

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 20/04/2023

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 (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.

Société Générale
Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41

Issue of up to EUR 50 000 000 Notes due 29/05/2027 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 supplement(s) 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 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 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 (<http://www.luxse.com>) and in the case of Non-Exempt Offers; on the website of the Issuer (<http://prospectus.socgen.com>).

1. (i) **Series Number:** 00162VN/23.05
- (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 50 000 000
 - (ii) - **Series:** up to EUR 50 000 000
4. **Issue Price:** 100 % of the Aggregate Nominal Amount
5. **Specified Denomination(s):** EUR 1 000
6. (i) **Issue Date:** 29/05/2023
(DD/MM/YYYY)
- (ii) **Interest Commencement Date:** Issue Date
7. **Maturity Date:** 29/05/2027
(DD/MM/YYYY)
8. **Governing law:** English law
9. (i) **Status of the Notes:** Unsecured
- (ii) **Date of corporate authorisation obtained for the issuance of Notes:** 21/04/2023
10. **Interest Basis:** See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below.
11. **Redemption/Payment Basis:** See section "PROVISIONS RELATING TO REDEMPTION" below.
12. **Issuer's/Noteholders' redemption option:** See section "PROVISIONS RELATING TO REDEMPTION" below.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Note Provisions:** Applicable as per Condition 4.1 of the General Terms and Conditions
 - (i) **Rate(s) of Interest(i): (i from 1 to 4)**

Rate of Interest(i) (i = 1) : 3.35% per annum payable annually in arrear on Interest Payment Date(1)
Rate of Interest(i) (i = 2) : 3.65% per annum payable annually in arrear on Interest Payment Date(2)
Rate of Interest(i) (i = 3) : 3.95% per annum payable annually in arrear on Interest Payment Date(3)
Rate of Interest(i) (i = 4) : 4.25% per annum payable annually in arrear on Interest Payment Date(4)
 - (ii) **Specified Period(s) / Interest Payment Date(s):(DD/MM/YYYY)** Interest Payment Date(i) (i from 1 to 4): means the 29 May in each year from and including the 29 May 2024 to and including the Maturity Date.
 - (iii) **Business Day Convention:** Modified Following Business Day Convention (unadjusted)

(iv) **Fixed Coupon Amount :** Unless previously redeemed, on the Interest Payment Date(i) (i from 1 to 4), 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 2 to 3) in accordance with the following provisions in respect of each Note:

Optional Redemption Amount = Specified Denomination x [100%]

(ii) **Optional Redemption Date(s) :** Optional Redemption Date(i)(i from 2 to 3) : means the 29 May in each year from and including 29 May 2025 to and including the 29 May 2026.

(iii) **Notice Period:** 10 Business Days prior to the Optional Redemption Date

(iv) **Redemption in part:** Not Applicable

17. **Redemption at the option of the Noteholders:** Not Applicable

18. **Final Redemption Amount :** Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:

Final Redemption Amount = Specified Denomination x 100%

19. **Trigger redemption at the option of the Issuer:** Not Applicable

20. **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

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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

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

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

22. **Form of the Notes:**

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

- (ii) **New Global Note (NGN – bearer notes) / New Safekeeping Structure (NSS – registered notes):** No
23. **Language of the Terms and Conditions of the Notes:** English language only
24. **Redenomination:** Not Applicable
25. **Consolidation:** Applicable as per Condition 14.2 of the General Terms and Conditions
26. **Partly Paid Notes Provisions:** Not Applicable
27. **Instalment Notes Provisions:** Not Applicable
28. **Dual Currency Note Provisions:** Not Applicable
29. **Masse:** Not Applicable
30. **Interest Amount and/or the Redemption Amount switch at the option of the Issuer:** Not Applicable

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

- (i) **Listing:** None
- (ii) **Admission to trading:** Application shall be made for the Notes to be admitted to trading on the Multilateral Trading Facility (“MTF”) named EuroTLX organized and managed by Borsa Italiana S.p.A. with effect from or as soon as practicable after the Issue Date. Société Générale, directly or through a third party appointed by it, will act as specialist for the Notes, in accordance with the rules and regulations of EuroTLX.
- There can be no assurance that the listing and trading of the Notes will be approved with effect on the Issue Date or at all**
- , provided that if Borsa Italiana S.p.A. does not release its decision of admission to trading within the day immediately preceding the Issue Date, Section 10 – paragraph “Conditions to which the offer is subject” of these Final Terms shall apply.**
- (iii) **Estimate of total expenses related to admission to trading:** Not Applicable
- (iv) **Information required for Notes to be listed on SIX Swiss Exchange:** Not Applicable

2. RATINGS

The Notes to be issued have not been rated.

