

**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 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 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 Securities (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 07/11/2022

**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. 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 domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "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 United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

SG Issuer

Legal entity identifier (LEI): 549300QNMDVBVTHX8H127

Issue of up to EUR 10 000 000 Notes due 21/12/2028  
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 1 June 2022, 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 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.bourse.lu](http://www.bourse.lu)) and, in the case of Non-Exempt Offers; on the website of the Issuer (<http://prospectus.socgen.com>).

1. (i) **Series Number:** 247385EN/22.12
- (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 10 000 000
  - (ii) **- Series:** up to EUR 10 000 000
4. **Issue Price:** 100% of the Aggregate Nominal Amount
5. **Specified Denomination(s):** EUR 1 000
6. (i) **Issue Date:** 21/12/2022  
(DD/MM/YYYY)
- (ii) **Interest Commencement Date:** Not Applicable
7. **Maturity Date:** 21/12/2028  
(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:** Index Linked Notes
- (iv) **Reference of the Product** The provisions of the following Additional Terms and Conditions apply:  
Additional Terms and Conditions for Index Linked Notes  
3.3.1 with Option 4 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’ redemption option:** See section “PROVISIONS RELATING TO REDEMPTION” below.

**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:** 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:

**Scenario 1:**

If on Valuation Date(15), AverageTimePerformance(9,15, Strike) is higher than or equal to 0%, then:

Final Redemption Amount = Specified Denomination x [100% + Min(Participation x 40%; Participation x AverageTimePerformance(9,15, Strike))]

**Scenario 2:**

If on Valuation Date(15), AverageTimePerformance(9,15, Strike) is lower than 0%, then:

Final Redemption Amount = Specified Denomination x [100% + AverageTimePerformance(9,15, Strike)]

Definitions relating to the Final Redemption Amount are set out in paragraph 25(ii) "Definitions relating to the Product".

21. **Physical Delivery Provisions:** Not Applicable
22. **Trigger redemption at the option of the Issuer:** Applicable as per Condition 6.2.3 of the General Terms and Conditions
- **Outstanding Amount Trigger Level:** 10% of the Aggregate Nominal Amount
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 Index as defined below:

Index Name	Bloomberg Ticker	Index Sponsor	Exchange	Website
Solactive Market Leaders 25 AR Index	WOLEAD	Solactive AG	Each exchange on which securities comprised in the Index are traded, from time to time, as determined by	www.solactive.com

			the Index Sponsor.	
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- (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 Index 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):** 07/12/2022  
(DD/MM/YYYY)

**Valuation Date(i) (i from 1 to 15)**  
(DD/MM/YYYY)

i	Valuation Date (i)
1	21/12/2022
2	04/01/2023
3	18/01/2023
4	01/02/2023
5	15/02/2023
6	01/03/2023
7	15/03/2023
8	29/03/2023
9	07/06/2028
10	07/07/2028
11	07/08/2028
12	07/09/2028
13	09/10/2028
14	07/11/2028
15	07/12/2028

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

**AverageTimePerformance(9, i, Strike)** (i=15) means the Arithmetic Average, for t from 9 to i, of Performance(t, Strike)

**Performance(i, Strike)** (i from 9 to 15) means  $(S(i) / \text{Strike}) - 100\%$

**Price(i)** (i from 0 to 8) means S(i)

<b>S(i)</b> (i from 0 to 15)	means in respect of any Valuation Date(i) the Closing Price of the Underlying
<b>Strike</b>	means MinTimePrice(t1,t2)
<b>MinTimePrice(t1,t2)</b> (t1=0, t2=8)	means the minimum, for i from t1 to t2, of Price(i)
<b>Participation</b>	A percentage (indicatively 260% subject to a minimum of 250%) to be determined at the latest on Valuation Date(0) and published by the Issuer on <a href="http://prospectus.socgen.com">http://prospectus.socgen.com</a> at the latest on the Issue Date.

**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 Underlying 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)   | <b>Listing:</b>   | None           |
| (ii)  | <b>Admission to trading:</b>  | Not Applicable |
| (iii) | <b>Estimate of total expenses related to admission to trading:</b>        | Not Applicable |
| (iv)  | <b>Information required for Notes to be listed on SIX Swiss Exchange:</b> | 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)   | <b>Reasons for the offer and use of proceeds:</b> | 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)  | <b>Estimated net proceeds:</b>                    | Not Applicable   |
| (iii) | <b>Estimated total expenses:</b>                  | 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 and the payment of a redemption amount to a Noteholder on the maturity date will depend on the performance of the underlying asset(s), on the relevant valuation date(s).

The value of the Notes is linked to the positive or negative performance of the underlying instrument. The amount(s) to be paid is/are determined on the basis of the condition which is satisfied (or not) if the performance of the underlying instrument is higher than or equal to a predefined barrier performance. Performance of the underlying instrument can be leveraged or averaged.

