French Commercial Code;

2. resolves that the securities giving access to the share capital of the Company thus issued may consist of debt securities or be combined with the issuance of such securities, or alternatively allow the issuance of such securities as intermediate securities, and that the debt securities issued pursuant to this delegation of power may in particular take the form of subordinated or unsubordinated securities, with or without a fixed term, and may be issued either in euros or in any other currency (including a unit of account established by reference to several currencies);
3. resolves, as necessary, that the securities representing debt instruments may, if appropriate, be issued with warrants attached giving their holders the right to the allocation, acquisition or subscription of bonds or other securities representing debt instruments;
4. resolves that the ordinary shares of the Company and/or securities giving access to the capital issued pursuant to this delegation of power shall be deducted from the ceilings set in the twenty-fifth resolution as well as the aggregate ceilings set in the thirty-sixth resolution of this Shareholders' Meeting;
5. notes that the Company's shareholders shall have no preferential subscription rights to the ordinary shares and/or securities giving access to the capital issued pursuant to this delegation of power, these being intended exclusively as consideration for any contributions in kind of shares made to the Company;
6. notes that the decision to issue securities giving access to the capital automatically entails the waiver by the shareholders of their preferential right to subscribe for the shares to which such securities giving access to the capital entitle their holders;
7. resolves to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of power and:
  - (i) to approve the value attributed to the contributed assets as well as the value of any related benefits granted, and approve the report of the contribution auditors on the value of the contributed assets referred to in Article L. 22-10-53 and Article L. 225-147 1 & 2 of the French Commercial Code;
  - (ii) to set the terms, conditions and procedures, including the timing, of the issuances and determine the number and characteristics of the securities to be issued pursuant to this delegation of power;
  - (iii) to set the retroactive or future *cum* rights date of the securities issued pursuant to this delegation of power;

- (iv) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued pursuant to this delegation of power;
- (v) to suspend, if necessary, the exercise of the rights to receive ordinary shares of the Company attached to the securities, in accordance with the applicable regulations;
- (vi) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions;
- (vii) if necessary, to modify the terms of the securities issued pursuant to this delegation of power, during the life of the securities and in compliance with the applicable formalities;
- (viii) to decide, at its discretion, to charge all costs, expenses and fees incurred for the issuances against the corresponding premiums after each issuance;
- (ix) to apply for the admission to trading of the securities issued pursuant to this delegation of power on any market at the Board's discretion; and
- (x) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of power, and amend the bylaws accordingly.

This delegation of power is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

#### **TWENTY-NINTH RESOLUTION**

##### **Delegation of authority granted to the Board of Directors for the purpose of increasing the number of shares to be issued in the case of a capital increase with or without preferential subscription rights**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and Articles L. 225-135-1 and L. 22-10-49 of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors and noted that the capital is fully paid up, resolves:

1. to authorize the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to decide to increase the number of shares to be issued in the event of a capital increase carried out with or without preferential subscription rights, pursuant to the twenty-fourth, twenty-fifth and twenty-sixth resolutions of this Shareholders' Meeting, at any time within the period and subject to the limits specified in the law and the regulations applicable on the issuance date (currently, within thirty days of the close of the initial subscription period, and up to 15% of the initial issuance, at the same price as that used for the initial issuance), subject to compliance with:
  - (i) the specific ceiling provided for in the resolution on the basis of which the initial issuance was decided; and
  - (ii) the aggregate ceiling set in the thirty-sixth resolution of this Shareholders' Meeting, notably in order to offer a greenshoe option in accordance with market practices;

By exception, the Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

2. that, in the case of a decision to increase the capital pursuant to the twenty-fourth resolution of this Shareholders' Meeting, the limit referred to in Article L. 225-134 I-1° of the French Commercial Code shall be increased in the same proportions.

This delegation of authority is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous delegation of authority with the same purpose.

### **THIRTIETH RESOLUTION**

**Delegation of authority granted to the Board of Directors for the purpose of issuing warrants exercisable for ordinary shares of the Company with cancellation of shareholders' preferential subscription rights in favor of categories of beneficiaries meeting specific criteria, with a view to implementing a contingent capital program**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and with Articles L. 228-92, L. 225-129-2, L. 22-10-49 and L. 225-138 of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors and noted that the capital is fully paid up, resolves:

1. to delegate its authority to the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to decide to issue, on one or more occasions, securities giving access to the capital that have the characteristics of warrants (the "2023 Contingent Warrants").