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

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

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*)

For the purposes of the Offer of the Notes, the unified yield rate is between 0 and 4.25 (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: XS2593294262
- Common Code: 259329426
- (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

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:** Société Générale shall pay to ICCREA BANCA SPA (the **Distributor**), a remuneration of up to 1.00% of the nominal amount of the Certificates effectively placed by such Distributor.

The Distributor will be acting directly and through one or more banks (banche di credito cooperativo) belonging to its group (the **Sub-Distributor(s)**).
- (iii) **TEFRA Rules:** Not Applicable
- (iv) **Non-exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period:** A Non-exempt offer of the Notes may be made by the Dealer and any **Initial Authorised Offeror** below mentioned, any **Additional Authorised Offeror**, the name and address of whom will be published on the website of the Issuer (<http://prospectus.socgen.com>) in the Non-exempt Offer jurisdiction(s) (**Non-exempt Offer Jurisdiction(s)**) during the offer period (**Offer Period**) as specified in the paragraph "Terms and Conditions of the Offer" below.

- | | |
|--|---|
| - Individual Consent /
Name(s) and address(es)
of any Initial Authorised
Offeror: | Applicable
ICCREA BANCA SPA-ISTITUTO CENTRALE DEL CREDITO
COOPERATIVO
VIA LUCREZIA ROMANA, ROMA, ITALY |
| - General Consent/ Other
conditions to consent: | Not Applicable |
| (v) - Prohibition of Sales to
EEA Retail Investors: | Not Applicable |
| - Prohibition of Sales to
EEA Non Retail
Investors: | Not Applicable |
| (vi) - Prohibition of Sales to
UK Retail Investors: | Applicable |
| - Prohibition of Sales to
UK Non Retail Investors: | Not Applicable |
| (vii) Prohibition of Sales to
Swiss Non Retail
Investors: | Not Applicable |
| (viii) Regulation S U.S. Person
AND IRS U.S. Person: | Applicable |
- 9. TERMS AND CONDITIONS OF THE OFFER**

- | | |
|--|---|
| - Non-Exempt Offer
Jurisdiction(s): | Italy |
| - Offer Period: | From and including April 24,2023 at 9.00 a.m. Central European
Time (CET) to and including May 24,2023 at 4.00 p.m. CET, subject
to any early closing of the Offer Period as described below. |

The Notes will be distributed:

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

(b) through door-to-door selling (*fuori sede*) pursuant to Articles 30 and 31 of the Italian Legislative Decree No. 58 of 24th February 1998, as amended from time to time (the "**Italian Financial Services Act**") from and including April 24,2023 at 9.00 a.m. Central European Time (CET) to and including May 19,2023 at 4.00 p.m. CET; and

(c) through long distance selling techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act from and including April 24,2023 at 9.00 a.m. Central European Time (CET) to and including May 12,2023 at 4.00 p.m. CET,

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

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

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

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

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

- Offer Price:** The Notes will be offered at the Issue Price of which up to a maximum of 1.00% is represented by distribution fee payable upfront by the Issuer to the Distributor.
- Conditions to which the offer is subject:** Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries.
The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date.
- For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.
- In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (<http://prospectus.socgen.com>)
- The validity of the offer is subject to the condition that the decision of admission to trading on EuroTLX is released by Borsa Italiana S.p.A.. by not later than on the day immediately preceding the Issue Date; otherwise, the offer will be deemed withdrawn and the issuance cancelled. The Issuer undertakes to file the relevant application with Borsa Italiana S.p.A.. in due time to allow Borsa Italiana S.p.A. to release a decision, according to its rules, within the day immediately preceding the Issue Date.
- Description of the application process:** The distribution activity will be carried out in accordance with the financial intermediary's usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription of the Notes.
- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:** 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 : XS2593294262

