

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.

Amended and restated as of 04/11/2022 (the initial date of these Final Terms is 29/09/2022)

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 7 000 000 Notes due 15/11/2027
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 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) and, in the case of Non-Exempt Offers; on the website of the Issuer (<http://prospectus.socgen.com>).

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|-----|-------|--|--|
| 1. | (i) | Series Number: | 245750EN/22.11 |
| | (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 7 000 000 |
| | (ii) | - Series: | Up to EUR 7 000 000 |
| 4. | | Issue Price: | 100% of the Aggregate Nominal Amount |
| 5. | | Specified Denomination(s): | EUR 1 000 |
| 6. | (i) | Issue Date:
(DD/MM/YYYY) | 08/11/2022 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 7. | | Maturity Date:
(DD/MM/YYYY) | 15/11/2027 |
| 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 |
| | | | The provisions of the following Additional Terms and Conditions apply:
Additional Terms and Conditions for Index Linked Notes |
| | (iv) | Reference of the Product | 3.2.5 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:	Applicable as per Condition 4.1 of the General Terms and Conditions
	(i) Rate(s) of Interest:	2.25% payable in arrear.
	(ii) Specified Period(s) / Interest Payment Date(s): (DD/MM/YYYY)	15/11/2023; 15/11/2024; 17/11/2025; 16/11/2026
	(iii) Business Day Convention:	Following Business Day Convention (unadjusted)
	(iv) Fixed Coupon Amount:	Unless previously redeemed, on each Interest Payment Date, the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows: Rate of Interest x Specified Denomination
	(v) Day Count Fraction:	Not Applicable
	(vi) Broken Amount(s):	In case of a long or short Interest Period (with regard to paragraph 13(ii) "Specified Period(s)/Interest Payment Date(s)" above), the amount of Interest will be calculated in accordance with the formula specified in paragraph 13(iv) "Fixed Coupon Amount" above.
	(vii) Determination Date(s):	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(1), Performance(1) is higher than or equal to 0% , then: Final Redemption Amount = Specified Denomination x [100% + 12.50%] Scenario 2: If on Valuation Date(1), Performance(1) is lower than 0% , then: Final Redemption Amount = Specified Denomination x [100% + Max(-5%; Performance(1))] 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	Not Applicable

option of the Issuer:

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 Industrial Robotics & Automation AR5% EUR Index	SOLIROBE	Solactive AG	Each exchange on which securities comprised in the Index are traded, from time to time, as determined by the Index Sponsor.	www.solactive.com

- (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): (DD/MM/YYYY)** 08/11/2022
- Valuation Date(i) (i = 1) (DD/MM/YYYY)** 08/11/2027
- (ii) **Definitions relating to the Product:** Applicable, subject to the provisions of Condition 4 of the Additional Terms and Conditions relating to Formulae
- Performance(i) (i = 1)** means $(S(i) / S(0)) - 100\%$
- S(i) (i from 0 to 1)** means in respect of any Valuation Date(i) the Closing Price of the Underlying

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) **Listing:** Application will be made for the Notes to be listed on the official list of the Luxembourg Stock Exchange.
- (ii) **Admission to trading:** Application will be made for the Notes to be admitted to trading on the Euro MTF of the Luxembourg Stock Exchange with effect from or as soon as practicable after the Issue Date.
- 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.**
- (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 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 an amount which depends on the performance of the underlying instrument.. Performance of the underlying instrument can be floored.

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:** XS2508103855

- **Common code:** 250810385

(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 communications relating to the Notes:**
- Société Générale
 Tour Société Générale
 17 Cours Valmy
 92987 Paris La Défense Cedex
 France
 Name: Sales Support Services - Derivatives
 Tel: +33 1 57 29 12 12 (Hotline)
 Email: 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 0.60% 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>) 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 / NOVO BANCO, S.A.. Avenida da Liberdade 195, 9th floor
 1250-142 Lisboa
- **General Consent/ Other conditions to consent:** Not 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):	Portugal
- Offer Period:	From 03/10/2022 to 03/11/2022
- Offer Price:	The Notes will be offered at the Issue Price
- Conditions to which the offer is subject:	<p>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.</p> <p>The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason.</p> <p>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.</p> <p>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).</p>
- 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 1 000 (i.e. 1 Note)
- 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	Taxes charged in connection with the subscription, transfer,

and taxes specifically charged to the subscriber or purchaser:

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.