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 RATE(S) 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: XS2508345944

- Common code: 250834594

**(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.**(vii) Address and contact details of Société Générale for all administrative** Société Générale  
Tour Société Générale  
17 Cours Valmy



communications relating to the Notes: 92987 Paris La Défense Cedex  
 France  
 Name: Sales Support Services - Derivatives  
 Tel: +33 1 57 29 12 12 (Hotline)  
 Email: [clientsupport-deai@sgcib.com](mailto:clientsupport-deai@sgcib.com)

**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:** There is no commission and/or concession paid by the Issuer to the Dealer or the Managers.
- Société Générale shall pay to its relevant distributor(s), a remuneration of up to 0.85% per annum (calculated on the basis of the term of the Notes) of the nominal amount of Notes effectively placed by such distributor(s).
- (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>) and any other financial intermediaries to whom the Issuer gives a General Consent (the **General Authorised Offerors**) 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 / S-BANK LTD, Fleminginkatu 34, FIL-00510, Helsinki, Finland
- **General Consent/ Other conditions to consent:** Applicable
- (v) **U.S. federal income tax considerations:** The Notes are not Specified Notes for purposes of the Section 871(m) Regulations.
- (vi) **Prohibition of Sales to EEA Retail Investors:** Not Applicable
- Prohibition of Sales to EEA Non Retail Investors:** Not Applicable
- (vii) **Prohibition of Sales to UK Retail Investors:** Applicable
- Prohibition of Sales to UK Non Retail Investors:** Not Applicable
- (viii) **Prohibition of Sales to Swiss Non Retail Investors:** Not Applicable

**10. TERMS AND CONDITIONS OF THE OFFER**

- **Non-exempt Offer Jurisdiction(s):** Finland

- Offer Period:** From 09/11/2022 to 30/11/2022
- Offer Price:** The Notes will be offered at the Issue Price  
The price is also increased by fees.
- 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>).
- 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:** Not Applicable
- Details of the minimum and/or maximum amount of application:** Minimum amount of application : EUR 20 000 (i.e. 20 Notes)
- 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.
- 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:** Not Applicable
- Whether tranche(s) has/have been reserved for certain countries:** Not Applicable
- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:** Not Applicable
- Amount of any expenses and taxes specifically** Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the

**charged to the subscriber  
or purchaser:**

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.

**11. ADDITIONAL INFORMATION**

- **Minimum investment in the Notes:** EUR 20 000 (i.e. 20 Notes)

- **Minimum trading:** EUR 1 000 (i.e. 1 Note)

- **Underlying Disclaimer:**

The financial instrument is not sponsored, promoted, sold or supported in any other manner by Solactive AG nor does Solactive AG offer any express or implicit guarantee or assurance either with regard to the results of using the Index and/or Index trade mark or the Index Price at any time or in any other respect. The Index is calculated and published by Solactive AG. Solactive AG uses its best efforts to ensure that the Index is calculated correctly. Irrespective of its obligations towards the Issuer, Solactive AG has no obligation to point out errors in the Index to third parties including but not limited to investors and/or financial intermediaries of the financial instrument. Neither publication of the Index by Solactive AG nor the licensing of the Index or Index trade mark for the purpose of use in connection with the financial instrument constitutes a recommendation by Solactive AG to invest capital in said financial instrument nor does it in any way represent an assurance or opinion of Solactive AG with regard to any investment in this financial instrument.

**12. PUBLIC OFFERS IN SWITZERLAND**

Not Applicable

**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>
Solactive Market Leaders 25 AR Index	Solactive AG	Appears

## ISSUE SPECIFIC SUMMARY

## SECTION A – INTRODUCTION INCLUDING WARNINGS

ISIN code : XS2508345944

Issuer : SG Issuer

Domicile: 16, boulevard Royal, L-2449 Luxembourg

Telephone number : + 352 27 85 44 40

Legal entity identifier (LEI) : 549300QNMDBVTHX8H127

**Offeror 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:** 01/06/2022

**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.

**Prospective investors should be aware that these Notes may be volatile and that they may receive no interest and may lose all or a substantial portion of their principal.**

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: 16, boulevard Royal, L-2449 Luxembourg

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

Legal entity identifier (LEI) : 549300QNMDVBVTHX8H127

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, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard and Francois Caralp (individually a "**Director**" and collectively the **Board of Directors**).

Laurent Simonet, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard and Francois Caralp hold full-time management positions within the Societe Generale group.

The members of the supervisory board are Olivier Freitas, Angelo Bonetti, Olivier Blanc, Laurent Weil and Gregory Claudy (the "**Supervisory Board**").

Olivier Freitas, Angelo Bonetti, Olivier Blanc 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**

(en K€)	31 December 2021 (audited)	31 December 2020 (audited)
<b>Operating profit/loss</b>	(215)	274

**Balance sheet**

(en K€)	31 December 2021 (audited)	31 December 2020 (audited)
<b>Net financial debt (long term debt plus short term debt minus cash) *</b>	11 616	3 707
<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 :

<b>Net financial debt</b>	<b>31/12/2021</b>	<b>31/12/2020</b>
Convertible Bond into Share (1)	48 000	48 000
Cash and cash equivalents (2)	-36 384	-44 293
<b>Total</b>	<b>11 616</b>	<b>3 707</b>

(1) classified within the line Financial liabilities at amortized cost, see note 4.3 in the 2021 financial statements and in the 2021 condensed interim financial statements

(2) classified in the Balance Sheet.

