

**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.sgmmarkets.com/#/mifid2/emt>, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

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

Dated 21 April 2023

**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.

Société Générale

Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41

Issue of up to EUR 70 000 000 Notes due 25/05/2028

Denominated for commercial purposes  
"SG Step Up Callable EUR Maggio 2028"

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 9 November 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 the supplements to such Base Prospectus dated 18 January 2023 and 13 February 2023 and 17 March 2023 and any supplement published prior to the Issue Date (as defined below) (the **Supplement(s)**); provided, however, that to the extent such Supplement (i) is published after these Final Terms have been signed or issued and (ii) provides for any change to the Conditions as set out under the heading "*General Terms and Conditions of the English Law Notes*", such change shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s). Prior to acquiring an Interest in the Notes described herein, prospective investors should read and understand the information provided in these Final Terms, the Base Prospectus and any Supplement(s) and be aware of the restrictions applicable to the offer and sale of such Notes in the United States or to, or for the account or benefit of, persons that are not Permitted Transferees. A summary of the issue of the Notes is annexed to these Final Terms.

Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer, the Guarantor, the specified offices of the Paying Agents and, in the case of Notes admitted to trading on the Regulated Market or on Euro MTF of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and, in the case of Non-Exempt Offers; on the website of the Issuer (<http://prospectus.socgen.com>).

|     |       |  |   |
|-----|-------|--|---|
| 1.  | (i)   | <b>Series Number:</b>  | 00108VN/23.05   |
|     | (ii)  | <b>Tranche Number:</b>   | 1   |
|     | (iii) | <b>Date on which the Notes become fungible:</b>                            | Not Applicable  |
| 2.  |       | <b>Specified Currency:</b>   | EUR   |
| 3.  |       | <b>Aggregate Nominal Amount:</b>   |   |
|     | (i)   | - <b>Tranche:</b>  | up to EUR 70 000 000  |
|     | (ii)  | - <b>Series:</b>   | up to EUR 70 000 000  |
| 4.  |       | <b>Issue Price:</b>  | 100% of the Aggregate Nominal Amount                                  |
| 5.  |       | <b>Specified Denomination(s):</b>  | EUR 1 000   |
| 6.  | (i)   | <b>Issue Date:</b><br>(DD/MM/YYYY)   | 25/05/2023  |
|     | (ii)  | <b>Interest Commencement Date:</b>   | Issue Date  |
| 7.  |       | <b>Maturity Date:</b><br>(DD/MM/YYYY)                                      | 25/05/2028  |
| 8.  |       | <b>Governing law:</b>  | English law   |
| 9.  | (i)   | <b>Status of the Notes:</b>  | Unsecured   |
|     | (ii)  | <b>Date of corporate authorisation obtained for the issuance of Notes:</b> | 26/04/2023  |
| 10. |       | <b>Interest Basis:</b>   | See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below. |
| 11. |       | <b>Redemption/Payment Basis:</b>   | See section "PROVISIONS RELATING TO REDEMPTION" below.                |
| 12. |       | <b>Issuer's/Noteholders' redemption option:</b>                            | 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(i):  
(i from 1 to 10)** Rate of Interest(i) (i from 1 to 2): 2.80% per annum payable semi-annually in arrear on Interest Payment Date(i)(i from 1 to 2).  
Rate of Interest(i) (i from 3 to 4): 2.90% per annum payable semi-annually in arrear on Interest Payment Date(i)(i from 3 to 4).  
Rate of Interest(i) (i from 5 to 6): 3.15% per annum payable semi-annually in arrear on Interest Payment Date(i)(i from 5 to 6).  
Rate of Interest(i) (i from 7 to 8): 3.40% per annum payable semi-annually in arrear on Interest Payment Date(i)(i from 7 to 8).  
Rate of Interest(i) (i from 9 to 10): 4.00% per annum payable semi-annually in arrear on Interest Payment Date(i)(i from 9 to 10).
- (ii) **Specified Period(s) / Interest Payment Date(s):  
(DD/MM/YYYY)** Interest Payment Date(i) (i from 1 to 10): means the 25 May and 25 November in each year from and including the 25 November 2023 to and including the Maturity Date.
- (iii) **Business Day Convention:** Modified Following Business Day Convention (unadjusted)
- (iv) **Fixed Coupon Amount:** Unless previously redeemed, on each Interest Payment Date(i) (i from 1 to 10), the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:  
  
Rate of Interest(i) x Specified Denomination x Day Count Fraction
- (v) **Day Count Fraction:** 30/360 convention
- (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. **Zero Coupon Note Provisions:** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

16. **Redemption at the option of the Issuer:** Applicable as per Condition 6.1.3.1.1 of the General Terms and Conditions
- (i) **Optional Redemption Amount:** Unless previously redeemed, at the option of the Issuer, the Notes may be early redeemed on the Optional Redemption Date(i) (i from 7 to 9) in accordance with the following provisions in respect of each Note:  
  
Optional Redemption Amount = Specified Denomination x [100%]
- (ii) **Optional Redemption Date(s):  
(DD/MM/YYYY)** Optional Redemption Date(i) (i from 7 to 9): means 25 November 2026, 25 May 2027 and 25 November 2027.
- (iii) **Notice Period:** 10 Business Days prior to the Optional Redemption Date