The holders of the 2023 Contingent Warrants shall have a contractual obligation to exercise the warrants and subscribe for new ordinary shares if the Company, in its capacity as insurer or reinsurer, needs to raise capital to cover the consequences of natural or man-made disasters likely to have a significant adverse effect on the Group's profitability or solvency, as described in the Board of Directors' report (a "Trigger Event"). The Company shall be required to notify the holders of the 2023 Contingent Warrants of the occurrence of any such Trigger Event in order to draw on this or these contingent equity lines and automatically raise additional capital;

2. that (i) the use of this delegation of authority by the Board of Directors shall be subject to the prior exercise, cancellation or expiration of all or some of the 2022 Warrants (as defined in the twenty-fifth resolution of this Shareholders' Meeting) and that (ii) if the Board of Directors uses this delegation of authority prior to the exercise, cancellation or expiration of all of the 2022 Warrants, the aggregate number of new ordinary shares to be issued upon exercise of the outstanding 2022 Warrants and the 2023 Contingent Warrants shall not exceed 10% of the number of shares comprising the share capital of the Company on the issuance date of the ordinary shares.

The Board of Directors shall not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

3. that the aggregate par value of all the ordinary shares issued upon exercise of the 2023 Contingent Warrants shall not exceed three hundred million euros (EUR 300,000,000), including issuance premiums;

4. that (i) the number of new ordinary shares to be issued upon exercise of the 2023 Contingent Warrants shall not exceed 10% of the number of shares comprising the capital of the Company on the date of issuance of said ordinary shares, and that (ii) the total par value of the ordinary shares issued upon exercise of the 2023 Contingent Warrants shall be deducted from:
  - (i) the aggregate ceiling on capital increases set in the thirty-sixth resolution of this Shareholders' Meeting, without exceeding said ceiling, and
  - (ii) the ceiling set in the twenty-fifth resolution of this Shareholders' Meeting, without being limited by this ceiling.

This ceiling does not include the par value of any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital;

5. to waive the shareholders' preferential right to subscribe for the 2023 Contingent Warrants and to reserve their subscription to the categories of beneficiaries meeting the following criteria:
  - (i) any special purpose vehicle ("SPV") not owned by the Group and set up for the specific purpose of acting as the vehicle for the transaction described in the Board of Directors' report to this Shareholders' Meeting, and/or
  - (ii) any investment service providers licensed to provide the investment services referred to in paragraph 6-1 of Article L. 321-1 of the French Monetary and Financial Code.

In accordance with Article L. 225-138 I of the French Commercial Code, the Board of Directors shall draw up the list of investors in these categories or select a single investor, as it deems appropriate;

6. that, in accordance with Article L. 225-138 II of the French Commercial Code, taking into account the terms of the Board of Directors' report and the special report of the Statutory Auditors, the subscription price per 2023 Contingent Warrant shall be zero point zero zero one euro (EUR 0.001);
7. that the subscription price per share for the new ordinary shares issued upon exercise of the 2023 Contingent Warrants shall be determined by the Board of Directors on the basis of the volume-weighted average of the prices quoted for the Company's shares on Euronext Paris over the three (3) trading days immediately preceding the exercise of the 2023 Contingent Warrants less a discount of up to 10%, not to represent less than the shares' par value;
8. that, in accordance with Article L. 225-132 of the French Commercial Code, issuance of the 2023 Contingent Warrants will automatically entail the waiver by shareholders, in favor of the holders of said 2023 Contingent Warrants, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the warrants;
9. that the 2023 Contingent Warrants shall have a maximum life of four (4) years from the issuance date;
10. that if the Board of Directors uses the delegation of authority granted in the thirty-first resolution of this Shareholders' Meeting, this delegation shall become null and void;
11. to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority, and:

- (i) to set the terms, conditions and procedures for the issuance of the 2023 Contingent Warrants;
- (ii) to enter into one or more agreements with the designated investor(s) within the above category(ies);
- (iii) to determine the definitive characteristics of the 2023 Contingent Warrants and of the ordinary shares to be issued upon exercise of the 2023 Contingent Warrants;
- (iv) to set the retroactive or future *cum* rights date of the securities issued under this delegation of authority;
- (v) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority;
- (vi) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions;
- (vii) if necessary, to modify the terms and conditions of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities;
- (viii) to apply for the admission to trading of the securities issued pursuant to this delegation of authority on any market at the Board's discretion; and
- (ix) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority, and amend the bylaws accordingly.