**Cash flow**

(en K€)	31 December 2021 (audited)	31 December 2020 (audited)
Net cash flows from operating activities	9 216	13 446
Net cash flows used in financing activities	(17 125)	(35 129)
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 : XS2508345944 Number of Notes : up to 10 000

Product Currency	EUR	Settlement Currency	EUR
Listing	None	Nominal Value	EUR 1,000 per note
Minimum Investment	EUR 20,000	Issue Price	100% of the Nominal Value
Maturity Date	21/12/2028	Minimum Reimbursement	No, you can lose up to the full invested amount
Capital Barrier	100%	Participation	Indicatively 260%, subject to a minimum of 250%
Cap Level	Participation x 40%		
Reference Underlying	Identifier	Index Sponsor	Currency
Solactive Market Leaders 25 AR Index	DE000SLA1854	Solactive AG	EUR

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

The product is a fixed term investment which is designed to generate a payoff at maturity linked to the performance of the Reference Underlying. Your capital will be fully at risk when investing in this product.

Final Redemption :

On the Maturity Date, you will receive a final redemption amount.

- If the Final Level of the Reference Underlying is at or above the Capital Barrier, you will receive:

100% of the Nominal Value, plus the performance of the Reference Underlying, multiplied by the Participation and capped at the Cap Level.

- Otherwise, you will receive the Final Level of the Reference Underlying multiplied by the Nominal Value. In this scenario, you will suffer a partial or total loss of your invested amount.

Additional Information :

The level of the Reference Underlying corresponds to its value expressed as a percentage of its Initial Value.

The Initial Value is equal to the lowest value of the Reference Underlying observed on the Initial Observation Dates.

The Final Level is calculated as the average of the Reference Underlying levels observed on the Final Observation Dates.

The performance of the Reference Underlying is calculated as its Final Level minus 100%. The performance is multiplied by the Nominal Value.

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 Participation is to be determined at latest on 07/12/2022 and will be published on <http://prospectus.socgen.com> at the latest on the Issue Date.

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

<b>Issue Date</b>	21/12/2022
<b>Initial Observation Dates</b>	07/12/2022; 21/12/2022; 04/01/2023; 18/01/2023; 01/02/2023; 15/02/2023; 01/03/2023; 15/03/2023; 29/03/2023
<b>Final Observation Dates</b>	07/06/2028; 07/07/2028; 07/08/2028; 07/09/2028; 09/10/2028; 07/11/2028; 07/12/2028
<b>Maturity Date</b>	21/12/2028

#### **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:**

Not Applicable. The Notes are not admitted to trading.

#### **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 01/06/2022 (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 millions of euros</i>	<b>First Quarter 2022 (unaudited)</b>	<b>31.12.2021 (audited)</b>	<b>First Quarter 2021 (unaudited)</b>	<b>31.12.2020(audited)</b>
Net interest income (or equivalent)( <i>Total interest income and expense</i> )***	N/A	10,718	N/A	10,473
Net fee and commission income( <i>Total Fee income and expense</i> )	N/A	5,320	N/A	4,917
Net impairment loss on financial assets( <i>Cost of risk</i> )	(561)	(700)	(276)	(3,306)
Net trading income( <i>Net gains and losses on financial transactions</i> )	N/A	5,723	N/A	2,851
Measure of financial performance used by the issuer in the financial statements such as operating profit( <i>Gross operating income</i> )	1,952	8,208	1,497	5,399
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)( <i>Net income, Group share</i> )	842	5,641	814	(258)

**Balance sheet**

<i>In billions of euros</i>	<b>First Quarter 2022 (unaudited)</b>	<b>31.12.2021 (audited)</b>	<b>First Quarter 2021(unaudited)</b>	<b>31.12.2020 (audited)</b>	<b>#Value as outcome from the most recent supervisory</b>

					<i>review and evaluation process (SREP)</i>
Total assets( <i>Total Assets</i> )	1,609.2	1,464.4	1,503.0	1,444.4	N/A
Senior debt( <i>Debt securities issued</i> )	135.4	135.3	137.2	139.0	N/A
Subordinated debt ( <i>Subordinated debts</i> )	16.1	16.0	16.2	15.4	N/A
Loans and receivables to customers( <i>Customer loans at amortised cost</i> )	501.5	497.2	456.5	448.8	N/A
Deposits from customers( <i>Customer deposits</i> )	528.6	509.1	467.7	456.1	N/A
Total equity( <i>Shareholders' equity, subtotal Equity, Group share</i> )	65.9	65.1	62.9	61.7	N/A
Non-performing loans (based on net carrying amount) / Loans and receivables( <i>Doubtful loans</i> )	16.9	16.5	17.4	17.0	N/A
Common Equity Tier 1 capital (CET1) ratio (or other relevant prudential capital adequacy ratio depending on the issuance)( <i>Common Equity Tier 1 ratio</i> )	12.9%(1)	13.71%(1)	13.5%(1)	13.44%(1)	9.23% **
Total capital ratio( <i>Total capital ratio</i> )	17.9%(1)	18.85%(1)	19.1%(1)	19.21%(1)	N/A
Leverage ratio calculated under applicable regulatory framework	4.3%(1)	4.9%(1)	4.5%(1)	4.8%(1)	N/A

\*\* Taking into account the combined regulatory buffers, the CET1 ratio level that would trigger the Maximum Distributable Amount mechanism would be 9.23% as of 1st March 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?**

The investor bears the risk of total or partial loss of the amount invested at redemption of the Notes on the maturity date or the event the Notes is sold by the investor before that date.

Certain exceptional circumstances may have a negative effect on the liquidity of the product. The investor may not be able to sell the product easily or may have to sell it 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, number of securities in circulation) 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), 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 way the Index sponsor applies the index rules relating to the calculation, and modification of the composition of the Index and the integration of the events affecting its components may affect the value of the index and therefore the value of the Notes.