|      |   |   |
|------|---|---|
| (iv) | <b>Redemption in part:</b>  | Not Applicable  |
| 17.  | <b>Redemption at the option of the Noteholders:</b>   | Not Applicable  |
| 18.  | <b>Final Redemption Amount:</b>   | Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:<br><br>Final Redemption Amount = Specified Denomination x 100% |
| 19.  | <b>Trigger redemption at the option of the Issuer:</b>  | Not Applicable  |
| 20.  | <b>Redemption for Tax Event, Special Tax Event, Regulatory Event, Force Majeure Event or Event of Default</b> | Early Redemption or Monetisation until the Maturity Date<br><br>Early Redemption Amount : Market Value  |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|     |  |   |
|-----|--|---|
| 21. | <b>Provisions applicable to payment date(s):</b>   |   |
|     | - <b>Payment Business Day:</b>   | Following Payment Business Day  |
|     | - <b>Financial Centre(s):</b>  | Not Applicable  |
| 22. | <b>Form of the Notes:</b>  |   |
|     | (i) <b>Form:</b>   | Non-US Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream |
|     | (ii) <b>New Global Note (NGN – bearer Notes) / New Safekeeping Structure (NSS – registered Notes):</b> | No  |
| 23. | <b>Language of the Terms and Conditions of the Notes:</b>  | English language only   |
| 24. | <b>Redenomination:</b>   | Not Applicable  |
| 25. | <b>Consolidation:</b>  | Applicable as per Condition 14.2 of the General Terms and Conditions  |
| 26. | <b>Partly Paid Notes Provisions:</b>   | Not Applicable  |
| 27. | <b>Instalment Notes Provisions:</b>  | Not Applicable  |
| 28. | <b>Dual Currency Note Provisions:</b>  | Not Applicable  |
| 29. | <b>Masse:</b>  | Not Applicable  |
| 30. | <b>Interest Amount and/or the Redemption Amount switch at the option of the Issuer:</b>                | Not Applicable  |

## PART B – OTHER INFORMATION

## 1. LISTING AND ADMISSION TO TRADING

- (i) **Listing:** .None
- (ii) **Admission to trading:** Application will be made by MPS Capital Services Banca per le Imprese S.p.A. (**MPSCS**) to admit the Notes to trading on the multilateral trading facility EuroTLX® ("**EUROTLX**"), organised and managed by Borsa Italiana S.p.A.. MPSCS will act as *specialist* for the Notes pursuant to the Rules of EUROTLX.

The execution of orders on EUROTLX will take place pursuant to the Rules of EUROTLX as published on [www.borsaitaliana.it](http://www.borsaitaliana.it), from which website the Rules can be downloaded free of charge.

Subject to the receipt of the authorization from Borsa Italiana S.p.A., the effectiveness of the offer is subject to the condition that the admission to trading is authorized by Borsa Italiana S.p.A. before the Issue Date (as also stated in Section 10 – paragraph "Conditions to which the offer is subject" of these Final Terms).

The Notes will start trading on EuroTLX within 5 business days from the Issue Date.

Finally, MPSCS expressly reserves the right to trade the securities on his own account outside of any trading venues and to act as market maker and/or liquidity provider(*specialist*) in accordance with the rules and regulations of MIFID 2, as implemented in Italy and in accordance with the guidelines issued by the supervision authorities.

In such events, MPSCS shall provide bid/ask quotes for an amount of the Notes equal to the Placed Amount (as defined in Section 9(ii) below), to be determined based on the market conditions from time to time prevailing. In particular, in respect of the creditworthiness of the Issuer, the Euribor over 3-month will be increased by an asset swap spread determined as the asset spread of certain Issuer's debt securities. The price so determined, in the case of "ask quotes" (purchase by the investor), shall be increased by a margin of up to a maximum of 0.50% per cent.; in case of "bid quotes" (sale by the investor), it shall be reduced by a margin of up to a maximum of 3.00% per cent.

MPSCS is responsible for the information contained in this paragraph B.1 (ii).

- (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

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

Société Générale will ensure the roles of Issuer of the Notes (and as such will have to enter into hedging transactions) 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.

MPSCS and the Distributor (as defined below) are, with respect to the offer of the Notes, in a position of conflict of interest with the investors as they are part of the same banking group (the Montepaschi Banking Group) and they have an economic interest in the distribution of the Notes. MPSCS shall receive from Société Générale the Structuring Fee on the Placed Amount by the Distributor the Distributor shall receive from Société Générale the Distribution Fee, as specified under paragraph B.9(ii) below.

Furthermore, MPSCS is in a position of conflict of interest as: it acts as hedging counterparty of Société Générale in relation to the issuance of the Notes; and it will be acting as liquidity provider (*specialist*), providing bid/ask quotes for the Notes for the benefit of the Noteholders on EuroTLX.. Finally, MPSCS expressly reserves the right to trade the securities on his own account outside of any trading venues and to act as market maker and/or liquidity provider(*specialist*) in accordance with the rules and regulations of MIFID 2, as implemented in Italy and in accordance with the guidelines issued by the supervision authorities.

MPSCS is responsible for the information relating to MPS Group stated in this section B.3.

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

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

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

For the purposes of the Offer of the Notes, the unified yield rate is between XXXX and XXXX (inclusive) per cent. per annum.

The unified yield rate is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

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

Not Applicable

#### 7. OPERATIONAL INFORMATION

- (i) **Security identification code(s):**
- ISIN code: XS2558332438
  - Common code: 255833243
- (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](mailto:clientsupport-deai@sgcib.com)
- 8. 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:**
- MPS Capital Services Banca per le Imprese S.p.A. with registered office at Via Leone Pancaldo, 4 50127 Florence and Offices at Viale Mazzini 23, 53100 Siena, Italy (website: [www.mpscapitalservices.it](http://www.mpscapitalservices.it)), will act as "*Responsabile del Collocamento*" pursuant to article 93-bis of the Italian Legislative Decree n. 58 dated 24.2.1998, as amended (the **Lead Manager**).
- Société Générale shall pay:
- To MPSCS, an
- upfront fee from a minimum of 0.60% and a maximum of 0.68% (the **Structuring Fee**) of the Placed Amount (as defined below) of the Notes and

- To the Distributor, through MPSCS, an upfront fee from a minimum of 2.40% and a maximum of 2.72% (the **Distribution Fee**) of the .Placed Amount (as defined below) of the Notes.