This delegation of authority is granted to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous delegation with the same purpose.

### **THIRTY-FIRST RESOLUTION**

**Delegation of authority granted to the Board of Directors for the purpose of issuing warrants exercisable for ordinary shares of the Company, with cancellation of shareholders' preferential subscription rights in favor of categories of beneficiaries meeting specific criteria, with a view to implementing an ancillary own funds program**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and with Articles L. 228-92, L. 225-129-2, L. 22-10-49 and L. 225-138 of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors and noted that the capital is fully paid up, resolves:

1. to delegate its authority to the Board of Directors – or any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to decide to issue, on one or more occasions, securities giving access to the capital that have the characteristics of warrants (the "2023 AOF Warrants"). The holder(s) of the 2023 AOF Warrants shall have a contractual obligation to exercise the warrants and subscribe new ordinary shares of the Company

in contractually defined circumstances. The warrants shall enable the Company to have automatic access to additional capital on request or on a mandatory basis following the occurrence of a Trigger Event;

2. that (i) the use of this delegation of authority by the Board of Directors shall be subject to the prior exercise, cancellation or expiration of all or some of the 2022 Warrants (as defined in the twenty-fifth resolution of this Shareholders' Meeting) and that (ii) if the Board of Directors uses this delegation of authority prior to the exercise, cancellation or expiration of all of the 2022 Warrants, the aggregate number of new ordinary shares to be issued upon exercise of the outstanding 2022 Warrants and the 2023 AOF Warrants shall not exceed 10% of the number of shares comprising the share capital of the Company on the issuance date of the ordinary shares;

The Board of Directors shall not, without the prior authorization of the Shareholders' Meeting, use this delegation of authority while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

3. that the aggregate par value of all the ordinary shares issued upon exercise of the 2023 AOF Warrants shall not exceed three hundred million euros (EUR 300,000,000), including issuance premiums;
4. that (i) the number of new ordinary shares to be issued upon exercise of the 2023 AOF Warrants shall not exceed 10% of the number of shares comprising the capital of the Company on the date of issuance of said ordinary shares, and that (ii) the total par value of the ordinary shares issued upon exercise of the 2023 AOF Warrants shall be deducted from:
  - (i) the aggregate ceiling on capital increases set in the thirty-sixth resolution of this Shareholders' Meeting, without exceeding said ceiling, and
  - (ii) the ceiling set in the twenty-fifth resolution of this Shareholders' Meeting, without being limited by this ceiling.

This ceiling does not include the par value of any ordinary shares that may be issued, in accordance with the applicable law and any contractual provisions, to preserve the rights of holders of securities giving access to the capital or other rights to the capital;

5. to waive the shareholders' preferential right to subscribe for the 2023 AOF Warrants and to reserve their subscription to the categories of beneficiaries meeting the following criteria:
  - (i) any special purpose vehicle ("SPV") not owned by the Group and set up for the specific purpose of acting as the vehicle for the transaction described in the Board of Directors' report to this Shareholders' Meeting, and/or
  - (ii) any investment service providers licensed to provide the investment services referred to in paragraph 6-1 of Article L. 321-1 of the French Monetary and Financial Code.

In accordance with Article L. 225-138 I of the French Commercial Code, the Board of Directors shall draw up the list of investors in these categories or select a single investor, as it deems appropriate;

6. that, in accordance with Article L. 225-138 II of the French Commercial Code, the subscription price per 2023 AOF Warrant shall be zero point zero zero one euro (EUR 0.001);
7. that the subscription price per share for the new ordinary shares issued upon exercise of the 2023 AOF Warrants shall be determined by the Board of Directors on the basis of the volume-weighted



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average of the prices quoted for the Company's shares on Euronext Paris over the thirty (30) trading days immediately preceding the exercise of the 2023 AOF Warrants less a discount of up to 10%, not to represent less than the shares' par value;

