

**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, taking into account the five (5) categories referred to in item 19 of the Guidelines published by European Securities and Markets Authority ("ESMA") on 3 August 2023, 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, taking into account the five (5) categories referred to in item 18 of the Guidelines published by the European Securities and Markets Authority ("ESMA") on 5 February 2018 (in accordance with the FCA's policy statement entitled "Brexit: our approach to EU non-legislative materials"), 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 12/06/2024

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

SG Issuer

Legal entity identifier (LEI) : 549300QNMBVTHX8H127

Issue of EUR 40 000 000 Notes due 30/07/2027 Unconditionally and irrevocably guaranteed by Société Générale under the Debt Instruments Issuance Programme

## **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the heading "*General Terms and Conditions of the English Law Notes*" in the Base Prospectus dated 31 May 2024, which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8(4) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus and any supplement published prior to the Issue Date (as defined below) (the **Supplement(s)**); provided, however, that to the extent such Supplement (i) is published after these Final Terms have been signed or issued and (ii) provides for any change to the Conditions as set out under the heading "*General Terms and Conditions of the English Law Notes*", such change shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate. Full information on the Issuer, the Guarantor and the offer of the Notes is only

available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s). Prior to acquiring an Interest in the Notes described herein, prospective investors should read and understand the information provided in these Final Terms, the Base Prospectus and any Supplement(s) and be aware of the restrictions applicable to the offer and sale of such Notes in the United States or to, or for the account or benefit of, persons that are not Permitted Transferees. A summary of the issue of the Notes is annexed to these Final Terms. Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer, the Guarantor, the specified offices of the Paying Agents and, in the case of Notes admitted to trading on the Regulated Market or on Euro MTF of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange ([www.luxse.com](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:** 277441EN/24.7
- (ii) **Tranche Number:** 1
- (iii) **Date on which the Notes become fungible:** Not Applicable
2. **Specified Currency:** EUR
3. **Aggregate Nominal Amount:**
  - (i) - **Tranche:** EUR 40 000 000
  - (ii) - **Series:** EUR 40 000 000
4. **Issue Price:** 100 % of the Aggregate Nominal Amount
5. **Specified Denomination(s):** EUR 1 000
6. (i) **Issue Date:** 30/07/2024  
(DD/MM/YYYY)
- (ii) **Interest Commencement Date:** Not Applicable
7. **Maturity Date:** 30/07/2027  
(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:** Not Applicable
- (iii) **Type of Structured Notes:** Share Linked Notes
- (iv) **Reference of the Product:** The provisions of the following Additional Terms and Conditions apply:  
Additional Terms and Conditions for Share Linked Notes and Depository Receipts Linked Notes
10. **Interest Basis:** 3.1.3 as described in the Additional Terms and Conditions relating to Formulae.  
See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below.
11. **Redemption/Payment Basis:** See section "PROVISIONS RELATING TO REDEMPTION" below.
12. **Issuer's/Noteholders' redemption option:** See section "PROVISIONS RELATING TO REDEMPTION" below.

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13. **Fixed Rate Note Provisions:** Not Applicable
14. **Floating Rate Note Provisions:** Not Applicable

15. **Structured Interest Note Provisions:** Not Applicable
16. **Zero Coupon Note Provisions:** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

17. **Redemption at the option of the Issuer:** Not Applicable
18. **Redemption at the option of the Noteholders:** Not Applicable
19. **Automatic Early Redemption:** Not Applicable
20. **Final Redemption Amount :** Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:  
 Final Redemption Amount = Specified Denomination x [100% + Max(0% ; AverageModifiedEventPerformance(1))]

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

21. **Physical Delivery Provisions:** Not Applicable
22. **Trigger redemption at the option of the Issuer:** Applicable as per Condition 6.2.3 of the *General Terms and Conditions*
- **Outstanding Amount Trigger Level:** 10% of the Aggregate Nominal Amount
23. **Redemption for Tax Event, Special Tax Event, Regulatory Event, Force Majeure Event or Event of Default:** Early Redemption or Monetisation until the Maturity Date  
 Early Redemption Amount : Market Value

**PROVISIONS APPLICABLE TO THE UNDERLYING(S) IF ANY**

24. (i) **Underlying(s):** The following Shares (each an "Underlying(k)" and together the "Basket") as defined below:

| k | Company              | Bloomberg Ticker | Exchange                                 | Web Site                 |
|---|----------------------|------------------|--|--------------------------|
| 1 | Booking Holdings Inc | BKNG UW          | NASDAQ/NGS (GLOBAL SELECT MARKET)        | www.bookingholdings.com  |
| 2 | COCA-COLA CO/THE     | KO UN            | NEW YORK STOCK EXCHANGE, INC.            | www.coca-colacompany.com |
| 3 | BYD CO LTD-H         | 1211 HK          | HONG KONG FUTURES EXCHANGE LTD (FUTURES) | www.byd.com.cn           |

- (ii) **Information relating to the past and future performances of the Underlying(s) and volatility:** The information relating to the past and future performances of the Underlying(s) and volatility are available on the source specified in the table above.
- (iii) **Provisions relating, amongst others, to the Market Disruption Event(s) and/or Extraordinary Event(s) and/or any additional disruption event(s) as described in the relevant** The provisions of the following Additional Terms and Conditions apply :  
 Additional Terms and Conditions for Share Linked Notes and Depositary Receipts Linked Notes

**Additional Terms and Conditions:**

- (iv) **Credit Linked Notes Provisions:** Not Applicable
- (v) **Bond Linked Notes Provisions:** Not Applicable

**DEFINITIONS APPLICABLE TO INTEREST (IF ANY), REDEMPTION AND THE UNDERLYING(S) IF ANY**

25. (i) **Definitions relating to date(s):** Applicable
- Valuation Date(0) :** 30/07/2024
- Valuation Date(i) (i = 1) :** 23/07/2027
- (ii) **Definitions relating to the Product:** Applicable, subject to the provisions of Condition 4 of the Additional Terms and Conditions relating to Formulae
- European Knock In Event(i, k) (i = 1) (k from 1 to 3)** is deemed to have occurred, as determined by the Calculation Agent, if on Valuation Date(1), the Closing Price of the Underlying(k) is higher than or equal to 120% x S(0,k)
- Performance(i, k) (i = 1) (k from 1 to 3)** means  $(S(i,k) / S(0,k)) - 100\%$
- S(i, k) (i from 0 to 1) (k from 1 to 3)** means in respect of any Valuation Date(i), the Closing Price of the Underlying(k).
- ModifiedEventPerformance(i, k, 13.50%, 100%, 0%, Performance(i, k)) (i = 1) (k from 1 to 3)** - If an European Knock In Event(1, k) is deemed to have not occurred, then :
- $ModifiedEventPerformance(i,k,13.50\%,100\%, 0\%,Performance(1, k)) = Max(0\%,100\% \times Performance(1, k))$
- If an European Knock In Event(1, k) is deemed to have occurred, then :
- $ModifiedEventPerformance(i,k,13.50\%,100\%, 0\%, Performance(1,k)) = 13.50\%$
- AverageModifiedEventPerformance(i) (i = 1)** means the Arithmetic Average, for k from 1 to 3, of ModifiedEventPerformance(1, k, 13.50, 100%, 0%, Performance(1, k)).