For a complete description of costs and charges applicable to the Notes, perspective investors should refer to the Section “What are the costs?” (in Italian “Quali sono i Costi?”) of the Key Information Document of the Notes drawn up by Société Générale, as the manufacturer, in accordance with Regulation (EU) n. 1286/2014 and Commission Delegated Regulation (EU) 2017/653.

The Notes will be placed to the public in Italy by the following institution (the **Distributor**):

Banca Monte dei Paschi di Siena S.p.A.  
Piazza Salimbeni, 3  
53100 Siena – Italy Website: [www.gruppomps.it](http://www.gruppomps.it)

For the purposes hereof, **Placed Amount** means the product of (x) the Specified Denomination and (y) the number of Notes effectively placed by the Distributor at the end of the Offer Period as notified by MPSCS to Société Générale on the Business Day immediately following the last day of the Offer Period, provided that any amount subscribed by MPSCS at the end of the Offer Period shall be excluded from the definition of Placed Amount.

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|--------|---|--|
| (iii)  | <b>TEFRA rules:</b>   | Not Applicable   |
| (iv)   | <b>Non-exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period:</b> | A Non-exempt offer of the Notes may be made by the Dealer and any <b>Initial Authorised Offeror</b> below mentioned, any <b>Additional Authorised Offeror</b> , the name and address of whom will be published on the website of the Issuer ( <a href="http://prospectus.socgen.com">http://prospectus.socgen.com</a> ) in the Non-exempt Offer jurisdiction(s) ( <b>Non-exempt Offer Jurisdiction(s)</b> ) during the offer period ( <b>Offer Period</b> ) as specified in the paragraph “Terms and Conditions of the Offer” below. |
|        | <b>- Individual Consent / Name(s) and address(es) of any Initial Authorised Offeror:</b>          | Applicable / MPS Capital Services S.p.A., Via Leone Pancaldo 450127 Florence Italy as the Lead Manager   |
|        | <b>- General Consent/ Other conditions to consent:</b>  | Not Applicable   |
| (v)    | <b>U.S. federal income tax considerations:</b>  | The Notes are not Specified Notes for purposes of the Section 871(m) Regulations.  |
| (vi)   | <b>Prohibition of Sales to EEA Retail Investors:</b>  | Not Applicable   |
|        | <b>- Prohibition of Sales to EEA Non Retail Investors:</b>  | Not Applicable   |
| (vii)  | <b>Prohibition of Sales to UK Retail Investors:</b>   | Applicable   |
|        | <b>- Prohibition of Sales to UK Non Retail Investors:</b>   | Not Applicable   |
| (viii) | <b>Prohibition of Sales to Swiss Non Retail Investors:</b>  | Not Applicable   |



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

- Non-exempt Offer Jurisdiction(s):** Italy
- Offer Period:** From 27/04/2023 to 22/05/2023, save in case of early termination.
- Offer Price:** The Notes will be offered at the Issue Price of which an amount from a minimum of 3,00% up to a maximum of 3.4% is represented by i) the sum of the Structuring Fee and the Distribution Fee payable upfront by Société Générale to MPSCS and the Distributor (through MPSCS), respectively
- The precise amount of the Distribution Fee, and the Structuring Fee will be determined based on the prevailing market conditions during the Offer Period and will be published by way of a notice not later than 5 TARGET2 Business Days after the Issue Date on the websites of the Issuer, the Lead Manager and the Distributor, at <http://prospectus.socgen.com>, [www.mpscapitalservices.it](http://www.mpscapitalservices.it) and [www.gruppomps.it](http://www.gruppomps.it)
- 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, subject to the agreement with MPSCS, to close the Offer Period prior to its stated expiry for any reason.
- The Issuer reserves the right, subject to the agreement with MPSCS, 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 and no costs or expenses would be charged on the potential investors.
- 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>) of the Lead Manager ([www.mpscapitalservices.it](http://www.mpscapitalservices.it)) and the Distributor ([www.gruppomps.it](http://www.gruppomps.it)).
- The validity of the offer is subject to the condition that the decision of admission to trading on EuroTLX is released by Borsa Italiana S.p.A. by not later than on the day immediately preceding the Issue Date; otherwise, the offer will be deemed withdrawn and the issuance cancelled. The Issuer undertakes to file the relevant application with Borsa Italiana S.p.A. in due time to allow Borsa Italiana S.p.A. to release a decision, according to its rules, within the day immediately preceding the Issue Date.
- Description of the application process:** The distribution activity will be carried out in accordance with the financial intermediary's usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription of the Notes.
- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:** 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.

The settlement and the delivery of the securities will be executed through the Dealer mentioned above only for technical reasons. However, the Issuer will be the only offeror and as such will assume all the responsibilities in connection with the information contained in the Final Terms together with the Base Prospectus.

**- Manner and date in which results of the offer are to be made public:**

Publication on the website of the Issuer (<http://prospectus.socgen.com>) and in a daily newspaper of general circulation in the relevant place(s) of listing and/or public offer at the end of the subscription period if required by local regulation.

**- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:**

Not Applicable

**- Whether tranche(s) has/have been reserved for certain countries:**

Not Applicable

**- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:**

Not Applicable

**- Amount of any expenses and taxes specifically charged to the subscriber or purchaser:**

Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation.

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

## 10. ADDITIONAL INFORMATION

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

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

**- Location where the Prospectus, any Supplements thereto and the Final Terms can be collected or inspected free of charge in Italy:** Société Générale,  
Via Olona n.2, 20123 Milano  
Italy

## 11. PUBLIC OFFERS IN SWITZERLAND

Not Applicable

**12. EU BENCHMARKS REGULATION**

**Benchmark:** Not Applicable

## ISSUE SPECIFIC SUMMARY

## SECTION A – INTRODUCTION INCLUDING WARNINGS

ISIN code : XS2558332438

**Issuer : Société Générale**

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

Telephone number : 01 57 29 12 12

Legal entity identifier (LEI): O2RNE8IBXP4R0TD8PU41

**Identity and contact details of the competent authority approving the universal registration document:**

**Approved by the Autorité des Marchés Financiers (AMF)**

17, place de la Bourse - 75002 Paris, France

Telephone : 01 53 45 60 00

**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:** 09/11/2022

**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.

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 : Société Générale (or the Issuer)**

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

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

Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41

Legislation under which the Issuer operates: French law.