8. that, in accordance with Article L. 225-132 of the French Commercial Code, issuance of the 2023 AOF Warrants will automatically entail the waiver by shareholders, in favor of the holders of said 2023 AOF Warrants, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the warrants;
9. that the 2023 AOF Warrants shall have a maximum life of four (4) years from the issuance date;
10. that if the Board of Directors uses the delegation of authority granted in the thirtieth resolution of this Shareholders' Meeting, this delegation shall become null and void;
11. to grant full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority, and:
  - (i) to set the terms, conditions and procedures for the issuance of the 2023 AOF Warrants;
  - (ii) to enter into one or more agreements with the designated investor(s) within the above category(ies);
  - (iii) to determine the definitive characteristics of the 2023 AOF Warrants and of the ordinary shares to be issued upon exercise of the 2023 AOF Warrants;
  - (iv) to set the retroactive or future *cum* rights date of the securities issued under this delegation of authority;
  - (v) to set the terms and conditions under which the Company may, if necessary, buy back or exchange the securities issued under this delegation of authority;
  - (vi) to set the method by which the rights of the holders of securities shall be preserved, if necessary, in accordance with the applicable regulations and the securities' terms and conditions;
  - (vii) if necessary, to modify the terms and conditions of the securities issued pursuant to this delegation of authority, during the life of the securities and in compliance with the applicable formalities;
  - (viii) to apply for the admission to trading of the securities issued pursuant to this delegation of authority on any market at the Board's discretion; and
  - (ix) generally, to take all appropriate measures, enter into all agreements, request all authorizations, carry out all formalities and do whatever is necessary to successfully complete the planned issuances or postpone them, and in particular to place on record the capital increase(s) resulting immediately or at a later date from any issuance carried out pursuant to this delegation of authority, and amend the bylaws accordingly.



This delegation of authority is granted to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous delegation with the same purpose.

### **THIRTY-SECOND RESOLUTION**

#### **Authorization granted to the Board of Directors for the purpose of reducing the capital by canceling treasury shares**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, resolves:

1. to authorize the Board of Directors to reduce the capital, on one or more occasions, in the proportions and at the times it deems appropriate, by canceling a quantity of treasury shares determined at its discretion within legally-defined limits, in accordance with Articles L. 22-10-62 *et seq.* of the French Commercial Code.

The Board of Directors may not, without the prior authorization of the Shareholders' Meeting, use this authorization while a tender offer for the Company's shares is in progress, until the end of the offer acceptance period.

The number of shares that may be canceled in any twenty-four (24) month period pursuant to this authorization shall not exceed 10% of the shares comprising the Company's capital. The number of shares represented by this limit shall be adjusted, if applicable, to reflect any transactions affecting the capital carried out after this Shareholders' Meeting.

2. that the difference between the buy-back price of the shares and their par value shall be charged against additional paid-in capital or available reserves.
3. to grant full powers to the Board of Directors – or any person to whom these powers may be delegated in accordance with the applicable legal and regulatory provisions – to carry out the capital reduction(s), to determine the number of shares to be canceled, place on record the capital reduction, amend the bylaws accordingly, carry out all filing and other formalities and procedures with all agencies and, generally, to do whatever is necessary.

This authorization is granted to the Board for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

### **THIRTY-THIRD RESOLUTION**

#### **Authorization granted to the Board of Directors to grant options to subscribe for and/or purchase shares of the Company, resulting in the waiver by the shareholders of their preferential subscription rights in favor of employees and executive corporate officers**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, having considered the Board of Directors' report and the special report of the Statutory Auditors, resolves:

1. to authorize the Board of Directors, within the scope of Articles L. 225-177 to L. 225-185 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code, to grant, on the recommendation of the Compensation Committee, on one or more occasions, to all or selected employees of the Company

and related companies and groupings within the meaning of Article L. 225-180 of the French Commercial Code, as well as to executive corporate officers (*dirigeants mandataires sociaux*) of the Company, (i) options to subscribe for new ordinary shares of the Company, leading to an increase in the capital, and (ii) options to purchase existing ordinary shares bought back for this purpose by the Company as provided for by law;