11. ADDITIONAL INFORMATION

- **Minimum investment in the Notes:** EUR 1 000 (i.e. 1 Note)
- **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.

Benchmark	Administrator	Register
Solactive Industrial Robotics & Automation AR5% EUR Index	Solactive AG	Appears

ISSUE SPECIFIC SUMMARY**SECTION A – INTRODUCTION INCLUDING WARNINGS**

ISIN code : XS2508103855

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)
Operating profit/loss	(215)	274

Balance sheet

(en K€)	31 December 2021 (audited)	31 December 2020 (audited)
Net financial debt (long term debt plus short term debt minus cash) *	11 616	3 707
Current ratio (current assets/current liabilities)	N/A	N/A
Debt to equity ratio (total liabilities/total shareholder equity)	N/A	N/A
Interest cover ratio (operating income/interest expense)	N/A	N/A

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

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

(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 : XS2508103855 Number of Notes : up to 7000

Product Currency	EUR	Settlement Currency	EUR
Listing	Euro MTF Luxembourg	Nominal Value	EUR 1,000 per note
Minimum Investment	EUR 1,000	Issue Price	100% of the Nominal Value
Maturity Date	15/11/2027	Minimum Reimbursement	95% of the Nominal Value at maturity only
Capital Barrier	100%	Capital Barrier Type	Observed on the Final Observation Date only
Coupon Type	Fixed	Coupon	2.25%
Final Coupon	12.5%		
Reference Underlying	Identifier	Index Sponsor	Currency
Solactive Industrial Robotics & Automation AR5% EUR Index	DE000SLA5D96	Solactive AG	EUR

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

This product is a fixed term investment which is designed to provide a fixed coupon on a periodic basis. The capital redemption amount is linked to the performance of the Reference Underlying. The product provides partial capital protection at maturity only. Some of your capital will be at risk when investing in this product.

Coupon

On each Coupon Payment Date, you will receive the Coupon.

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 its Initial Level (100%), you will receive:

100% of the Nominal Value plus the Final Coupon

- Otherwise, you will receive the Final Level of the Reference Underlying multiplied by the Nominal Value, floored at 95% of the Nominal Value.

Additional Information

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

- The Initial Value of the Reference Underlying is its value observed on the Initial Observation Date.

- The Final Level is the level of the Reference Underlying observed on the Final Observation Date.
- Coupons are expressed as a percentage of 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 product is available through a public offering during the applicable offering period in the following jurisdiction(s): Portugal

Issue Date	08/11/2022
Initial Observation Date	08/11/2022
Coupon Payment Dates	15/11/2023; 15/11/2024; 17/11/2025; 16/11/2026
Final Observation Date	08/11/2027
Maturity Date	15/11/2027

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 Euro MTF of the Luxembourg Stock Exchange

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.

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-I-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>	First Quarter 2022 (unaudited)	31.12.2021 (audited)	First Quarter 2021 (unaudited)	31.12.2020(audited)
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>	First Quarter 2022	31.12.2021 (audited)	First Quarter 2021(unaudited)	31.12.2020 (audited)	#Value as outcome from the
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	(unaudited)				<i>most recent supervisory 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): Portugal

Offer Period: From 03/10/2022 to 03/11/2022

Offer Price: The Notes will be offered at the Issue Price

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 Portugal

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.

SUMÁRIO ESPECÍFICO DA EMISSÃO

SECÇÃO A – INTRODUÇÃO INCLUINDO AVISOS

Código ISIN : XS2508103855

Emitente : SG Issuer

Domicílio : 16, boulevard Royal, L-2449 Luxemburgo

Número de telefone : + 352 27 85 44 40

Código de Identificação de Entidades (LEI) : 549300QNMDBVTHX8H127

Oferente e/ou entidade que solicita a admissão à negociação :

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, França

Domicílio : 29, boulevard Haussmann, 75009 Paris, França.

Código de Identificação de Entidades (LEI) : O2RNE8IBXP4R0TD8PU41

Identidade e detalhes de contacto da autoridade competente para a aprovação do prospeto:

Aprovado pela Comissão Supervisora do Setor Financeiro (*Commission de Surveillance du Secteur Financier*) (CSSF)

283, route d'Arlon L-2991, Luxemburgo

Telephone number: (352) 26 25 11

E-Mail : direction@cssf.lu

Data de aprovação do prospeto: 01/06/2022

AVISOS

Este sumário deve ser entendido como uma introdução ao prospeto base (o **Prospeto Base**).

