

**MIFID II product governance / Retail investors, professional investors and ECPs** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, **MiFID II**) MiFID II; (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the determination of the appropriate channels for distribution of the Notes to retail clients has been made and is available on the website <https://regulatory.sgmarkets.com/#/mifid2/emt>, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (COBS), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Dated 08/02/2024

The Notes described in these Final Terms do not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes (CISA). Therefore, the Notes are not subject to authorisation and supervision by the Swiss Financial Market Supervisory Authority FINMA (FINMA), and investors in the Notes will not benefit from protection under the CISA or supervision by FINMA. Investors in the Notes will bear a credit risk on the Guarantor.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (UK). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (EUWA); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the FSMA) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the UK PRIIPs Regulation) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

SG Issuer

Legal entity identifier (LEI): 549300QNMDBVTHX8H127

Issue of up to EUR 15 000 000 Notes due 01/03/2027

Unconditionally and irrevocably guaranteed by Société Générale  
under the

Debt Instruments Issuance Programme

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the heading "*General Terms and Conditions of the English Law Notes*" in the Base Prospectus dated 31 May 2023, which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8(4) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus and the supplement to such Base Prospectus dated 4 August 2023 and 25 October 2023 and 15 January 2024 and 8 February 2024 and any supplement published prior to the Issue Date (as defined below) (the **Supplement(s)**); provided, however, that to the extent such Supplement (i) is published after these Final Terms have been signed or issued and (ii)

provides for any change to the Conditions as set out under the heading "*General Terms and Conditions of the English Law Notes*", such change shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s). Prior to acquiring an Interest in the Notes described herein, prospective investors should read and understand the information provided in these Final Terms, the Base Prospectus and any Supplement(s) and be aware of the restrictions applicable to the offer and sale of such Notes in the United States or to, or for the account or benefit of, persons that are not Permitted Transferees. A summary of the issue of the Notes is annexed to these Final Terms. Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer, the Guarantor, the specified offices of the Paying Agents and, in the case of Notes admitted to trading on the Regulated Market or on Euro MTF of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)) and in the case of Non-Exempt Offers; on the website of the Issuer (<http://prospectus.socgen.com>).

1. (i) **Series Number:** 268557EN/24.3
- (ii) **Tranche Number:** 1
- (iii) **Date on which the Notes become fungible:** Not Applicable
2. **Specified Currency:** EUR
3. **Aggregate Nominal Amount:**
  - (i) **- Tranche:** up to EUR 15 000 000
  - (ii) **- Series:** up to EUR 15 000 000
4. **Issue Price:** 100 % of the Aggregate Nominal Amount
5. **Specified Denomination(s):** EUR 1 000
6. (i) **Issue Date:** 01/03/2024  
(DD/MM/YYYY)
- (ii) **Interest Commencement Date:** Issue Date
7. **Maturity Date:** 01/03/2027  
(DD/MM/YYYY)
8. **Governing law:** English law
9. (i) **Status of the Notes:** Unsecured
- (ii) **Date of corporate authorisation obtained for the issuance of Notes:** Not Applicable
- (iii) **Type of Structured Notes:** Reference Rate Linked Notes  
:  
The provisions of the following Additional Terms and Conditions apply:  
  
Additional Terms and Conditions for Reference Rate Linked Notes
- (iv) **Reference of the Product:** 3.9.2 applicable, as described in the Additional Terms and Conditions relating to Formulae.
10. **Interest Basis:** See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below.
11. **Redemption/Payment Basis:** See section "PROVISIONS RELATING TO REDEMPTION" below.
12. **Issuer's/Noteholders'** See section "PROVISIONS RELATING TO REDEMPTION" below.

redemption option:

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13. **Fixed Rate Note Provisions:** Not Applicable
14. **Floating Rate Note Provisions:** Not Applicable
15. **Structured Interest Note Provisions:** Applicable as per Condition 4.3 of the General Terms and Conditions
- (i) **Structured Interest Amount(s)** Unless previously redeemed, on the Interest Payment Date(i) (i from 1 to 12), the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:
- Structured Interest Amount(i) = Specified Denomination x 4% x Fixing(i) x Day Count Fraction
- (ii) **Specified Period(s)/Interest Payment Date(s): (DD/MM/YYYY)** Definitions relating to the Structured Interest Amount are set out in paragraph 25(ii) "Definitions relating to the Product".  
Interest Payment Date(i) (i from 1 to 12): means the 1 March , 1 June , 1 September and 1 December in each year from and including the 1 June 2024 to and including the Maturity Date.
- (iii) **Business Day Convention :** Modified Following Business Day Convention (unadjusted)
- (iv) **Day Count Fraction :** 30/360 convention
- (v) **Business Centre(s):** Not Applicable
16. **Zero Coupon Note Provisions:** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

17. **Redemption at the option of the Issuer:** Not Applicable
18. **Redemption at the option of the Noteholders:** Not Applicable
19. **Automatic Early Redemption:** Not Applicable
20. **Final Redemption Amount :** Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:  
Final Redemption Amount = Specified Denomination x 100%
21. **Physical Delivery Provisions:** Definitions relating to the Final Redemption Amount are set out in paragraph 25(ii) "Definitions relating to the Product".  
Not Applicable
22. **Trigger redemption at the option of the Issuer:** Not Applicable

23. **Redemption for Tax Event, Special Tax Event, Regulatory Event, Force Majeure Event or Event of Default:** Early Redemption or Monetisation until the Maturity Date  
 Early Redemption Amount : Market Value

**PROVISIONS APPLICABLE TO THE UNDERLYING(S) IF ANY**

24. (i) **Underlying(s):** The following Reference Rate as defined below:

Reference Rate	Relevant Screen Page	Specified Time
EUR Euribor 3 months	Reuters page "EURIBOR01"	11:00 am Frankfurt time

- (ii) **Information relating to the past and future performances of the Underlying(s) and volatility:** The information relating to the past and future performances of the Underlying(s) and volatility are available on the source specified in the table above.
- (iii) **Provisions relating, amongst others, to the Market Disruption Event(s) and/or Extraordinary Event(s) and/or any additional disruption event(s) as described in the relevant Additional Terms and Conditions:** The provisions of the following Additional Terms and Conditions apply :  
 Additional Terms and Conditions for Reference Rate Linked Notes
- (iv) **Credit Linked Notes Provisions:** Not Applicable
- (v) **Bond Linked Notes Provisions:** Not Applicable

**DEFINITIONS APPLICABLE TO INTEREST (IF ANY), REDEMPTION AND THE UNDERLYING(S) IF ANY**

25. (i) **Definitions relating to date(s):** Applicable

**Valuation Date(0) :** 01/03/2024

**Valuation Date(i) (i from 1 to 12) :** 5 Business Days prior to the corresponding Interest Payment Date(i).

**Daily Valuation Date(i) or DVD(i):** means each Scheduled Trading Day that is not a Disrupted Day from and excluding Valuation Date(0) to and including Valuation Date(12)

**CorridorPeriod(i) (i from 1 to 12)** means all the Daily Valuation Date(i) from and excluding Valuation Date(i-1) to and including Valuation Date(i)

**Daily Schedule:** means all the Daily Valuation Date(i)

- (ii) **Definitions relating to the Product:** Applicable, subject to the provisions of Condition 4 of the Additional Terms and Conditions relating to Formulae

**RangeAccrual({CorridorPeriod(i)}, 2.00%, 5.00%, Fixing(t))** means in respect of CorridorPeriod(i), the Ratio  $n(i) / N(i)$

**(i from 1 to 12) (t = DVD(i) within the Daily Schedule)** Where:  
 $n(i)$  means the number of Daily Valuation Date(i) within CorridorPeriod(i) for which the Fixing(DVD(i)) is higher than or equal to 2.00% and is lower than or equal to 5.00%.

And:

$N(i)$  means the total number of Daily Valuation Date(i) within CorridorPeriod(i).

**Fixing(t) (t from 1 to 12 or t = DVD(i) within the Daily Schedule)** means, in respect of any Valuation Date(i) or any Daily Valuation Date(i) within the Daily Schedule, the Reference Rate Fixing of Underlying.

**Reference Rate Fixing** Means, in respect of a Reference Rate, the fixing of such Reference Rate published on the Interest Determination Date or Valuation Date, as the case may be, on the Relevant Screen Page at the Specified Time.

**PROVISIONS RELATING TO SECURED NOTES**

26. **Secured Notes Provisions:** Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27. **Provisions applicable to payment date(s):**

- **Payment Business Day:** Following Payment Business Day

- **Financial Centre(s):** Not Applicable

28. **Form of the Notes:**

(i) **Form:** Non-US Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream

(ii) **New Global Note (NGN – bearer notes) / New Safekeeping Structure (NSS – registered notes):** No

29. **Redenomination:** Not Applicable

30. **Consolidation:** Applicable as per Condition 14.2 of the *General Terms and Conditions*

31. **Partly Paid Notes Provisions:** Not Applicable

32. **Instalment Notes Provisions:** Not Applicable

33. **Masse:** Not Applicable

34. **Dual Currency Note Provisions:** Not Applicable

35. **Additional Amount Provisions for Italian Certificates:** Not Applicable

36. **Interest Amount and/or the Redemption Amount switch at the option of the Issuer:** Not Applicable

37. **Portfolio Linked Notes Provisions:** Not Applicable

**THIRD PARTY INFORMATION**

Information or summaries of information included herein with respect to the Reference Rate has been extracted from general databases released publicly or by any other available information.

Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published, no facts have been omitted which would render the reproduced information inaccurate or misleading.

**PART B – OTHER INFORMATION****1. LISTING AND ADMISSION TO TRADING**

- (i) **Listing:** None
- (ii) **Admission to trading:** Application shall be made for the Notes to be admitted to trading on the Multilateral Trading Facility (“MTF”) named EuroTLX organized and managed by Borsa Italiana S.p.A. with effect from or as soon as practicable after the Issue Date. Société Générale, directly or through a third party appointed by it, will act as specialist for the Notes, in accordance with the rules and regulations of EuroTLX.

**There can be no assurance that the listing and trading of the Notes will be approved with effect on the Issue Date or at all, provided that if Borsa Italiana S.p.A. does not release its decision of admission to trading within the day immediately preceding the Issue Date, Section 10 – paragraph “Conditions to which the offer is subject” of these Final Terms shall apply.**

- (iii) **Estimate of total expenses related to admission to trading:** Not Applicable
- (iv) **Information required for Notes to be listed on SIX Swiss Exchange:** Not Applicable

**2. RATINGS**

The Notes to be issued have not been rated.

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save for fees, if any, payable to the Dealer, and so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. Société Générale will ensure the roles of provider of hedging instruments to the Issuer of the Notes and Calculation Agent of the Notes.

The possibility of conflicts of interest between the different roles of Société Générale on one hand, and between those of Société Générale in these roles and those of the Noteholders on the other hand cannot be excluded.

Furthermore, given the banking activities of Société Générale, conflicts may arise between the interests of Société Générale acting in these capacities (including business relationship with the issuers of the financial instruments being underlyings of the Notes or possession of non public information in relation with them) and those of the Noteholders. Finally, the activities of Société Générale on the underlying financial instrument(s), on its proprietary account or on behalf of its customers, or the establishment of hedging transactions, may also have an impact on the price of these instruments and their liquidity, and thus may be in conflict with the interests of the Noteholders.

**4. REASONS FOR THE OFFER AND USE OF PROCEEDS**

- (i) **Reasons for the offer and use of proceeds:** The net proceeds from each issue of Notes will be applied for the general financing purposes of the Société Générale Group, which include making a profit.
- (ii) **Estimated net proceeds:** Not Applicable
- (iii) **Estimated total expenses:** Not Applicable

**5. INDICATION OF YIELD (*Fixed Rate Notes only*)**

Not Applicable

**6. HISTORIC INTEREST RATES** (*Floating Rate Notes only*)

Not Applicable

**7. PERFORMANCE AND EFFECT ON VALUE OF INVESTMENT****(i) PERFORMANCE OF FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**  
(*Structured Notes only*)

The value of the Notes, the payment of a coupon amount on a relevant interest payment date to a Noteholder will depend on the performance of the underlying asset(s), on the relevant valuation date(s).

The value of the Notes is linked to a reference rates.

During the lifetime of the Notes, the market value of these Notes may be lower than the invested capital. Furthermore, an insolvency of the Issuer and/or the Guarantor may cause a total loss of the invested capital. The attention of the investors is drawn to the fact that they could sustain an entire or a partial loss of their investment.

**(ii) PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT** (*Dual Currency Notes only*)

Not Applicable

**8. OPERATIONAL INFORMATION****(i) Security identification code(s):**

- **ISIN Code:** XS2746209274

- **Common Code:** 274620927

- **Swiss security number (Valoren number):** 126390804

**(ii) Clearing System(s):** Euroclear Bank S.A/N.V. (**Euroclear**) / Clearstream Banking *société anonyme* (**Clearstream**)**(iii) Delivery of the Notes:** Delivery against payment**(iv) Calculation Agent:** Société Générale  
Tour Société Générale 17 Cours Valmy 92987 Paris La Défense  
Cedex France**(v) Paying Agent(s):** Société Générale Luxembourg SA  
11, avenue Emile Reuter  
2420 Luxembourg  
Luxembourg**(vi) Eurosystem eligibility of the Notes:** No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.**9. DISTRIBUTION****(i) Method of distribution:** Non-syndicated

- **Dealer(s):** Société Générale  
Tour Société Générale  
17, Cours Valmy  
92987 Paris la Défense Cedex

France

- (ii) **Total commission and concession:** Société Générale shall pay to Credit Suisse (Italy) S.P.A (the Distributor), a remuneration of up to 1.05% of the nominal amount of Notes effectively placed by such Distributor.
- (iii) **TEFRA Rules:** Not Applicable
- (iv) **Non-exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period:** A Non-exempt offer of the Notes may be made by the Dealer and any **Initial Authorised Offeror** below mentioned, any **Additional Authorised Offeror**, the name and address of whom will be published on the website of the Issuer (<http://prospectus.socgen.com>) in the Non-exempt Offer jurisdiction(s) (**Non-exempt Offer Jurisdiction(s)**) during the offer period (**Offer Period**) as specified in the paragraph "Terms and Conditions of the Offer" below.
- Individual Consent / Name(s) and address(es) of any Initial Authorised Offeror:** Applicable /  
 Credit Suisse (Italy) S.P.A.  
 Via Santa Margherita, 3,  
 20121 Milano MI, Italy
- General Consent/ Other conditions to consent:** Not Applicable
- (v) **U.S. federal income tax considerations:** The Notes are not Specified Notes for purposes of Section 871(m) Regulations.
- (vi) **- Prohibition of Sales to EEA Retail Investors:** Not Applicable
- Prohibition of Sales to EEA Non Natural Persons:** Not Applicable
- (vii) **- Prohibition of Sales to UK Retail Investors:** Applicable
- Prohibition of Sales to UK Non Natural Persons:** Not Applicable
- (viii) **Prohibition of Sales to Swiss Non Natural Persons:** Not Applicable

## 10. TERMS AND CONDITIONS OF THE OFFER

- Non-Exempt Offer Jurisdiction(s):** Italy
- Offer Period:** From and including 09/02/2024 at 9.00 a.m. Central European Time (CET) to and including 23/02/2024 at 4.00 p.m. CET, subject to any early closing of the Offer Period as described below.
- The Notes will be distributed:
- (a) within the premises of the Distributors (at their offices and branches);
- (b) through door-to-door selling (fuori sede) pursuant to Articles 30 and 31 of the Italian Legislative Decree No. 58 of 24th February 1998, as amended from time to time (the "Italian Financial Services Act") from and including 09/02/2024 at 9.00 a.m. Central European



Time (CET) to and including including 22/02/2024 at 4.00 p.m. CET;  
and

(c) through long distance selling techniques (tecniche di comunicazione a distanza) pursuant to article 32 of the Italian Financial Services Act from and including 09/02/2024 at 9.00 a.m. Central European Time (CET) to and including including 15/02/2024 at 4.00 p.m. CET,

subject to any early closing of the Offer Period as described below.

The Distributor intending to distribute Notes through door-to-door selling (fuori sede) pursuant to article 30 of the Italian Financial Services Act will collect the acceptance forms - other than directly at their branches and offices - through financial advisors for door-to-door selling (consulenti finanziari abilitati all'offerta fuori sede) pursuant to Article 31 of the Italian Financial Services Act.

Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling (fuori sede) is suspended for a period of 7 (seven) days from the date of subscription of the acceptance form by the relevant investor.

Within such period investors may notify the relevant Distributor of their withdrawal without payment of any charge or commission.

The Notes will be also offered through long distance selling techniques (tecniche di comunicazione a distanza) pursuant to article 32 of the Italian Financial Services Act (i.e., through the trading-online platform of the Distributors and/or recorded telephone orders). In this case, investors may purchase the Notes via the internet, after being identified by the Distributor, by using their personal password/identification codes. Pursuant to article 67-duodecies of the Italian Legislative Decree No. 206/2005 as amended (the so called "Codice del Consumo"), the validity and enforceability of the contracts entered into through long distance selling techniques (tecniche di comunicazione a distanza) is suspended for a period of 14 (fourteen) days from the date of subscription of the acceptance form by the relevant investor. Within such period investors may notify the relevant Distributor of their withdrawal without any charge or commission.

**- Offer Price:**

The Notes will be offered at the Issue Price of which up to a maximum of 1.05% is represented by distribution fee payable upfront by the Guarantor to the Distributor.

**- Conditions to which the offer is subject:**

Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries.

The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date.

For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.

