SOCIETE GENERALE GHANA

SOCIETE GENERALE GHANA PLC (THE "COMPANY")
REGISTRATION NUMBER: PL000722020
(A PUBLIC COMPANY LIMITED BY SHARES)

RESOLUTIONS TO BE PASSED
TO THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

ORDINARY BUSINESS: ORDINARY RESOLUTIONS

RESOLUTIONS TO BE PASSED AT THE EXTRAORDINARY GENERAL MEETNG

The Board of Directors will be proposing the following resolutions which would be put to the shareholders at the Extraordinary General Meeting. It is remined to the shareholders of the Company that Share Purchase Agreements have been entered into in connection with the proposed transfer by SG Financial Services Holding of its entire shareholding in Société Générale Ghana PLC to Attijariwafa bank and Social Security and National Insurance Trust ("**SSNIT**"), as previously announced by the Company ("**Proposed Transfers**"). Completion of such Proposed Transfers remains subject to the satisfaction of the applicable conditions precedent.

ORDINARY BUSINESS: ORDINARY RESOLUTIONS

RESOLUTION NO 1 : RESIGNATION OF DIRECTORS

Pursuant to S. 175 (1) (c) of the Companies Act 2019 Act 992 and S. 76(1) of the Constitution of the bank THAT the resignations of Arnaud De Gaudemaris, Yvon Puyou, Arthur Bright, Magloire Nguessan, Aymeric Villebrun, Alexander Lueg and Sylvie Lussaud as members of the Board of Directors of the Company be acknowledged, subject to, and with effect from, completion of the Proposed Transfers.

RESOLUTION NO 2 : RESIGNATION OF MANAGING DIRECTOR

Pursuant to S. 175 (1) (c) of the Companies Act 2019 Act 992 and S. 76(1) of the Constitution of the bank THAT the resignation of Hakim Ouzzani as a member of the Board of Directors and Managing Director be acknowledged with effect on the earlier of (i) the date of completion of the Proposed Transfers and (ii) 31 December 2026.

RESOLUTION NO 3 : APPROVAL OF APPOINTMENT OF AMA SERWA BONSU

Pursuant to S. 172 (5) (b) of the Companies Act 2019 Act 992 and S. 72(1) and S.73 of the Constitution of the bank THAT, further to its approval by Bank of Ghana, the appointment of Ama Serwa Bonsu as a director of the Company be approved.

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RESOLUTION NO 4 : APPOINTMENT OF AHMED ISMAIL DOUIRI

Pursuant to S. 172 (5) (b) of the Companies Act 2019 Act 992 and S. 72(1) and S.73 of the Constitution of the bank THAT Ahmed Ismail Douiri be appointed as a director of the Company, subject to (i) completion of the Proposed Transfers, and (ii) the successful assessment and approval of such appointment by the Bank of Ghana, and with effect from the date of completion of the Proposed Transfers.

RESOLUTION NO 5 : APPOINTMENT OF ALEXANDRE BEZIAUD

Pursuant to S. 172 (5) (b) of the Companies Act 2019 Act 992 and S. 72(1) and S.73 of the Constitution of the bank THAT Alexandre Beziaud be appointed as a director of the Company, subject to (i) completion of the Proposed Transfers, and (ii) the successful assessment and approval of such appointment by the Bank of Ghana, and with effect from the date of completion of the Proposed Transfers.

RESOLUTION NO 6 : APPOINTMENT OF YOUSSEF ROUISSI

Pursuant to S. 172 (5) (b) of the Companies Act 2019 Act 992 and S. 72(1) and S.73 of the Constitution of the bank THAT Youssef Rouissi be appointed as a director of the Company, subject to (i) completion of the Proposed Transfers, and (ii) the successful assessment and approval of such appointment by the Bank of Ghana, and with effect from the date of completion of the Proposed Transfers.

RESOLUTION NO 7 : APPOINTMENT OF RACHID KETTANI

Pursuant to S. 172 (5) (b) of the Companies Act 2019 Act 992 and S. 72(1) and S.73 of the Constitution of the bank THAT Rachid Kettani be appointed as a director of the Company, subject to (i) completion of the Proposed Transfers, and (ii) the successful assessment and approval of such appointment by the Bank of Ghana, and with effect from the date of completion of the Proposed Transfers.

RESOLUTION NO 8 : APPOINTMENT OF AMINE MARRAT

Pursuant to S. 172 (5) (b) of the Companies Act 2019 Act 992 and S. 72(1) and S.73 of the Constitution of the bank THAT Amine Marrat be appointed as a director of the Company, subject to (i) completion of the Proposed Transfers, and (ii) the successful assessment and approval of such appointment by the Bank of Ghana, and with effect from the date of completion of the Proposed Transfers.

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RESOLUTION NO 9 : APPOINTMENT OF DAOUDA COULIBALY

Pursuant to S. 172 (5) (b) of the Companies Act 2019 Act 992 and S. 72(1) and S.73 of the Constitution of the bank THAT Daouda Coulibaly be appointed as a director of the Company, subject to (i) completion of the Proposed Transfers, and (ii) the successful assessment and approval of such appointment by the Bank of Ghana, and with effect from the date of completion of the Proposed Transfers.

RESOLUTION NO 10: APPOINTMENT OF MOHAMMED HAMLILI

Pursuant to S. 172 (5) (b) of the Companies Act 2019 Act 992 and S. 72(1) and S.73 of the Constitution of the bank THAT Mohammed Hamlili be appointed as a director of the Company, subject to (i) completion of the Proposed Transfers, and (ii) the successful assessment and approval of such appointment by the Bank of Ghana, and with effect from the date of completion of the Proposed Transfers.

OTHER BUSINESS: SPECIAL RESOLUTIONS

RESOLUTION NO 11 : CHANGE OF CORPORATE NAME AND CORRESPONDING AMENDMENTS TO THE CONSTITUTION

Pursuant to S. 21 (4) of the Companies Act 2019 Act 992 and S. 102(1) of the Constitution of the bank THAT the corporate name of the Company be changed from Société Générale Ghana PLC to Attijari Bank Ghana PLC and that the corresponding amendments to the Constitution of the Company to reflect such change be approved, subject to (i) completion of the Proposed Transfers, and (ii) the necessary regulatory approvals and with effect from the date of completion of the Proposed Transfers.