Qualquer decisão de investimento pelo investidor nas *notes* (as **Notes**) deve ter em consideração o Prospeto Base como um todo.

Potenciais investidores devem estar cientes de que as *Notes* podem ser voláteis e que podem não receber juros, assim como podem perder todo ou uma parte substancial do capital investido.

Se uma ação relacionada com a informação contida no Prospeto Base e nas Condições Finais aplicáveis for apresentada em tribunal, o investidor reclamante poderá, nos termos da legislação nacional dos Estados-Membros, ter de suportar os custos de tradução do Prospeto Base previamente ao início do processo judicial.

A responsabilidade civil é aplicável somente às pessoas que elaboraram este sumário, incluindo qualquer tradução do mesmo, mas só se o sumário contiver menções enganosas, inexatas ou incoerentes quando lido conjuntamente com outras partes do Prospeto Base aplicável, ou ainda se, quando lido conjuntamente com outras partes do Prospeto Base, não transmita a informação chave necessária para auxiliar os investidores quando considerem a possibilidade de investir nas *Notes*.

Está prestes a comprar um produto que não é simples e que pode ser difícil de compreender.

SECÇÃO B – INFORMAÇÃO CHAVE DO EMITENTE

QUEM É O EMITENTE DOS VALORES MOBILIÁRIOS?

Emitente : SG Issuer (ou o Emitente)

Domicílio : 16, boulevard Royal, L-2449 Luxemburgo

Forma jurídica: Sociedade anónima (*société anonyme*).

Código de Identificação de Entidades (LEI) : 549300QNMDBVTHX8H127

Lei sob a qual o Emitente opera: Lei luxemburguesa.

País de constituição: Luxemburgo.

Revisor oficial de contas : Ernst & Young S.A.

A atividade principal da SG Issuer consiste na obtenção de financiamentos através da emissão de warrants bem como de títulos de dívida negociáveis disponibilizados a clientes institucionais ou clientes de retalho, através de distribuidores associados à Société Générale. O financiamento obtido através da emissão de tais títulos de dívida negociáveis é então emprestado à Société Générale e a outros membros do Grupo.

As ações do SG Issuer são detidas a 99,8% pela Societe Generale Luxembourg, e a 0,2% pela Societe Generale. É uma empresa totalmente consolidada.

De acordo com os seus estatutos, o Emitente é administrado por um Conselho Executivo (*Executive Board*) sob a supervisão de um Conselho de Supervisão (*Supervisory Board*).

Os membros do conselho de administração são Laurent Simonet, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard e Francois Caralp (individualmente, um “Administrador”, e, conjuntamente, o Conselho de Administração).

Laurent Simonet, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard e Francois Caralp ocupam cargos de gestão a tempo inteiro dentro do grupo Societe Generale.

Os membros do conselho fiscal são Olivier Freitas, Angelo Bonetti, Olivier Blanc, Laurent Weil e Gregory Claudy (o “Conselho Fiscal”).

Olivier Freitas, Angelo Bonetti, Olivier Blanc e Laurent Weil atualmente ocupam cargos de gestão a tempo inteiro dentro do grupo Société Générale.

QUAL É A INFORMAÇÃO FINANCEIRA CHAVE DO EMITENTE?
Demonstração de resultados

(em milhares de €)	31 de dezembro de 2021 (auditado)	31 de dezembro de 2020 (auditado)
Lucro/perda operacional	(215)	274

Balanço

(em milhares de €)	31 de dezembro de 2021 (auditado)	31 de dezembro de 2020 (auditado)
Dívida financeira líquida (dívida de longo prazo mais dívida de curto prazo menos caixa) *	11 616	3 707
Rácio corrente (ativos correntes/passivo corrente)	N/A	N/A
Rácio dívida/capital próprio (passivo total/capital próprio total)	N/A	N/A
Rácio de cobertura de juros (resultado operacional/encargos com juros)	N/A	N/A

*a Dívida financeira líquida é calculada com base nos seguintes elementos:

Dívida financeira líquida	31/12/2021	31/12/2020
Obrigação Convertível em Ação (1)	48 000	48 000
Caixa e equivalentes de caixa (2)	-38 384	-44 293
Total	11 616	3 707

(1) classificada na rubrica Passivos financeiros ao custo amortizado, ver nota 4.3 nas demonstrações financeiras de 2021 e nas demonstrações financeiras intercalares condensadas de 2021.