**PROVISIONS RELATING TO SECURED NOTES**

26. **Secured Notes Provisions:** Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27. **Provisions applicable to payment date(s):**
- **Payment Business Day:** Following Payment Business Day
  - **Financial Centre(s):** Not Applicable
28. **Form of the Notes:**
- (i) **Form:** Non-US Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream
  - (ii) **New Global Note (NGN –** No

**bearer notes) / New  
Safekeeping Structure  
(NSS – registered notes):**

- |   |   |
|---|---|
| 29. <b>Redenomination:</b>  | Not Applicable  |
| 30. <b>Consolidation:</b>   | Applicable as per Condition 14.2 of the <i>General Terms and Conditions</i> |
| 31. <b>Partly Paid Notes Provisions:</b>  | Not Applicable  |
| 32. <b>Instalment Notes Provisions:</b>   | Not Applicable  |
| 33. <b>Masse:</b>   | Not Applicable  |
| 34. <b>Dual Currency Note Provisions:</b>   | Not Applicable  |
| 35. <b>Additional Amount Provisions for Italian Certificates:</b>                           | Not Applicable  |
| 36. <b>Interest Amount and/or the Redemption Amount switch at the option of the Issuer:</b> | Not Applicable  |
| 37. <b>Portfolio Linked Notes Provisions:</b>   | Not Applicable  |

**THIRD PARTY INFORMATION**  
Information or summaries of information included herein with respect to the Underlying(s) has been extracted from general databases released publicly or by any other available information.

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

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## **PART B – OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

- (i) **Listing:** Application will be made for the Notes to be listed on the official list of the Luxembourg Stock Exchange.
- (ii) **Admission to trading:** Application will be made for the Notes to be admitted to trading on the Euro MTF of the Luxembourg Stock Exchange with effect from or as soon as practicable after the Issue Date.
- There can be no assurance that the listing and trading of the Notes will be approved with effect on the Issue Date or at all**
- (iii) **Estimate of total expenses related to admission to trading:** Not Applicable
- (iv) **Information required for Notes to be listed on SIX Swiss Exchange:** Not Applicable

### **2. RATINGS**

The Notes to be issued have not been rated.

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

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

The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

Société Générale will ensure the roles of provider of hedging instruments to the Issuer of the Notes and Calculation Agent of the Notes.

The possibility of conflicts of interest between the different roles of Société Générale on one hand, and between those of Société Générale in these roles and those of the Noteholders on the other hand cannot be excluded.

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

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

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

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

Not Applicable

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

Not Applicable

### **7. PERFORMANCE AND EFFECT ON VALUE OF INVESTMENT**

(i) **PERFORMANCE OF FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT** (*Structured Notes only*)

The value of the Notes and the payment of a redemption amount to a Noteholder on the maturity date will depend on the performance of the underlying asset(s), on the relevant valuation date(s).

The value of the Notes is linked to the positive or negative performance of the basket of underlying instruments.

During the lifetime of the Notes, the market value of these Notes may be lower than the invested capital. Furthermore, an insolvency of the Issuer and/or the Guarantor may cause a total loss of the invested capital. The attention of the investors is drawn to the fact that they could sustain an entire or a partial loss of their investment.

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

Not Applicable

## 8. OPERATIONAL INFORMATION

(i) **Security identification code(s):**

- **ISIN Code:** XS2813996670

- **Common Code:** 281399667

(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  
L- 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.

## 9. DISTRIBUTION

(i) **Method of distribution:** Non-syndicated

- **Dealer(s):** Société Générale  
Tour Société Générale  
17, Cours Valmy  
92987 Paris la Défense Cedex  
France

(ii) **Total commission and concession:** Société Générale shall pay to its relevant distributor(s), a remuneration of up to 0.80% per annum (calculated on the basis of the maximum term of the Notes) of the nominal amount of Notes effectively placed by such distributor(s).

(iii) **TEFRA Rules:** 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 financial intermediaries to whom the Issuer gives a General Consent (the <b>General Authorised Offerors</b> ) 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>               | Not Applicable   |
| - <b>General Consent/ Other conditions to consent:</b>   | Applicable   |
| (v) <b>U.S. federal income tax considerations:</b>   | The Notes are not Specified Notes for purposes of Section 871(m) Regulations.  |
| (vi) <b>- Prohibition of Sales to EEA Retail Investors:</b>  | Not Applicable   |
| - <b>Prohibition of Sales to EEA Non Natural Persons:</b>  | Not Applicable   |
| (vii) <b>- Prohibition of Sales to UK Retail Investors:</b>  | Applicable   |
| - <b>Prohibition of Sales to UK Non Natural Persons:</b>   | Not Applicable   |
| (viii) <b>Prohibition of Sales to Swiss Non Natural Persons:</b>                                       | Not Applicable   |

## 10. TERMS AND CONDITIONS OF THE OFFER

- |  |   |
|--|---|
| - <b>Non-Exempt Offer Jurisdiction(s):</b>   | Portugal  |
| - <b>Offer Period:</b>   | From 14/06/2024 to 26/07/2024   |
| - <b>Offer Price:</b>  | The Notes will be offered at the Issue Price  |
| - <b>Conditions to which the offer is subject:</b>   | <p>Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries.</p> <p>The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. 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.</p> <p>For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.</p> <p>In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (<a href="http://prospectus.socgen.com">http://prospectus.socgen.com</a>)</p> |
| - <b>Description of the application process:</b>   | 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.  |
| - <b>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</b> | Not Applicable  |
| - <b>Details of the minimum and/or maximum amount of application:</b>  | Minimum amount of application : EUR 1 000 (i.e. 1 Note)   |



- Details of the method and time limits for paying up and delivering the Notes:** The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. However, the settlement and delivery of the Notes will be executed through the Dealer mentioned above. Investors will be notified by the relevant financial intermediary of their allocations of Notes and the settlement arrangements in respect thereof.
- Manner and date in which results of the offer are to be made public:** Publication on the website of the Issuer (<http://prospectus.socgen.com>) and in a daily newspaper of general circulation in the relevant place(s) of listing and/or public offer at the end of the subscription period if required by local regulation.
- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:** Not Applicable
- Whether tranche(s) has/have been reserved for certain countries:** Not Applicable
- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:** Not Applicable
- Amount of any expenses 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.