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 million EUR)</i>	31.12.2022(audited)	31.12.2021(audited)
Net interest income (or equivalent)	11,286	10,718
Net fee and commission income	5,174	5,320
Net impairment loss on financial assets	(1,647)	(700)
Net trading income	6,691	5,723
Measure of financial performance used by the issuer in the financial statements such as operating profit	9,429	8,208
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	2,018	5,641

Balance sheet

<i>(in billion EUR)</i>	31.12.2022(audited)	31.12.2021(audited)	#Value as outcome from the most recent supervisory review and evaluation process (SREP)
Total assets(<i>Total Assets</i>)	1,486.82	1,464.5	N/A
Senior debt(<i>Debt securities issued</i>)	133.18	135.3	N/A
Subordinated debt (<i>Subordinated debts</i>)	16.0	16.0	N/A
Loans and receivables to customers(<i>Customer loans at amortised cost</i>)	506.53	497.2	N/A
Deposits from customers(<i>Customer deposits</i>)	530.8	509.1	N/A
Total equity(<i>Shareholders' equity, subtotal Equity, Group share</i>)	66.45	65.1	N/A
Non-performing loans (based on net carrying amount) / Loans and receivables(<i>Doubtful loans</i>)	15.9	16.5	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>)	13.5%	13.71%(1)	9.35%**
Total capital ratio(<i>Total capital ratio</i>)	19.4%	18.8%(1)	N/A
Leverage ratio calculated under applicable regulatory framework	4.4%	4.9%(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 9.35% as of 31 December 2022.

(1) Phased-in ratio.

The audit report does not contain any qualification.

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

There is a risk of total or partial loss of the amount invested or conversion into securities or postponement of maturity, in the event of default, bankruptcy or bail-in affecting Société Générale and without guarantee or compensation system.

Société Générale's credit ratings and refinancing conditions may affect the market value of the Notes.

SECTION C. KEY INFORMATION ON THE SECURITIES
WHAT ARE THE MAIN FEATURES OF THE SECURITIES?

ISIN Code : XS2593294262 Number of Notes : up to 50 000

Product Currency	EUR	Settlement Currency	EUR
Listing	EuroTLX, a Multilateral Trading Facility organized and managed by Borsa Italiana S.p.A	Nominal Value	EUR 1,000 per note
Minimum Investment	EUR 1,000	Issue Price	100% of the Nominal Value
Maturity Date	29/05/2027	Minimum Reimbursement	100 % of the Nominal Value at maturity only

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

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 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

Issue Date	29/05/2023
Maturity Date	29/05/2027
Fixed Rate(i) (i from 1 to 4) (expressed on an annual basis)	1) 3.35%; 2) 3.65%; 3) 3.95%; 4) 4.25%
Fixed Coupon Payment Date(i) (i from 1 to 4)	1) 29/05/2024; 2) 29/05/2025; 3) 29/05/2026; 4) 29/05/2027
Early Redemption Date(i) (i from 2 to 3)	2) 29/05/2025; 3) 29/05/2026

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 ranking as senior preferred within the meaning of Article L.613-30-3-I 3° of the French *Code monétaire et financier* and will rank at least *pari passu* with all other outstanding direct, unconditional, unsecured and unsubordinated and senior preferred obligations of the Issuer, present and future.

In case of resolutions pursuant to Directive 2014/59/UE in relation to the Issuer liabilities, 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 another person; cancellation; and/or the amendment on maturity of the Notes or amendment on the calendar or the amount of the interests.

RESTRICTIONS ON THE FREE TRANSFERABILITY OF THE SECURITIES :

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

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

WHERE THE SECURITIES WILL BE TRADED?**Admission to trading:**

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

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

IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?

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 (Interest rates, volatility and credit spreads) and may therefore result in a risk of total or partial loss on the amount initially invested.

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 and including April 24, 2023 at 9.00 a.m. Central European Time (CET) to and including May 24, 2023 at 4.00 p.m. CET, subject to any early closing of the Offer Period as described below.