(2) classificado no Balanço.

Fluxo de caixa

(em milhares de €)	31 de dezembro de 2021 (auditado)	31 de dezembro de 2020 (auditado)
Fluxos de caixa líquidos resultantes das atividades operacionais	9 216	13 446
Fluxos de caixa líquidos utilizadas nas atividades de financiamento	(17 125)	(35 129)
Fluxos de caixa líquidos resultantes das atividades de investimento	0	0

QUAIS OS PRINCIPAIS RISCOS ESPECÍFICOS DO EMITENTE?

Em caso de incumprimento ou insolvência do Emitente, o investidor só tem recurso contra a Société Générale e existe o risco de perda total ou parcial do montante investido ou de conversão em valores mobiliários (ações ou dívida) ou de adiamento da maturidade, em caso de *bail-in* que afete os valores mobiliários do Emitente ou as *notes* estruturadas da Société Générale, sem qualquer garantia ou compensação.

SECÇÃO C. INFORMAÇÃO CHAVE DOS VALORES MOBILIÁRIOS

QUAIS AS PRINCIPAIS CARACTERÍSTICAS DOS VALORES MOBILIÁRIOS?

Código ISIN : XS 2508103855 Número de Notes : 5000

Moeda do Produto	EUR	Moeda de Liquidação	EUR
Listing	Euro MTF Luxemburgo	Valor Nominal	EUR 1.000 por Note
Investimento mínimo	EUR 1.000	Preço de Emissão	100% do Valor Nominal
Data de Vencimento	15/11/2027	Reembolso Mínimo	95% do Valor Nominal somente na Data de Vencimento
Barreira de Capital	100%	Tipo de Barreira de Capital	Observado somente na Data de Observação Final
Tipo de Cupão	Fixo	Cupão	2,25%
Cupão Final	12,50%		
Referência do Instrumento Subjacente	Identificador	Patrocinador do Índice	Moeda
Solactive Industrial Robotics & Automation AR5% EUR Index	DE000SLA5D96	Solactive AG	EUR

Este produto é um instrumento de dívida sem colateral e regulado pela lei Inglesa.

Este produto corresponde a um investimento com um horizonte temporal fixo tendo como objetivo potenciar um cupão fixo de forma periódica. O valor de reembolso está indexado à performance do Instrumento Subjacente de

Referência. O produto tem uma garantia de capital parcial, apenas na Data de Vencimento. Parte do capital investido estará em risco ao investir neste produto.

Cupão:

Em cada Data de Pagamento do Cupão, o investidor receberá o Cupão.

Reembolso Final:

Na Data de Vencimento, o investidor receberá o valor final do reembolso.

- Se o Nível Final do Instrumento Subjacente de Referência for igual ou superior à Barreira de Capital, o investidor receberá:

100% do Valor Nominal acrescido do Cupão Final

- Caso contrário, o investidor receberá o Nível Final do Instrumento Subjacente de Referência multiplicado pelo Valor Nominal. Este valor não poderá ser inferior a 95% do Valor Nominal.

Informação Adicional:

- O nível do Instrumento Subjacente corresponderá a uma percentagem do seu Valor Inicial.

- O Valor Inicial do Instrumento Subjacente corresponde ao valor observado na Data de Observação Inicial.

- O Nível Final corresponderá ao nível do Instrumento Subjacente observado na Data de Observação Final.

- O Cupão representa uma percentagem do Valor Nominal.

- Eventos extraordinários podem levar a mudanças nos termos do produto ou à cessão antecipada do mesmo, resultando em perdas para o seu investimento.

- O produto está disponível através de uma oferta pública durante o período de oferta aplicável nas seguintes jurisdições: Portugal

- Os Cupões representam uma percentagem do Valor Nominal.

- Eventos extraordinários podem levar a mudanças nos termos do produto ou à cessão antecipada do mesmo, podendo resultar em perdas para o seu investimento.