2. that (i) the options to subscribe shares and the options to purchase shares granted under this authorization shall be exercisable – subject to fulfillment of the performance and other conditions set by the Board of Directors based on the recommendation of the Compensation Committee – for a maximum of one million five hundred thousand (1,500,000) ordinary shares, and that (ii) the total par value of the capital increases carried out under this authorization, if any, shall be deducted from the aggregate ceiling on capital increases set in the thirty-sixth resolution of this Shareholders' Meeting;
3. that the list of grantees, the number of options granted to them and the vesting conditions (including for all grants the performance conditions mentioned in point 2 above) shall be set by the Board of Directors. The options granted to each executive corporate officer shall not represent more than 10% of the total authorized plan under this resolution;
4. that the option exercise price shall be set by the Board on the grant date, in accordance with Articles L. 225-177 and L. 225-179 of the French Commercial Code, but without any discount;
5. that this authorization will entail the waiver by shareholders, in favor of holders of subscription options, of their preferential right to subscribe for the ordinary shares to be issued upon exercise of the options;
6. to grant full powers to the Board of Directors to use this authorization and:
  - (i) to determine whether the options granted pursuant to this authorization shall be exercisable for new shares or for existing shares;
  - (ii) to decide the total number of options to be granted, draw up the list of grantees and the number of options to be granted to each one in accordance with the terms and conditions of this authorization;
  - (iii) to decide the option grant date(s), based on the recommendation of the Compensation Committee and within the legal conditions and limits; and
  - (iv) to set the options' terms and conditions, and in particular to determine, within the legal conditions and limits:
    - the life of the options, which shall be at least five (5) years and no more than ten (10) years from the grant date to the exercise date;
    - the vesting conditions applicable to the exercise of options by the grantees (including presence and performance conditions);
    - the option exercise date(s) or period(s), with the Board of Directors having the right to (a) bring forward the exercise date(s) or reduce the exercise period(s), or (b) extend the life of the options to a maximum of twelve (12) years from the grant date or (c) modify the dates or periods during which the ordinary shares received upon exercise of the options may not be sold or converted to bearer form;
    - any restrictions prohibiting the immediate resale of all or some of the ordinary shares received upon exercise of options, provided that the lock-up period shall not exceed three (3) years from the option exercise date, without prejudice to the specific provisions concerning the corporate officers in Article L. 225-185 of the French Commercial Code;

- (v) to limit, suspend, restrict or prohibit the exercise of options or the sale or conversion into bearer form of the ordinary shares received upon exercise of the options, during certain periods or following certain events, with said decision being applicable to all or some of the options or ordinary shares or all or some of the grantees;
- (vi) to make any adjustments to the number and price of the ordinary shares to be received upon exercise of the options to protect the rights of the grantees in the event of any transactions affecting the Company's capital; and
- (vii) to determine the retroactive or future *cum* rights date of the new ordinary shares to be received upon exercise of subscription options.

The Shareholders' Meeting grants full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to:

- (i) place on record any capital increase(s) for the aggregate par value of the ordinary shares issued upon exercise of subscription options;
- (ii) amend the bylaws accordingly;
- (iii) if it deems it appropriate, charge the share issuance costs against the related premiums;
- (iv) apply for the admission to trading of the securities issued pursuant to this authorization on any market at the Board's discretion; and
- (v) generally, take all useful measures, conclude all agreements, request all authorizations, carry out all formalities, and do whatever is necessary to successfully complete the planned issuances.

This authorization is granted to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

#### **THIRTY-FOURTH RESOLUTION**

##### **Authorization granted to the Board of Directors for the purpose of granting existing ordinary shares of the Company to employees and executive corporate officers**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings and Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, having considered the Board of Directors' report and the special report of the Statutory Auditors, resolves:

1. to authorize the Board of Directors, pursuant to Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code and on the recommendation of the Compensation Committee, to grant on one or more occasions, existing fully paid-up ordinary shares of the Company to all or selected employees of the Company and related companies or groupings within the meaning of Article L. 225-197-2 of the French Commercial Code, and to corporate officers in accordance with Article L. 225-197-1-II of the French Commercial Code;
2. that the total number of ordinary shares granted pursuant to this authorization, with or without performance conditions established by the Board pursuant to a proposal from the Compensation

Committee, shall not exceed three million (3,000,000);