The Notes will be distributed:

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

(b) through door-to-door selling (*fuori sede*) pursuant to Articles 30 and 31 of the Italian Legislative Decree No. 58 of 24th February 1998, as amended from time to time (the "**Italian Financial Services Act**") from and including April 24, 2023 at 9.00 a.m. Central European Time (CET) to and including May 19, 2023 at 4.00 p.m. CET; and

(c) through long distance selling techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act from and including April 24, 2023 at 9.00 a.m. Central European Time (CET) to and including May 12, 2023 at 4.00 p.m. CET,

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

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

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

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

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

Offer Price: The Notes will be offered at the Issue Price of which up to a maximum of 1.00% is represented by distribution fee payable upfront by the Issuer to Iccrea Banca S.p.A., Via Lucrezia Romana 41/47 - 00178 Roma (the **Distributor**, that will be acting directly and through one or more banks (banche di credito cooperativo) belonging to its group (the **Sub-Distributor(s)**)).

Conditions to which the offer is subject: Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries. The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.

In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (<http://prospectus.socgen.com>).

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

Issue Price: 100 % of the Aggregate Nominal Amount

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

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

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

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.

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.

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

Codice ISIN : XS2593294262

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**).

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

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

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

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

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

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

Emittente : 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 el 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 compost 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 2022 (non soggetto a revisione)	31.12.2021 (soggetto a revisione)	Terzo Trimestre 2021 (non soggetto a revisione)	31.12.2020 (soggetto a revisione)
Reddito netto da interessi (o equivalente) <i>(Totale interessi attivi e passivi)***</i>	8,176	10.718	7,810	10.473
Reddito netto da fee e commissioni <i>(Fee Totali e spese)</i>	3,868	5.320	3,870	4.917
Perdita netta da riduzione durevole di valore delle attività finanziarie <i>(Costo del rischio)</i>	(1,234)	(700)	(614)	(3,306)
Reddito netto da trading <i>(Utili e perdite nette su transazioni finanziarie)</i>	5,927	5.723	4,461	2.851
Misura della performance finanziaria utilizzata dall'emittente nel bilancio quale l'utile operativo <i>(Margine operativo lordo)</i>	7,154	8.208	6,153	5.399
Utile o perdita netta (per il bilancio consolidato utile o perdita netta attribuibile ai possessori di strumenti di capitale della capogruppo) <i>(Utile netto, quota del gruppo)</i>	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)
Totale attività (Totale Attività)	1,593.5	1.464,4	1,526.4	1.444,4	N/A
Debiti senior (Titoli di debito emessi)	125.2	135,3	133.2	139,0	N/A
Debiti subordinati (Debiti Subordinati)	17.6	16,0	15.8	15,4	N/A
Prestiti e crediti dalla clientela (Prestiti ai clienti e costi ammortizzati)	513.1	497,2	475.9	448,8	N/A
Depositi dalla clientela (Depositi dalla clientela)	534.7	509,1	497.2	456,1	N/A
Totale capitale (Patrimoni netto, subtotale equity, quota del gruppo)	66.3	65,1	63.6	61,7	N/A
Prestiti non performing (sulla base di importo netto iscritto in bilancio / prestiti e crediti) (Prestiti dubbi)	15.6	16,5	16.9	17,0	N/A
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)	13.1%(1)	13,71%(1)	13.4%(1)	13,44%(1)	9,23% **
Rapporto di capitale totale (Rapporto di capitale totale)	19%(1)	18,85%(1)	18.6%(1)	19,21%(1)	N/A
Rapporto di leva calcolato secondo il quadro regolamentare applicabile (Rapporto di leva CRR a pieno carico)	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: XS2593294262 **Numero di Obbligazioni:** fino a 50 000

Valuta del Prodotto	EUR	Valuta di Regolamento	EUR
Sede di negoziazione	EuroTLX, un Sistema Multilaterale di Negoziazione organizzato e gestito da Borsa Italiana S.p.A.	Valore Nominale	1.000 EUR per Obbligazione
Investimento Minimo	1.000 EUR	Prezzo di Emissione	100% del Valore Nominale
Data di Scadenza	29/05/2027	Rimborso minimo	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 4 anni ma può essere oggetto di rimborso anticipato in base alle condizioni descritte nella sezione "Obiettivi" sotto riportata.