- O produto está disponível através de uma oferta pública durante o período de oferta aplicável nas seguintes jurisdições: Portugal.

Data de Emissão	08/11/2022
Data de Observação Inicial	08/11/2022
Datas de Pagamento do Cupão	15/11/2023; 15/11/2024; 17/11/2025; 16/11/2026
Data de Observação Final	08/11/2027
Data de Vencimento	15/11/2027

Renúncia a direito de compensação

Os Titulares de *Notes* renunciam a qualquer direito de compensação, indemnização e retenção relativo às *Notes*, nos termos permitidos por lei.

Jurisdição:

O Emitente aceita a jurisdição dos tribunais de Inglaterra, relativamente a quaisquer litígios contra o Emitente, mas reconhece que os Titulares de *Notes* poderão intentar a sua ação perante qualquer outro tribunal competente.

Gradação:

As *Notes* serão obrigações diretas, incondicionais, não garantidas e não subordinadas do Emitente e serão graduadas, pelo menos, em paridade com todas as outras obrigações em circulação diretas, incondicionais, não garantidas e não subordinadas do Emitente, presentes e futuras.

O Titular de *Notes* reconhece que, no caso de deliberações ao abrigo da Diretiva 2014/59/UE em relação às dívidas do Emitente ou às dívidas não subordinadas, preferenciais sénior, estruturadas e com rácio LMEE elegível (*LMEE ratio eligible liabilities*) da Société Générale, as *Notes* podem estar sujeitas à redução de todos

ou parte dos montantes devidos, numa base permanente, à conversão de todos ou parte dos montantes devidos em ações ou outros valores mobiliários do Emitente ou do Garante ou de outra pessoa; ao cancelamento; e/ou à alteração da maturidade das *Notes* ou alteração do calendário ou do montante dos juros.

RESTRICÇÕES À LIVRE TRANSMISSIBILIDADE DOS VALORES MOBILIÁRIOS :

Não Aplicável. Não há qualquer restrição à livre transmissibilidade das *Notes*, salvo as restrições de venda e transferência potencialmente aplicáveis em determinadas jurisdições incluindo restrições aplicáveis à oferta e à venda a, ou por conta, ou em benefício de, pessoas que não sejam Transmissários Permitidos (*Permitted Transferees*).

Um Transmissário Permitido (*Permitted Transferee*) significa qualquer pessoa que (i) não seja uma *U.S. person* conforme definido pela *Regulation S*; e (ii) não seja uma pessoa que venha a ser incluída na definição de *U.S. person* para efeitos de qualquer regra da CEA ou CFRC, instrução ou ordem proposta ou emitida nos termos da CEA (para evitar dúvidas, qualquer pessoa que não seja uma "pessoa não-americana" ("*Non-United States person*") definida na Regra 4.7 (a)(1)(iv) da CFRC, mas excluindo, para efeitos da subsecção (D) da regra, a exceção para qualquer pessoa qualificada elegível que não seja "pessoa não-americana" ("*Non-United States person*"), será considerada uma pessoa dos EUA ("*U.S. person*"), e (iii) não seja uma "*U.S. Person*" para efeitos das regras finais que implementam os requisitos de retenção do crédito de risco previsto na Secção 15G do *U.S. Securities Exchange Act* de 1934, conforme alterado (as **Regras de Retenção de Risco dos E.U.A.**) (**Retenção de Risco de uma U.S. Person**).

ONDE SERÃO NEGOCIADOS OS VALORES MOBILIÁRIOS?

Admissão à negociação:

Será feito um requerimento para que as *Notes* sejam admitidas à negociação no mercado de Euro MTF do Luxemburgo.

Não existem garantias de que a admissão à cotação e negociação das *Notes* seja aprovada com efeitos a partir da Data de Emissão ou em qualquer outra data.

EXISTE ALGUMA GARANTIA ASSOCIADA AOS VALORES MOBILIÁRIOS?

Natureza e âmbito da garantia:

As *Notes* são garantidas de forma incondicional e irrevogável pela Société Générale (a **Garante**), conforme previsto na garantia regida pela lei francesa prestada a partir de 01/06/2022 (a **Garantia**).