#### 11. ADDITIONAL INFORMATION

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

#### 12. PUBLIC OFFERS IN SWITZERLAND

Not Applicable

#### 13. EU BENCHMARKS REGULATION

**Benchmark:** Not Applicable

### ISSUE SPECIFIC SUMMARY

#### SECTION A – INTRODUCTION INCLUDING WARNINGS

**ISIN code:** XS2813996670

**Issuer : SG Issuer**

Domicile: 15, avenue Emile Reuter, L-2420 Luxembourg

Telephone number : + 352 27 85 44 40

*Legal entity identifier (LEI) :* 549300QNMBVTHX8H127

**Offer or and/or entity requesting the admission to trading :**

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41

**Identity and contact details of the competent authority approving the prospectus:**

Approved by the Commission de Surveillance du Secteur Financier (CSSF)

283, route d'Arlon L-2991, Luxembourg

Telephone number: (352) 26 25 11

E-Mail : direction@cssf.lu

**Date of approval of the prospectus:** 31/05/2024

**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 : SG Issuer (or the Issuer)**

Domicile: 15, avenue Emile Reuter, L-2420 Luxembourg

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

Legal entity identifier (LEI) : 549300QNMDBVTHX8H127

Legislation under which the Issuer operates: Luxembourg law.

Country of incorporation: Luxembourg.

**Statutory auditors : Ernst & Young S.A.**

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

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

In accordance with its bylaws, the Issuer is managed by an Executive Board.

The members of the board of directors are Laurent Simonet, Thierry Bodson, Yves Cacclin, Julien Bouchat, Youenn Le Bris, Samuel WOROBEL and Francois Caralp (individually a "**Director**" and collectively the **Board of Directors**).

Laurent Simonet, Thierry Bodson, Yves Cacclin, Julien Bouchat, Youenn Le Bris, Samuel Worobel and Francois Caralp hold full-time management positions within the Societe Generale group.

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

**Income statement**

| (in K€)               | 31 December 2023 (audited) | 31 December 2022 (audited) |
|-----------------------|----------------------------|----------------------------|
| Operating profit/loss | 15                         | 590                        |

**Balance sheet**

| (en K€)   | 31 December 2023 (audited) | 31 December 2022 (audited) |
|---|----------------------------|----------------------------|
| Net financial debt (long term debt plus short term debt minus cash) * | 5 990                      | 11 824                     |
| Current ratio (current assets/current liabilities)                    | N/A                        | N/A                        |

|  |     |     |
|--|-----|-----|
| <b>Debt to equity ratio (total liabilities/total shareholder equity)</b> | N/A | N/A |
| <b>Interest cover ratio (operating income/interest expense)</b>          | N/A | N/A |

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

| <b>Net financial debt</b>       | <b>31/12/2023</b> | <b>31/12/2022</b> |
|---------------------------------|-------------------|-------------------|
| Convertible Bond into Share (1) | 48 000            | 48 000            |
| Cash and cash equivalents (2)   | -42 010           | -36 176           |
| <b>Total</b>                    | <b>5 990</b>      | <b>11 824</b>     |

(1) classified within the line Financial liabilities at amortized cost, see note 4.3 in the 2023 financial statements and in the 2023 condensed interim financial statements

(2) classified in the Balance Sheet.

#### Cash flow

| <b>(in K€)</b>                                     | <b>31 December 2023 (audited)</b> | <b>31 December 2022 (audited)</b> |
|--|-----------------------------------|-----------------------------------|
| <b>Net cash flows from operating activities</b>    | 28 259                            | 28 036                            |
| <b>Net cash flows used in financing activities</b> | 22 425                            | 28 244                            |
| <b>Net cash flows from investing activities</b>    | 0                                 | 0                                 |

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

In the event of default or bankruptcy of the Issuer, the investor has recourse only against Société Générale and there is a risk of total or partial loss of the amount invested or conversion into securities (equity or debt) or postponement of maturity, in the event of bail-in affecting the Issuer's securities or Société Générale's structured Notes, without any guarantee or compensation.

#### **SECTION C. KEY INFORMATION ON THE SECURITIES**

#### **WHAT ARE THE MAIN FEATURES OF THE SECURITIES?**

ISIN Code : XS2813996670 Number of Notes : 40 000

|                                  |                     |                              |   |
|----------------------------------|---------------------|------------------------------|---|
| <b>Product Currency</b>          | EUR                 | <b>Settlement Currency</b>   | EUR   |
| <b>Listing</b>                   | Euro MTF Luxembourg | <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>             | 30/07/2027          | <b>Minimum Reimbursement</b> | 100 % of the Nominal Value at maturity only |
| <b>European Knock-In Barrier</b> | 120%                | <b>Floor</b>                 | 0%  |

| Underlyings          | Identifier   | Relevant Exchange                       | Currency |
|----------------------|--------------|---|----------|
| Booking Holdings Inc | US09857L1089 | Nasdaq Stock Exchange                   | USD      |
| COCA-COLA CO/THE     | US1912161007 | NEW YORK STOCK EXCHANGE, INC.           | USD      |
| BYD CO LTD-H         | CNE100000296 | The Stock Exchange Of Hong Kong Limited | HKD      |

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

This product is designed to generate a payoff at maturity linked to the performance of the Underlyings. The product provides full capital protection at maturity only.

Final Redemption:

On the Maturity Date, you will receive a final redemption amount equals to the sum of 100% and the average Performance of all the Underlyings. Where the Performance to be considered for each Underlying is calculated as follows:

-If an European Knock-In Event has occurred on the Underlying, then: Performance of the Underlying is equal to 13.50%.

-If no European Knock-In Event has occurred on the Underlying, then: Performance of the Underlying is observed on the Final Observation Date, with a minimum equal to the Floor.

The European Knock-In Event is deemed to have occurred if on the Final Observation Date the Final Level of the Underlying is higher than or equal to the European Knock-In Barrier. The European Knock-In Barrier is expressed as a percentage of the Initial Value of each Underlying.