In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (<http://prospectus.socgen.com>) The validity of the offer is subject to the condition that the decision of admission to trading on EuroTLX is released by Borsa Italiana S.p.A.. by not later than on the day immediately preceding the Issue Date; otherwise, the offer will be deemed withdrawn and the issuance cancelled. The Issuer undertakes to file the relevant application with Borsa Italiana S.p.A.. in due time to allow Borsa Italiana S.p.A. to release a decision,

- according to its rules, within the day immediately preceding the Issue Date.
- **Description of the application process:** The distribution activity will be carried out in accordance with the financial intermediary's usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription of the Notes.
  - **Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:** Applicable
  - **Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:** Minimum amount of application : EUR 1 000 (i.e. 1 Note)
  - **Manner and date in which results of the offer are to be made public:** Publication on the website of the Issuer (<http://prospectus.socgen.com>) and in a daily newspaper of general circulation in the relevant place(s) of listing and/or public offer at the end of the subscription period if required by local regulation.
  - **Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:** Applicable
  - **Whether tranche(s) has/have been reserved for certain countries:** Applicable
  - **Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:** Applicable
  - **Amount of any expenses and taxes specifically charged to the subscriber or purchaser:** Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation.
- Punctual costs (entry costs), recurrent costs and potential anticipated exit penalties may have an impact on the return the investor may obtain from his investment.
- **Details of the method and time limits for paying up and delivering the Notes:** The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. However, the settlement and delivery of the Notes will be executed through the Dealer mentioned above. Investors will be notified by the relevant financial intermediary of their allocations of Notes and the settlement arrangements in respect thereof. The settlement and the delivery of the securities will be executed through the Dealer mentioned above only for technical reasons. However, the Issuer will be the only offeror and as such will assume all the responsibilities in connection with the information contained in the Final Terms together with the Base Prospectus.

## 11. ADDITIONAL INFORMATION

- **Minimum investment in the Notes:** EUR 1 000 (i.e. 1 Note)
- **Minimum Trading Lot:** EUR 1 000 (i.e. 1 Note)
- **Location where the Prospectus, any Supplements thereto and the Final Terms can be collected or inspected free of charge in Italy:** Société Générale, Via Olona n.2, 20123 Milano Italy

## 12. PUBLIC OFFERS IN SWITZERLAND

Applicable, i.e. the Notes may be offered publicly in Switzerland.

## 13. EU BENCHMARKS REGULATION

**Benchmark:** Applicable

Amounts payable under the Notes will be calculated by reference to the relevant Benchmark which is provided by the relevant Administrator, as specified in the table below.

As at the date of these Final Terms, the relevant Administrator appears/does not appear, as the case may be, on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) (the **EU Benchmarks Regulation**), as specified in the table below.

If “Does not appear and exempted” is specified in the table below, it means that the relevant Administrator does not fall within the scope of the EU Benchmarks Regulation by virtue of Article 2 of that regulation.

If “Does not appear and non-exempted” is specified in the table below, it means that, as far as the Issuer is aware, the transitional provisions in Article 51 of the EU Benchmarks Regulation apply, such that the relevant Administrator is not currently required to obtain authorisation or registration.

<b>Benchmark</b>	<b>Administrator</b>	<b>Register</b>
EUR Euribor 3 months	EMMI (European Money Market Institute)	Appears

## ISSUE SPECIFIC SUMMARY

## SECTION A – INTRODUCTION INCLUDING WARNINGS

**ISIN code** : XS2746209274

**Issuer : SG Issuer**

Domicile: 15, avenue Emile Reuter, L-2420 Luxembourg

Telephone number : + 352 27 85 44 40

*Legal entity identifier (LEI)* : 549300QNMDBVTHX8H127

**Offer or and/or entity requesting the admission to trading :**

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

Domicile : 29, boulevard Haussmann, 75009 Paris, France.

*Legal entity identifier (LEI)* : O2RNE8IBXP4R0TD8PU41

**Identity and contact details of the competent authority approving the prospectus:**

Approved by the Commission de Surveillance du Secteur Financier (CSSF)

283, route d'Arlon L-2991, Luxembourg

Telephone number: (352) 26 25 11

E-Mail : direction@cssf.lu

**Date of approval of the prospectus:** 31/05/2023

**WARNINGS**

This summary must be read as an introduction to the base prospectus (the **Base Prospectus**).

Any decision to invest in the Notes (the **Notes**) should be based on a consideration of the Base Prospectus as a whole by the investor.

Where a claim relating to the information contained in the Base Prospectus and the applicable Final Terms is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled this summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.

**You are about to buy a product which is not simple and which may be difficult to understand.**

## SECTION B – KEY INFORMATION ON THE ISSUER

**WHO IS THE ISSUER OF THE SECURITIES?****Issuer : SG Issuer (or the Issuer)**

Domicile: 15, avenue Emile Reuter, L-2420 Luxembourg

Legal form: Public limited liability company (*société anonyme*).

*Legal entity identifier (LEI)* : 549300QNMDBVTHX8H127

Legislation under which the Issuer operates: Luxembourg law.

Country of incorporation: Luxembourg.

**Statutory auditors : Ernst & Young S.A.**

The principal activity of SG Issuer is raising finance by the issuance of warrants as well as debt securities designed to be placed to institutional customers or retail customers through the distributors associated with Société Générale. The financing obtained through the issuance of such debt securities is then lent to Société Générale and to other members of the Group.

Shares of SG Issuer are held at 99.8 per cent. by Societe Generale Luxembourg and at 0.2 per cent. by Societe Generale. It is a fully consolidated company.

In accordance with its bylaws, the Issuer is managed by an Executive Board under the supervision of a Supervisory Board.

The members of the board of directors are Laurent Simonet, Thierry Bodson, Yves Cacclin, Julien Bouchat, Youenn Le Bris, Estelle Stephan Jaspard and Francois Caralp (individually a "**Director**" and collectively the **Board of Directors**).

Laurent Simonet, Thierry Bodson, Yves Cacclin, Julien Bouchat, Youenn Le Bris, Estelle Stephan Jaspard and Francois Caralp hold full-time management positions within the Societe Generale group.

The members of the supervisory board are Angelo Bonetti, Peggy Veniant Cottin, Laurent Weil, Emanuele Maiocchi and Gregory Claudy (the "**Supervisory Board**").

Angelo Bonetti, Peggy Veniant Cottin, Gregory Claudy, Emanuele Maiocchi and Laurent Weil currently hold full-time management positions within the Societe Generale group.

**WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?**

**Income statement**

(in K€)	31 December 2022 (audited)	31 December 2021 (audited)
Operating profit/loss	590	(215)

**Balance sheet**

(in K€)	31 December 2022 (audited)	31 December 2021 (audited)
<b>Net financial debt (long term debt plus short term debt minus cash) *</b>	11 824	11 616
<b>Current ratio (current assets/current liabilities)</b>	N/A	N/A
<b>Debt to equity ratio (total liabilities/total shareholder equity)</b>	N/A	N/A
<b>Interest cover ratio (operating income/interest expense)</b>	N/A	N/A

\*the Net financial debt is calculated on the basis of the following elements :

Net financial debt	31/12/2022	31/12/2021
Convertible Bond into Share (1)	48 000	48 000
Cash and cash equivalents (2)	-36 176	-36 384
Total	11 824	11 616

(1) classified within the line Financial liabilities at amortized cost, see note 4.3 in the 2022 financial statements and in the 2022 condensed interim financial statements

(2) classified in the Balance Sheet.

**Cash flow**

(in K€)	31 December 2022 (audited)	31 December 2021 (audited)
Net cash flows from operating activities	28 036	9 216
Net cash flows used in financing activities	28 244	(17 125)
Net cash flows from investing activities	0	0

**WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE ISSUER?**

In the event of default or bankruptcy of the Issuer, the investor has recourse only against Société Générale and there is a risk of total or partial loss of the amount invested or conversion into securities (equity or debt) or postponement of maturity, in the event of bail-in affecting the Issuer's securities or Société Générale's structured Notes, without any guarantee or compensation.

**SECTION C. KEY INFORMATION ON THE SECURITIES**

**WHAT ARE THE MAIN FEATURES OF THE SECURITIES?**

ISIN Code : XS2746209274 Number of Notes : up to 15 000

<b>Product Currency</b>	EUR	<b>Settlement Currency</b>	EUR
<b>Listing</b>	EuroTLX, a Multilateral Trading Facility organized and managed by Borsa Italiana S.p.A	<b>Nominal Value</b>	EUR 1,000 per note
<b>Minimum Investment</b>	EUR 1,000	<b>Issue Price</b>	100% of the Nominal Value
<b>Maturity Date</b>	01/03/2027	<b>Minimum Reimbursement</b>	100 % of the Nominal Value at maturity only
<b>Range Accrual Coupon (gross)</b>	4%	<b>Upper Range Barrier</b>	5.00%

<b>Lower Barrier</b>	<b>Range</b>	2.00%	
<b>Reference Rate</b>	<b>Website</b>	<b>Relevant Screen Page</b>	<b>Fixing Time</b>
EUR Euribor 3 months	https://www.euribor-rates.eu/en/euribor-rates/2/euribor-rate-3-months/	Reuters "EURIBOR01" page	11:00 am Frankfurt time

This product is an unsecured debt instrument governed by English law.

The objective of the product is to provide a periodic coupon, which is conditional on the Fixing of the Reference Rate. The product provides full capital protection at maturity only.

Range Accrual Coupon:

- At the end of each Observation Period, if the product has not been previously redeemed, you will receive the Range Accrual Coupon multiplied by the ratio (n/N).

Where:

- n is the number of Business days within each Observation Period in which the Fixing of the Reference Rate is observed at or above the Lower Range Barrier and at or below the Upper Range Barrier.

- N is the total number of Business days within each Observation Period.

An Observation Period corresponds to 3 months and extends from (and excluding ) the previous Valuation Date to (and including) the current Valuation Date.

There are twelve Observation Periods.