As obrigações ao abrigo da Garantia são obrigações diretas, incondicionais, não garantidas e não subordinadas da Garante, que se graduarão como obrigações preferenciais seniores, conforme disposto no Artigo L. 613-30-3-1-3º do Código Francês "*monétaire et financier*", e serão graduadas, pelo menos, em paridade com todas as obrigações existentes e futuras, diretas, incondicionais, não garantidas e preferenciais seniores da Garante, incluindo as respeitantes a depósitos.

Quaisquer referências a quantias ou montantes devidos pelo Emitente que sejam garantidos pela Garante no âmbito da Garantia deverão ser, relativamente a essas quantias e/ou montantes, diretamente reduzidas, e/ou, em caso de conversão em ações, reduzidas pelo montante dessa conversão, e/ou de outra forma periodicamente alterado em resultado da aplicação de medidas de *bail-in* por quaisquer autoridades relevantes, nos termos da Diretiva 2014/59/UE, do Parlamento Europeu e do Conselho da União Europeia.

Descrição do Garante:

O Garante, a Société Générale, é a empresa-mãe do Grupo Société Générale.

Domicílio: 29, boulevard Haussmann, 75009 Paris, França.

Forma jurídica: Sociedade anónima (*société anonyme*).

País de constituição: França.

Código de Identificação de Entidades (LEI) : O2RNE8IBXP4R0TD8PU41

O Garante pode, numa base regular, tal como definido nas condições estabelecidas pelo Comité Francês de Regulação Bancária e Financeira (*French Banking and Financial Regulation Committee*), efetuar todas as operações para além das acima mencionadas, incluindo, nomeadamente, a corretagem de seguros.

Em geral, o Garante pode realizar, por sua conta, por conta de terceiros ou conjuntamente, todas as operações financeiras, comerciais, industriais, agrícolas, de propriedade pessoal ou imobiliárias, direta ou indiretamente relacionadas com as atividades acima referidas ou suscetíveis de facilitar a realização de tais atividades.

Informação financeira chave do Emitente:
Demonstração de resultados

<i>Em milhões de euros</i>	Primeiro Trimestre de 2022 (não auditado)	31.12.2021 (auditado)	Primeiro Trimestre de 2021 (não auditado)	31.12.2020 (auditado)
Rendimento líquido de juros (ou equivalente) <i>(Total do rendimento dos juros e despesa)***</i>	N/A	10.718	N/A	10.473
Rendimento líquido de honorários e comissões <i>(Total do rendimento dos Honorários e despesa)</i>	N/A	5.320	N/A	4.917
Perdas líquidas por imparidades sobre ativos financeiros <i>(Custo do risco)</i>	(561)	(700)	(276)	(3.306)
Resultados em operações financeiras <i>(Ganhos e perdas líquidos sobre transações financeiras)</i>	N/A	5.723	N/A	2.851
Medida do desempenho financeiro utilizada pelo emitente nas demonstrações financeiras, como, por exemplo, o resultado operacional <i>(Rendimento operacional bruto)</i>	1.952	8.208	1.497	5.399
Resultado líquido (para as demonstrações financeiras consolidadas, resultados líquidos atribuíveis aos detentores de capital próprio da empresa-mãe) <i>(Rendimento líquido, Participação do grupo)</i>	842	5.641	814	(258)

Balanço

<i>Em milhares de milhões de euros</i>	Primeiro Trimestre de 2022 (não auditado)	31.12.2021 (auditado)	Primeiro Trimestre de 2021 (não auditado)	31.12.2020 (auditado)	#Valor como resultado do mais recente processo de revisão e avaliação da supervisão <i>(supervisory review and evaluation process) (SREP)</i>
Ativo total <i>(Ativos Totais)</i>	1.609,2	1.464,4	1.503,0	1.444,4	N/A
Dívida sénior <i>(Títulos de dívida emitidos)</i>	135,4	135,3	137,2	139,0	N/A
Dívida subordinada <i>(Dívidas subordinadas)</i>	16,1	16,0	16,2	15,4	N/A
Créditos e contas a receber para clientes <i>(Empréstimos de clientes a custo amortizado)</i>	501,5	497,2	456,5	448,8	N/A
Depósitos de clientes <i>(Depósitos de clientes)</i>	528,6	509,1	467,7	456,1	N/A
Capital próprio total <i>(Capital próprio dos acionistas, subtotal do Capital Próprio, Participação do Grupo)</i>	65,9	65,1	62,9	61,7	N/A
Crédito malparado (baseado na quantia escriturada líquida / empréstimos e contas a receber) <i>(Empréstimos questionáveis)</i>	16,9	16,5	17,4	17,0	N/A
Rácio de capital <i>Common Equity Tier 1 (CET1)</i> (ou	12,9%(1)	13,71%(1)	13,5%(1)	13,44%(1)	9,23% **