3. that the list of grantees, the number of ordinary shares granted to them and the vesting conditions (including for all grants the performance conditions mentioned in point 2 above), if applicable – shall be set by the Board of Directors. All ordinary shares granted under this authorization to each executive corporate officer shall be performance shares – with performance assessed over at least three years – and shall not represent more than 10% of the total authorized plan under this resolution;
4. that all or some of the ordinary shares shall vest at the end of a vesting period of at least three (3) years and that the Board of Directors may or may not decide to impose a subsequent lock-up period;
5. that if a grantee is declared as living with a level 2 or level 3 disability (as defined in Article L. 341-4 of the French Social Security Code), the ordinary shares shall vest immediately, and no lock-up period shall apply;
6. to grant full powers to the Board of Directors, within the limits set above, to use this authorization and:
  - (i) to set the dates of the share grants, on the recommendation of the Compensation Committee and subject to the applicable legal conditions and limits;
  - (ii) to set the conditions of the share grants (including a presence condition and any performance conditions) and determine the vesting and lock-up periods applicable to each grant subject to compliance with the minimum periods defined in this resolution;
  - (iii) to make any adjustments to the number of shares granted to protect the rights of the grantees in the event of any transactions affecting the Company's capital; and
  - (iv) generally, directly or through any person to whom this authority may be delegated in accordance with the applicable law, to enter into any agreements, to draft any documents and to carry out all filing and other formalities and procedures with all agencies and, generally, to do whatever is necessary.

This authorization is given to the Board for a period of twenty-six (26) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous authorization with the same purpose.

### **THIRTY-FIFTH RESOLUTION**

#### **Delegation of authority granted to the Board of Directors in order to carry out a capital increase through the issuance of shares reserved for the members of employee savings plans (*plans d'épargne*), with cancellation of preferential subscription rights in favor of such members**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, and Articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-1 *et seq.* of the French Labor Code, having considered the Board of Directors' report and the special report of the Statutory Auditors, resolves:

1. to delegate its authority to the Board of Directors in order to increase the capital, on one or more occasions, in the proportions and at the times it deems appropriate, by issuing ordinary shares for cash to employees of the Company and/or of French and/or foreign related companies within the

meaning of Article L. 225-180 of the French Commercial Code, who are members of an employee savings plan (*plan d'épargne d'entreprise*) and/or any mutual fund through which the plan members would subscribe for the new ordinary shares;

2. that (i) the capital increase(s) decided by the Board of Directors pursuant to this delegation of authority and carried out immediately or at a later date, shall not result in the issuance of more than three million (3,000,000) ordinary shares, excluding any additional ordinary shares to be issued in accordance with the applicable law and any contractual stipulations, to protect the rights of holders of securities giving access to the capital or other rights to the capital, and that (ii) the aggregate par value of capital increases carried out under this delegation of authority shall be deducted from the aggregate ceiling on capital increases set in the thirty-sixth resolution of this Shareholders' Meeting;
3. that the issuance price of the new ordinary shares shall not exceed the average of the prices quoted for the Company's shares over the twenty (20) trading days preceding the date of the Board of Directors' decision setting the opening date for subscriptions, and shall not be less than such average reduced by the maximum discount allowed by law on the date of the Board's decision;
4. to waive shareholders' preferential rights to subscribe for the new ordinary shares issued under this delegation of authority, as well as the rights to, the ordinary shares or other securities which may be allocated on the basis of this resolution, in favor of employees who are members of an employee savings plan.

The Shareholders' Meeting grants full powers to the Board of Directors – or to any person to whom this authority may be delegated in accordance with the applicable legal and regulatory provisions – to use this delegation of authority and to determine, in compliance with the conditions set out above, the terms of any issuance carried out pursuant to this delegation of authority, including:

- (i) to set the procedure and conditions for becoming a member of an employee savings plan and to draw up or amend the plan rules;
- (ii) to draw up the list of companies whose current and former employees shall be eligible to participate in the issuance;
- (iii) to decide that the ordinary shares may be subscribed through a corporate mutual fund or directly by plan members;
- (iv) to set the seniority and other conditions to be fulfilled by employees in order for them to subscribe, directly or through a mutual fund, for the ordinary shares issued under this delegation of authority;
- (v) to set the amounts of the issuances and determine the prices, dates, time limits, procedure and terms and conditions for the subscription, settlement and delivery of the ordinary shares issued under this delegation of authority, as well as the retroactive or future *cum* rights date of the new ordinary shares;
- (vi) to determine, as necessary, any amounts to be capitalized subject to the limit set above, the reserve account(s) from which said amounts shall be transferred, as well as the conditions governing the allocation of the ordinary shares;
- (vii) to place on record – or have placed on record – the capital increase for the amount of ordinary shares effectively subscribed;
- (viii) to charge, as necessary, the costs, expenses and fees arising from the share issuances

against the related premiums; and

- (ix) generally, to carry out any procedures and formalities, to make any decisions and to enter into any useful or necessary agreements (i) to successfully complete the issuances carried out under this delegation of authority, including for the issuance, subscription, delivery, exercise of rights, listing and financial servicing of the new ordinary shares, as well as the exercise of rights attached to the shares, and (ii) to place on record the capital increase(s) carried out under this delegation of authority and to amend the bylaws accordingly.

This delegation of authority is granted to the Board of Directors for a period of eighteen (18) months with effect from the date of this Shareholders' Meeting. It supersedes the unused portion of any previous delegation with the same purpose.

### **THIRTY-SIXTH RESOLUTION**

#### **Aggregate ceiling on capital increases**

The Shareholders' Meeting, voting in accordance with the quorum and majority required for extraordinary shareholders' meetings, having considered the Board of Director's report, resolves:

1. to set, in accordance with Article L. 225-129-2 of the French Commercial Code, the aggregate ceiling on capital increases resulting, immediately or at a later date, from the use of all of the delegations of authority and authorizations to issue ordinary shares granted to the Board of Directors in the twenty-fourth, twenty-fifth, twenty-sixth, twenty-seventh, twenty-eighth, twenty-ninth, thirtieth, thirty-first, thirty-third and thirty-fifth resolutions of this Shareholders' Meeting, at seven hundred and forty-three million seventy-nine thousand two hundred and seventy-eight euros (EUR 743,079,278), excluding premiums and excluding any additional ordinary shares to be issued in accordance with the applicable law and any contractual stipulations, to protect the rights of holders of securities giving access to the capital or other rights to the capital.

In the event of a capital increase carried out by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts and issuing free ordinary shares to shareholders during the period of validity of the above delegations of authority and authorizations, the above aggregate par value (excluding premiums) and the corresponding number of ordinary shares shall be adjusted by applying a multiplier equal to the ratio between the number of shares comprising the capital before and after such transaction.

This aggregate ceiling is independent of the ceiling provided for in the twenty-third resolution delegating authority to the Board of Directors to increase the capital by capitalizing retained earnings, reserves, additional paid-in capital or other capitalizable amounts; and

2. to set at seven hundred million euros (EUR 700,000,000) the maximum nominal value of issuances of debt securities carried out under the delegations of authority and authorizations granted to the Board of Directors in the resolutions mentioned above, not including the amount of any redemption premiums on debt securities redeemable for an amount in excess of par.

### **THIRTY-SEVENTH RESOLUTION**

#### **Power to carry out formalities**

The Shareholders' Meeting grants full powers to the holder of an original or an extract from, or a copy of the minutes of this meeting for the purpose of completing all formalities required by law.

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[The shareholders' meeting is broadcasted live on the Company's Internet site : www.scor.com](http://www.scor.com)

#### **A) Prior formalities to be accomplished to attend the 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 (Articles L. 225-106, I and L. 22-10-39 of the French Commercial Code).

Pursuant to Article R. 22-10-28 of the French Commercial Code, the right to attend 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 (2<sup>nd</sup>) working day preceding the General Meeting (i.e., May 23, 2023), 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 who meet the conditions set forth in the aforementioned Article R. 22-10-28 on the day of the General Meeting will be eligible to attend.

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 attend the General Meeting in person and who has not received or has misled his/her entry card (*carte d'admission*) at T-0 (Paris Time) on the second (2<sup>nd</sup>) working day preceding the General Meeting (i.e., May 23, 2023).

