

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

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

Dated 04/11/2022

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

SG Issuer

Legal entity identifier (LEI) : 549300QNMDVBVTHX8H127

Issue of up to EUR 5 000 000 Notes due 01/06/2026

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>).

1. (i) **Series Number:** 247192EN/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 5 000 000
 - (ii) - **Series:** up to EUR 5 000 000
 4. **Issue Price:** 100 % of the Aggregate Nominal Amount
 5. **Specified Denomination(s):** EUR 1 000
 6. (i) **Issue Date: (DD/MM/YYYY)** 02/12/2022
 - (ii) **Interest Commencement Date:** Not Applicable
 7. **Maturity Date: (DD/MM/YYYY)** 01/06/2026
 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 :** 3.3.1 with Option 2 applicable, as described in the Additional Terms and Conditions relating to Formulae.
 10. **Interest Basis:** See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below.
 11. **Redemption/Payment Basis:** See section "PROVISIONS RELATING TO REDEMPTION" below.
 12. **Issuer's/Noteholders' 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(1), the Performance(1) is higher than or equal to 0%, then:

Final Redemption Amount = Specified Denomination x [100% + Leverage x Performance(1)]

Scenario 2:

If on Valuation Date(1), the Performance(1) is lower than 0% and an European Knock In Event has not occurred, then:

Final Redemption Amount = Specified Denomination x 100%

Scenario 3:

If on Valuation Date(1), the Performance(1) is lower than 0% and an European Knock In Event has occurred, then:

Final Redemption Amount = Specified Denomination x [100% + 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 option of the Issuer:** Not Applicable
23. **Redemption for Tax Event, Special Tax Event, Regulatory Event, Force Majeure Event or Event of Default:** Early Redemption or Monetisation until the Maturity Date
Early Redemption Amount : Market Value

PROVISIONS APPLICABLE TO THE UNDERLYING(S) IF ANY

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

Index Name	Bloomberg Ticker	Index Sponsor	Exchange	Web Site
EURO STOXX	SX5E	STOXX Limited	Each exchange on which securities comprised in the Index are traded. from	www.qontigo.com

50®			time to time, as determined by the Index Sponsor.	
(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) :	25/11/2022
		Valuation Date(i) (i = 1) :	25/05/2026
	(ii)	Definitions relating to the Product:	Applicable, subject to the provisions of Condition 4 of the Additional Terms and Conditions relating to Formulae
		European Knock In Event	is deemed to have occurred as determined by the Calculation Agent, if on Valuation Date(1), Performance(1) is lower than -20%.
		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.
		Leverage:	A percentage (indicatively 156% subject to a minimum of 142%) to be determined at the latest on Valuation Date(0) and published by the issuer on http://prospectus.socgen.com at the latest on the Issue Date.

PROVISIONS RELATING TO SECURED NOTES

26.	Secured Notes Provisions:	Not Applicable
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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	No

**Safekeeping Structure
(NSS – registered notes):**

- | | |
|--|--|
| 29. Redenomination: | Not Applicable |
| 30. Consolidation: | Applicable as per Condition 14.2 of the General Terms and Conditions
Not Applicable |
| 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(s) has been extracted from general databases released publicly or by any other available information.

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

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) **Listing:** None
- (ii) **Admission to trading:** Not Applicable
- (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 Note holders on the other hand cannot be excluded.

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

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 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.

During the lifetime of the Notes, the market value of these Notes may be lower than the invested capital. Furthermore, an insolvency of the Issuer and/or the Guarantor may cause a total loss of the invested capital.

The attention of the investors is drawn to the fact that they could sustain an entire or a partial loss of their investment.

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

Not Applicable

8. OPERATIONAL INFORMATION

(i) Security identification code(s):

- **ISIN Code:** XS2508332702

- **Common Code:** 250833270

(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:

(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
FranceName: 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: Société Générale pays no commissions to intermediaries distributing the Notes to investors.

(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
Wilgenhaege Marktplein,
47, 2132 DA Hoofddorp Netherlands
Wilgenhaege Marktplein
- General Consent/ Other conditions to consent: Not Applicable
- (v) U.S. federal income tax considerations: The Notes are not Specified Notes for purposes of Section 871(m) Regulations.
- (vi) - Prohibition of Sales to EEA Retail Investors: Not Applicable
- Prohibition of Sales to EEA Non 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): Netherlands
- Offer Period: From 08/11/2022 to 25/11/2022
- 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>)
- 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.