outros requisitos prudenciais relevantes em matéria de adequação dos fundos próprios, consoante a emissão) (<i>Rácio de Common Equity Tier 1</i>)					
Rácio de capital total (<i>Rácio de capital total</i>)	17,9%(1)	18,85%(1)	19,1%(1)	19,21%(1)	N/A
Rácio de alavancagem calculado ao abrigo do quadro regulatório aplicável (<i>Rácio de alavancagem CRR totalmente carregado</i>)	4,3%(1)	4,9%(1)	4,5%(1)	4,8%(1)	N/A

***Tendo em conta os amortecedores (buffers) regulatórios combinados, o nível do rácio CET1 que desencadearia o mecanismo do Montante Máximo Distribuível seria de 9,23% a partir de 1 de março de 2022.*

****Os títulos em itálico referem-se ao título utilizado nas demonstrações financeiras.*

(1) *Rácio de phased-in.*

O relatório de auditoria não contém qualquer qualificação.

Principais riscos específicos do garante :

Devido ao papel da Société Générale como garante e contraparte das operações de cobertura do Emitente, os investidores estão essencialmente expostos ao risco de crédito da Société Générale e não têm qualquer recurso contra o Emitente em caso de incumprimento do Emitente.

QUAIS SÃO OS PRINCIPAIS RISCOS ESPECÍFICOS DOS VALORES MOBILIÁRIOS?

O investidor suporta o risco de perda total ou parcial do valor investido no resgate das *Notes*, na data de vencimento, ou no caso de as *Notes* serem vendidas pelo investidor antes dessa data.

Certas circunstâncias excecionais podem ter um efeito negativo na liquidez do produto. O investidor pode não ser capaz de vender o produto facilmente ou pode ter de o vender a um preço que resulte numa perda total ou parcial do montante investido.

A possibilidade de resgate antecipado das *Notes* à discrição do Emitente pode limitar o seu valor de mercado. Antes ou durante cada período durante o qual as *Notes* podem ser resgatadas antecipadamente, o seu valor de mercado não aumentará substancialmente acima do preço de resgate.

O valor de mercado das *Notes* depende da evolução dos parâmetros de mercado no momento da saída (nível de preço do(s) Ativo(s) Subjacente(s), taxas de juro, volatilidade e spreads de crédito) e pode, portanto, resultar num risco de perda total ou parcial do montante inicialmente investido.

Os eventos não relacionados com o(s) Ativo(s) Subjacente(s) (por exemplo, alterações na lei, incluindo lei fiscal, força maior, número de valores mobiliários em circulação) podem levar ao reembolso antecipado das *Notes* e, portanto, à perda total ou parcial do montante investido.

Os eventos que afetem o(s) Ativo(s) Subjacente(s) ou transações de cobertura podem conduzir a ajustamentos, desindexação, substituição do(s) Ativo(s) Subjacente(s), e consequentemente a perdas no montante investido, incluindo no caso de proteção do capital.

Se a moeda das principais atividades do investidor for diferente da moeda do produto, o investidor está exposto ao risco cambial, especialmente no caso de controlos cambiais, o que pode reduzir o montante investido.

A forma como o patrocinador do Índice aplica as regras do índice em relação ao cálculo, à modificação da composição do Índice e à integração dos eventos que afetem os seus componentes, pode afetar o valor do índice e, consequentemente, o valor das *Notes*.

Os investidores estão expostos ao risco de capacidade operacional e de conhecimento do Patrocinador do Índice para garantir o cálculo e a manutenção do índice de acordo com as regras do índice em vigor ao longo do período de vigência das *Notes*.

SECÇÃO D - INFORMAÇÃO CHAVE SOBRE A OFERTA DE VALORES MOBILIÁRIOS AO PÚBLICO E/OU A ADMISSÃO À NEGOCIAÇÃO NUM MERCADO REGULAMENTADO

EM QUE CONDIÇÕES E PRAZOS POSSO INVESTIR NESTES VALORES MOBILIÁRIOS ?**DESCRIÇÃO DOS TERMOS E CONDIÇÕES DA OFERTA :**

Jurisdição(ões) da Oferta Não-Isenta: Portugal

Período de Oferta: De 03/10/2022 a 03/11/2022.