Investors are exposed to the risk of operational capacity and expertise of the Index Sponsor to ensure the calculation and maintenance of the index according to the index rules in force throughout the life of the Notes.

## **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):** Finland

**Offer Period:** From 09/11/2022 to 30/11/2022

**Offer Price:** The Notes will be offered at the Issue Price. The price is also increased by fees.

#### **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>).

**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 Finland

### **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 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.

## LIIKKEESEENLASKUKOHTAINEN TIIVISTELMÄ

### OSA A – JOHDANTO JA VAROITUKSET

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**ISIN-koodi:** XS2508345944

**Liikkeeseenlaskija :** SG Issuer

Kotipaikka: 16, boulevard Royal, L-2449 Luxembourg

Puhelinnumero: + 352 27 85 44 40

LEI-tunnus (*Legal entity identifier*): 549300QNMDBVTHX8H127

**Tarjoaja ja/tai kaupankäynnin kohteeksi ottamista pyytävä yhteisö:**

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

Kotipaikka : 29, boulevard Haussmann, 75009 Pariisi, Ranska.

LEI-tunnus (*Legal entity identifier*) : O2RNE8IBXP4R0TD8PU41

**Esitteen hyväksynyt toimivaltainen viranomainen ja sen yhteystiedot:**

Esitteen on hyväksynyt Commission de Surveillance du Secteur Financier (CSSF)

283, route d'Arlon L-2991, Luxembourg

Puhelinnumero: (352) 26 25 11

Sähköposti: direction@cssf.lu

**Esitteen hyväksymispäivä:** 01/06/2022

### **VAROITUKSET**

Tätä tiivistelmää on luettava perusesitteen (**perusesite**, Base Prospectus) johdantona.

Sijoittajien on perustettava sijoituspäätöksensä sijoittaa velkakirjoihin (**velkakirjat**, Notes) perusesitteeseen kokonaisuudessaan.

**Sijoittajien tulee olla tietoisia siitä, että velkakirjat voivat olla volatiileja ja, että he eivät välttämättä saa korkoa ja voivat menettää sijoitetun pääoman kokonaisuudessaan tai osittain.**

Jos tuomioistuimessa pannaan vireille perusesitteeseen tai asiaankuuluviin lopullisiin ehtoihin (Final Terms) sisältyviä tietoja koskeva kanne, kantajana toimiva sijoittaja saattaa kansallisen lain mukaan joutua ennen oikeudenkäynnin vireillepanoa vastaamaan perusesitteen käännöskustannuksista.

Tiivistelmän toimittaneet henkilöt ovat siviilioikeudellisessa vastuussa vain tiivistelmästä ja sen mahdollisesta käännöksestä, mutta vain, jos tiivistelmä luettuna yhdessä esitteen muiden osien kanssa on harhaanjohtava, epätarkka tai epä johdonmukainen tai jos siinä ei luettuna yhdessä esitteen muiden osien kanssa anneta keskeisiä tietoja sijoittajien auttamiseksi, kun ne harkitsevat sijoittamista näihin velkakirjoihin;

**Olette ostamassa tuotetta, joka ei ole yksinkertainen ja jota saattaa olla vaikea ymmärtää.**

### OSA B – KESKEISIÄ TIETOJA ARVOPAPERIN LIIKKEESEENLASKIJASTA

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#### **KUKA ON ARVOPAPERIDEN LIIKKEESEENLASKIJA?**

**Liikkeeseenlaskija :** SG Issuer (tai liikkeeseenlaskija, Issuer)

Kotipaikka: 16, boulevard Royal, L-2449 Luxemburg

Yhtiömuoto: Julkinen osakeyhtiö (*société anonyme*).

LEI-tunnus (*Legal entity identifier*): 549300QNMDBVTHX8H127

Laki, jonka alla liikkeeseenlaskija toimii: Luxemburgin laki.

Rekisteröintivaltio: Luxembourg.

#### Lakisääteiset tilintarkastajat : Ernst & Young S.A.

SG Issuerin pääasiallisen toiminnan tarkoituksena on hankkia rahoitusta laskemalla liikkeelle warrantteja sekä velkapapereita, jotka on tarkoitus asettaa institutionaalisten asiakkaiden sekä vähittäisasiakkaiden saataville Société Généraleen yhteydessä toimivien jälleenmyyjien kautta. Velkapapereiden liikkeeseenlaskun myötä kerätty rahoitus lainataan tämän jälkeen Société Généralelle sekä muille konserniin kuuluville yhtiöille.

Société Générale Luxembourg omistaa 99,8 prosenttia ja Societe Generale omistaa 0,2 prosenttia SG Issuerin osakkeista. SG Issuer on täysin konsolidoitu yhtiö.

Liikkeeseenlaskijan yhtiöjärjestyksen mukaisesti liikkeeseenlaskijaa hallinnoi johtokunta, jota valvoo hallintoneuvosto. Hallituksen jäsenet ovat Laurent Simonet, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard ja Francois Caralp (kukin "johtaja" ja yhdessä hallitus).

Laurent Simonet, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard ja Francois Caralp harjoittavat toimintaansa Societe Generale -konsernissa täysipäiväisesti.