<p>- Manner and date in which results of the offer are to be made public:</p>	<p>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.</p>
<p>- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</p>	<p>Not Applicable</p>
<p>- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</p>	<p>Not applicable</p>
<p>- Whether tranche(s) has/have been reserved for certain countries:</p>	<p>Not Applicable</p>
<p>- Amount of any expenses and taxes specifically charged to the subscriber or purchaser:</p>	<p>Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation.</p>

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

<p>- Minimum investment in the Notes:</p>	<p>EUR 1 000 (i.e. 1 Note)</p>
<p>- Minimum trading:</p>	<p>EUR 1 000 (i.e. 1 Note)</p>
<p>- Underlying Disclaimer:</p>	<p><i>STOXX Limited, Deutsche Börse Group and their licensors, research partners or data providers have no relationship to the licensee, other than the licensing of the EURO STOXX 50® and the related trademarks for use in connection with the product.</i></p> <p>STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not:</p> <ul style="list-style-type: none"> » sponsor, endorse, sell or promote the product. » recommend that any person invest in the products or any other securities. » have any responsibility or liability for or make any decisions about the timing, amount or pricing of products. » have any responsibility or liability for the administration, management or marketing of the products. » consider the needs of the products or the owners of the products in determining, composing or calculating the relevant index or have any obligation to do so. <p>STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty, and exclude any liability (whether in negligence or otherwise), in connection with the products or their performance.</p> <p><i>STOXX does not assume any contractual relationship with the purchasers of the products or any other third parties.</i></p> <p>Specifically,</p> <ul style="list-style-type: none"> » STOXX, Deutsche Börse Group and their licensors, research partners or data providers do not

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- The results to be obtained by the products, the owner of the products or any other person in connection with the use of the relevant index and the data included in the relevant index;
- The accuracy, timeliness, and completeness of the relevant index and its data;
- The merchantability and the fitness for a particular purpose or use of the relevant index and its data;
- The performance of the products generally.

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» Under no circumstances will STOXX, Deutsche Börse Group or their licensors, research partners or data providers be liable (whether in negligence or otherwise) for any lost profits or indirect, punitive, special or consequential damages or losses, arising as a result of such errors, omissions or interruptions in the relevant index or its data or generally in relation to the products, even in circumstances where STOXX, Deutsche Börse Group or their licensors, research partners or data providers are aware that such loss or damage may occur.

The licensing Agreement between the licensee and STOXX is solely for their benefit and not for the benefit of the owners of the products or any other third parties.

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
EURO STOXX 50®	STOXX Limited	Appears

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

ISIN code : XS2508332702

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) : 549300QNMDBVTHX8H127
Legislation under which the Issuer operates: Luxembourg law.
Country of incorporation: Luxembourg.

Statutory auditors : Ernst & Young S.A.

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

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

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

The members of the board of directors are Laurent Simonet, Thierry Bodson, 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 : XS2508332702 Number of Notes : 5 000

Product Currency	EUR	Settlement Currency	EUR
Listing	None	Nominal Value	EUR 1,000 per note
Minimum Investment	EUR 1,000	Issue Price	100% of the Nominal Value
Maturity Date	01/06/2026	Minimum Reimbursement	No, you can lose up to the full invested amount
Capital Barrier	80%	Participation	142%
Final Barrier	100%		

Reference Underlying	Identifier	Index Sponsor	Currency
EURO STOXX 50®	EU0009658145	STOXX Limited	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 Final Barrier, you will receive: 100% of the Nominal Value, plus the performance of the Reference Underlying multiplied by the Participation.
- If the Final Level of the Reference Underlying is below the Final Barrier and is above the Capital Barrier, you will receive: 100% of the Nominal Value.
- 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 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.
- 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 product is available through a public offering during the applicable offering period in the following jurisdiction(s): Netherlands

Issue Date	02/12/2022
Initial Observation Date	25/11/2022
Final Observation Date	25/05/2026
Maturity Date	01/06/2026

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-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 (unaudited)	31.12.2021 (audited)	First Quarter 2021 (unaudited)	31.12.2020 (audited)	#Value as outcome from the most recent supervisory

					<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), or early redemption of the Notes and consequently to losses on the amount invested, including in the case of capital protection.

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

The 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): Netherlands

Offer Period: From 08/11/2022 to 25/11/2022

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.

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.

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

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

WHY IS THIS PROSPECTUS BEING PRODUCED ?

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

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

Estimated net proceeds : Not Applicable

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

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

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

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

The possibility of conflicts of interest between the different roles of Société Générale on one hand, and between those of Société Générale in these roles and those of the Note holders on the other hand cannot be excluded. Furthermore, given the banking activities of Société Générale, conflicts may arise between the interests of Société Générale acting in these capacities (including business relationship with the issuers of the financial instruments being underlyings of the Notes or possession of non public information in relation with them) and those of the

Noteholders. Finally, the activities of Société Générale on the underlying financial instrument(s), on its proprietary account or on behalf of its customers, or the establishment of hedging transactions, may also have an impact on the price of these instruments and their liquidity, and thus may be in conflict with the interests of the Noteholders.