Final Redemption:

On the Maturity Date, provided that the product has not been redeemed early, you will receive a final redemption amount: 100% of the Nominal Value.

Additional Information:

- A Business Day is a scheduled trading day that is not a disrupted day and in which the Fixing of the Reference Rate is published on the Relevant Screen Page

- The Fixing of the Reference rate is determined daily at the Fixing Time.

- Coupons are expressed as a percentage of the Nominal Value.

- Coupons are paid on the Range Accrual Coupon Payment Dates.

- Extraordinary events may lead to changes to the product's terms or the early termination of the product and could result in losses on your investment.

- The product is available through a public offering during the applicable offering period in the following jurisdiction(s): Switzerland and Italy.

<b>Issue Date</b>	01/03/2024
<b>Valuation Dates (from 0 to 12)</b>	01/03/2024, 24/05/2024, 26/08/2024, 22/11/2024, 24/02/2025, 23/05/2025, 25/08/2025, 21/11/2025, 23/02/2026, 22/05/2026, 25/08/2026, 23/11/2026, 22/02/2027
<b>Range Accrual Coupon Payment Dates (from 1 to 12)</b>	03/06/2024; 02/09/2024; 02/12/2024; 03/03/2025; 02/06/2025; 01/09/2025; 01/12/2025; 02/03/2026; 01/06/2026; 01/09/2026; 01/12/2026; 01/03/2027
<b>Maturity Date</b>	01/03/2027

#### Waiver of Set-off rights

The Noteholders waive any right of set-off, compensation and retention in relation to the Notes, to the extent permitted by law.

#### Submission to jurisdiction:

The Issuer accepts the competence of the courts of England in relation to any dispute against the Issuer, but accepts that such Noteholders may bring their action before any other competent court.

#### Ranking:

The Notes will be direct, unconditional, unsecured and unsubordinated obligations of the Issuer and will rank at least *pari passu* with all other outstanding direct, unconditional, unsecured and unsubordinated obligations of the Issuer, present and future.

The Noteholder acknowledge that in case of resolutions pursuant to Directive 2014/59/UE in relation to the Issuer's liabilities or the non subordinated, senior preferred, structured and LMEE ratio eligible liabilities of Société Générale, the Notes may be subject to the reduction of all, or a portion, of the amounts due, on a permanent basis, a conversion of all, or a portion, of the amounts due into shares or other securities of the Issuer or the Guarantor or another person; cancellation; and/or the amendment on maturity of the Notes or amendment on the calendar or the amount of the interests.

#### **RESTRICTIONS ON THE FREE TRANSFERABILITY OF THE SECURITIES :**

Not Applicable. There is no restriction on the free transferability of the Notes, subject to selling and transfer restrictions which may apply in certain jurisdictions including restrictions applicable to the offer and sale to, or for the account or benefit of, persons other than Permitted Transferees.

A Permitted Transferee means any person who (i) is not a U.S. person as defined pursuant to Regulation S; (ii) is not a person who comes within any definition of U.S. person for the purposes of the CEA or any CFTC Rule, guidance or order proposed or issued under the CEA (for the avoidance of doubt, any person who is not a "Non-United States person" defined under CFTC Rule 4.7(a)(1)(iv), but excluding, for purposes of subsection (D) thereof, the exception for any qualified eligible person who is not a "Non-United States person," shall be considered a U.S. person); and (iii) is not a "U.S. Person" for purposes of the final rules implementing the credit risk retention requirements of Section 15G of the U.S. Securities Exchange Act of 1934, as amended (the **U.S. Risk Retention Rules**) (a **Risk Retention U.S. Person**).

#### **WHERE THE SECURITIES WILL BE TRADED?**

##### **Admission to trading:**

Application will be made for the Notes to be admitted to trading on the Multilateral Trading Facility ("MTF") named EuroTLX organized and managed by Borsa Italiana S.p.A.

**There can be no assurance that the listing and trading of the Notes will be approved with effect on the Issue Date or at all, provided that if Borsa Italiana S.p.A. does not release its decision of admission to trading within the day immediately preceding the Issue Date, paragraph "Conditions to which the offer is subject" of these Issue Specific Summary shall apply.**

#### **IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?**

##### **Nature and scope of the guarantee:**

The Notes are unconditionally and irrevocably guaranteed by Société Générale (the **Guarantor**) pursuant to the guarantee governed by French law made as of 31/05/2023 (the Guarantee).

The Guarantee obligations constitutes a direct, unconditional, unsecured and unsubordinated obligations of the Guarantor ranking as senior preferred obligations, as provided for in Article L. 613-30-3-1-3° of the French Code "*monétaire et financier*" and will rank at least pari passu with all other existing and future direct, unconditional, unsecured senior preferred obligations of the Guarantor, including those in respect of deposits.

Any references to sums or amounts payable by the Issuer which are guaranteed by the Guarantor under the Guarantee shall be to such sums and/or amounts as directly reduced, and/or in the case of conversion into equity, as reduced by the amount of such conversion, and/or otherwise modified from time to time resulting from the application of a bail-in power by any relevant authority pursuant to directive 2014/59/EU of the European Parliament and of the Council of the European Union.

##### **Description of the Guarantor:**

The Guarantor, Société Générale is the parent company of the Société Générale Group. Domicile: 29, boulevard Haussmann, 75009 Paris, France.

Legal form: Public limited liability company (société anonyme).

Country of incorporation: France.

*Legal entity identifier*(LEI) : O2RNE8IBXP4R0TD8PU41

The Guarantor may on a regular basis, as defined in the conditions set by the French Banking and Financial Regulation Committee, engage in all transactions other than those mentioned above, including in particular insurance brokerage.

Generally speaking, the Guarantor may carry out, on its own behalf, on behalf of third parties or jointly, all financial, commercial, industrial, agricultural, personal property or real property, directly or indirectly related to the above-mentioned activities or likely to facilitate the accomplishment of such activities.

##### **Key financial information on the Guarantor:**

###### **Income statement**

<i>(in million EUR)</i>	31.12.2022 (audited)	31.12.2021 (audited)
Net interest income (or equivalent)	12,841	10,718
Net fee and commission income	5,217	5,320
Net impairment loss on financial assets	(1,647)	(700)
Net trading income	866	5,723
Measure of financial performance used by the issuer in the financial statements such as operating profit	9,161	8,208
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	1,825	5,641

### Balance sheet

<i>(in billion EUR)</i>	31.12.2022 (audited)	31.12.2021 (audited)	#Value as outcome from the most recent supervisory review and evaluation process (SREP)
Total assets (Total Assets)	1,484.90	1,464.5	N/A
Senior debt (Debt securities issued)	133.18	135.3	N/A
Subordinated debt (Subordinated debts)	15.95	16.0	N/A
Loans and receivables to customers (Customer loans at amortised cost)	506.64	497.2	N/A
Deposits from customers (Customer deposits)	530.76	509.1	N/A
Total equity (Shareholders' equity, subtotal Equity, Group share)	66.97	65.1	N/A
Non-performing loans (based on netcarrying amount) / Loans andreceivables) (Doubtful loans)	15.9	16.5	N/A
Common Equity Tier 1 capital (CET1) ratio (or other relevant prudential capital adequacy ratio depending on the issuance) (Common Equity Tier 1 ratio)	13.5% <sup>(1)</sup>	13.71% <sup>(1)</sup>	9.35%**
Total capital ratio (Total capital ratio)	19.4% <sup>(1)</sup>	18.8% <sup>(1)</sup>	N/A
Leverage ratio calculated underapplicable regulatory framework	4.4% <sup>(1)</sup>	4.9% <sup>(1)</sup>	N/A

\*\*Taking into account the combined regulatory buffers, the phased-in CET1 ratio level that would trigger the Maximum Distributable Amount mechanism (MDA) would be 9.35% as of 31 December 2022

\*\*\*Titled in italics refer to titled used in the financial statements.(1)

*Phased-in ratio.*

*The audit report does not contain any qualification.*

#### **Key risks that are specific to the guarantor :**

*Due to Société Générale's role as guarantor and counterparty to the Issuer's hedging transactions, investors are essentially exposed to Société Générale's credit risk and have no recourse against the Issuer in the event of the Issuer's default.*

#### **WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE SECURITIES?**

Any sale of the Notes prior to the scheduled maturity date will result in the loss of the full protection of the amount invested.

Although it is subject to market making agreement, the liquidity of the product may be affected by exceptional circumstances that make it difficult to sell the product or at a price that results in a total or partial loss of the amount invested.

The market value of the Notes depends on the evolution of market parameters at the time of exit (price level of the Underlying(s), interest rates, volatility and credit spreads) and may therefore result in a risk of total or partial loss on the amount initially invested.

Events unrelated to the Underlying(s) (e.g. change in law, including tax law, force majeure) may lead to early redemption of the Notes and thus to total or partial loss of the amount invested.



Events affecting the Underlying(s) or hedging transactions may lead to adjustments, de-indexation, substitution of the Underlying(s), or early redemption of the Notes and consequently to losses on the amount invested, including in the case of capital protection.

If the currency of the investor's main activities is different from that of the product, the investor is exposed to currency risk, especially in the event of exchange controls, which may reduce the amount invested.