Country of incorporation: France.

**Statutory auditors : Ernst & Young et Autres et Deloitte & Associés.**

The Issuer is the mother company of the Société Générale's Group.

The purpose of Société Générale is, under the conditions determined by the laws and regulations applicable to credit institutions, to carry out with individuals and corporate entities, in France or abroad: all banking transactions; all transactions related to banking operations, including in particular investment services or allied services as listed by Articles L.321-1 and L.321-2 of the French *Code monétaire et financier*; all acquisitions of interests in other companies. Société Générale may also, on a regular basis, as defined in the conditions set by the French Financial and Banking Regulation Committee, engage in all transactions other than those mentioned above, including in particular insurance brokerage. Generally, Société Générale may carry out, on its own behalf, on behalf of a third-party or jointly, all financial, commercial, industrial, agricultural, security or property transactions, directly or indirectly related to the abovementioned activities or likely to facilitate the accomplishment of such activities.

None of the existing shareholders controls, either directly or indirectly, Société Générale. The main shareholder is *Plan mondial d'actionariat salarié*.

In accordance with its bylaws, the Issuer is managed by a Management Board nominated by a General meeting of Noteholders and composed of Frédéric Oudéa as chief executive officer and Philippe Aymerich and Diony Lebot deputy chief executive officer.

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

**Income statement**

| <i>In millions of euros</i>  | <b>9 Months<br/>2022 (audited)</b> | <b>31.12.2021<br/>(audited)</b> | <b>9 Months<br/>2021 (audited)</b> | <b>31.12.2020<br/>(audited)</b> |
|--|------------------------------------|---------------------------------|------------------------------------|---------------------------------|
| Net interest income (or equivalent)  | 8,176                              | 10,718                          | 7,810                              | 10,473                          |
| Net fee and commission income  | 3,868                              | 5,320                           | 3,870                              | 4,917                           |
| Net impairment loss on financial assets  | (1,234)                            | (700)                           | (614)                              | (3,306)                         |
| Net trading income   | 5,927                              | 5,723                           | 4,461                              | 2,851                           |
| Measure of financial performance used by the issuer in the financial statements such as operating profit                   | 7,154                              | 8,208                           | 6,153                              | 5,399                           |
| Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent) | 858                                | 5,641                           | 3,854                              | (258)                           |

**Balance sheet**

| <i>in billions of euros</i>   | <b>9 Months<br/>2022<br/>(audited)</b> | <b>31.12.2021<br/>(audited)</b> | <b>9 Months<br/>2021<br/>(audited)</b> | <b>31.12.2020<br/>(audited)</b> | <b>#Value as outcome<br/>from the most recent<br/>supervisory review<br/>and evaluation<br/>process (SREP)</b> |
|---|--|---------------------------------|--|---------------------------------|--|
| Total assets ( <i>Total Assets</i> )  | 1,593.5                                | 1,464.5                         | 1,526.4                                | 1,462.0                         | N/A  |
| Senior debt ( <i>Debt securities issued</i> )   | 125.2                                  | 135.3                           | 133.2                                  | 139                             | N/A  |
| Subordinated debt ( <i>Subordinated debts</i> )   | 17.6                                   | 16.0                            | 15.8                                   | 15.4                            | N/A  |
| Loans and receivables to customers ( <i>Customer loans at amortised cost</i> )  | 513.1                                  | 497.2                           | 475.9                                  | 448.8                           | N/A  |
| Deposits from customers ( <i>Customer deposits</i> )  | 534.7                                  | 509.1                           | 497.2                                  | 456.1                           | N/A  |
| Total equity ( <i>Shareholders' equity, subtotal Equity, Group share</i> )  | 66.3                                   | 65.1                            | 63.6                                   | 61.7                            | N/A  |
| Non-performing loans (based on net carrying amount) / Loans and receivables ( <i>Doubtful loans</i> )   | 15.6                                   | 16.5                            | 16.9                                   | 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> ) | 13.1%(1)                               | 13.71%(1)                       | 13.4%(1)                               | 13.4%(1)                        | 9.27%**  |
| Total capital ratio ( <i>Total capital ratio</i> )  | 19%(1)                                 | 18.8%(1)                        | 18.6%(1)                               | 19.21%(1)                       | N/A  |
| Leverage ratio calculated under applicable regulatory framework   | 4.2%(1)                                | 4.9%(1)                         | 4.5%(1)                                | 4.8%(1)                         | N/A  |

\*\* Taking into account the combined regulatory buffers, the phased-in CET1 ratio level that would trigger the Maximum Distributable Amount (MDA) mechanism would be 9.27% as of 30 September 2022.

(1) Phased-in ratio.

The audit report does not contain any qualification.

**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 :** XS2558332438 **Number of Notes :** up to 70 000

|                           |  |                              |  |
|---------------------------|--|------------------------------|--|
| <b>Product Currency</b>   | EUR  | <b>Settlement Currency</b>   | EUR  |
| <b>Listing</b>            | EuroTLX, a Multilateral Trading Facility organized and managed by Borsa Italiana S.p.A | <b>Nominal Value</b>         | EUR 1,000 per Note                         |
| <b>Minimum Investment</b> | EUR 1,000  | <b>Issue Price</b>           | 100% of the Nominal Value                  |
| <b>Maturity Date</b>      | 25/05/2028   | <b>Minimum Reimbursement</b> | 100% of the Nominal Value at Maturity Date |

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

This product has a life span of 5 years but can be redeemed earlier according to the conditions indicated in the "objectives" section below.