UITGIFTE-SPECIFIEKE SAMENVATTING

Hoofdstuk A - INLEIDING MET WAARSCHUWINGEN

ISIN-code: XS2508332702

Uitgevende Instelling: SG Issuer

Vestigingsplaats: 16, boulevard Royal, L-2449 Luxemburg

Telefoonnummer: + 352 27 85 44 40

Identificatiecode voor juridische entiteiten (*Legal entity identifier (LEI)*): 549300QNMDBVTHX8H127

Aanbieder en/of aanvrager van de toelating tot de handel:

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Parijs La Défense Cedex, Frankrijk

Vestigingsplaats: 29, boulevard Haussmann, 75009 Parijs, Frankrijk.

Identificatiecode voor juridische entiteiten (*Legal entity identifier (LEI)*): O2RNE8IBXP4R0TD8PU41

Identiteit en contactgegevens van de bevoegde autoriteit die het prospectus goedkeurt:

Goedgekeurd door de Commission de Surveillance du Secteur Financier (CSSF)

283, route d'Arlon L-2991, Luxemburg

Telefoonnummer: (352) 26 25 11

E-mail: direction@cssf.lu

Datum van goedkeuring van het prospectus 01/06/2022

WAARSCHUWINGEN

Iedere beslissing om in de Notes (de **Notes**) te beleggen moet zijn gebaseerd op een bestudering van het gehele Basisprospectus door de belegger.

Potentiële beleggers dienen zich ervan bewust te zijn dat deze Notes veranderlijk kunnen zijn en dat de kans bestaat dat zij geen rente ontvangen en zelfs hun inleg geheel of voor een groot deel verliezen.

De kans bestaat dat de belegger die als eiser optreedt wanneer bij een rechterlijke instantie een vordering met betrekking tot de informatie in het Basisprospectus en de toepasselijke Definitieve Voorwaarden aanhangig wordt gemaakt, volgens het nationale recht van de lidstaten de kosten voor de vertaling van het Basisprospectus moet dragen voordat de rechtsvordering wordt ingesteld.

Alleen de personen die de samenvatting, met inbegrip van een vertaling ervan, hebben ingediend, kunnen wettelijk aansprakelijk worden gesteld en uitsluitend indien de samenvatting, wanneer zij samen met de andere delen van het Basisprospectus wordt gelezen, misleidend, inaccuraat of inconsistent is, of indien zij, wanneer zij samen met de andere delen van het Basisprospectus wordt gelezen, niet de essentiële informatie bevat ter ondersteuning van beleggers wanneer zij overwegen in de Notes te beleggen.

U staat op het punt een product te kopen dat niet eenvoudig is en misschien moeilijk te begrijpen is.

Hoofdstuk B - ESSENTIËLE INFORMATIE OVER DE UITGEVENDE INSTELLING

WELKE INSTELLING GEEFT DE EFFECTEN UIT?

Uitgevende Instelling: SG Issuer (of de Uitgevende Instelling)

Vestigingsplaats: 16, boulevard Royal, L-2449 Luxemburg

Rechtsvorm: Naamloze vennootschap met beperkte aansprakelijkheid (*société anonyme*).

Identificatiecode voor juridische entiteiten (*Legal entity identifier (LEI)*): 549300QNMDBVTHX8H127

Recht waaronder de Uitgevende Instelling opereert: Luxemburgs recht.

Land van oprichting: Luxemburg.

Wettelijke auditors: Ernst & Young S.A.

De hoofdactiviteit van SG Issuer is het aantrekken van financiering door middel van het uitgeven van warrants alsmede schuldbewijzen die bedoeld zijn om te worden geplaatst bij institutionele klanten of particuliere klanten via de met Société Générale verbonden distributeurs. De financiering die wordt aangetrokken door middel van de uitgifte van die schuldbewijzen wordt vervolgens doorgeleend aan Société Générale en aan andere leden van de Groep.

Aandelen van SG Issuer worden voor 99.8 procent aangehouden door Société Générale Luxembourg en voor 0.2% door Société Générale. De Uitgevende Instelling is volledig geconsolideerd.

In overeenstemming met haar statuten wordt de Uitgevende Instelling bestuurd door een Raad van Bestuur onder toezicht van een Raad van Toezicht. De leden van de Raad van Bestuur zijn: Laurent Simonet, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard en Francois Caralp (ieder afzonderlijk: een Bestuurder en tezamen: **het Bestuur**).

Laurent Simonet, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard en Francois Caralp vervullen fulltime managementfuncties binnen de Société Générale-groep.