The performance of the reference rate(s) is dependent on economic and political factors. Such factors could have a negative impact on the performance of the reference rate(s) and consequently on the value of the Notes. These factors can be expected to intensify in periods of financial turmoil.

#### **SECTION D - KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR ADMISSION TO TRADING ON A REGULATED MARKET**

##### **UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THIS SECURITIES ?**

###### **DESCRIPTION OF THE TERMS AND CONDITIONS OF THE OFFER :**

**Non Exempted Offer Jurisdiction(s):** Italy  
**Offer Period:**

From and including 09/02/2024 at 9.00 a.m. Central European Time (CET) to and including 23/02/2024 at 4.00 p.m. CET, subject to any early closing of the Offer Period as described below.

The Notes will be distributed:

(a) within the premises of the Distributors (at their offices and branches);

(b) through door-to-door selling (fuori sede) pursuant to Articles 30 and 31 of the Italian Legislative Decree No. 58 of 24th February 1998, as amended from time to time (the "Italian Financial Services Act") from and including 09/02/2024 at 9.00 a.m. Central European Time (CET) to and including including 22/02/2024 at 4.00 p.m. CET; and

(c) through long distance selling techniques (tecniche di comunicazione a distanza) pursuant to article 32 of the Italian Financial Services Act from and including 09/02/2024 at 9.00 a.m. Central European Time (CET) to and including including 15/02/2024 at 4.00 p.m. CET,

subject to any early closing of the Offer Period as described below.

The Distributor intending to distribute Notes through door-to-door selling (fuori sede) pursuant to article 30 of the Italian Financial Services Act will collect the acceptance forms - other than directly at their branches and offices - through financial advisors for door-to-door selling (consulenti finanziari abilitati all'offerta fuori sede) pursuant to Article 31 of the Italian Financial Services Act.

Pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling (fuori sede) is suspended for a period of 7 (seven) days from the date of subscription of the acceptance form by the relevant investor.

Within such period investors may notify the relevant Distributor of their withdrawal without payment of any charge or commission.

The Notes will be also offered through long distance selling techniques (tecniche di comunicazione a distanza) pursuant to article 32 of the Italian Financial Services Act (i.e., through the trading-online platform of the Distributors and/or recorded telephone orders). In this case, investors may purchase the Notes via the internet, after being identified by the Distributor, by using their personal password/identification codes. Pursuant to article 67-duodecies of the Italian Legislative Decree No. 206/2005 as amended (the so called "Codice del Consumo"), the validity and enforceability of the contracts entered into through long distance selling techniques (tecniche di comunicazione a distanza) is suspended for a period of 14 (fourteen) days from the date of subscription of the acceptance form by the relevant investor. Within such period investors may notify the relevant Distributor of their withdrawal without any charge or commission.

**Offer Price:** The Notes will be offered at the Issue Price of which up to a maximum of 1.05% is represented by distribution fee payable upfront by Société Générale to Credit Suisse (Italy) S.P.A. Via Santa Margherita, 3, 20121 Milano MI, Italy (the **Distributor**).

**Conditions to which the offer is subject:** Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries. The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any

reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.

In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (<http://prospectus.socgen.com>) The validity of the offer is subject to the condition that the decision of admission to trading on EuroTLX is released by Borsa Italiana S.p.A.. by not later than on the day immediately preceding the Issue Date; otherwise, the offer will be deemed withdrawn and the issuance cancelled. The Issuer undertakes to file the relevant application with Borsa Italiana S.p.A.. in due time to allow Borsa Italiana S.p.A. to release a decision, according to its rules, within the day immediately preceding the Issue Date.

**Issue Price:** 100 % of the Aggregate Nominal Amount

**Estimate of total expenses related to the issuance or the offer, including estimated expenses charged to the investor by the issuer or the offeror:**

Punctual costs (entry costs), recurrent costs and potential anticipated exit penalties may have an impact on the return the investor may obtain from his investment.

**Distribution plan:** The product is intended for retail investors and will be offered in Switzerland and Italy

### **WHO IS THE OFFEROR AND/OR THE PERSON ASKING FOR THE ADMISSION TO TRADING ?**

Société Générale as Dealer  
Tour Société Générale - 17 Cours Valmy  
92987 Paris La Défense Cedex, France  
Domicile : 29, boulevard Haussmann, 75009 Paris, France.  
Legal form : Public limited liability company (*société anonyme*).  
Applicable law : French law.  
Country of incorporation : France

### **WHY IS THIS PROSPECTUS BEING PRODUCED ?**

This prospectus is drawn up for the purposes of the public offer of the Notes.

**Reasons for the offer and use of proceeds :** The net proceeds from each issue of Notes will be applied for the general financing purposes of the Société Générale Group, which include making a profit.

**Estimated net proceeds : Not Applicable**

**Underwriting:** There is an underwriting agreement on a firm commitment basis with: Société Générale

**Interests of the individual and natural persons of the issuance/offer :**

Save for fees, if any, payable to the Dealer, and so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. Société Générale will ensure the roles of provider of hedging instruments to the Issuer of the Notes and Calculation Agent of the Notes.

The possibility of conflicts of interest between the different roles of Société Générale on one hand, and between those of Société Générale in these roles and those of the Note holders on the other hand cannot be excluded. Furthermore, given the banking activities of Société Générale, conflicts may arise between the interests of Société Générale acting in these capacities (including business relationship with the issuers of the financial instruments being underlyings of the Notes or possession of non public information in relation with them) and those of the Noteholders. Finally, the activities of Société Générale on the underlying financial instrument(s), on its proprietary account or on behalf of its customers, or the establishment of hedging transactions, may also have an impact on the price of these instruments and their liquidity, and thus may be in conflict with the interests of the Noteholders.

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**NOTA DI SINTESI DELL'EMISSIONE****SEZIONE A – INTRODUZIONE COMPRENSIVA DELLE AVVERTENZE****Codice ISIN** : XS2746209274**Emittente** : **SG Issuer**

Domicilio : 15, avenue Emile Reuter, L-2420 Luxembourg

Numero di telefono : + 352 27 85 44 40

*Legal entity identifier (LEI)* : 549300QNMDBVTHX8H127**Offerente e/o soggetto che richiede l'ammissione alle negoziazioni :**

Societe Generale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

Sede legale : 29, boulevard Haussmann, 75009 Paris, France.

*Legal entity identifier (LEI)* : O2RNE8IBXP4R0TD8PU41**Individuazione e contatti dell'autorità competente per l'approvazione del prospetto:**

Approvato dalla Commission de Surveillance du Secteur Financier (CSSF)

110, route d'Arlon L-2991, Luxembourg

E-Mail : direction@cssf.lu

**Data di approvazione del prospetto:** 31/05/2023**AVVERTENZE**La presente nota di sintesi deve essere letta come un'introduzione al prospetto di base (il **Prospectus**).Qualsiasi decisione di investire nelle obbligazioni (le **Obbligazioni**) emesse sulla base Prospetto deve basarsi su una valutazione complessiva del Prospetto da parte dell'investitore.**I potenziali investitori devono essere consapevoli del fatto che queste Obbligazioni potrebbero essere volatili e che potrebbero non ricevere alcun interesse e potrebbero perdere tutto o una parte sostanziale del loro investimento.**

Qualora sia proposto un ricorso dinanzi all'autorità giudiziaria in merito alle informazioni contenute nel Prospetto e nelle relative Condizioni Definitive, il ricorrente potrebbe essere tenuto a sostenere i costi della traduzione del Prospetto di Base prima dell'inizio del procedimento, ai sensi della legislazione nazionale degli Stati Membri.

Nessun soggetto che ha provveduto alla predisposizione della presente nota di sintesi, compresa l'eventuale traduzione, potrà essere ritenuto responsabile civilmente, salvo che questa risulti fuorviante, imprecisa o incoerente se letta congiuntamente alle altre parti del Prospetto, o non offra, se letta congiuntamente alle altre parti del Prospetto, informazioni essenziali volte ad agevolare la decisione dell'investitore di investire nelle Obbligazioni.

**State per acquistare un prodotto che non è semplice e può essere di difficile comprensione.****SEZIONE B – INFORMAZIONI CHIAVE SULL'EMITTENTE****CHI È L'EMITTENTE DEI TITOLI?****Emittente** : **SG Issuer** (o l'Emittente)

Domicilio: 16, boulevard Royal, L-2449 Luxembourg

*Legal entity identifier (LEI)* : 549300QNMDBVTHX8H127

Giurisdizione di riferimento: diritto lussemburghese.

Paese di costituzione: Lussemburgo.

**Società di revisione : Ernst & Young S.A.**

Le attività principali di SG Issuer sono rappresentate dalla raccolta di fondi tramite l'emissione di warrant e titoli di debito destinati al collocamento presso clienti istituzionali o retail tramite collocatori associati a Société Générale. I fondi derivanti all'emissione di tali titoli di debito vengono quindi concessi in prestito a Société Générale ed altri membri del Gruppo.

Le azioni di SG Issuer sono detenute al 99,8 per cento da Société Générale Luxembourg e allo 0,2 per cento da Société Générale. È una società completamente consolidata.