**Additional Information**

- The Level of each Underlying corresponds to its value expressed as a percentage of its Initial Value.
- The Performance of each Underlying corresponds to its Level minus 100%.
- The Initial Value of each Underlying is its value observed on the Initial Observation Date.
- The Final Level is the Level of each Underlying observed on the Final Observation Date.
- Extraordinary events may lead to changes to the product's terms or the early termination of the product and could result in losses on your investment
- The product is available through a public offering during the applicable offering period in the following jurisdiction(s): Portugal

|                                 |            |
|---------------------------------|------------|
| <b>Issue Date</b>               | 30/07/2024 |
| <b>Initial Observation Date</b> | 30/07/2024 |
| <b>Final Observation Date</b>   | 23/07/2027 |
| <b>Maturity Date</b>            | 30/07/2027 |

**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 acknowledges that in case of resolutions pursuant to Directive 2014/59/UE in relation to the Issuer's liabilities or the non subordinated, senior preferred, structured and LMEE ratio eligible liabilities of Société Générale, the Notes may be subject to the reduction of all, or a portion, of the amounts due, on a permanent basis, a conversion of all, or a portion, of the amounts due into shares or other securities of the Issuer or the Guarantor or another person; cancellation; and/or the amendment on maturity of the Notes or amendment on the calendar or the amount of the interests.

**RESTRICTIONS ON THE FREE TRANSFERABILITY OF THE SECURITIES :**

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

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

**WHERE THE SECURITIES WILL BE TRADED**

**Admission to trading:**

Application will be made for the Notes to be admitted to trading on the Euro MTF of the Luxembourg Stock Exchange

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

**IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?**

**Nature and scope of the guarantee:**

The Notes are unconditionally and irrevocably guaranteed by Société Générale (the **Guarantor**) pursuant to the

guarantee governed by French law made as of 31/05/2024 (the Guarantee).

The Guarantee obligations constitutes a direct, unconditional, unsecured and unsubordinated obligations of the Guarantor ranking as senior preferred obligations, as provided for in Article L. 613-30-3-I-3° of the French Code "monétaire et financier" and will rank at least pari passu with all other existing and future direct, unconditional, unsecured senior preferred obligations of the Guarantor, including those in respect of deposits.

Any references to sums or amounts payable by the Issuer which are guaranteed by the Guarantor under the Guarantee shall be to such sums and/or amounts as directly reduced, and/or in the case of conversion into equity, as reduced by the amount of such conversion, and/or otherwise modified from time to time resulting from the application of a bail-in power by any relevant authority pursuant to directive 2014/59/EU of the European Parliament and of the Council of the European Union.

**Description of the Guarantor:**

The Guarantor, Société Générale is the parent company of the Société Générale Group.

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

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

Country of incorporation: France.

Legal entity identifier(LEI) : O2RNE8IBXP4R0TD8PU41

The Guarantor may on a regular basis, as defined in the conditions set by the French Banking and Financial Regulation Committee, engage in all transactions other than those mentioned above, including in particular insurance brokerage.

Generally speaking, the Guarantor may carry out, on its own behalf, on behalf of third parties or jointly, all financial, commercial, industrial, agricultural, personal property or real property, directly or indirectly related to the above-mentioned activities or likely to facilitate the accomplishment of such activities.

**Key financial information on the Guarantor:**

**Income statement**

| <i>(in million EUR)</i>  | <b>First Quarter<br/>2024 (audited)</b> | <b>31.12.2023<br/>(audited)</b> | <b>First Quarter<br/>2023 (audited)</b> | <b>31.12.2022(audited)</b> |
|--|---|---------------------------------|---|----------------------------|
| Net interest income (or equivalent)  | N/A                                     | 10,310                          | N/A                                     | 12,841                     |
| Net fee and commission income  | N/A                                     | 5,588                           | N/A                                     | 5,217                      |
| Net impairment loss on financial assets  | (400)                                   | (1,025)                         | (182)                                   | (1,647)                    |
| Net trading income   | N/A                                     | 10,290                          | N/A                                     | 866                        |
| Measure of financial performance used by the issuer in the financial statements such as operating profit                   | 1,265                                   | 6,580                           | 1,432                                   | 9,161                      |
| Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent) | 680                                     | 2,493                           | 868                                     | 1,825                      |

**Balance sheet**

| <i>(in billion EUR)</i>                         | <b>First<br/>Quarter<br/>2024<br/>(audited)</b> | <b>31.12.2023<br/>(audited)</b> | <b>First Quarter<br/>2023(audited)</b> | <b>31.12.2022<br/>(audited)</b> | <b>#Value as outcome<br/>from the most<br/>recent supervisory<br/>and<br/>evaluation process<br/>(SREP)</b> |
|---|---|---------------------------------|--|---------------------------------|---|
| Total assets( <i>Total Assets</i> )             | 1,590.561                                       | 1,554.045                       | 1,553.6                                | 1,484.90                        | N/A   |
| Senior debt( <i>Debt securities issued</i> )    | 166.617   | 160.506                         | 137.5                                  | 133.18                          | N/A   |
| Subordinated debt ( <i>Subordinated debts</i> ) | 15.798  | 15.894                          | 16.782                                 | 15.95                           | N/A   |
| Loans and receivables to                        | 459.254   | 485.449                         | 494.32                                 | 506.64                          | N/A   |

|   |          |          |          |          |          |
|---|----------|----------|----------|----------|----------|
| customers)(Customer loans at amortised cost)  |          |          |          |          |          |
| Deposits from customers)(Customer deposits)   | 530.947  | 541.677  | 536.2    | 530.76   | N/A      |
| Total equity)(Shareholders' equity, subtotal Equity, Group share)   | 67.342   | 65.975   | 68.46    | 66.970   | N/A      |
| Non-performing loans (based on net carrying amount) / Loans and receivables)(Doubtful loans)  | 15.0     | 16.1     | 15.9     | 15.9     | N/A      |
| Common Equity Tier 1 capital (CET1) ratio (or other relevant prudential capital adequacy ratio depending on the issuance)(Common Equity Tier 1 ratio) | 13.2%(1) | 13.1%(1) | 13.5%(1) | 13.5%(1) | 10.22%** |
| Total capital ratio)(Total capital ratio)   | 18.7%(1) | 18,2%(1) | 19.4%(1) | 19.4%(1) | N/A      |
| Leverage ratio calculated under applicable regulatory framework   | 4.2%(1)  | 4.3%(1)  | 4.2%(1)  | 4.4%(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 10.22% as of 31 March 2024.

(1) Phased-in ratio.

The audit report does not contain any qualification.

