UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

Case No.: 19-cv-22842-DPG

SUCESORES DE DON CARLOS NUÑEZ Y DOÑA PURA GALVEZ, INC., d/b/a BANCO NUÑEZ,

Plaintiff,

v.

SOCIÉTÉ GÉNÉRALE, S.A., d/b/a SG AMERICAS, INC.; THE BANK OF NOVA SCOTIA, d/b/a SCOTIA HOLDINGS (US) INC., a/k/a THE BANK OF NOVA SCOTIA, MIAMI AGENCY; THE NATIONAL BANK OF CANADA, d/b/a NATIONAL BANK OF CANADA FINANCIAL GROUP, INC.; AND BANCO BILBAO VIZCAYA ARGENTARIA, S.A., d/b/a/ BBVA, USA,

Defendants.

DECLARATION OF DOMINIQUE BOURRINET

DOMINIQUE BOURRINET, pursuant to 28 U.S.C. § 1746 and upon penalty of perjury, declares:

1. I hold the position of Group General Counsel at Société Générale S.A. ("SG") in Paris, France and submit this declaration in support of SG's motion to dismiss the Amended Complaint in the above-referenced action for lack of personal jurisdiction. Except as set forth below, the information set forth herein is based on my personal knowledge and a review of records and documents maintained in the regular course of business by SG.

2. SG is, and at all times relevant to this litigation was, a limited liability company (société anonyme) incorporated in France. SG is registered in the French Commercial Register

(Infogreffe – Registre du commerce et des sociétés) under no. 552 120 222 R.C.S. Paris. SG was originally incorporated in 1864 in France and has been operating as a French banking institution since that time. SG's head office is at 29, boulevard Haussmann, 75009 Paris, France, and its administrative offices are at Tour Société Générale, 17 Cours Valmy, 92972 Paris-La Défense, France.

3. As set forth in its 2019 Registration Document (Annual Financial Report 2018) available at https://www.societegenerale.com/sites/default/files/documents/Document%20de%20r%C3%A9f%C3%A9rence/2019/ddr-2019_societe-generale_eng_version.pdf, SG has 1,906 branches in France operated under the SG brand, and a total of 2,742 French Retail Banking branches in France.

4. SG is not licensed to do business in Florida, nor does it have a registered agent for service of process in Florida. SG also has no branches, agency offices, representative offices or other facilities in Florida, and does not maintain a phone number or mailing address in Florida. Rather, SG has two branches in the United States, one branch in New York, New York and one in Chicago, Illinois. SG also has an agency office in Dallas, Texas and representative offices in Houston, Texas; Atlanta, Georgia; and Irvine, California.

5. SG has no employees or operations in Florida. All SG employees in the United States are based out of SG's U.S. branches, agency or representative offices.

6. The United States operations of the SG Group comprise a small portion of worldwide activities of the SG Group. For example, as set forth in its 2019 Registration Statement (Annual Financial Report 2018), in 2018, SG Group as a whole generated €25.2 billion in net banking income, €11.7 billion of which was derived from France compared to only €1.36 billion derived from the United States. The amount derived from the United States represents only about

5.4 percent of the total net banking income of SG Group. SG's shares are not listed on any United States securities exchange.

7. As set forth in SG's 2019 Registration Statement, at the end of 2018 SG Group had a total of 140,250 full-time equivalent employees worldwide, 57,639 of whom were based in France. SG Group had a total of approximately 2,627 full-time equivalent employees in the United States at the end of 2018. As a result, SG Group employs, at most, 1.9 percent of its workforce in the United States. Specifically, these employees work in SG offices in New York, Illinois, Texas, Georgia and California.

8. SG maintains a website: http://www.societegenerale.com. The site is not interactive. Although it posts information about SG (such as the services that SG provides) and provides links to other websites, no services may be ordered and no accounts may be opened through the site.

9. In paragraph 36 of the Amended Complaint, Plaintiff makes reference to "refinancing loans" involving the Ritz-Carlton Hotel, located in Miami, Florida. I have been informed by the SG in-house lawyer knowledgeable about the transaction, and I therefore believe that the "refinancing loans" involved a mortgage loan ("Mortgage Loan") and mezzanine loan between Cantor Commercial Real Estate Lending, L.P. ("CCRE") as lender, and Di Lido Beach Resort LLC ("Di Lido"), as borrower, for the purpose of refinancing the existing debt on renovation work to the Ritz-Carlton South Beach. CCRE subsequently transferred a partial interest in the Mortgage Loan to SG. To SG's knowledge, none of the parties to the refinancing loans are agencies or instrumentalities of the Cuban Government and none are funded by BNC. Nor does Plaintiff allege in the Amended Complaint any respect in which its claims arise from the "refinancing loans."

10. As more fully described in a Deferred Prosecution Agreement between SG and the United States Attorney's Office for the Southern District of New York, entered on November 18, 2018 ("DPA"), between 2000 and 2010, SG operated certain credit facilities (defined in the DPA as "Cuban Credit Facilities") that "involved substantial U.S.-cleared payments through financial institutions located in the County of New York."

11. As noted in paragraphs 4 and 5 above, SG does not have employees or branches located in Florida. This was also true during the periods 2000 to 2010. SG did not initiate or administer any of the Cuban Credit Facilities in Florida. Moreover, any transactions involving the Cuban Credit Facilities could not have been cleared through Florida (and in fact did not clear through Florida), as SG has no correspondent bank in Florida (and did not have any correspondent bank in Florida in the period 2000 to 2010). Instead, the U.S. dollar transactions involving the Cuban Credit Facilities passed through financial institutions located in the County of New York, including SG's New York branch. The Cuban Credit Facilities were managed from SG's head office in Paris.

12. SG's operation of U.S. dollar credit facilities involving Cuba was not directed toward Florida and was not directed toward the Plaintiff or any other persons or entity in Florida. Until this year when Plaintiff asserted Helms-Burton claims, SG did not know of Plaintiff or that Plaintiff was incorporated in Florida.

13. SG Americas, Inc. ("SG Americas") is a wholly owned subsidiary of SG. SG Americas is a Delaware corporation with its principal place of business at 245 Park Avenue, New York, New York 10167.

14. SG and SG Americas maintain separate directors, officers and executive committees. The executive committee of the United States operations— independent of SG—

develops policies and market practices, and provides oversight and management of SG's U.S. subsidiaries, branches, agencies and representative offices, including SG Americas.

15. Like SG, SG Americas is not licensed to do business in Florida, and has no employees or operations in Florida. SG Americas did not have any involvement with any of the Cuban Credit Facilities.

Executed on the 25 day of October, 2019.

DOMINIQUE BOURRINET