De leden van de Raad van Toezicht zijn Olivier Freitas, Angelo Bonetti, Olivier Blanc, Laurent Weil and Gregory Claudy (de "**Raad van Toezicht**").

Olivier Freitas, Angelo Bonetti, Olivier Blanc en Laurent Weil vervullen op dit moment fulltime managementfuncties binnen de Société Générale-groep.

WAT IS DE ESSENTIËLE FINANCIËLE INFORMATIE OVER DE UITGEVENDE INSTELLING?

Resultatenrekening

(in K€)	31 december 2021 (gecontroleerd)	31 december 2020 (gecontroleerd)
Bedrijfsresultaat	(215)	274

Balans

(in K€)	31 december 2021 (gecontroleerd)	31 december 2020 (gecontroleerd)
Netto financiële schuld (langlopende schuld plus kortlopende schuld minus kasmiddelen) *	11 616	3 707
Current ratio (verhouding vlottende activa/vlottende passiva)	N.v.t.	N.v.t.
Debt to equity ratio (verhouding totaal vreemd vermogen/totale eigen vermogen)	N.v.t.	N.v.t.
Interest cover ratio (verhouding werkkapitaal/rentelasten)	N.v.t.	N.v.t.

*de Netto financiële schuld wordt berekend op basis van de navolgende elementen:

Netto financiële schuld	31/12/2021	31/12/2020
Converteerbare obligatie in aandeel (1)	48 000	48 000
Liquide middelen (2)	-36 384	-44 293
Totaal	11 616	3 707

(1) ondergebracht binnen de regel Financiële passiva tegen geamortiseerde kostprijs, zie toelichting 4.3 bij de jaarrekening 2021 en bij de verkorte tussentijdse financiële overzichten 2021

(2) ondergebracht in de Balans.

Kasstroom

(in K€)	31 december 2021 (gecontroleerd)	31 december 2020 (gecontroleerd)
Kasstroom uit operationele activiteiten (netto)	9 216	13 446
Kasstroom gebruikt in financieringsactiviteiten (netto)	(17 125)	(35 129)
Kasstroom uit investeringsactiviteiten (netto)	0	0

WAT ZIJN DE VOORNAAMSTE RISICO'S SPECIFIEK VOOR DE UITGEVENDE INSTELLING?

In geval van verzuim of faillissement van de Uitgevende Instelling heeft de belegger uitsluitend regres tegen Société Générale en bestaat het risico van geheel of gedeeltelijk verlies van het geïnvesteerde of in effecten (aandelen of schuldbewijzen) geconverteerde bedrag of uitstel van de afloopdatum, in geval van bail-in met gevolgen voor de effecten van de Uitgevende Instelling of de gestructureerde Notes van Société Générale, zonder enige vorm van garantie of compensatie.

Hoofdstuk C. ESSENTIËLE INFORMATIE OVER DE EFFECTEN
WAT ZIJN DE HOOFDKENMERKEN VAN DE EFFECTEN?
ISIN-code: XS2508332702

Aantal Notes: 5.000

Productvaluta	EUR	Afwikkelingsvaluta	EUR
Notering	Geen	Nominale Waarde	EUR 1.000 per note
Minimale investering	EUR 1.000	Uitgifteprijs	100% van de Nominale Waarde
Afloopdatum	01/06/2026	Minimale terugbetaling	Nee. U kunt het volledige geïnvesteerde bedrag verliezen.
Kapitaalbarrière	80%	Participatie	142%
Finale Barrière	100%		

Referentie Onderliggende Waarde	Identificer	Index Sponsor	Valuta
EURO STOXX 50®	EU0009658145	STOXX Limited	EUR

Dit product is een ongezekerd schuldinstrument beheerst door Engels Recht.

Dit product is een belegging met een vaste looptijd. Het product is ontwikkeld om een afbetaling te genereren aan het einde van de looptijd, waarbij de omvang van de afbetaling is gekoppeld aan de ontwikkeling van de Referentie Onderliggende Waarde. U loopt het risico op verlies van het volledige geïnvesteerde kapitaal wanneer u investeert in dit product.

Laatste Terugbetaling:

Op de Afloopdatum ontvangt u een finaal terugbetalingsbedrag.

- Als het Finale Niveau van de Referentie Onderliggende Waarde gelijk aan of boven de Finale Barrière noteert, ontvangt u:

100% van de Nominale Waarde, plus de prestatie van de Referentie Onderliggende Waarde vermenigvuldigd met de Participatie.

- Als het Finale Niveau van de Referentie Onderliggende Waarde beneden de Finale Barrière noteert en boven de Kapitaalbarrière noteert, ontvangt u:

100% van de Nominale Waarde

- Anders ontvangt u het Finale Niveau van de Referentie Onderliggende Waarde vermenigvuldigd met de Nominale Waarde. In dit scenario verliest u een gedeelte of het geheel van het door u geïnvesteerde bedrag.