**Key risks that are specific to the guarantor :**

Due to Société Générale's role as guarantor and counterparty to the Issuer's hedging transactions, investors are essentially exposed to Société Générale's credit risk and have no recourse against the Issuer in the event of the Issuer's default.

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

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

Certain exceptional circumstances may have a negative effect on the liquidity of the product. The investor may not be able to sell the product easily or may have to sell it at a price that results in a total or partial loss of the amount invested.

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

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

Events affecting the Underlying(s) or hedging transactions may lead to adjustments, de-indexation, substitution of the Underlying(s), or early redemption of the Notes and consequently to losses on the amount invested, including in the case of capital protection.

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

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

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

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

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

**Offer Period:** From 14/06/2024 to 26/07/2024

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

**Conditions to which the offer is subject:** Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries. The Issuer reserves the right to close the Offer Period prior



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

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

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

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

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

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

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

#### **WHY IS THIS PROSPECTUS BEING PRODUCED ?**

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

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

**Estimated net proceeds : Not Applicable**

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

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

Save for fees, if any, payable to the Dealer, and so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. Société Générale will ensure the roles of provider of hedging instruments to the Issuer of the Notes and Calculation Agent of the Notes.

The possibility of conflicts of interest between the different roles of Société Générale on one hand, and between those of Société Générale in these roles and those of the Note holders on the other hand cannot be excluded. Furthermore, given the banking activities of Société Générale, conflicts may arise between the interests of Société Générale acting in these capacities (including business relationship with the issuers of the financial instruments being underlyings of the Notes or possession of non public information in relation with them) and those of the Noteholders. Finally, the activities of Société Générale on the underlying financial instrument(s), on its proprietary account or on behalf of its customers, or the establishment of hedging transactions, may also have an impact on the price of these instruments and their liquidity, and thus may be in conflict with the interests of the Noteholders.



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**SUMÁRIO ESPECÍFICO DA EMISSÃO****SECÇÃO A – INTRODUÇÃO E ADVERTÊNCIAS**

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**Código ISIN:** XS2813996670

**Emitente: SG Issuer**

Sede: 15, avenue Emile Reuter, L-2420 Luxembourg

Número de telefone: + 352 27 85 44 40

Código de identificação da pessoa jurídica (LEI): 549300QNMDBVTHX8H127

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

*Société Générale*

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

Sede: 29, boulevard Haussmann, 75009 Paris, France

Código de identificação da pessoa jurídica (LEI): O2RNE8IBXP4R0TD8PU41

**Identificação e informações de contacto da autoridade competente que aprovou o prospeto:**

Aprovado pela *Commission de Surveillance du Secteur Financier (CSSF)*

283, route d'Arlon L-2991, Luxembourg

Número de telefone: (352) 26 25 11

E-Mail: [direction@cssf.lu](mailto:direction@cssf.lu)

**Data de aprovação do prospeto:** 31/05/2024

**ADVERTÊNCIAS**

O presente sumário deve ser entendido como uma introdução ao prospeto base (o **Prospeto Base**). Qualquer decisão de investimento nas Obrigações (as **Obrigações**) deve ter em consideração o Prospeto Base como um todo.

Sempre que for apresentada junto de um tribunal uma ação relativa à informação constante do Prospeto Base e às Condições Finais aplicáveis, o investidor autor da ação pode, nos termos da legislação nacional, ter de suportar os custos de tradução do Prospeto Base antes do início do processo judicial.

Só poderá ser assacada responsabilidade civil a quem apresente este sumário, incluindo qualquer tradução do mesmo, mas apenas quando este contenha menções enganosas, inexatas ou incoerentes, quando lido em conjunto com as outras partes do Prospeto Base, ou não transmita, quando lido em conjunto com as outras partes do Prospeto Base, informação fundamental necessária para auxiliar os investidores na sua decisão de investir nas Obrigações.

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

**SECÇÃO B – INFORMAÇÃO FUNDAMENTAL SOBRE O EMITENTE**

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**QUEM É O EMITENTE DOS VALORES MOBILIÁRIOS?**

**Emitente: SG Issuer (ou o Emitente)**

Sede: 15, avenue Emile Reuter, L-2420 Luxembourg

Forma jurídica: Sociedade anónima de responsabilidade limitada (*société anonyme*)

Código de identificação da pessoa jurídica (LEI): 549300QNMDBVTHX8H127

Legislação ao abrigo da qual o Emitente opera: Lei luxemburguesa

País de constituição: Luxemburgo

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

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

As ações da SG Issuer são detidas a 99,8 por cento pela *Société Générale Luxembourg* e a 0,2 por cento pela *Société Générale*. É uma empresa totalmente consolidada.

De acordo com os seus estatutos, o Emitente é administrado por um Conselho Executivo.

Os membros do Conselho de Administração são Laurent Simonet, Thierry Bodson, Yves Cacclin, Julien Bouchat, Youenn Le Bris, Samuel WROBEL e Francois Caralp (individualmente um "**Administrador**" e em conjunto, o **Conselho de Administração**).

Laurent Simonet, Thierry Bodson, Yves Cacclin, Julien Bouchat, Youenn Le Bris, Samuel Worobel e Francois

Caralp ocupam cargos de gestão a tempo inteiro no grupo da Société Générale.

### QUAIS AS INFORMAÇÕES FINANCEIRAS FUNDAMENTAIS SOBRE O EMITENTE?

#### Demonstração de resultados

| (em milhares de €)           | 31 dezembro 2023 (auditado) | 31 dezembro 2022 (auditado) |
|------------------------------|-----------------------------|-----------------------------|
| Resultado líquido do período | 15                          | 590                         |

#### Balanço

| (em milhares de €)   | 31 dezembro 2023 (auditado) | 31 dezembro 2022 (auditado) |
|--|-----------------------------|-----------------------------|
| Dívida financeira líquida (dívida de longo prazo mais dívida de curto prazo menos caixa) * | 5 990                       | 11 824                      |
| Rácio corrente (ativos correntes/passivos correntes)                                       | N/A                         | N/A                         |
| Rácio dívida/capital próprio (total dos passivos/total do capital social)                  | N/A                         | N/A                         |
| Rácio de cobertura de juros (receitas de exploração/despesas com juros)                    | N/A                         | N/A                         |

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

| Dívida financeira líquida            | 31/12/2023 | 31/12/2022 |
|--------------------------------------|------------|------------|
| Obrigações convertíveis em Ações (1) | 48 000     | 48 000     |
| Caixa e equivalentes de caixa (2)    | -42 010    | -36 176    |
| Total                                | 5 990      | 11 824     |

(1) classificado na rubrica relativa a Financial liabilities a custo amortizado, ver nota 4.3 das Demonstrações Financeiras de 2023 e das Demonstrações Financeiras intercalares condensadas de 2023.