In conformità allo statuto, l'Emittente è gestita da un Consiglio Direttivo sotto la supervisione di un Consiglio di Sorveglianza. I membri del Consiglio Direttivo sono Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard e Christian Rousson (ciascuno individualmente un **Amministratore** e collettivamente il **Consiglio di Amministrazione**). Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard e Christian Rousson esercitano la loro attività di management a tempo pieno all'interno del Gruppo Societe Generale

#### QUALI SONO LE INFORMAZIONI FINANZIARIE CHIAVE RELATIVE ALL'EMITTENTE?

##### Conto economico

(in migliaia di €)	31 dicembre 2022 (soggetto a revisione)	31 dicembre 2021 (soggetto a revisione)
Utile/perdita operativa	590	(215)

##### Stato patrimoniale

(in migliaia di €)	31 dicembre 2022 (soggetto a revisione)	31 dicembre 2021 (soggetto a revisione)
Debito finanziario netto (debiti a lungo termine meno debiti a breve termine meno disponibilità liquide) *	11 824	11 616
Rapporto corrente (attività correnti /passività correnti)	N/A	N/A
Rapporto debito e capitale (passività totali /capitale azionario totale)	N/A	N/A
Tasso di copertura degli interessi (reddito operativo/spesa per interessi)	N/A	N/A

\* il debito finanziario netto è calcolato sulla base dei seguenti elementi:

Debito finanziario netto	31/12/2022	31/12/2021
Obbligazioni convertibili in azioni (1)	48 000	48 000
Disponibilità liquide e mezzi equivalenti (2)	-36 176	-36 384
Totale	11 824	11 616

(1) classificato nella voce Passività finanziarie a costo ammortizzato, si veda nota 4.3 nel bilancio 2022 e nel bilancio periodico abbreviato del 2022

(2) classificato nello Stato Patrimoniale.

##### Flussi di cassa

(in migliaia di €)	31 dicembre 2022 (soggetto a revisione)	31 dicembre 2021 (soggetto a revisione)
	a	

<b>Flussi di cassa netti da attività operative</b>	28 036	9 216
<b>Flussi di cassa netti da attività finanziarie</b>	28 244	(17 125)
<b>Flussi di cassa netti da attività di investimento</b>	0	0

**QUALI SONO I RISCHI CHIAVE SPECIFICI DELL'EMITTENTE?**

In caso di inadempimento o fallimento dell'Emittente, l'investitore ha diritto di ricorso soltanto nei confronti di Société Générale e, in caso di bail-in applicato ai titoli dell'emittente o ai prodotti strutturati di Société Générale, è esposto al rischio di perdita totale o parziale dell'importo investito o di sua conversione in titoli (di capitale o di debito) o di spostamento della scadenza, senza alcuna garanzia o compensazione.

**SEZIONE C. INFORMAZIONI CHIAVE SUI TITOLI**
**QUALI SONO LE CARATTERISTICHE PRINCIPALI DEI TITOLI?**

**Codice ISIN:** XS2746209274 **Numero di Obbligazioni:** fino a 15 000

<b>Valuta del Prodotto</b>	EUR	<b>Valuta di Regolamento</b>	EUR
<b>Sede di negoziazione</b>	EuroTLX, un Sistema Multilaterale di Negoziazione organizzato e gestito da Borsa Italiana S.p.A.	<b>Valore Nominale</b>	1 000 EUR per Obbligazione
<b>Investimento Minimo</b>	1 000 EUR	<b>Prezzo di Emissione</b>	100% del Valore Nominale
<b>Data di Scadenza</b>	01/03/2027	<b>Rimborso minimo</b>	100 % del Valore Nominale solo alla scadenza
<b>Cedola lorda</b>	4 %	<b>Barriera Superiore</b>	5,00%
<b>Barriera Inferiore</b>	2,00%		

<b>Tasso di Riferimento</b>	<b>Sito web</b>	<b>Pagina di Riferimento</b>	<b>Orario di Riferimento</b>
EUR Euribor 3 months	<a href="https://www.euribor-rates.eu/en/current-euribor-rates/2/euribor-rate-3-months/">https://www.euribor-rates.eu/en/current-euribor-rates/2/euribor-rate-3-months/</a>	Reuters page "EURIBOR01"	11:00 am Frankfurt time

Questo prodotto è uno strumento di debito non collateralizzato regolato dalla legge inglese.

Il prodotto ha una durata predeterminata pari a 3 anni.

Questo prodotto è concepito per generare un rendimento periodico, condizionato al Fixing del Tasso di Riferimento.

Il prodotto assicura una protezione totale del capitale solo a scadenza.

Cedola:

- Al termine di ciascun Periodo di Osservazione, a condizione che il prodotto non sia stato rimborsato anticipatamente, si riceverà la Cedola moltiplicata per la frazione (n/N).

Dove:

- n è il numero di Giorno di Negoziazione che non siano giorni di turbativa all'interno di ciascun Periodo di Osservazione, in cui il Fixing del Tasso di Riferimento è osservato uguale o superiore alla Barriera Inferiore e uguale o inferiore alla Barriera Superiore.

- N è il numero totale di Giorni di Negoziazione nel Periodo di Osservazione che non siano giorni di turbativa.

Un Periodo di Osservazione corrisponde a 3 mesi e si estende dalla precedente Data di Valutazione (esclusa) alla Data di Valutazione corrente (inclusa).

Ci sono 12 Periodi di Osservazione.

Liquidazione Finale:

Alla Data di Scadenza, se il prodotto non è stato liquidato anticipatamente, si riceverà il 100% del Valore Nominale.

Ulteriori Informazioni:

- Per Giorno di Negoziazione si intende ogni giorno in cui è previsto che il Tasso di Riferimento venga pubblicato sulla Pagina di Riferimento, all'Orario di Riferimento.

- Il Fixing del Tasso di Riferimento è determinato giornalmente all'Orario di Riferimento

- Le Cedole sono espresse in percentuale del Valore Nominale

- Le Cedole sono pagate nelle Date di Pagamento delle Cedole.

- Il verificarsi di eventi straordinari potrebbe causare modifiche dei termini del prodotto o il suo rimborso anticipato.

Ciò potrebbe comportare perdite sul capitale investito.

- Il prodotto è disponibile mediante un'offerta pubblica durante il periodo di offerta applicabile nelle seguenti giurisdizioni: Svizzera e Italia.

<b>Data di Emissione</b>	01/03/2024
<b>Data di Valutazione della Cedola (da 0 a 12)</b>	01/03/2024, 24/05/2024, 26/08/2024, 22/11/2024, 24/02/2025, 23/05/2025, 25/08/2025, 21/11/2025, 23/02/2026, 22/05/2026, 25/08/2026, 23/11/2026, 22/02/2027
<b>Date di Pagamento della Cedola (da 1 a 12)</b>	03/06/2024; 02/09/2024; 02/12/2024; 03/03/2025; 02/06/2025; 01/09/2025; 01/12/2025; 02/03/2026; 01/06/2026; 01/09/2026; 01/12/2026; 01/03/2027
<b>Data di Scadenza</b>	01/03/2027

#### **Rinuncia ai diritti di compensazione**

I Portatori delle Obbligazioni rinunciano a qualsiasi diritto di compensazione e ritenzione con riferimento alle Obbligazioni, nella misura consentita dalla legge.

#### **Giurisdizione applicabile**

L'Emittente accetta la competenza dei tribunali inglesi in relazione a qualunque controversia nei confronti dell'Emittente, e che i Portatori delle Obbligazioni possano promuovere un'azione legale innanzi a qualunque altro tribunale competente.

#### **Priorità:**

Le Obbligazioni sono obbligazioni dirette, incondizionate, non garantite e non subordinate dell'Emittente e saranno *pari passu* rispetto a tutte le altre obbligazioni dirette, incondizionate, non garantite e non subordinate dell'Emittente, presenti e future, in circolazione.

Il Portatore dell'obbligazione prende atto e accetta che in caso di risoluzione ai sensi della Direttiva 2014/59/UE che riguardi le passività dell'Emittente ovvero le passività di Societe Generale non subordinate, di tipo senior preferred, strutturate e rilevanti ai fini del rapporto LMEE, le Obbligazioni possono essere oggetto di riduzione totale o parziale degli importi in relazione ad esse dovuti, su base permanente; di conversione in tutto o in parte degli importi dovuti in azioni o altri titoli dell'Emittente o del Garante o di altro soggetto; di cancellazione; e/o di modifica della scadenza delle Obbligazioni ovvero modifica del calendario o dell'importo degli interessi.

#### **RESTRIZIONI ALLA LIBERA TRASFERIBILITÀ DEI OBBLIGAZIONI**

Non Applicabile. Non sussiste alcuna limitazione alla libera trasferibilità delle Obbligazioni, ferme restando le restrizioni di vendita e trasferimento eventualmente in vigore in talune giurisdizioni, incluse le restrizioni applicabili all'offerta e alla vendita a, o per conto o a beneficio di, Cessionari Autorizzati

Un Cessionario Consentito indica qualsiasi soggetto che (i) non è una U.S. person secondo la definizione di cui al Regulation S; e (ii) non è un soggetto che rientra in una qualsiasi definizione di soggetto U.S. ai fini di qualsivoglia regola CEA o CFTC, o linee guida o ordinanze proposte o emesse da CEA (per fini di chiarezza, qualsiasi soggetto che non sia un "soggetto non statunitense" ai sensi della norma CFTC 4.7(a)(1)(iv), ma escludendo, ai fini della sottosezione (D), l'eccezione riferita a qualsiasi soggetto qualificato ed idoneo che non sia un "soggetto non statunitense", sarà considerato un soggetto U.S.); e (iii) non è "soggetto U.S." ai sensi delle norme definitive di attuazione dei requisiti di mantenimento del rischio di credito di cui alla Sezione 15G del U.S. Securities Exchange Act del 1934 e successive modifiche (le **Regole U.S. di Mantenimento del Rischio**) (un **Soggetto U.S. al Mantenimento del Rischio**).