Aanvullende Informatie

- Het niveau van de Referentie Onderliggende Waarde komt overeen met haar waarde uitgedrukt als een percentage van haar Initiële Waarde.

- De Initiële Waarde van de Referentie Onderliggende Waarde is haar waarde geobserveerd op de Initiële Observatiedatum.

- Het Finale Niveau is het niveau van de Referentie Onderliggende Waarde zoals geobserveerd op de Laatste Observatiedatum.

- De prestatie van de Referentie Onderliggende Waarde wordt berekend door het Finale Niveau te verminderen met 100%. De prestatie wordt vermenigvuldigd met de Nominale Waarde.

- Uitzonderlijke omstandigheden kunnen aanleiding geven tot wijziging van de voorwaarden van het product of vervroegde beëindiging van het product en kunnen leiden tot geheel of gedeeltelijk verlies van uw belegging.

- Dit product wordt aangeboden middels een openbaar aanbod gedurende de toepasselijke aanbiedingsperiode in de volgende jurisdictie(s): Nederland.

Uitgiftedatum	02/12/2022
Initiële Observatiedatum	25/11/2022
Laatste Observatiedatum	25/05/2026
Afloopdatum	01/06/2026

Afstand van rechten tot verrekening

De Notehouders doen afstand van alle rechten met betrekking tot verrekening, vergoeding en retentie in verband met de Notes, voor zover wettelijk toegestaan.

Onderwerping aan rechtsbevoegdheid:

De Uitgevende Instelling aanvaardt de rechtsbevoegdheid van de Engelse rechter met betrekking tot alle geschillen jegens de Uitgevende Instelling, doch aanvaardt dat die Notehouders hun rechtsoverdracht bij elke andere bevoegde rechter mogen indienen.

Rangorde:

De Notes vormen directe, onvoorwaardelijke, ongezekerde en niet-achtergestelde verplichtingen van de Uitgevende Instelling en zijn ten minste van gelijke rang als alle andere uitstaande directe, onvoorwaardelijke, concurrente en niet-achtergestelde verplichtingen die de Uitgevende Instelling nu of in de toekomst mocht hebben.

De Notehouder erkent dat de Notes, in geval van afwikkeling op grond van Richtlijn 2014/59/EU in verband met de passiva van de Uitgevende Instelling of de passiva van Société Générale die kunnen worden aangemerkt als niet-achtergesteld, senior-preferent, gestructureerd en LMEE-verhouding, onderhevig kunnen zijn aan de permanente verlaging van (een deel van) de verschuldigde bedragen, een conversie van (een deel van) de verschuldigde bedragen naar aandelen of andere effecten van de Uitgevende Instelling of de Garant of een andere persoon; intrekking; en/of de wijziging van de Afloopdatum van de Notes of wijziging van het tijdschema of het bedrag van de renten.

BEPERKING VAN DE VRIJE OVERDRAAGBAARHEID VAN DE EFFECTEN:

Niet van toepassing. Er is geen sprake van beperkingen aan de vrije overdraagbaarheid van de Notes, behoudens eventuele beperkingen met betrekking tot de verkoop en overdracht die gelden in bepaalde rechtsgebieden, daaronder begrepen beperkingen voor wat betreft de aanbieding en verkoop aan of voor rekening of ten gunste van andere personen dan Toegestane Rechtverkrijgenden.

Onder een Toegestane Rechtverkrijgende wordt verstaan een persoon die (i) geen Amerikaanse persoon is zoals gedefinieerd in Verordening S; (ii) geen persoon is die onder enige definitie valt van een Amerikaanse persoon in de zin van de CEA of enige CFTC-regel, -richtlijn of -verordening die wordt voorgesteld of uitgevaardigd op grond van de CEA (waarbij voor alle duidelijkheid een persoon niet zijnde een "Niet-

Amerikaanse persoon" zoals gedefinieerd op grond van CFTC-regel 4.7(a)(1)(iv), maar met uitzondering, in het kader van paragraaf (D) daarvan, van de uitzondering voor een gekwalificeerde en in aanmerking komende persoon niet zijnde een "Niet-Amerikaanse persoon", wordt beschouwd als een Amerikaanse persoon); en (iii) geen "Amerikaanse Persoon" is in de zin van de definitieve regels ter invoering van de kredietrisico-retentievoorschriften van artikel 15G van de U.S. Securities Exchange Act 1934, met alle daarin doorgevoerde wijzigingen (de **Amerikaanse Retentieregels**) (een **Amerikaanse Risicoretentie Persoon**).

WAAR ZULLEN DE EFFECTEN WORDEN VERHANDELD?