Obiettivi

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 annuali.

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

Data di Emissione	29/05/2023
Data di Scadenza	29/05/2027
Tasso Fisso(i) (i da 1 a 4) (espresso su base annua)	1) 3,35%; 2) 3,65%; 3) 3,95%; 4) 4,25%
Data di Pagamento della Cedola Fissa(i) (i da 1 a 4)	1) 29/05/2024; 2) 29/05/2025; 3) 29/05/2026; 4) 29/05/2027
Data di Scadenza Anticipata(i) (i da 2 a 3)	2) 29/05/2025; 3) 29/05/2026

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 di tipo senior preferred ai sensi dell'articolo L.613-30-3-13° del *Code monétaire et financier* francese e saranno *pari passu* rispetto a tutte le altre obbligazioni dirette, incondizionate, non garantite e non subordinate dell'Emittente, presenti e future, in circolazione.

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

RESTRIZIONI ALLA LIBERA TRASFERIBILITÀ DELLE OBBLIGAZIONI

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

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

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

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

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

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

Le Obbligazioni non sono garantite

Rischi chiave specifici del garante

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

QUALI SONO I RISCHI CHIAVE SPECIFICI DEI TITOLI?

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

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

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

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

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

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

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 24 aprile 2023 (incluso) alle 09:00 CET (Central European Time) al 24 maggio 2023 (incluso), alle 16:00 CET, salvo chiusura anticipata del Periodo di Offerta, come descritto di seguito.

Le Obbligazioni verranno collocate:

- (a) all'interno dei locali del Collocatore, presso le loro sedi e le filiali;
- (b) mediante offerta fuori sede ai sensi dell'articolo 30 e dell'articolo 31 del d.lgs 24 febbraio 1998 n. 58 come successivamente modificato (il "Testo Unico della Finanza") dal 24 aprile 2023 alle 9.00 CET al 19 maggio 2023 (incluso), alle 16.00 CET; e
- (c) mediante tecniche di comunicazione a distanza ai sensi dell'articolo 32 del TUF dal 24 aprile 2023 alle 9.00 CET al 12 maggio 2023 (incluso), alle 16.00 CET,

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

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

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

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

Le Obbligazioni verranno anche offerte mediante tecniche di comunicazione a distanza ai sensi dell'articolo 32 del Testo Unico della Finanza (ad esempio attraverso le piattaforme di trading online del Collocatore). In tale caso gli investitori possono acquistare le Obbligazioni via internet, dopo essere stati identificati dal Collocatore, utilizzando

le loro password/codici identificativi personali. Ai sensi dell'articolo 67-*duodecies* del d.lgs n. 206/2005 come successivamente modificato (il "Codice del Consumo"), la validità e l'efficacia dei contratti sottoscritti mediante tecniche di comunicazione a distanza sono sospese per un periodo di 14 (quattordici) giorni dalla data di sottoscrizione del modulo di adesione da parte dell'investitore di riferimento. Entro tale periodo gli investitori possono comunicare al relativo Collocatore il loro recesso senza alcun costo o commissione.

Prezzo di Offerta: Le Obbligazioni saranno offerte al Prezzo di Emissione, una parte del quale, pari al massimo al 1,00%, è costituita dalla commissione di distribuzione dovuta in via anticipata dall'Emittente a Iccrea Banca S.p.A., Via Lucrezia Romana 41/47 - 00178 Roma (il **Collocatore**, che agirà direttamente e per il tramite di una o più banche (banche di credito cooperativo) appartenenti al proprio gruppo (i "**Sub-Collocatori**")).

Condizioni a cui è soggetta l'offerta:

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

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

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

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

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

Prezzo di Emissione: 100% dell'Importo Nominale Totale

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

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

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

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

Societe Generale in quanto Dealer

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

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

Legislazione di riferimento: diritto francese.

Paese di costituzione: Francia

PERCHÈ QUESTO PROSPETTO VIENE PRODOTTO?

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

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

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

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

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

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

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

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

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

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

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