This product is designed to pay a Fixed Coupon on a periodic basis and a redemption amount equal to 100% of the nominal value on the relevant Maturity Date or, in the event of early redemption by the Issuer, on the relevant Early Redemption Date.

The product provides for full capital protection on the maturity date or, in the event of early redemption, on the relevant Early Redemption Date, in the currency of the Product.

#### Coupons

If the product has not been early redeemed, it entitles the holder to the payment of semi-annual coupons.

On each Fixed Coupon Payment Date(i), you will receive the Fixed Coupon(i).

Each Fixed Coupon(i) is calculated by multiplying the Fixed Rate(i) by the Nominal Value.

The 30/360 calculation convention applies.

#### Early Redemption

With reference to any Early Redemption Date(i), the Issuer may, at its sole discretion, redeem the product early. In such case, the investor will receive 100% of the Nominal Value.

#### Redemption on the Maturity Date

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

#### Additional Information:

- The occurrence of extraordinary events could cause changes to the terms of the product or its early redemption, which could result in losses to the principal amount invested.

- The product is available through a public offering during the applicable offering period in the following jurisdictions: Italy

|  |   |
|--|---|
| <b>Issue Date</b>  | 25/05/2023  |
| <b>Maturity Date</b>   | 25/05/2028  |
| <b>Fixed Rate(i) (i from 1 to 10) (expressed on an annual basis)</b> | 1) 2.80%; 2) 2.80%; 3) 2.90%; 4) 2.90%; 5) 3.15%; 6) 3.15%; 7) 3.40%; 8) 3.40%; 9) 4.00%; 10) 4.00%   |
| <b>Fixed Coupon Payment Date(i) (i from 1 to 10)</b>                 | 1) 27/11/2023; 2) 27/05/2024; 3) 25/11/2024; 4) 26/05/2025; 5) 25/11/2025; 6) 25/05/2026; 7) 25/11/2026; 8) 25/05/2027; 9) 25/11/2027; 10) 25/05/2028 |

|   |   |
|---|---|
| <b>Early Redemption<br/>Date(i) (i from 7 to 9)</b> | 7) 25/11/2026; 8) 25/05/2027; 9) 25/11/2027 |
|---|---|

**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 by MPS Capital Services Banca per le Imprese S.p.A. for the Notes to be admitted to trading on the Multilateral Trading Facility ("MTF") named EuroTLX organized and managed by Borsa Italiana S.p.A.

**There can be no assurance that the listing and trading of the Notes will be approved with effect on the Issue Date or at all.**

**IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?****Nature and scope of the guarantee:**

The Notes are not guaranteed.

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

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

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

The possibility of an early redemption of the Notes at the Issuer's discretion may limit their market value. Before or during each period during which the Notes may be redeemed early, their market value will not rise substantially above their redemption price.

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

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

Events affecting the Underlying(s) or hedging transactions may lead to adjustments, de-indexation, substitution of the Underlying(s), 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.

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

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

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

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

**Offer Period:** From 27/04/2023 to 22/05/2023, save in case of early termination.

**Offer Price:** The Notes will be offered at the Issue Price of which an amount from a minimum of 3.00% up to a maximum of 3.4% is represented by i) the sum of the Structuring Fee and the Distribution Fee payable upfront by Societe Generale to MPSCS and, (through MPSCS), to Banca Monte dei Paschi di Siena S.p.A. (the **Distributor**), respectively

#### **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, subject to the agreement with MPSCS, to close the Offer Period prior to its stated expiry for any reason.

The Issuer reserves the right, subject to the agreement with MPSCS, to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.

In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (<http://prospectus.socgen.com>), the Lead Manager ([www.mpscapitalservices.it](http://www.mpscapitalservices.it)) and the Distributor ([www.gruppomps.it](http://www.gruppomps.it)).

The validity of the offer is subject to the condition that the decision of admission to trading on EuroTLX is released by Borsa Italiana S.p.A. by not later than on the day immediately preceding the Issue Date; otherwise, the offer will be deemed withdrawn and the issuance cancelled. MPSCS undertakes to file the relevant application with Borsa Italiana S.p.A. in due time to allow Borsa Italiana S.p.A. to release a decision, according to its rules, within the day immediately preceding the Issue Date.

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

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

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

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

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



Société Générale as Dealer

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

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

Applicable law : French law.

Country of incorporation : France

MPS Capital Services Banca per le Imprese S.p.A. as the person asking for the admission to trading

Domicile: MPS Capital Services S.p.A., Via Leone Pancaldo 450127 Florence Italy

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

Applicable law: Italian law

Country of incorporation ; Italy

### **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**

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

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

Société Générale will ensure the roles of 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.

MPSCS and the Distributor are, with respect to the offer of the Notes, in a position of conflict of interest with the investors as they are part of the same banking group (the Montepaschi Banking Group) and they have an economic interest in the distribution of the Notes. MPSCS shall receive from Société Générale the Structuring Fee on the Placed Amount by the Distributor the Distributor shall receive from Société Générale the Distribution Fee..

Furthermore, MPSCS is in a position of conflict of interest as: it acts as hedging counterparty of Société Générale in relation to the issuance of the Notes; and it will be acting as liquidity provider (*specialist*), providing bid/ask quotes for the Notes for the benefit of the Noteholders on EuroTLX.. Finally, MPSCS expressly reserves the right to trade the securities on his own account outside of any trading venues and to act as market maker and/or liquidity provider(*specialist*) in accordance with the rules and regulations of MIFID 2, as implemented in Italy and in accordance with the guidelines issued by the supervision authorities.

MPSCS is responsible for the information relating to MPS Group stated in this section.