Toelating tot de handel:

Niet van toepassing. De Notes worden niet toegelaten tot de handel.

IS ER AAN DE EFFECTEN EEN GARANTIE VERBONDEN?

Aard en reikwijdte van de garantie:

De Notes worden onvoorwaardelijk en onherroepelijk gegarandeerd door Société Générale (de **Garant**) op grond van de garantie naar Frans recht zoals opgesteld op 01/06/2022 (de Garantie).

De Garantieverplichtingen vormen directe, onvoorwaardelijke, ongezekerde en niet-achtergestelde verplichtingen van de Garant die qua rangorde vallen onder senior-preferente verplichtingen in de zin van Artikel L. 613-30-3-I-3° van het Franse Wetboek "*monétaire et financier*" en ten minste van gelijke rang zijn als alle andere bestaande en toekomstige directe, onvoorwaardelijke, ongezekerde en senior-preferente verplichtingen van de Garant, waaronder die met betrekking tot deposito's.

Alle verwijzingen naar sommen of bedragen die verschuldigd zijn door de Uitgevende Instelling en die gegarandeerd zijn door de Garant uit hoofde van de Garantie verwijzen naar die sommen en/of bedragen na directe verlaging en/of in geval van conversie naar aandelen na verlaging met het bedrag van die conversie en/of andere vorm van aanpassing die op enig moment mocht voortvloeien uit de toepassing van een bevoegdheid tot bail-in van een betrokken autoriteit op grond van richtlijn 2014/59/EU van het Europees Parlement en de Raad van de Europese Unie.

Beschrijving van de Garant:

De Garant, Société Générale, is de houdstermaatschappij van de Société Générale Groep.

Vestigingsplaats: 29, boulevard Haussmann, 75009 Parijs, Frankrijk.

Rechtsvorm: Naamloze vennootschap met beperkte aansprakelijkheid (société anonyme).

Land van oprichting: Frankrijk.

Identificatiecode voor juridische entiteiten (*Legal entity identifier* (LEI)): O2RNE8IBXP4R0TD8PU41

De Garant mag zich op regelmatige basis, in de zin van de voorwaarden zoals gesteld door de Franse Banken- en Financiële Reglementeringscommissie, bezighouden met alle andere transacties dan hiervoor bedoeld, daaronder in het bijzonder begrepen assurantiebemiddeling.

In het algemeen geldt dat de Garant voor zichzelf, voor derden of in samenwerkingsverband alle [activiteiten op het gebied van] financiën, commercie, industrie, landbouw, roerende zaken of onroerende zaken mag uitvoeren die direct of indirect verband houden met de voornoemde activiteiten of waarvan mag worden aangenomen dat deze de realisatie van die activiteiten mogelijk zullen maken.

Essentiële financiële informatie over de Garant:

Resultatenrekening

<i>In miljoenen euro's</i>	Eerste Kwartaal 2022 (niet- gecontroleerd)	31.12.2021 (gecontroleerd)	Eerste Kwartaal 2021 (niet- gecontroleerd)	31.12.2020 (gecontroleerd)
Netto rente-inkomsten (of gelijkwaardig) (<i>Total interest income and expense</i>)***	N/A	10.718	N/A	10.473
Netto inkomsten uit vergoedingen en	N/A	5.320	N/A	4.917

provisie (<i>Total Fee income and expense</i>)				
Netto waardevermindervingsverlies uit financiële activa (<i>Cost of risk</i>)	(561)	(700)	(276)	(3.306)
Netto handelsresultaat (<i>Net gains and losses on financial transactions</i>)	N/A	5.723	N/A	2.851
Maatstaf voor financieel resultaat die de uitgevende instelling hanteert in de jaarrekening zoals bedrijfsresultaat (<i>Gross operating income</i>)	1.952	8.208	1.497	5.399
Nettowinst of -verlies (voor geconsolideerde jaarrekening nettowinst of -verlies toerekenbaar aan aandeelhouders van de houdstermaatschappij (<i>Net income Group share</i>))	842	5.641	814	(258)

Balans

<i>In miljarden euro's</i>	Eerste Kwartaal 2022 (niet-gecontroleerd)	31.12.2021 (gecontroleerd)	Eerste Kwartaal 2021 (niet-gecontroleerd)	31.12.2020 (gecontroleerd)	#Waarde als uitkomst van het meest recente toetsings- en evaluatieproces (SREP)
Totaal activa (<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
Achtergestelde schuld (<i>Subordinated debts</i>)	16,1	16,0	16,2	15,4	N/A
Leningen en vorderingen op klanten (<i>Customer loans at amortised cost</i>)	501,5	497,2	456,5	448,8	N/A
Deposito's van klanten (<i>Customer deposits</i>)	528,6	509,1	467,7	456,1	N/A
Totaal eigen vermogen (<i>Shareholders' equity; subtotal Equity; Group share</i>)	65,9	65,1	62,9	61,7	N/A
Niet-renderende leningen (op basis van netto boekwaarde)/ Leningen en vorderingen (<i>Doubtful loans</i>)	16,9	16,5	17,4	17,0	N/A
Common Equity Tier 1-kapitaalratio	12,9%(1)	13,71%(1)	13,5%(1)	13,44%(1)	9,23% **