Hallintoneuvoston jäsenet ovat Olivier Freitas, Angelo Bonetti, Olivier Blanc, Laurent Weil ja Gregory Claudy ("hallintoneuvosto").

Olivier Freitas, Angelo Bonetti, Olivier Blanc ja Laurent Weil harjoittavat toimintaansa Societe Generale -konsernissa täysipäiväisesti.

#### MITKÄ OVAT LIIKKEESEENLASKIJAA KOSKEVAT KESKEISET TALOUDELLISET TIEDOT?

##### Tuloslaskelma

(en K€)	31. joulukuuta 2021 (tilintarkastettu)	31. joulukuuta 2020 (tilintarkastettu)
<b>Liikevoitto/tappio</b>	(215)	274

##### Tase

(K€)	31. joulukuuta 2021 (tilintarkastettu)	31. joulukuuta 2020 (tilintarkastettu)
<b>Nettorahoitusvelka (pitkäaikainen velka plus lyhytaikainen velka miinus käteinen)*</b>	11 616	3 707
<b>Käyttöpääomasuhde (vaihto- ja rahoitusomaisuus / lyhytaikainen vieras pääoma)</b>	N/A	N/A
<b>Velkaantumisaste (velat / oma pääoma)</b>	N/A	N/A
<b>Rahoituskulujen hoitokate (liikevoitto/korkokulut)</b>	N/A	N/A

\* Nettorahoitusvelka lasketaan seuraavien tekijöiden perusteella:

<b>Nettorahoitusvelka</b>	<b>31.12.2021</b>	<b>31.12.2020</b>
Vaihtovelkakirjasta Osakkeeseen (1)	48 000	48 000
Käteisvarat ja muut rahavarat (2)	-36 384	-44 293
<b>Summa</b>	<b>11 616</b>	<b>3 707</b>

(1) luokiteltu riville Jaksotettuun hankintamenoön arvostetut rahoitusvelat (Financial liabilities at amortized cost), ks. kohta 4.3 vuoden 2021 tilinpäätöksessä ja vuoden 2021 lyhennytyssä osavuositilinpäätöksessä

(2) luokiteltu taseessa

**Rahavirtalaskelma**

(K€)	31. joulukuuta 2021 (tilintarkastettu)	31. joulukuuta 2020 (tilintarkastettu)
<b>Toiminnan nettorahavirta</b>	9 216	13 446
<b>Rahoitustoiminnan nettorahavirta</b>	(17 125)	(35 129)
<b>Sijoitustoiminnan nettorahavirta</b>	0	0

**MITKÄ OVAT LIIKKEESEENLASKIJAAN LIITTYVÄT KESKEISET RISKIT?**

Jos liikkeeseenlaskija joutuu maksukyvyttömäksi tai konkurssiin, sijoittajalla on takautumisoikeus vain Société Généraleä kohtaan, ja riski sijoitetun pääoman kokonaisuudelle tai osittaiselle menettämiselle tai arvopapereiksi muuntamiselle (pääoma tai velka) taikka maturiteetin lykkäämiselle, jos velan alaskirjaus (*bail-in*) vaikuttaa liikkeeseenlaskijan arvopapereihin tai Société Généraleen strukturoituihin velkakirjoihin, on olemassa, ilman takuuta tai korvausta.

**OSA C - KESKEISIÄ TIETOJA ARVOPAPEREISTA**
**MITKÄ OVAT ARVOPAPEREIDEN KESKEISET OMINAISUUDET?**

**ISIN-koodi** : XS2508345944 **Velkakirjojen määrä** : enintään 10 000

<b>Tuotteen Valuutta</b>	EUR	<b>Selvitysvaluutta</b>	EUR
<b>Listaus</b>	Yhtään	<b>Nimellisarvo</b>	EUR 1 000 per velkakirja
<b>Vähimmäissijoitus</b>	EUR 20 000	<b>Liikkeeseenlaskuhinta</b>	100% nimellisarvosta
<b>Eräpäivä</b>	21.12.2028	<b>Vähimmäiskorvaus</b>	Ei sovellu, voit menettää koko sijoitetun määrän
<b>Pääomaraja-arvo</b>	100 %	<b>Osallistuminen</b>	Alustavasti 260 %, vähintään 250 %
<b>Cap-taso</b>	Osallistuminen x 40 %		
<b>Kohde-etuus</b>		<b>Tunniste</b>	<b>Indeksin sponsori</b>
Solactive Market Leaders 25 AR Index		DE000SLA1854	Solactive AG
			<b>Valuutta</b>
			EUR

Tämä tuote on vakuudeton velkainstrumentti, johon sovelletaan Englannin lakia.

Tuote on määräaikainen sijoitus, jonka on tarkoitus eräpäivänä tarjota määrätty maksu, joka on yhteydessä Kohde-etuuden tuottoon. Voit menettää sijoittamasi pääoman kokonaan, kun sijoitat tähän tuotteeseen.

**Lopullinen Lunastus**

Saat lopullisen lunastuksen määrän eräpäivänä.

- Mikäli Kohde-etuuden Lopullinen Taso on yhtä suuri tai suurempi kuin Pääomaraja-arvo, saat:  
100% Nimellisarvosta lisätyn Kohde-etuuden tuotolla kerrottuna Osallistumisella ja rajattuna Cap-tasolla.
- Muutoin saat Kohde-etuuden Lopullisen tason kerrottuna Nimellisarvolla. Tässä tapauksessa menetät sijoittamasi pääoman joko osittain tai kokonaan.