**NOTA DI SINTESI DELL'EMISSIONE****SEZIONE A – INTRODUZIONE COMPRENSIVA DELLE AVVERTENZE**

**Codice ISIN** : XS2558332438

**Emittente** : Societe Generale

Domicilio : 29, boulevard Haussmann, 75009 Paris, France

Numero di telefono : +33 01 57 29 12 12

*Legal entity identifier (LEI)* : O2RNE8IBXP4R0TD8PU41

**Offerente e/o soggetto che richiede l'ammissione alle negoziazioni :**

Societe Generale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

*Legal entity identifier (LEI)* : O2RNE8IBXP4R0TD8PU41

**Individuazione e contatti dell'autorità competente per l'approvazione del prospetto:**

Approvato dalla Commission de Surveillance du Secteur Financier (CSSF)

283, route d'Arlon L-2991, Luxembourg

E-Mail : direction@cssf.lu

**Data di approvazione del prospetto:** 09/11/2022

**AVVERTENZE**

La presente nota di sintesi deve essere letta come un'introduzione al prospetto di base (il **Prospectus**" o **"Prospetto"**).

Qualsiasi decisione di investire nelle obbligazioni (le **Obbligazioni**) emesse sulla base del Prospetto deve basarsi su una valutazione complessiva del Prospetto da parte dell'investitore.

**I potenziali investitori devono essere consapevoli del fatto che queste Obbligazioni potrebbero essere volatili e che potrebbero non ricevere alcun interesse e potrebbero perdere tutto o una parte sostanziale del loro investimento.**

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

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

**State per acquistare un prodotto che non è semplice e può essere di difficile comprensione.**

**SEZIONE B – INFORMAZIONI CHIAVE SULL'EMITTENTE****CHI È L'EMITTENTE DEI TITOLI?**

**Emittente:** Societe Generale (o l'Emittente)

Domicilio: 29, boulevard Haussmann, 75009 Paris, France

*Legal entity identifier (LEI)* : O2RNE8IBXP4R0TD8PU41

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

Giurisdizione di riferimento: diritto francese.

Paese di costituzione: Francia.

**Società di revisione : Ernst & Young et Autres et Deloitte & Associés**

L'Emittente è la capogruppo del Gruppo Societe Generale.

La finalità di Societe Generale è, ai sensi delle condizioni determinate dalla legge e dai regolamenti applicabili agli istituti di credito, di effettuare con persone fisiche e giuridiche in Francia o all'estero: tutte le operazioni bancarie, tutte le operazioni relative alle operazioni bancarie compresi in particolare i servizi di investimento o servizi connessi elencati dagli articoli L.321-1 and L.321-2 del Code *monétaire et financier* francese; tutte le acquisizioni di partecipazioni in altre società.

Societe Generale può inoltre su base regolare, come definito nelle condizioni stabilite dal Comitato francese per la regolamentazione finanziaria bancaria, intraprendere tutte le operazioni diverse da quelle sopra menzionate, inclusa in particolare l'intermediazione assicurativa. In generale Societe Generale può compiere per conto di terzi o congiuntamente, tutte le operazioni finanziarie commerciali, industriali, agricole mobiliari o immobiliari, direttamente o indirettamente connesse con le suddette attività o atte a facilitare la realizzazione di tali attività.

Nessuno degli attuali azionisti controlla direttamente o indirettamente Societe Generale. Il principale azionista è il *Plan mondial d'actionariat salarié*.

Ai sensi dello statuto l'Emittente è amministrato da un *Management Board* nominato dall'Assemblea Generale degli Obbligazionisti e composto da Frédéric Oudéa in qualità di *chief executive officer* e MM Philippe Aymerich e Diony Lebot in qualità di *deputy chief executive officer*.

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

##### Conto economico

| <i>In miliardi di euro</i>  | Terzo Trimestre<br>2022 (non<br>soggetto a<br>revisione) | 31.12.2021<br>(soggetto a<br>revisione) | Terzo Trimestre<br>2021 (non<br>soggetto a<br>revisione) | 31.12.2020<br>(soggetto a<br>revisione) |
|---|--|---|--|---|
| <b>Reddito netto da interessi (o<br/>equivalente)<br/>(Totale interessi attivi e passivi)***</b>  | 8,176  | 10.718                                  | 7,810  | 10.473                                  |
| <b>Reddito netto da fee e commissioni<br/>(Fee Totali e spese)</b>  | 3,868  | 5.320                                   | 3,870  | 4.917                                   |
| <b>Perdita netta da riduzione durevole<br/>di valore delle attività finanziarie<br/>(Costo del rischio)</b>   | (1,234)  | (700)                                   | (614)  | (3,306)                                 |
| <b>Reddito netto da trading<br/>(Utili e perdite nette su transazioni<br/>finanziarie)</b>  | 5,927  | 5.723                                   | 4,461  | 2.851                                   |
| <b>Misura della performance<br/>finanziaria utilizzata dall'emittente<br/>nel bilancio quale l'utile operativo<br/>(Margine operativo lordo)</b>  | 7,154  | 8.208                                   | 6,153  | 5.399                                   |
| <b>Utile o perdita netta (per il bilancio<br/>consolidato utile o perdita netta<br/>attribuibile ai possessori di<br/>strumenti di capitale della<br/>capogruppo)<br/>(Utile netto, quota del gruppo)</b> | 858  | 5.641                                   | 3,854  | (258)                                   |