(CET1) (of andere relevante verhouding prudentiële kapitaaltoereikendheid afhankelijk van de uitgifte) (<i>Common Equity Tier 1-ratio</i>)					
Totale kapitaalratio (<i>Total capital ratio</i>)	17,9%(1)	18,85%(1)	19,1%(1)	19,21%(1)	N/A
Hefboomratio berekend op grond van het toepasselijke regelgevend kader	4,3%(1)	4,9%(1)	4,5%(1)	4,8%(1)	N/A

**** Rekening houdend met de gecombineerde buffervereisten zou het niveau van de CET1-ratio die het systeem van het Maximaal Uitkeerbaar Bedrag in gang zou zetten per 1 maart 2022 9,23% zijn.**

***** Cursief gedrukte titels verwijzen naar de titels zoals die zijn gehanteerd in de jaarrekening.**

(1) *phased-in ratio.*

De accountantsverklaring bevat geen enkele kwalificatie.

Voor naamste risico's specifiek voor de Garant:

Door de rol van Société Générale als garant en wederpartij bij de afdekkingstransacties van de Uitgevende Instelling worden beleggers in feite blootgesteld aan het kredietrisico van Société Générale en hebben zij geen regres tegen de Uitgevende Instelling in geval van verzuim door de Uitgevende Instelling.

WAT ZIJN DE VOORNAAMSTE RISICO'S SPECIFIEK VOOR DE EFFECTEN?

De belegger loopt het risico van geheel of gedeeltelijk verlies van het geïnvesteerde bedrag bij terugbetaling van de Notes op de aflooptdatum of als de Notes voor die datum door de belegger worden verkocht.

Bepaalde uitzonderlijke omstandigheden kunnen de liquiditeit van het product negatief beïnvloeden. De kans bestaat dat de belegger het product niet eenvoudig kan verkopen of het moet verkopen tegen een koers die leidt tot geheel of gedeeltelijk verlies van het geïnvesteerde bedrag.

De marktwaarde van de Notes is afhankelijk van de ontwikkeling van marktparameters op het moment van uitstappen (koersniveau van het Onderliggende Actief/de Onderliggende Activa, rentetarieven, veranderlijkheid en kredietrisico) en kan dus leiden tot een risico van geheel of gedeeltelijk verlies van het oorspronkelijk geïnvesteerde bedrag.

Gebeurtenissen die losstaan van het Onderliggende Actief/de Onderliggende Activa (zoals een wijziging in de wet, met inbegrip van fiscale wetgeving, het aantal in omloop zijnde effecten) kunnen leiden tot vervroegde terugbetaling van de Notes en dus tot een geheel of gedeeltelijk verlies van het geïnvesteerde bedrag.

Gebeurtenissen die verband houden met het Onderliggende Actief/de Onderliggende Activa kunnen leiden tot aanpassingen, de-indexatie, vervanging van het Onderliggende Actief/de Onderliggende Activa of vervroegde terugbetaling van de Notes en dus tot verliezen op het geïnvesteerde bedrag, ook in geval van kapitaalbescherming.

Als de valuta van de hoofdactiviteiten van de belegger anders is dan die van het product, loopt de belegger koersrisico, met name in geval van beperkingen op valutahandel, hetgeen kan leiden tot een daling van het geïnvesteerde bedrag.

De wijze waarop de Index Sponsor de indexregels voor de berekening hanteert, en een wijziging in de samenstelling van de index en de integratie van de gebeurtenissen die van invloed zijn op de onderdelen daarvan, kunnen gevolgen hebben voor de waarde van de index en dus op de waarde van de Notes.

Beleggers lopen het risico van de operationele capaciteit en deskundigheid van de Index Sponsor om te zorgen voor berekening en instandhouding van de index volgens de regels van de index gedurende de gehele looptijd van de Notes.