(2) classificado no Balanço

#### Fluxo de caixa

| (em milhares de €)  | 31 dezembro 2023 (auditado) | 31 dezembro 2022 (auditado) |
|---|-----------------------------|-----------------------------|
| Fluxos de caixa líquidos provenientes de atividades de exploração     | 28 259                      | 28 036                      |
| Fluxos de caixa líquidos provenientes das atividades de financiamento | 22 425                      | 28 244                      |
| Fluxos de caixa líquidos provenientes das atividades de investimento  | 0                           | 0                           |

### QUAIS OS PRINCIPAIS RISCOS ESPECÍFICOS DO EMITENTE?

Em caso de incumprimento ou insolvência do Emitente, o investidor só poderá recorrer à Société Générale e existe o risco de perda total ou parcial do montante investido ou de conversão em valores mobiliários (ações ou dívida) ou de extensão da maturidade, em caso de aplicação de medidas de resolução (*bail-in*) que afete os valores mobiliários do Emitente ou as Obrigações estruturadas da Société Générale, sem qualquer garantia ou compensação.

## SECÇÃO C – INFORMAÇÃO FUNDAMENTAL SOBRE OS VALORES MOBILIÁRIOS

### QUAIS SÃO AS PRINCIPAIS CARACTERÍSTICAS DOS VALORES MOBILIÁRIOS?

Código ISIN: XS2813996670 Número de Obrigações: 40 000

|                     |                       |                  |                         |
|---------------------|-----------------------|------------------|-------------------------|
| Moeda do Produto    | EUR                   | Moeda Liquidação | de EUR                  |
| Admissão negociação | à Euro MTF Luxembourg | Valor Nominal    | EUR 1.000 por obrigação |
| Investimento Mínimo | EUR 1.000             | Preço de Emissão | 100% do Valor Nominal   |

|   |               |   |  |
|---|---------------|---|--|
| <b>Data de Reembolso</b>                    | 30/07/2027    | <b>Reembolso Mínimo</b>                 | 100% do Valor Nominal somente na data de reembolso |
| <b>Barreira de <i>Knock-In</i> Europeia</b> | 120%          | <b>Floor</b>                            | 0%   |
| Ativos Subjacentes                          | Identificador | Bolsa relevante                         | Moeda  |
| Booking Holdings Inc                        | US09857L1089  | Nasdaq Stock Exchange                   | USD  |
| COCA-COLA CO/THE                            | US1912161007  | NEW YORK STOCK EXCHANGE, INC.           | USD  |
| BYD CO LTD-H                                | CNE100000296  | The Stock Exchange Of Hong Kong Limited | HKD  |

Este produto é um instrumento de dívida não garantido e regulado pela lei inglesa.

Este produto foi concebido para gerar um rendimento no vencimento ligado ao desempenho dos Ativos Subjacentes. O reembolso total encontra-se assegurado na maturidade.

#### Reembolso Final:

Na Data de Reembolso, receberá um montante de reembolso final igual à soma de 100% e do desempenho médio de todos os Ativos subjacentes. O desempenho a ser considerado para cada Ativo Subjacente é calculado da seguinte forma:

- Se tiver ocorrido um Evento *Knock-In* Europeu no Ativo Subjacente, então: o Desempenho do Ativo Subjacente é igual a 13,50%.

- Se não tiver ocorrido nenhum Evento *Knock-In* Europeu no Ativo Subjacente, então: o Desempenho do Ativo Subjacente é observado na Data de Observação Final, com um mínimo igual ao *Floor*.

O Evento de *Knock-In* Europeu é considerado como tendo ocorrido se na Data de Observação Final o Nível Final do Ativo Subjacente for superior ou igual à Barreira de *Knock-In* Europeia. A Barreira de *Knock-In* Europeia é expressa como uma percentagem do Valor Inicial de cada Ativo Subjacente.

#### Informação Adicional:

- O Nível de cada Ativo Subjacente corresponde ao seu valor expresso como uma percentagem do seu Valor Inicial.

- O Desempenho de cada Ativo Subjacente corresponde ao seu Nível menos 100%.

- O Valor Inicial de cada Ativo Subjacente é o seu valor observado na Data de Observação Inicial.

- O Nível Final é o Nível de cada Ativo Subjacente observado na Data de Observação Final.

- Eventos extraordinários podem conduzir a alterações nas condições do produto ou ao seu vencimento antecipado, podendo resultar em perdas no seu investimento.

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

|                                   |            |
|-----------------------------------|------------|
| <b>Data de Emissão</b>            | 30/07/2024 |
| <b>Data de Observação Inicial</b> | 30/07/2024 |
| <b>Data de Observação Final</b>   | 23/07/2027 |
| <b>Data de Reembolso</b>          | 30/07/2027 |

#### Renúncia aos direitos de compensação

Os titulares de Obrigações renunciam a qualquer direito de compensação, indemnização e retenção em relação às Obrigações, nos termos permitidos por lei.

#### Jurisdição:

O Emitente aceita a competência dos tribunais de Inglaterra em relação a quaisquer litígios contra o Emitente, mas reconhece que os titulares de Obrigações poderão instaurar a sua ação perante qualquer outro tribunal competente.

#### Estatuto:

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

O titular de Obrigações reconhece que, em caso de deliberações ao abrigo da Diretiva 2014/59/EU, em relação às responsabilidades do Emitente ou às responsabilidades não subordinadas, preferenciais sénior, estruturadas e com rácio LMEE elegível (*LMEE ratio eligible liabilities*) da Société Générale, as Obrigações podem estar sujeitas à redução de todos, ou de uma parte, dos montantes devidos, numa base permanente, à conversão de todos, ou de uma parte, dos montantes devidos em ações ou outros valores mobiliários do Emitente ou do Garante

ou de outra pessoa; ao cancelamento; e/ou à alteração da maturidade das Obrigações ou alteração no calendário ou no montante dos juros.