**Lisätietoja**

- Kohde-etuuden taso vastaa prosenttiosuutta sen Alkuarvosta.
- Alkuarvo on yhtä kuin Alkuarvon tarkkailupäivien mukainen Kohde-etuuden alin arvo.
- Lopullinen taso lasketaan Kohde-etuuden Lopullisten Tarkkailupäivien tasojen keskiarvosta.



- Kohde-etuuden tuottokehitys lasketaan olevan sen Lopullinen taso vähennettynä 100 %:lla, kerrottuna Nimellisarvolla.
- Epätavalliset tapahtumat saattavat johtaa muutoksiin tuotteen ehdoissa tai tuotteen ennenaikaiseen erääntymiseen ja saattaa aiheuttaa menetyksiä sijoituksessasi.
- Osallistuminen määritetään viimeistään 7.12.2022 ja se julkaistaan viimeistään liikkeeseenlaskupäivänä osoitteessa <http://prospectus.socgen.com>.
- Tätä tuotetta tarjotaan yleisölle tarjousaikana seuraavilla lainkäyttöalueella/-alueilla: Suomi

<b>Liikkeeseenlaskupäivä</b>	21.12.2022
<b>Alkuarvon Tarkastelupäivät</b>	07.12.2022; 21.12.2022; 04.01.2023; 18.01.2023; 01.02.2023; 15.02.2023; 01.03.2023; 15.03.2023; 29.03.2023
<b>Lopulliset Tarkkailupäivät</b>	07.06.2028; 07.07.2028; 07.08.2028; 07.09.2028; 09.10.2028; 07.11.2028; 07.12.2028
<b>Eräpäivä</b>	21.12.2028

### **Kuittausoikeudesta luopuminen**

Velkakirjan haltijat luopuvat lain sallimassa laajuudessa kaikista velkakirjoihin liittyvistä kuittaus-, korvaus- ja pidätys oikeuksista.

### **Toimivaltainen tuomioistuin:**

Liikkeeseenlaskija hyväksyy Englannin tuomioistuinten toimivaltuuden kaikissa liikkeeseenlaskijaa vastaan ajetuissa riita-asioissa, mutta hyväksyy myös, että velkakirjan haltijat voivat nostaa kanteen missä tahansa muussa toimivaltaisessa tuomioistuimessa.

### **Etuoikeusasema:**

Velkakirjat ovat liikkeeseenlaskijan suoria, ehdottomia, vakuudettomia ja etuoikeudellisia velvoitteita ja ovat vähintään samassa asemassa (*pari passu*) kuin kaikki muut liikkeeseenlaskijan nykyiset ja tulevat avoimet suorat, ehdottomat, vakuudettomat ja etuoikeudelliset velvoitteet.

Velkakirjan haltija tiedostaa, että tilanteessa, jossa sovelletaan Direktiivin 2014/59/EU mukaista kriisinratkaisumenettelyä suhteessa liikkeeseenlaskijan velvoitteisiin tai Société Générale etuoikeudellisiin, ensisijaisiin, strukturoituihin ja LMEE ratio -hyväksytyihin vastuisiin, velkakirjasta maksettavaa erää voidaan pysyvästi alentaa kokonaan tai osittain, tai maksettava erä voidaan kokonaan tai osittain muuntaa liikkeeseenlaskijan, takaajan tai muun toimijan osakkeiksi tai muiksi arvopapereiksi, tai velkakirjat voidaan perua; ja/tai velkakirjan eräpäivää voidaan tarkistaa tai aikataulua tai koron määrää voidaan muuttaa.

### **ARVOPAPERIN VAPAAN SIIRTOKELPOISUUDET RAJOITUKSET:**

Ei sovellu. Velkakirjojen vapaata siirtokelpoisuutta ei ole rajoitettu, riippuen kuitenkin myynti- ja siirtorajoituksista, jotka voivat soveltua tietyillä lainkäyttöalueilla, mukaan lukien tarjoamisen ja myynnin rajoitukset muille henkilöille kuin sallituille siirronsaajille taikka muiden kuin sallittujen siirronsaajien lukuun ja eduksi.

Sallittu siirronsaaja on henkilö, joka (i) ei ole Yhdysvaltalainen henkilö Regulation S -säädöksen mukaisesti; (ii) ei ole henkilö, joka täyttää minkään Yhdysvaltalaisen henkilön määritelmän CEA:n tai CFTC:n sääntöjen, ohjeiden tai CEA:n mukaisesti annettujen määräysten nojalla (selvennyksenä todetaan, että kaikkia henkilöitä, jotka eivät ole "Ei Yhdysvaltalaisia henkilöitä" CTFC Säännössä 4.7(a)(1)(iv) määritellyllä tavalla, pois lukien, (D) alakohdan mukainen poikkeus niiden hyväksyttävien ja kelvollisten henkilöiden osalta jotka eivät ole "Ei Yhdysvaltalaisia henkilöitä", pidetään Yhdysvaltalaisina henkilöinä); ja (iii) ei ole "Yhdysvaltalainen henkilö" niiden lopullisten sääntöjen mukaisesti, joilla implementoidaan U.S Securities Exchange Act of 1934 -säädöksen, muutoksineen, Kohdan 15G vaatimus luottoriskin säilyttämisestä (**Yhdysvaltojen Riskin Säilyttämistä Koskevat Säännöt**, the U.S. Risk Retention Rules) (**Riskin Säilyttämiseen Liittyvä Yhdysvaltalainen Henkilö**, a Risk Retention U.S. Person).

