
BALO

BULLETIN DES ANNONCES LEGALES OBLIGATOIRES



**PREMIER
MINISTRE**

*Liberté
Égalité
Fraternité*

Direction de l'information
légale et administrative

DIRECTION DE L'INFORMATION LÉGALE ET ADMINISTRATIVE
26, rue Desaix, 75727 PARIS CEDEX 15
www.dila.premier-ministre.gouv.fr
www.journal-officiel.gouv.fr

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

SCOR SE

Societas Europaea with a share capital of EUR 1,416,300,257.21
Registered office: 5, avenue Kléber, 75016 Paris
562 033 357 R.C.S. Paris

**Convening notice
(Avis de convocation)**

The shareholders are informed that they will be invited shortly to an ordinary and extraordinary general meeting to be held on Friday May 17, 2024 at 10 : 30 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:

ORDINARY RESOLUTIONS

1. Approval of the financial statements of the Company for the year ended December 31, 2023;
2. Approval of the consolidated financial statements for the year ended December 31, 2023;
3. Appropriation of net income and setting of a dividend for the year ended December 31, 2023;
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 on the compensation of corporate officers;
6. Approval of the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Denis Kessler, Chairman of the Board of Directors from January 1 to June 9, 2023, for the year ended December 31, 2023 – *ex post* Say on Pay;
7. Approval of the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Fabrice Brégier, Chairman of the Board of Directors as from June 25, 2023, for the year ended December 31, 2023 – *ex post* Say on Pay;
8. Approval of the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Laurent Rousseau, Chief Executive Officer from January 1 to January 25, 2023, for the year ended December 31, 2023 – *ex post* Say on Pay;
9. Approval of the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to François de Varenne, Chief Executive Officer from January 26 to April 30, 2023, for the year ended December 31, 2023 – *ex-post* Say on Pay;
10. Approval of the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to Thierry Léger, Chief Executive Officer as from May 1, 2023, for the year ended December 31, 2023 – *ex post* Say on Pay;
11. Approval of the 2024 compensation policy for directors – *ex-ante* Say on Pay;
12. Approval of the 2024 compensation policy for the Chairman of the Board of Directors – *ex-ante* Say on Pay;
13. Approval of the 2024 compensation policy for the Chief Executive Officer – *ex-ante* Say on Pay
14. Renewal of the term of office of Patricia Lacoste as a director of the Company;
15. Renewal of the term of office of Bruno Pfister as a director of the Company;
16. Appointment of Mazars as statutory auditor responsible for auditing the sustainability information
17. Appointment of KPMG S.A. as statutory auditor responsible for auditing the sustainability information
18. Authorization granted to the Board of Directors to carry out transactions in ordinary shares of the Company.

EXTRAORDINARY RESOLUTIONS

19. 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;
20. 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;
21. 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;
22. 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;
 23. 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;
 24. 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;
 25. Authorization 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;
 26. 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;
 27. 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;
 28. Authorization granted to the Board of Directors for the purpose of reducing the capital by canceling treasury shares;
 29. 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;
 30. Authorization granted to the Board of Directors for the purpose of granting existing ordinary shares of the Company to employees and executive corporate officers;
 31. 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;
 32. Aggregate ceiling on capital increases;
 33. Power to carry out formalities.

<p>The shareholders' meeting is broadcasted live on the Company's Internet site : www.scor.com</p>
--

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 (2nd) working day preceding the General Meeting (i.e., May 15, 2024), 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 mislaid his/her entry card (*carte d'admission*) at T-0 (Paris Time) on the second (2nd) working day preceding the General Meeting (i.e., May 15, 2024).

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 16, 2024), 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, (Service Assemblées Générales – 90-100 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex) or, on the day of the General Meeting, go to the counter specifically created for this purpose with an identity document.

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

- **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 Uptevia website at the following address: <https://planetshares.uptevia.pro.fr>.

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

Holders of administered registered shares must log onto the Uptevia 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*).

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

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 thirty (9:30) am, Paris time. For security reasons and to facilitate reception, shareholders are invited to arrive before 10:30 a.m. with proof of identity. The attendance sheet shall be finalized at the latest at eleven (11:00) 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 (Service Assemblées Générales – 90-100 Esplanade du Général de Gaulle – 92931 Paris La Défense 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 (Service Assemblées Générales – 90-100 Esplanade du Général de Gaulle – 92931 Paris La Défense 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 16th, 2024), 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:

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

- 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.cts.france.mandats@uptevia.com. This email must include the following information: name of the Company involved, date of the general meeting, name, surname, address, bank details of the proxy as well as the name, surname and if possible the address of the shareholder;
- the shareholder must ask his or her financial intermediary managing his or her share account to send a written confirmation to the Assemblées Générales services of Uptevia (Service Assemblées Générales – 90-100 Esplanade du Général de Gaulle – 92931 Paris La Défense 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.

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

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 16, 2024), 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 (2nd) working day prior to the General Meeting (i.e., May 15, 2024), the Company must invalidate or amend the postal vote cast, the proxy, the entry card (*carte d'admission*) or the participation certificate (*attestation de participation*) and, if the assigned shares are bearer shares, the authorized intermediary and account holder must, for this purpose, notify such transfer of ownership to the Company or to its agent and provide all necessary information;
- if the transfer of ownership takes place after T-0 (Paris Time) on the second (2nd) working day prior to the General Meeting (i.e., May 15, 2024), 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 (Service Assemblées Générales – 90-100 Esplanade du Général de Gaulle – 92931 Paris La Défense 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). In accordance with the law and the statutory deadlines, all documents that must be submitted to the General Meeting will be made available to shareholders, at the registered office of the Company from the date of publication of the notice relating to the General Meeting.

E) Written questions

All shareholders have the ability to submit the written questions of their choice to the Board of Directors, which will be answered at the General Meeting, by sending them to the registered office of the Company (Immeuble SCOR, 5, avenue Kléber, 75795 Paris Cedex 16) by registered letter with acknowledgement of receipt, or by e-mail (investorrelations@scor.com), addressed to the Chairman of the Board of Directors, at least four (4) business days prior to the date of the General Meeting (i.e. May 13, 2024). 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.

The shareholders' Meeting will be broadcasted live on the Company's Internet site: www.scor.com

The Board of Directors