Holders of bearer shares must contact the financial intermediary with whom 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 attending 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 24, 2023), 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 Uptevia, (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 Uptevia, 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 Uptevia or may be downloaded from the Company's website <https://www.scor.com/fr/assemblees-generales> (or <https://www.scor.com/en/shareholders-meetings>) as of the twenty-first day preceding the meeting. It could then be returned to Uptevia 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)*

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.uptevia.pro.fr>.

*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.uptevia.pro.fr>) 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.

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 a proxy to the Chairman of the General Meeting or to an agent may do so in the following manner:

- **For holders of registered shares:**

They can send the single form for voting by post or by proxy which will be sent with the notice to the following address: Uptevia (CTO Assemblées Générales; Les Grands Moulins de Pantin; 9, rue du Débarcadère; 93761 Pantin Cedex).

- **For holders of bearer shares:**

They can 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 Uptevia (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, 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 Uptevia, at the latest on the day prior to the meeting (i.e., May 24, 2023), 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 Uptevia or may be downloaded from the Company's website <https://www.scor.com/fr/assemblees-generales> (or <https://www.scor.com/en/shareholders-meetings>). It could then be returned to Uptevia 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.uptevia.pro.fr>.

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.uptevia.pro.fr>) 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 French Commercial Code as follows:

- the shareholder must send an email to [Paris\\_France\\_CTS\\_mandats@uptevia.pro.fr](mailto:Paris_France_CTS_mandats@uptevia.pro.fr). 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 Uptevia (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 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 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 24, 2023), 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, he or she may no longer choose another method of attending 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 (2<sup>nd</sup>) working day prior to the General Meeting (i.e., May 23, 2023), the Company must invalidate or amend the postal vote cast, the proxy, the entry card (*carte d'admission*) or the participation certificate

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(*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 (2<sup>nd</sup>) working day prior to the General Meeting (i.e., May 23, 2023), 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/fr/assemblees-generales> (or the English version 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 Uptevia (CTO Assemblées Générales; Les Grands Moulins de Pantin; 9 rue du Débarcadère; 93761 Pantin Cedex) or by filling up the contact form on the Planetshares website (under <https://planetshares.uptevia.pro.fr>) or by sending their request to SCOR's Investors Relations Service ([investorrelations@scor.com](mailto: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 and requests for any additional items on draft resolutions to the shareholders' General Meeting agenda**

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](mailto: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 19, 2023). 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 Uptevia, or in the bearer share accounts held by the authorized intermediary.

Any request to add an item or a draft resolution on the agenda meeting the legal requirements provided for under Articles L. 225-105 and R. 225-71 of the French Commercial Code must be sent, to the Chairman of the Board by registered letter with acknowledgment of receipt to the Company's registered office (5, Avenue Kléber, 75795 Paris Cedex 16 - France), or by e-mail ([investorrelations@scor.com](mailto:investorrelations@scor.com)), up to twenty-five (25) calendar days prior to the date upon which the General Meeting is to be held but may not be sent more than twenty (20) days after the date of this notice. This request must be accompanied by a certificate confirming the registration of shares in the account as evidence, on the date of the request, of the possession or representation of the fraction of capital required by the aforementioned Article R. 225-71 either in registered share accounts, or in bearer share accounts maintained by an authorized intermediary. Reasons for requesting the inclusion of an item on the agenda must be provided. The request for inclusion of draft resolutions must be accompanied by the draft wording of such resolutions, and may be supported by a short explanation of the reasoning behind them. If the draft resolution relates to the appointment of a candidate to the Board of Directors, it must be accompanied by the information prescribed in paragraph 5° of Article R. 225-83 of the French Commercial Code. In accordance with Article R. 22-10-23 of the French Commercial Code, the Company will make the list of the items and the text of the draft resolution available on its website at <https://www.scor.com/fr/assemblees-generales> (or the English version at

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<https://www.scor.com/en/shareholders-meetings>) as soon as possible and no later than twenty-one (21) days before the General Meeting.

The examination of the item or the proposed resolution by the General Meeting is subject to the author sending a request for a new certificate showing the registration of the shares in the same accounts by T-0 (Paris time) on the second (2<sup>nd</sup>) business day prior to the General Meeting (i.e May 23, 2023).

The shareholders' Meeting will be broadcasted live on the Company's Internet site: <a href="http://www.scor.com">www.scor.com</a>
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***The Board of Directors***