**RESTRIÇÕES À LIVRE TRANSFERÊNCIA DOS VALORES MOBILIÁRIOS:**

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

Um Transmissário Permitido (*Permitted Transferee*) significa qualquer pessoa que (i) não seja "U.S. Person" tal como definida nos termos do Regulamento S; (ii) não seja uma pessoa que venha a ser incluída na definição de "U.S. Person" para efeitos da CEA ("Council of Economic Advisers") ou de qualquer regra da CFTC ("Commodity Futures Trading Commission"), instrução ou ordem proposta ou emitida ao abrigo da CEA (para evitar dúvidas, qualquer pessoa que não seja "Non-US person" definida ao abrigo da Regra 4.7(a)(1)(iv) da CFTC, mas excluindo, para efeitos da subsecção (D), a exceção para qualquer pessoa qualificada elegível que não seja uma "U.S. Person", será considerada como uma "U.S. Person"; e (iii) não é uma "US Person" para efeitos das regras finais que implementam os requisitos de retenção de risco de crédito da Secção 15G do U.S. Securities Exchange Act de 1934, conforme alterado (as "**US Risk Retention Rules**") (uma "**Risk Retention U.S. Person**").

**ONDE SERÃO NEGOCIADOS OS VALORES MOBILIÁRIOS?****Admissão à negociação:**

Será feito um requerimento para que as Obrigações sejam admitidas à negociação no *Euro MTF* do *Luxembourg Stock Exchange*.

**Não existe qualquer garantia de que a admissão à negociação das Obrigações seja aprovada a partir da Data de Emissão ou em qualquer outra data.**

**EXISTE UMA GARANTIA ASSOCIADA AOS VALORES MOBILIÁRIOS?****Natureza e âmbito da garantia:**

As Obrigações são incondicionalmente e irrevogavelmente garantidas pela Société Générale (o **Garante**) em conformidade com a garantia regida pela lei francesa prestada a partir de 31/05/2024 (a Garantia).

As obrigações ao abrigo da Garantia constituem obrigações diretas, incondicionais, não garantidas e não subordinadas do Garante, classificadas como obrigações preferenciais seniores, tal como previsto no Artigo L. 613-30-3-I-3º do Código Francês "*Code monétaire et financier*", e serão graduadas, pelo menos, em paridade com todas as outras obrigações preferenciais seniores existentes e futuras, diretas, incondicionais e não garantidas do Garante, incluindo as relativas a depósitos.

Quaisquer referências a quantias ou montantes devidos pelo Emitente que sejam garantidos pelo Garante ao abrigo da Garantia, deverão ser, relativamente a essas quantias e/ou montantes, diretamente reduzidas, e/ou, em caso de conversão em capital próprio, reduzidas pelo montante dessa conversão, e/ou de outra forma periodicamente alterado, em resultado da aplicação de medidas de resolução por qualquer autoridade relevante nos termos da Diretiva 2014/59/UE do Parlamento Europeu e do Conselho da União Europeia.

**Descrição do Garante:**

O Garante, Société Générale é a sociedade-mãe do Grupo Société Générale

Sede: 29, boulevard Haussmann, 75009 Paris, France

Forma jurídica: Sociedade anónima de responsabilidade limitada (*société anonyme*)

País de constituição: França

Código de identificação da pessoa jurídica (LEI): O2RNE8IBXP4R0TD8PU41

O Garante pode, numa base regular, tal como definido nas condições estabelecidas pelo Comité Francês de Regulamentação Bancária e Financeira, efetuar todas as transações que não aquelas acima mencionadas, incluindo, nomeadamente, a corretagem de seguros.

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

**Informação financeira fundamental sobre o Garante:****Demonstração de Resultados**

|                     | Primeiro Trimestre 2024 (não auditado) | 31.12.2023 (auditado) | Primeiro Trimestre 2023 (não auditado) | 31.12.2022 (auditado) |
|---------------------|--|-----------------------|--|-----------------------|
| Em milhões de euros |  |                       |  |                       |

|  |       |         |       |         |
|--|-------|---------|-------|---------|
| Rendimento líquido de juros (ou equivalente) ( <i>Total do rendimento dos juros e despesa</i> )***   | N/A   | 10.310  | N/A   | 12.841  |
| Rendimento líquido de honorários e comissões ( <i>Total do rendimento dos Honorários e despesa</i> )   | N/A   | 5.588   | N/A   | 5.217   |
| Perdas líquidas por imparidades sobre ativos financeiros ( <i>Custo do risco</i> )   | (400) | (1.025) | (182) | (1.647) |
| Resultados em operações financeiras ( <i>Ganhos e perdas líquidos sobre transações financeiras</i> )   | N/A   | 10.290  | N/A   | 866     |
| Medida do desempenho financeiro utilizada pelo emitente nas demonstrações financeiras, tais como o resultado operacional ( <i>Rendimento operacional bruto</i> )   | 1.265 | 6.580   | 1.432 | 9.161   |
| Resultado líquido ou perdas (para demonstrações financeiras consolidadas, resultados líquidos ou perdas atribuíveis aos acionistas da sociedade-mãe) ( <i>Resultado líquido, Participação no Grupo</i> ) | 680   | 2.493   | 868   | 1.825   |

**Balanço**

| Em milhares de milhões de euros   | Primeiro Trimestre 2024 (não auditado) | 31.12.2023 (não auditado) | Primeiro Trimestre 2023 (não auditado) | 31.12.2022 (auditado) | #Valor como resultado da mais recente análise e processo de avaliação e supervisão (SREP) |
|---|--|---------------------------|--|-----------------------|---|
| Ativo total ( <i>Total dos Ativos</i> )   | 1.590,561                              | 1.554,045                 | 1.553,6                                | 1.484,90              | N/A   |
| Dívida sénior ( <i>Instrumentos de dívida emitidos</i> )  | 166,617                                | 160,506                   | 137,5                                  | 133,18                | N/A   |
| Dívida subordinada ( <i>Dívidas subordinadas</i> )  | 15,798                                 | 15,894                    | 16,782                                 | 15,95                 | N/A   |
| Empréstimos e créditos a clientes ( <i>Empréstimos a clientes a custo amortizado</i> )                                    | 459,254                                | 485,449                   | 494,32                                 | 506,64                | N/A   |
| Depósitos de clientes ( <i>Depósitos de clientes</i> )  | 530,947                                | 541,677                   | 536,2                                  | 530,76                | N/A   |
| Capital próprio total ( <i>Capital próprio total dos acionistas, subtotal do capital próprio, participação do Grupo</i> ) | 67,342                                 | 65,975                    | 68,46                                  | 66,970                | N/A   |
| Crédito malparado ( <i>com base no valor líquido contabilístico</i> ) / Empréstimos e créditos a receber                  | 15,0                                   | 16,1                      | 15,9                                   | 15,9                  | N/A   |

|   |          |          |          |          |           |
|---|----------|----------|----------|----------|-----------|
| (Empréstimos de reembolso incerto)  |          |          |          |          |           |
| Rácio Common Equity Tier 1 capital (CET1) (ou outro rácio de adequação prudencial dos fundos próprios relevantes, dependendo da emissão) (Rácio Common Equity Tier 1) | 13,2%(1) | 13,1%(1) | 13,5%(1) | 13,5%(1) | 10,22% ** |
| Rácio de capital total (Rácio de capital total)   | 18,7%(1) | 18,2%(1) | 19,4%(1) | 19,4%(1) | N/A       |
| Rácio de alavancagem calculado ao abrigo do quadro regulamentar aplicável   | 4,2%(1)  | 4,3%(1)  | 4,2%(1)  | 4,4%(1)  | N/A       |

\*\* Tendo em conta as reservas regulamentares combinadas, o nível do rácio CET1 faseado que desencadearia o mecanismo do Montante Máximo Distribuível seria de 10,22% a 31 de março de 2024.