## **DOVE SARANNO NEGOZIATI I TITOLI?**

### **Ammissione alle negoziazioni:**

Sarà presentata domanda di ammissione alla negoziazione delle Obbligazioni sul Sistema Multilaterale di Negoziazione denominato EuroTLX "MTF", organizzato e gestito da Borsa Italiana S.p.A.

**Non vi è alcuna certezza che la negoziazione delle Obbligazioni sia approvata a partire dalla Data di Emissione, dato che se Borsa Italiana S.p.A. non dovesse rilasciare la sua decisione di ammissione alla negoziazione entro il giorno immediatamente antecedente la Data di Emissione, la Sezione "Condizioni a cui è soggetta l'offerta" di questa Nota di Sintesi Specifica deve essere applicata.**

## **I TITOLI SONO ASSISTITI DA UNA GARANZIA?**

### **Natura e scopo della garanzia**

Le Obbligazioni sono incondizionatamente e irrevocabilmente garantiti da Société Générale (il **Garante**) ai sensi della garanzia regolata dal diritto francese stipulata in data 31/05/2023 (la **Garanzia**).

La Garanzia costituisce un'obbligazione diretta, incondizionata, non garantita e non subordinata del Garante, con il rango di obbligazione *senior preferred* di cui all'articolo L. 613-30-3-I-3° del Codice e sarà almeno *pari passu* rispetto a tutte le altre obbligazioni, esistenti e future, dirette, incondizionate, non garantite e *senior preferred* del Garante, ivi comprese quelle relative ai depositi.

Qualsiasi riferimento a somme o importi pagabili dall'Emittente, garantiti dal Garante ai sensi della Garanzia, dovrà essere rivolto a somme e/o importi direttamente ridotti, e/o in caso di conversione in equity, ridotte dell'importo di tale conversione, e/o altrimenti modificati di volta in volta in seguito all'applicazione del potere di bail-in di qualsivoglia autorità pertinente ai sensi della direttiva 2014/59/UE del Parlamento Europeo e del Consiglio dell'Unione Europea.

### **Descrizione del Garante**

Il Garante, Société Générale è la società controllante del Gruppo Société Générale.

Sede legale: 29, boulevard Haussmann, 75009 Parigi, Francia.

Forma giuridica: Società per azioni a responsabilità limitata pubblica (société anonyme).

Legislazione di riferimento dell'Emittente: diritto francese.

Paese di costituzione: Francia

*Legal entity identifier* (LEI) : O2RNE8IBXP4R0TD8PU41

Il Garante può intraprendere su base regolare, come ciò è definito nelle condizioni fissate dal French Banking and Financial Regulation Committee, tutte le operazioni salvo quelle sopra menzionate, ivi inclusa in particolare l'attività di brokeraggio assicurativo.

In generale, il Garante può svolgere, per conto proprio, per conto di terzi o congiuntamente, tutte le attività finanziarie, commerciali, industriali, relative all'agricoltura, alla proprietà personale o immobiliare, direttamente o indirettamente legate alle attività sopra menzionate o che possono facilitare lo svolgimento di tali attività.

### **Informazioni finanziarie chiave del Garante:**

#### **Conto economico**

<i>In miliardi di euro</i>	<b>31.12.2022 (soggetto a revisione)</b>	<b>31.12.2021 (soggetto a revisione)</b>
<b>Reddito netto da interessi (o equivalente) (Totale interessi attivi e passivi)***</b>	12.841	10.718
<b>Reddito netto da fee e commissioni (Fee Totali e spese)</b>	5.217	5.320
<b>Perdita netta da riduzione durevole di valore delle attività finanziarie (Costo del rischio)</b>	(1.647)	(700)
<b>Reddito netto da trading (Utili e perdite nette su transazioni finanziarie)</b>	866	5.723
<b>Misura della performance finanziaria utilizzata dall'emittente nel bilancio quale l'utile operativo (Margine operativo lordo)</b>	9.161	8.208
<b>Utile o perdita netta (per il bilancio consolidato utile o perdita netta attribuibile ai possessori di strumenti di capitale della capogruppo) (Utile netto, quota del gruppo)</b>	1.825	5.641

**Stato patrimoniale**

<i>In miliardi di euro</i>	<b>31.12.2022 (soggetto a revisione)</b>	<b>31.12.2021 (soggetto a revisione)</b>	<b>#Valore risultante dal più recente processo di revisione e valutazione prudenziale (SREP)</b>
<b>Totale attività (Totale Attività)</b>	1.484,90	1.464,5	N/A
<b>Debiti senior (Titoli di debito emessi)</b>	133.18	135.3	N/A
<b>Debiti subordinati (Debiti Subordinati)</b>	15.95	16.0	N/A
<b>Prestiti e crediti dalla clientela (Prestiti ai clienti e costi ammortizzati)</b>	506.64	497.2	N/A
<b>Depositi dalla clientela (Depositi dalla clientela)</b>	530.76	509.1	N/A
<b>Totale capitale (Patrimoni netto, subtotale equity, quota del gruppo)</b>	66.97	65.1	N/A
<b>Prestiti non performing (sulla base di importo netto iscritto in bilancio / prestiti e crediti) (Prestiti dubbi)</b>	15.9	16.5	N/A
<b>Rapporto di Common Equity Tier 1 capital (CET1) (o altro rapporto di capitale di adeguatezza)</b>	13.5%(1)	13.71%(1)	9.35%**



prudenziale a seconda dell'emissione) ( <i>Rapporto di Common Equity Tier 1</i> )			
Rapporto di capitale totale ( <i>Rapporto di capitale totale</i> )	19.4%(1)	18.8%(1)	N/A
Rapporto di leva calcolato secondo il quadro regolamentare applicabile ( <i>Rapporto di leva CRR a pieno carico</i> )	4.4%(1)	4.9%(1)	N/A

*\*\*Considerando i buffers regolamentari combinati, il livello del rapporto CET1 che attiverebbe il meccanismo dell'Importo Massimo Distribuibile sarebbe pari a 9,35% al 31 dicembre 2022.*

(1) *Phased-in ratio*

*La relazione di revisione non contiene alcun rilievo.*

### **Rischi chiave specifici del garante**

Considerando che Société Générale è garante e controparte delle operazioni di copertura dell'Emittente, gli investitori sono essenzialmente esposti al rischio di credito di Société Générale e non hanno ricorso nei confronti dell'Emittente in caso di inadempimento dell'Emittente.

### **QUALI SONO I RISCHI CHIAVE SPECIFICI DEI TITOLI?**

La vendita delle Obbligazioni prima della prevista data di scadenza determinerà la perdita della protezione totale dell'importo investito.

Benché sia oggetto di impegni di market making, la liquidità del prodotto può essere influenzata dal verificarsi di circostanze eccezionali che potrebbero rendere difficile vendere il prodotto o comunque ad un prezzo che produce la perdita totale o parziale dell'importo investito.

Il valore di mercato delle Obbligazioni dipende dall'evoluzione dei parametri di mercato al momento dell'uscita (livello dei prezzi dei Sottostanti, tassi di interesse, volatilità e credit spreads) e può pertanto comportare un rischio di perdita totale o parziale dell'importo inizialmente investito

Il verificarsi di eventi non legati al Sottostante (quali la modifica di previsioni di legge, inclusa la normativa fiscale, eventi di forza maggiore) possono determinare il rimborso anticipato delle Obbligazioni e quindi la perdita totale o parziale dell'importo investito.

Il verificarsi di eventi relativi al Sottostante ovvero a operazioni di copertura può determinare la necessità di rettifiche, de-indicizzazioni, sostituzione del Sottostante, e di conseguenza a perdite del capitale investito, anche in caso di prodotti a capitale protetto.

Se la valuta di riferimento delle attività principali dell'investitore è diversa da quella del prodotto, l'investitore è esposto al rischio di cambio, in particolare in caso di controlli sul cambio, che potrebbero ridurre l'importo investito.

L'andamento del/i tasso/i di riferimento dipende da fattori economici e politici. Tali fattori potrebbero avere un impatto negativo sull'andamento del/i tasso/i di riferimento e conseguentemente sul valore delle Obbligazioni. È prevedibile che questi fattori si intensifichino nei periodi di turbolenza finanziaria.

### **SEZIONE D – INFORMAZIONI CHIAVE SULL'OFFERTA AL PUBBLICO DEI TITOLI E/O SULL'AMMISSIONE ALLE NEGOZIAZIONI SU DI UN MERCATO REGOLAMENTATO**

#### **IN BASE A QUALI CONDIZIONI E ORIZZONTE TEMPORALE POSSO INVESTIRE IN QUESTI TITOLI?**

#### **DESCRIZIONE DELLE MODALITÀ DELL'OFFERTA:**

**Giurisdizione dell'offerta al pubblico non esente:** Italia

**Periodo di Offerta:**

Dal 09 febbraio 2024 (incluso) alle 09:00 CET (Central European Time) al 23 febbraio 2024 at 4.00 p.m. CET (incluso), alle 16:00 CET, salvo chiusura anticipata del Periodo di Offerta, come descritto di seguito.