##### Stato patrimoniale

| <i>In miliardi di euro</i>   | Terzo Trimestre 2022 (non soggetto a revisione) | 31.12.2021 (soggetto a revisione) | Terzo Trimestre 2021 (non soggetto a revisione) | 31.12.2020 (soggetto a revisione) | #Valore risultante dal più recente processo di revisione e valutazione prudenziale (SREP) |
|--|---|-----------------------------------|---|-----------------------------------|---|
| <b>Totale attività (Totale Attività)</b>   | 1,593.5   | 1.464,4                           | 1,526.4   | 1.444,4                           | N/A   |
| <b>Debiti senior (Titoli di debito emessi)</b>   | 125.2   | 135,3                             | 133.2   | 139,0                             | N/A   |
| <b>Debiti subordinati (Debiti Subordinati)</b>   | 17.6  | 16,0                              | 15.8  | 15,4                              | N/A   |
| <b>Prestiti e crediti dalla clientela (Prestiti ai clienti e costi ammortizzati)</b>   | 513.1   | 497,2                             | 475.9   | 448,8                             | N/A   |
| <b>Depositi dalla clientela (Depositi dalla clientela)</b>   | 534.7   | 509,1                             | 497.2   | 456,1                             | N/A   |
| <b>Totale capitale (Patrimoni netto, subtotale equity, quota del gruppo)</b>   | 66.3  | 65,1                              | 63.6  | 61,7                              | N/A   |
| <b>Prestiti non performing (sulla base di importo netto iscritto in bilancio / prestiti e crediti) (Prestiti dubbi)</b>  | 15.6  | 16,5                              | 16.9  | 17,0                              | N/A   |
| <b>Rapporto di Common Equity Tier 1 capital (CET1) (o altro rapporto di capitale di adeguatezza prudenziale a seconda dell'emissione) (Rapporto di Common Equity Tier 1)</b> | 13.1%(1)  | 13,71%(1)                         | 13.4%(1)  | 13,44%(1)                         | 9,23% **  |
| <b>Rapporto di capitale totale (Rapporto di capitale totale)</b>   | 19%(1)  | 18,85%(1)                         | 18.6%(1)  | 19,21%(1)                         | N/A   |
| <b>Rapporto di leva calcolato secondo il quadro regolamentare applicabile (Rapporto di leva CRR a pieno carico)</b>  | 4.2%(1)   | 4,9%(1)                           | 4.5%(1)   | 4,8%(1)                           | N/A   |

\*\*Considerando i buffers regolamentari combinati, il livello del rapporto CET1 che attiverebbe il meccanismo dell'Importo Massimo Distribuibile sarebbe pari a 9,27% al 30 settembre 2022.

(1) Phased-in ratio

La relazione di revisione non contiene alcun rilievo.

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

In caso di inadempimento o fallimento dell'Emittente, l'investitore ha diritto di ricorso soltanto nei confronti di Société Générale e, in caso di bail-in applicato ai titoli dell'emittente o ai prodotti strutturati di Société Générale, è esposto

al rischio di perdita totale o parziale dell'importo investito o di sua conversione in titoli (di capitale o di debito) o di spostamento della scadenza, senza alcuna garanzia o compensazione.

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

**Codice ISIN:** XS2558332438 **Numero di Obbligazioni:** fino a 70 000

|                             |  |                              |   |
|-----------------------------|--|------------------------------|---|
| <b>Valuta del Prodotto</b>  | EUR  | <b>Valuta di Regolamento</b> | EUR   |
| <b>Sede di negoziazione</b> | EuroTLX, un Sistema Multilaterale di Negoziazione organizzato e gestito da Borsa Italiana S.p.A. | <b>Valore Nominale</b>       | 1.000 EUR per Obbligazione                  |
| <b>Investimento Minimo</b>  | 1.000 EUR  | <b>Prezzo di Emissione</b>   | 100% del Valore Nominale                    |
| <b>Data di Scadenza</b>     | 25/05/2028   | <b>Rimborso minimo</b>       | 100% del Valore Nominale solo alla scadenza |

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

Il prodotto ha una durata predeterminata pari a 5 anni ma prevede un meccanismo di liquidazione anticipata automatica in base a condizioni descritte nella sezione "Obiettivi" sotto riportata.

Questo prodotto è concepito per pagare una Cedola fissa su base periodica e un importo di rimborso pari al 100% del valore nominale alla Data di Scadenza ovvero, in caso di rimborso anticipato da parte dell'Emittente, alla relativa Data di Scadenza Anticipata.

Il prodotto prevede una protezione totale del capitale alla Data di Scadenza ovvero, in caso di Rimborso Anticipato, alla relativa Data di Scadenza Anticipata, nella Valuta del Prodotto.

**Cedole**

Se il prodotto non è stato rimborsato anticipatamente, dà diritto al pagamento di cedole fisse semestrali.

Ad ogni Data di Pagamento della Cedola Fissa(i), si riceverà la Cedola Fissa(i).

La Cedola Fissa(i) è calcolata moltiplicando il Tasso Fisso(i) per il Valore Nominale.

Si applica la convenzione di calcolo 30/360.

**Rimborso Anticipato**

Ad una qualsiasi Data di Scadenza Anticipata(i), l'Emittente può, a propria esclusiva discrezione, rimborsare anticipatamente il prodotto. In tal caso, l'investitore riceverà il 100% del Valore Nominale.

**Rimborso alla Data di Scadenza**

Alla Data di Scadenza, qualora il prodotto non sia stato rimborsato anticipatamente, si riceverà il 100% del Valore Nominale.

**Ulteriori Informazioni:**

- Il verificarsi di eventi straordinari potrebbe causare modifiche dei termini del prodotto o il suo rimborso anticipato e ciò potrebbe comportare perdite sul capitale investito.