### **MISSÄ ARVOPAPERILLA TULLAAN KÄYMÄÄN KAUPPAA?**

#### **Kaupankäynnin kohteeksi ottaminen:**

Ei sovellu. Velkakirjoja ei haeta kaupankäynnin kohteeksi säännellyllä markkinalla.



**LIITTYKÖ ARVOPAPERIIN TAKAUS?**
**Takauksen luonne ja soveltamisala:**

Société Générale (**takaaja**, the Guarantor) on antanut velkakirjoille Ranskan lain alaisen, 1.6.2022 tehdyn, ehdottoman ja peruuttamattoman takauksen (**takaus**, the Guarantee).

Takauksesta seuraavat velvoitteet muodostavat suoran, ehdottoman, vakuudettoman ja etuoikeudellisen velvollisuuden takaajalle, joka on ensisijainen velvollisuus siten kuin Ranskan lain "*monétaire et financier*" artiklassa L. 613-30-3-1-3° säädetään, ja on vähintään samassa asemassa (*pari passu*) kuin kaikki muut takaajan nykyiset ja tulevat avoimet suorat, ehdottomat, vakuudettomat ja ensisijaiset velvoitteet, mukaan lukien talletuksiin liittyvät velvoitteet.

Kaikki viittaukset liikkeeseenlaskijan maksettaviin summiin tai määriin, joille takaaja on antanut takauksen, ovat viittauksia sellaisiin summiin ja määriin, joista on tehty suoraan vähennyksiä, ja/tai tilanteessa, jossa summa tai määrä muutetaan pääomaksi, pääomasta on tehty vähennyksiä, taikka joihin on muutoin aika ajoin tehty muutoksia, jotka johtuvat toimivaltaisen viranomaisen oikeudesta soveltaa velkojen alaskirjausta (*bail-in*) Euroopan parlamentin ja neuvoston direktiivin 2014/59/EU mukaisesti.

**Kuvaus takaajasta:**

Takaaja, Société Générale, on Société Générale Konsernin emoyhtiö.

Kotipaikka: 29, boulevard Haussmann, 75009 Pariisi, Ranska.

Yhtiömuoto: Julkinen osakeyhtiö (société anonyme).

Rekisteröintivaltio: Ranska

LEI-tunnus (*Legal entity identifier*): O2RNE8IBXP4R0TD8PU41

Takaaja voi säännöllisesti, kuten Ranskan Pankki- ja Finanssisääntelykomitean asettamissa ehdoissa on määritetty, harjoittaa muita liiketoimia kuin yllä mainittuja, mukaan lukien ja erityisesti vakuutusten välittäminen.

Yleisesti ottaen takaaja voi harjoittaa, omaan lukuun, kolmansien lukuun tai omaan sekä kolmansien lukuun kaikkia taloudellisia, kaupallisia, teollisia, maataloudellisia ja irtaimen tai kiinteään omaisuuteen liittyviä toimintoja, suoraan tai välillisesti liittyen yllä mainittuihin toimintoihin, tai jotka todennäköisesti helpottavat tällaisten toimintojen toteuttamista.

**Takaajan keskeiset taloudelliset tiedot:**
**Tuloslaskelma**

Miljoonaa Euroa	Ensimmäinen vuosineljännes 2022 (tilintarkastamaton)	31.12.2021 (tilintarkastettu)	Ensimmäinen vuosineljännes 2021 (tilintarkastamaton)	31.12.2020 (tilintarkastettu)
Korkokate (tai vastaava) ( <i>Total interest income and expense</i> )***	N/A	10 718	N/A	10 473
Nettomääräiset palkkio- ja provisiotuotot ( <i>Total Fee income and expense</i> )	N/A	5 320	N/A	4 917
Nettomääräiset rahoitusvarojen arvonalentumistappiot ( <i>Cost of risk</i> )	(561)	(700)	(276)	(3 306)
Net trading income ( <i>Net gains and losses on financial transactions</i> )	N/A	5 723	N/A	2 851
Liikkeeseenlaskijan tilinpäätöksessä käyttämä tuloksellisuutta kuvaava luku, kuten liikevoitto ( <i>Gross operating income</i> )	1 952	8 208	1 497	5 399
Nettovoitto tai -tappio (konsernitilinpäätöksissä emoyhteisön omistajille kuuluva)	842	5 641	814	(258)

nettovoitto tai -tappio) (Net income, Group share)				
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**Tase**