Preço de Oferta: As *Notes* serão oferecidas ao Preço de Emissão

Condições a que a oferta está sujeita:

As Ofertas das *Notes* estão condicionadas à sua emissão e a quaisquer condições adicionais estabelecidas nos termos padrão de negócio dos intermediários financeiros, notificadas aos investidores por esses intermediários financeiros.

O Emitente reserva-se no direito de terminar o Período da Oferta antes do seu termo previsto, por qualquer razão. O Emitente reserva-se no direito de retirar a oferta e cancelar a emissão das *Notes* por qualquer motivo, em qualquer altura na, ou antes da, Data de Emissão. De forma a evitar qualquer dúvida, se tiver sido feito qualquer pedido por um potencial investidor e o Emitente exercer esse direito, nenhum potencial investidor terá o direito de subscrever ou adquirir as *Notes*. Em cada caso, será publicado um aviso aos investidores sobre a cessação antecipada ou a retirada, conforme aplicável, no website do Emitente (<http://prospectus.socgen.com>).

Preço de Emissão: 100% do Montante Nominal Agregado

Estimativa das despesas totais relacionadas com a emissão ou a oferta, incluindo as despesas estimadas cobradas ao investidor pelo Emitente ou pelo oferente:

Os custos pontuais (custos de entrada), custos recorrentes e potenciais penalidades de saída antecipada podem ter um impacto no retorno que o investidor pode obter do seu investimento.

Plano de distribuição: O produto é direcionado a investidores de retalho e será oferecido em Portugal.

QUEM É O OFERENTE E/OU A PESSOA QUE PEDE A ADMISSÃO À NEGOCIAÇÃO ?

Société Générale como Distribuidor (*Dealer*)

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, França

Domicílio : 29, boulevard Haussmann, 75009 Paris, França

Forma jurídica : Sociedade anónima (*société anonyme*).

Lei aplicável : Lei francesa.

País de constituição : França

POR QUE MOTIVO É PRODUZIDO ESTE PROSPETO ?

Este prospeto é elaborado para efeitos da oferta pública das *Notes*.

Motivos da oferta e afetação das receitas : O produto líquido de cada emissão de *Notes* será aplicado aos objetivos genéricos de financiamento do Grupo Société Générale, o que inclui a obtenção de lucros.

Receitas líquidas estimadas : Não Aplicável

Underwriting: Existe um acordo de *underwriting* numa base de tomada firme com: Société Générale

Interesses das pessoas singulares e individuais da emissão/oferta :

Salvo no caso de serem devidas comissões, caso existam, ao Distribuidor, e tanto quanto é do conhecimento do Emitente, nenhuma pessoa envolvida na emissão das *Notes* tem um interesse material na oferta.

O Distribuidor e os seus afiliados participaram, e poderão no futuro vir a participar, em transações de banca de investimento e/ou de banca comercial com, e poderão prestar outros serviços para, o Emitente e os seus afiliados no decurso normal dos negócios.

A Société Générale assumirá a função de fornecedor de instrumentos de cobertura de risco ao Emitente das *Notes* e ao Agente de Cálculo das *Notes*.

Não pode ser afastada a possibilidade de existirem conflitos de interesses emergentes, por um lado, das diferentes funções desempenhadas pela Société Générale e, por outro lado, entre os interesses da Société Générale no desempenho dessas funções e os interesses dos Titulares de *Notes*.

Ademais, dadas as atividades bancárias da Société Générale, podem surgir conflitos entre os interesses da Société Générale, atuando nesse âmbito (incluindo relações de negócio com os emitentes dos instrumentos financeiros subjacentes às *Notes* ou posse de informação não pública em relação aos mesmos) e os dos Titulares de *Notes*. Finalmente, as atividades da Société Générale relativas ao instrumento financeiro subjacente, na sua própria conta ou em nome dos seus clientes, ou através da realização de transações de cobertura, também pode ter impacto no preço destes instrumentos e na sua liquidez, e pode, portanto, estar em conflito de interesses com os Titulares de *Notes*.