\*\*\* Os títulos em *itálico* referem-se aos títulos utilizados nas demonstrações financeiras.

(1) Rácio faseado.

O relatório de auditoria não contém qualquer ênfase.

#### **Riscos fundamentais específicos do garante:**

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

#### **QUAIS SÃO OS PRINCIPAIS RISCOS ESPECÍFICOS DOS VALORES MOBILIÁRIOS?**

Qualquer venda das Obrigações antes da data de reembolso prevista resultará na perda da proteção total do montante investido.

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

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

Eventos não relacionados com o(s) Ativo(s) Subjacente(s) (por exemplo, alteração da lei, incluindo alterações fiscais, força maior, e número de valores mobiliários em circulação) podem levar ao reembolso antecipado das Obrigações e, por conseguinte, à perda total ou parcial do montante investido.

Eventos que afetem o(s) Ativo(s) Subjacente(s) ou operações de cobertura podem levar a ajustes, desindexação, substituição do(s) Ativo(s) Subjacente(s), ou reembolso antecipado e, conseqüentemente, a perdas do montante investido, inclusive no caso de proteção do capital.

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

#### **SECÇÃO D – INFORMAÇÕES FUNDAMENTAIS SOBRE A OFERTA DE VALORES MOBILIÁRIOS AO PÚBLICO E/OU ADMISSÃO À NEGOCIAÇÃO NUM MERCADO REGULAMENTADO**

##### **EM QUE CONDIÇÕES E PRAZOS POSSO INVESTIR NESTES VALORES MOBILIÁRIOS?**

##### **DESCRIÇÃO DOS TERMOS E CONDIÇÕES DA OFERTA:**

**Jurisdição(ões) de Oferta Não Isenta(s):** Portugal

**Período da Oferta:** De 14/06/2024 a 26/07/2024



**Preço da Oferta:** As Obrigações serão oferecidas ao Preço de Emissão

**Condições a que a oferta está sujeita:** As ofertas das Obrigações estão condicionadas à sua emissão e, a quaisquer condições adicionais estabelecidas nas condições normais de atividade dos intermediários financeiros, notificadas aos investidores por esses intermediários financeiros. O Emitente reserva-se o direito de terminar o Período da Oferta antes do seu termo previsto, por qualquer razão. O Emitente reserva-se no direito de retirar a oferta e cancelar a emissão das Obrigações por qualquer razão, a qualquer momento, na Data de Emissão ou antes dela. Para evitar dúvidas, se tiver sido apresentado qualquer pedido por um potencial investidor e o Emitente exercer esse direito, nenhum potencial investidor terá o direito de subscrever ou adquirir as Obrigações.

**Preço de Emissão:** 100 % do Montante Nominal Agregado

**Estimativa das despesas totais relacionadas com a emissão ou a oferta, incluindo as despesas estimadas cobradas ao investidor pelo Emitente ou pelo oferente:** Os custos pontuais (custos de entrada), custos recorrentes e potenciais penalizações de saída previstas podem ter um impacto no retorno que o investidor pode obter do seu investimento.

**Plano de distribuição:** O produto será disponibilizado a investidores de retalho e será oferecido em Portugal.

### **QUEM É O OFERENTE E/OU A ENTIDADE QUE SOLICITA A ADMISSÃO À NEGOCIAÇÃO?**

*Société Générale* como Intermediário Financeiro  
Tour *Société Générale* - 17 Cours Valmy  
92987 Paris La Défense Cedex, France  
Sede: 29, boulevard Haussmann, 75009 Paris, France  
Forma jurídica: Sociedade anónima de responsabilidade limitada (*société anonyme*)  
Lei aplicável: Lei Francesa  
País de constituição: França

### **POR QUE MOTIVO ESTÁ A SER ELABORADO ESTE PROSPETO?**

Este prospeto é elaborado para efeitos da oferta pública das Obrigações.

**Motivos da oferta e utilização das receitas:** O produto líquido de cada emissão de Obrigações será aplicado em financiamento geral do Grupo *Société Générale*, o que inclui a obtenção de lucros.

**Receitas líquidas estimadas: Não Aplicável**

**Garantia de Subscrição:** Existe um acordo de subscrição numa base de tomada firme com: *Société Générale*

### **Interesses das pessoas singulares e individuais da emissão/oferta:**

Salvo no caso de serem devidas comissões, caso existam, a pagar ao Intermediário Financeiro, e tanto quanto é do conhecimento do Emitente, nenhuma pessoa envolvida na emissão das Obrigações tem um interesse material na oferta.

O Intermediário Financeiro e os seus afiliados participaram, e poderão no futuro participar, em transações de banca de investimento e/ou de banca comercial com, e poderão prestar outros serviços ao Emitente e aos seus afiliados no decurso normal da sua atividade. A *Société Générale* atuará enquanto fornecedor de instrumentos de cobertura de risco ao Emitente das Obrigações e Agente de Cálculo das Obrigações.

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

Adicionalmente, tendo em conta as atividades bancárias da *Société Générale*, podem surgir conflitos entre os interesses da *Société Générale* atuando nestas capacidades (incluindo relações comerciais com os emitentes dos instrumentos financeiros subjacentes às Obrigações ou a posse de informação confidencial em relação aos mesmos) e as dos titulares de Obrigações. Por último, as atividades da *Société Générale* relativamente ao(s) instrumento(s) financeiro(s) subjacente(s), por conta própria ou por conta dos seus clientes, ou o estabelecimento de transações de cobertura, podem também ter um impacto no preço destes instrumentos e na sua liquidez, que podem ser conflitantes com os interesses dos titulares de Obrigações.