Miljardia euroa	Ensimmäinen vuosineljännes 2022 (tilintarkastamaton)	31.12.2021 (tilintarkastettu)	Ensimmäinen vuosineljännes 2021 (tilintarkastamaton)	31.12.2020 (tilintarkastettu)	# Arvo tuoreimman vakavaraisuuden kokonaisarviointin (SREP) tuloksena
Varat yhteensä (Total Assets)	1 609,2	1 464,4	1 503,0	1 444,4	N/A
Etuoiikeutettu velka (Debt securities issued)	135,4	135,3	137,2	139,0	N/A
Etuoikeusasemaltaan huonompi velka (Subordinated debts)	16,1	16,0	16,2	15,4	N/A
Lainat ja muut saatavat asiakkailta (netto) (Customer loans at amortised cost)	501,5	497,2	456,5	448,8	N/A
Talletukset asiakkailta (Customer deposits)	528,6	509,1	467,7	456,1	N/A
Oma pääoma (Shareholders' equity, subtotal Equity, Group share)	65,9	65,1	62,9	61,7	N/A
Järjestämättömät lainat (nettomääräisen kirjanpitoarvon mukaan)/ Lainat ja saatavat (Doubtful loans)	16,9	16,5	17,4	17,0	N/A
Ydinpääomasuhde (CET1) tai muu merkityksellinen vakavaraisuussuhde liikkeeseenlaskusta riippuen (Common Equity Tier 1 ratio)	12,9%(1)	13,71%(1)	13,5%(1)	13,44%(1)	9,23% **
Kokonaisvakavaraisuussuhde (Total capital ratio)	17,9%(1)	18,85%(1)	19,1%(1)	19,21%(1)	N/A
Sovellettavan sääntelyjärjestelmän puitteissa laskettu vähimmäisomavaraisuusaste (Fully-loaded CRR leverage ratio)	4,3%(1)	4,9%(1)	4,5%(1)	4,8%(1)	N/A

\*\* Ottaen huomioon yhdistetyt lakisääteiset puskurit, CET1-suhde, joka laukaisee suurinta jakokelpoista määrää koskevan mekanismin on 1. maaliskuuta 2022 alkaen 9,23 %.

\*\*\* Kursiivilla kirjoitetut otsikot ovat tilinpäätöksessä käytettyjä otsikoita.

(1) Vaiheistettu (Phased-in) suhde  
Tilintarkastuskertomus ei sisällä varauksia.

**Takaajaan liittyvät keskeiset riskit:**

Société Générale'n luottoriski vaikuttaa sijoittajiin Société Générale'n ollessa sekä takaaja että vastapuoli liikkeeseenlaskijan suojausliiketoimille, ja sijoittajilla ei ole takautumisoikeutta liikkeeseenlaskijaa kohtaan tilanteessa, jossa liikkeeseenlaskija on maksukyvytön.

**MITKÄ OVAT ARVOPAPEREIHIN LIITTYVÄT KESKEISET RISKIT?**

Sijoittajat voivat menettää sijoittamansa pääoman kokonaan tai osittain velkakirjojen lunastustilanteessa eräpäivänä, tai aikaisemmin, jos sijoittaja myy velkakirjat ennen eräpäivää.

Tietty poikkeukselliset olosuhteet voivat vaikuttaa negatiivisesti tuotteen likviditeettiin. Sijoittaja ei ehkä voi myydä tuotetta helposti tai joutuu myymään tuotteen siten, että myynti johtaa sijoitetun pääoman kokonaiseen tai osittaiseen menetykseen.



Yhtiömuoto: Julkinen osakeyhtiö (*société anonyme*).

Sovellettava laki: Ranskan laki.

Rekisteröintivaltio: Ranska

### **MIKSI TÄMÄ ESITE ON LAADITTU ?**

Tämä esite on laadittu, jotta velkakirjat voidaan tarjota yleisesti sijoittajille.

**Tarjouksen syyt ja tuottojen käyttö:** Velkakirjojen kunkin liikkeeseenlaskun nettotuotot käytetään Société Générale Groupin yleisiä rahoitustarpeita varten, sisältäen voiton tuottamisen.

### **Arvio nettotuotoista : Ei sovellu**

**Merkintäsitoumus (underwriting):** Société Générale:n kanssa on solmittu firm commitment -merkintäsitoumussopimus

### **Liikkeeseenlaskuun/tarjoamiseen osallistuvien luonnollisten ja oikeushenkilöiden intressit:**

Muiden kuin mahdollisesti jakelijalle maksettavien maksujen lisäksi liikkeeseenlaskijan tietojen mukaan millään velkakirjojen liikkeeseenlaskuun osallistuvalla henkilöllä ei ole tarjoukseen liittyvää olennaista etua.

Jakelija ja sen tytäryhtiöt osallistuvat ja saattavat tulevaisuudessa osallistua osana tavanomaista liiketoimintaansa investointipankki- ja/tai liikepankkitoimintaan liikkeeseenlaskijan sekä sen tytäryhtiöiden kanssa ja saattavat toimittaa niille muitakin palveluita.

Société Générale toimii suojausinstrumenttien toimittajana velkakirjojen liikkeeseenlaskijalle sekä velkakirjojen laskenta-asiamiehenä.

Eturistiriitojen mahdollisuutta ei voida poissulkea Société Généralen eri toimijoiden välillä tai Société Généralen toimijoiden ja velkakirjojen haltijoiden välillä.

Lisäksi, Société Généralen pankkitoiminnan (sisältäen liikesuhteet velkakirjojen kohde-etuksien liikkeeseenlaskijoiden kanssa tai näihin liittyvien julkaisemattoman tiedon hallussapito) ja velkakirjojen haltijoiden välillä saattaa esiintyä eturistiriitoja. Lopuksi, Société Généralen kohde-etuksiin liittyvät toimet, joko omaan lukuun tai asiakkaiden lukuun, tai suojausliiketoimien rakentaminen saattavat vaikuttaa näiden instrumenttien hintoihin sekä niiden likviditeettiin ja saattavat näin ollen olla ristiriidassa velkakirjojen haltijoiden etujen kanssa.