Le Obbligazioni verranno collocate:

(a) all'interno dei locali del Collocatore, presso le loro sedi e le filiali;

(b) mediante offerta fuori sede ai sensi dell'articolo 30 e dell'articolo 31 del d.lgs 24 febbraio 1998 n. 58 come successivamente modificato (il "Testo Unico della Finanza") dal 09 febbraio 2024 alle 9.00 CET al 22 febbraio 2024 (incluso), alle 16.00 CET; e

(c) mediante tecniche di comunicazione a distanza ai sensi dell'articolo 32 del TUF dal 09 febbraio 2024 alle 9.00 CET al 15 febbraio 2024 (incluso), alle 16.00 CET,

salvo chiusura anticipata del Periodo d'Offerta come descritto di seguito.

Il Collocatore che intendono collocare le Obbligazioni attraverso l'offerta fuori sede ai sensi dell'articolo 30 del Testo Unico della Finanza raccoglieranno i Moduli di adesione - invece che direttamente presso le loro filiali e uffici - attraverso consulenti finanziari abilitati all'offerta fuori sede ai sensi dell'articolo 31 del Testo Unico della Finanza.

Ai sensi dell'articolo 30, comma 6, del Testo Unico della Finanza, la validità e l'efficacia dei contratti sottoscritti tramite Offerta Fuori Sede è sospesa per un periodo di 7 (sette) giorni dalla data di sottoscrizione del Modulo di Adesione da parte del relativo investitore.

Entro tale periodo gli investitori possono comunicare al relativo Collocatore il loro recesso, senza dover pagare alcun costo o commissione.

Le Obbligazioni verranno anche offerte mediante tecniche di comunicazione a distanza ai sensi dell'articolo 32 del Testo Unico della Finanza (ad esempio attraverso le piattaforme di trading online del Collocatore). In tale caso gli investitori possono acquistare le Obbligazioni via internet, dopo essere stati identificati dal Collocatore, utilizzando le loro password/codici identificativi personali. Ai sensi dell'articolo 67-*duodecies* del d.lgs n. 206/2005 come successivamente modificato (il "Codice del Consumo"), la validità e l'efficacia dei contratti sottoscritti mediante tecniche di comunicazione a distanza sono sospese per un periodo di 14 (quattordici) giorni dalla data di sottoscrizione del modulo di adesione da parte dell'investitore di riferimento. Entro tale periodo gli investitori possono comunicare al relativo Collocatore il loro recesso senza alcun costo o commissione.

**Prezzo di Offerta:** Le Obbligazioni saranno offerte al Prezzo di Emissione, una parte del quale, pari al massimo all' 1,05%, è costituita dalla commissione di distribuzione dovuta in via anticipata dal Garante Société Générale a Credit Suisse (Italy) S.P.A. Via Santa Margherita, 3, 20121 Milano MI, Italia (il **Collocatore**)

**Condizioni a cui è soggetta l'offerta:** L'offerta delle Obbligazioni è subordinata alla loro emissione e a qualunque condizione aggiuntiva contenuta nei termini generali di attività degli intermediari finanziari, dagli stessi notificate agli investitori.

L'Emittente si riserva il diritto di chiudere il Periodo di Offerta prima della scadenza inizialmente stabilita per qualunque motivo.

L'Emittente si riserva il diritto di ritirare l'offerta e annullare l'emissione delle Obbligazioni per qualunque motivo e in un qualsiasi momento alla Data di Emissione o precedentemente alla stessa. Resta inteso che qualora un potenziale investitore abbia richiesto la sottoscrizione e l'Emittente eserciti tale diritto, tale potenziale investitore non avrà alcun diritto di sottoscrivere o acquistare altrimenti le Obbligazioni.

In ogni caso, l'avviso agli investitori relativo alla chiusura anticipata o al ritiro, a seconda dei casi, sarà pubblicato sul sito web dell'Emittente (<http://prospectus.socgen.com>).

La validità dell'offerta è soggetta al rilascio dell'autorizzazione alla negoziazione sull'EuroTLX da parte di Borsa Italiana S.p.A. entro e non oltre il giorno immediatamente precedente alla Data di Emissione; diversamente, l'offerta deve considerarsi ritirata e l'emissione annullata. L'Emittente s'impegna a presentare per tempo la relativa domanda a Borsa Italiana S.p.A., al fine di consentire a Borsa Italiana S.p.A. di prendere una decisione, in base ai suoi regolamenti, entro il giorno immediatamente precedente alla Data di Emissione.

**Prezzo di Emissione:** 100% dell'Importo Nominale Totale

**Stima delle spese totali relative all'emissione o all'offerta, includendo la stima di eventuali spese applicate all'investitore dall'Emittente o dall'offerente:**

I potenziali costi (i costi ricorrenti) ricorrenti e le potenziali penali di uscita anticipata possono avere un impatto sul rendimento che l'investitore può ottenere dall'investimento

**Piano di distribuzione:** Il prodotto è destinato ad investitori al dettaglio e sarà offerto in Italia

**CHI È L'OFFERENTE E/O IL SOGGETTO CHE CHIEDE L'AMMISSIONE ALLE NEGOZIAZIONI ?**

Societe Generale in quanto Dealer

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

Sede legale : 29, boulevard Haussmann, 75009 Paris, France.

Forma giuridica: Società per azioni a responsabilità limitata pubblica (société anonyme).

Legislazione di riferimento: diritto francese.

Paese di costituzione: Francia

**PERCHÈ QUESTO PROSPETTO VIENE PRODOTTO?**

Questo prospetto è stato predisposto in relazione all'offerta al pubblico delle Obbligazioni.

**Ragioni dell'offerta o dell'ammissione alle negoziazioni:** i proventi netti dell'emissione delle Obbligazioni saranno utilizzati per le finalità generali di finanziamento del Gruppo Société Générale, che comprende il generare profitti.

**Uso dei proventi e importo stimato dei proventi:** I proventi netti dell'emissione delle Obbligazioni saranno utilizzati per le finalità generali di finanziamento del Gruppo Société Générale, che comprende il generare profitti.

**Impegno di sottoscrizione:** E' in essere un impegno di sottoscrizione a fermo con: Societe Generale.

**Interessi delle persone fisiche e giuridiche coinvolte nell'emissione/offerta :**

Ad eccezione delle eventuali commissioni dovute al Dealer, e per quanto l'Emittente ne sa, nessuna persona coinvolta nell'emissione delle Obbligazioni ha un interesse rilevante nell'Offerta.

Il Dealer e le sue affiliate si sono impegnate, e potrebbero in futuro impegnarsi, in operazioni di investment banking e/o commercial banking transactions, e potrebbero nel corso ordinario del business eseguire altri servizi per l'Emittente e le sue affiliate.

Société Générale ricoprirà i ruoli di fornitore di strumenti di copertura a favore dell'Emittente e di Agente di Calcolo delle Obbligazioni.

La possibilità di conflitti di interesse tra i vari ruoli di Société Générale, da un lato, e, d'altro lato, tra quelli di Société Générale nello svolgimento di questi ruoli e quelli dei Portatori delle Obbligazioni, non può escludersi.

Inoltre, considerata l'attività bancaria di Société Générale, conflitti di interesse potrebbero sorgere tra gli interessi di Société Générale nello svolgimento di tali attività (inclusa la detenzione di informazioni non pubbliche in relazione ai sottostanti delle Obbligazioni) e quelli dei Portatori delle Obbligazioni. Infine, le attività di Société Générale sullo/sugli strumento/i finanziario/i sottostante/i, per conto della proprietà ovvero per conto dei propri clienti, oppure il porre in essere transazioni di copertura, può anche avere un impatto sul prezzo di questi strumenti e sulla loro liquidità, e ciò potrebbe configurare con gli interessi dei Portatori delle Obbligazioni.

Société Générale ricoprirà i ruoli di fornitore di strumenti di copertura a favore dell'Emittente e di Agente di Calcolo delle Obbligazioni.

La possibilità di conflitti di interesse tra i vari ruoli di Société Générale, da un lato, e, d'altro lato, tra quelli di Société Générale nello svolgimento di questi ruoli e quelli dei Portatori delle Obbligazioni, non può escludersi.

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Inoltre, considerata l'attività bancaria di Société Générale, conflitti di interesse potrebbero sorgere tra gli interessi di Société Générale nello svolgimento di tali attività (incluse le relazioni di affari con gli emittenti degli strumenti finanziari che sono i sottostanti delle Obbligazioni ovvero la detenzione di informazioni non pubbliche in relazione ad essi) e quelli dei Portatori delle obbligazioni. Infine, le attività di Société Générale sullo/sugli strumento/i finanziario/i sottostante/i, per conto della proprietà ovvero per conto dei propri clienti, oppure il porre in essere transazioni di copertura, può anche avere un impatto sul prezzo di questi strumenti e sulla loro liquidità, e ciò potrebbe configgere con gli interessi dei Portatori delle obbligazioni.