Hoofdstuk D - ESSENTIËLE INFORMATIE OVER DE AANBIEDING VAN EFFECTEN AAN HET PUBLIEK EN/OF DE TOELATING TOT DE HANDEL OP EEN GEREGLIMENTEERDE MARKT

VOLGENS WELKE VOORWAARDEN EN WELK TIJDSHEMA KAN IK IN DEZE EFFECTEN BELEGGEN?**BESCHRIJVING VAN DE VOORWAARDEN VAN DE AANBIEDING:**

Rechtsgebied(en) niet-vrijgestelde aanbieding: Nederland

Aanbiedingsperiode: Van 08/11/2022 tot 25/11/2022

Aanbiedingskoers: De Notes worden aangeboden tegen de Uitgifteprijs:

Voorwaarden voor de aanbieding:

Aanbiedingen van de Notes zijn afhankelijk van de uitgifte daarvan en eventuele aanvullende voorwaarden zoals uiteengezet in de standaard zakelijke voorwaarden van de financiële tussenpersonen, die door de betrokken financiële tussenpersonen aan beleggers bekendgemaakt worden.

De Uitgevende Instelling behoudt zich het recht voor om de Aanbiedingsperiode, om enigerlei reden, te sluiten vóór de aangegeven sluitingsdatum. De Uitgevende Instelling behoudt zich te allen tijde het recht voor om op of voor de Uitgiftedatum, om enigerlei reden, de aanbieding in te trekken en de uitgifte van de Notes te annuleren. Voor alle duidelijkheid geldt dat, indien een potentiële belegger zich heeft aangemeld en de Uitgevende Instelling dit recht uitoefent, een potentiële belegger nimmer gerechtigd is tot het inschrijven op of anderszins verwerven van de Notes.

Uitgifteprijs: 100% van het Totale Nominale Bedrag

Raming van de totale kosten van de uitgifte of de aanbieding, met inbegrip van de geraamde kosten die door de Uitgevende Instelling of de aanbieder aan de belegger worden aangerekend:

Punctuele kosten (instapkosten), periodieke kosten en potentieel verwachte uitstapkosten kunnen gevolgen hebben voor het rendement dat de belegger kan ontvangen op zijn investering.

WIE IS DE AANBIEDER EN/OF DE AANVRAGER VAN DE TOELATING TOT DE HANDEL?

Société Générale als Dealer

Tour Société Générale - 17 Cours Valmy

92987 Parijs La Défense Cedex, Frankrijk

Vestigingsplaats: 29, boulevard Haussmann, 75009 Parijs, Frankrijk.

Rechtsvorm: Naamloze vennootschap met beperkte aansprakelijkheid (*société anonyme*).

Toepasselijk recht: Frans recht.

Land van oprichting: Frankrijk

WAAROM WORDT DIT PROSPECTUS OPGESTELD?

Dit prospectus wordt opgesteld ten behoeve van de openbare aanbieding van de Notes.

Reden van de aanbieding en gebruik van de opbrengsten: De netto-opbrengst van elke uitgifte van Notes wordt aangewend voor algemene financieringsdoeleinden van Société Générale Groep, daaronder begrepen het winsttoegmerk.

Geraamde netto-opbrengst: Niet van toepassing

Onderschrijving: Een overeenkomst tot onderschrijving met plaatsingsgarantie is afgesloten met: Société Générale

Belangen van de persoon en de natuurlijke personen van uitgifte/aanbieding:

Behoudens eventueel aan de Dealer verschuldigde vergoedingen, heeft, voor zover de Uitgevende Instelling weet, geen enkele persoon die betrokken is bij de uitgifte van de Notes een materieel belang bij de aanbieding. De Dealer en de aan hem gelieerde ondernemingen hebben zich beziggehouden en kunnen zich in de toekomst bezighouden met transacties als investeringsbank en/of commerciële bank met en kunnen ook andere diensten

verlenen ten behoeve van de Uitgevende Instelling en de aan haar gelieerde ondernemingen in het kader van de normale bedrijfsvoering.

Société Générale zal de rol op zich nemen van aanbieder van afdekkingsinstrumenten voor de Uitgevende Instelling van de Notes en Berekeningsagent voor de Notes.

Belangenconflicten tussen de verschillende rollen van Société Générale enerzijds en die van Société Générale in die rollen en die van de Notehouders anderzijds kunnen niet worden uitgesloten.

Voorts kunnen er zich, gezien de bankactiviteiten van Société Générale, conflicten voordoen tussen de belangen van Société Générale in deze hoedanigheden (daaronder begrepen zakelijke relaties met de uitgevende instellingen van de financiële instrumenten die de onderliggende activa vormen voor de Notes of het beschikken over niet-openbare informatie daarover) en die van de Notehouders. Ten slotte kunnen de activiteiten van Société Générale met betrekking tot de onderliggende financiële instrumenten, voor eigen rekening of voor rekening van haar klanten, of de uitvoering van afdekkingstransacties ook gevolgen hebben voor de koers en de liquiditeit van die instrumenten en dus in conflict komen met de belangen van de Notehouders.