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

|  |   |
|--|---|
| <b>Data di Emissione</b>                                     | 25/05/2023  |
| <b>Data di Scadenza</b>                                      | 25/05/2028  |
| <b>Tasso Fisso(i) (i da 1 a 10) (espresso su base annua)</b> | 1) 2,80%; 2) 2,80%; 3) 2,90%; 4) 2,90%; 5) 3,15%; 6) 3,15%; 7) 3,40%; 8) 3,40%; 9) 4,00%; 10) 4,00%   |
| <b>Data di Pagamento della Cedola Fissa(i) (i da 1 a 10)</b> | 1) 27/11/2023; 2) 27/05/2024; 3) 25/11/2024; 4) 26/05/2025; 5) 25/11/2025; 6) 25/05/2026; 7) 25/11/2026; 8) 25/05/2027; 9) 25/11/2027; 10) 25/05/2028 |
| <b>Data di Scadenza Anticipata(i) (i da 7 a 9)</b>           | 7) 25/11/2026; 8) 25/05/2027; 9) 25/11/2027   |

**Rinuncia ai diritti di compensazione**

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

**Giurisdizione applicabile**

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

**Priorità:**

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

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

**RESTRIZIONI ALLA LIBERA TRASFERIBILITÀ DEI OBBLIGAZIONI**

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

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

**DOVE SARANNO NEGOZIATI I TITOLI?****Ammissione alle negoziazioni:**

Sarà presentata da parte di MPS Capital Services Banca per le Imprese S.p.A. domanda di ammissione alla negoziazione delle Obbligazioni sul Sistema Multilaterale di Negoziazione denominato EuroTLX "MTF", organizzato e gestito da Borsa Italiana S.p.A.

**Non vi è alcuna garanzia che le negoziazioni delle Obbligazioni saranno approvate con effetto alla Data di Emissione o in assoluto.**

**I TITOLI SONO ASSISTITI DA UNA GARANZIA?****Natura e scopo della garanzia**

Le Obbligazioni non sono garantite

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

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

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

La possibilità di un rimborso anticipato delle Obbligazioni da parte dell'emittente può limitarne il loro valore di mercato. Prima o durante tale periodo nel quale le Obbligazioni possono essere riscattate, il loro valore di mercato non salirà sostanzialmente al di sopra del prezzo di rimborso

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

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

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

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

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

**Periodo di Offerta:** Dal 27/04/2023 al 22/05/2023, salvo in caso di chiusura anticipata.

**Prezzo di Offerta** Le Obbligazioni saranno offerte al Prezzo di Emissione, una parte del quale, da un minimo del 3,00% ed un massimo del 3,4%, è costituita i) dalla somma della Commissione di Strutturazione e della Commissione di Collocamento dovuta in via anticipata da Societe Generale rispettivamente a MPS Capital Services Banca per le Imprese S.p.A. (**MPSCS**, che agisce da "*Responsabile del Collocamento*" ai sensi dell'articolo 93-*bis* del Decreto Legislativo n. 58 del 24.2.1998, come di volta in volta modificato) e (per il tramite di MPSCS) a Banca Monte dei Paschi di Siena S.p.A (il **Distributore**),

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

L'Emittente si riserva il diritto, soggetto all'accordo con MPSCS, di chiudere il Periodo di Offerta prima della scadenza inizialmente stabilita per qualunque motivo.

L'Emittente si riserva il diritto, soggetto all'accordo con MPSCS, di ritirare l'offerta e annullare l'emissione delle Obbligazioni per qualunque motivo e in un qualsiasi momento alla Data di Emissione o precedentemente alla stessa. Resta inteso che qualora un potenziale investitore abbia richiesto la sottoscrizione e l'Emittente eserciti tale diritto, tale potenziale investitore non avrà alcun diritto di sottoscrivere o acquistare altrimenti le Obbligazioni e nessun costo o spesa verrebbe addebitato ai potenziali investitori.

In tali casi, l'avviso agli investitori relativo alla chiusura anticipata o al ritiro, a seconda dei casi, sarà pubblicato sul sito web dell'Emittente (<http://prospectus.socgen.com>) del Lead Manager ([www.mpscapitalservices.it](http://www.mpscapitalservices.it)) e del Collocatore ([www.gruppomps.it](http://www.gruppomps.it))

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

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

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

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

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

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

Societe Generale in quanto Dealer

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

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

Legislazione di riferimento: diritto francese.

Paese di costituzione: Francia

MPS Capital Services Banca per le Imprese S.p.A. in quanto soggetto che chiede l'ammissione alle negoziazioni

Sede Legale: MPS Capital Services S.p.A., Via Leone Pancaldo 450127 Firenze Italia

Forma giuridica: Società per Azioni

Legislazione di riferimento: diritto italiano

Paese di costituzione: Italia

#### **PERCHÈ QUESTO PROSPETTO VIENE PRODOTTO?**

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

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

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

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

Per quanto l'Emittente ne sa, nessuna persona coinvolta nell'emissione delle Obbligazioni ha un interesse rilevante nell'Offerta.

Société Générale ricoprirà i ruoli di Emittente delle Obbligazioni (e in quanto tale dovrà effettuare operazioni di copertura) e di Agente di Calcolo delle Obbligazioni.

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

MPSCS e il Collocatore (come precedentemente definiti) sono, per quanto concerne l'offerta delle Obbligazioni, in una posizione di conflitto di interessi con gli investitori poiché sono parte dello stesso gruppo bancario (il Gruppo Bancario Montepaschi) e hanno interessi economici in relazione al collocamento delle Obbligazioni. MPSCS riceverà da Société Générale la Commissione di Strutturazione sull'Importo Collocato dal Collocatore; il Collocatore riceverà da Société Générale la Commissione di Collocamento.

Inoltre, MPSCS è anche in una posizione di conflitto d'interessi per le seguenti ragioni: agisce come controparte di copertura di Société Générale in relazione all'emissione delle Obbligazioni; e agirà come Liquidity Provider, fornendo quotazioni acquisto/vendita per le Obbligazioni a beneficio dei Portatori delle Obbligazioni su EuroTLX. Infine, MPSCS si riserva espressamente il diritto di negoziare i titoli in conto proprio al di fuori di qualsiasi sede di negoziazione e di agire in qualità di market maker e/o *liquidity provider (specialist)* nel rispetto delle norme e dei regolamenti della MIFID 2, così come implementati in Italia e secondo le linee guida emanate dalle autorità di vigilanza.

MPSCS è responsabile per le informazioni relative al Gruppo MPS contenute nella presente sezione.