

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 07/11/2024

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) : 549300QNMDVBVTHX8H127

Issue of up to 1 000 Notes in an aggregate principal amount of SEK 100 000 000 due 13/01/2031 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 the supplement(s) to such Base Prospectus dated 17 October 2024 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) and in the case of Non-Exempt Offers; on the website of the Issuer (<http://prospectus.socgen.com>).

1. (i) **Series Number:** 287657EN/25.1
- (ii) **Tranche Number:** 1
- (iii) **Date on which the Notes become fungible:** Not Applicable
2. **Specified Currency:** SEK
3. **Aggregate Nominal Amount:**
 - (i) - **Tranche:** up to 1 000 Notes in an aggregate principal amount of SEK 100 000 000
 - (ii) - **Series:** up to 1 000 Notes in an aggregate principal amount of SEK 100 000 000
4. **Issue Price:** SEK 10 800 per Note of SEK 100 000 Specified Denomination
5. **Specified Denomination(s):** SEK 100 000
6. (i) **Issue Date:** 14/01/2025
(DD/MM/YYYY)
- (ii) **Interest Commencement Date:** Issue Date
7. **Maturity Date:** 13/01/2031
(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** Index Linked Notes
:

The provisions of the following Additional Terms and Conditions apply:
Additional Terms and Conditions for Index Linked Notes
- (iv) **Reference of the Product:** 3.5.2 applicable, as described in the Additional Terms and Conditions relating to Formulae.
10. **Interest Basis:** See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below.
11. **Redemption/Payment Basis:** See section "PROVISIONS RELATING TO REDEMPTION" below.
12. **Issuer's/Noteholders' redemption option:** See section "PROVISIONS RELATING TO REDEMPTION" below.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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

14. **Floating Rate Note Provisions:** Not Applicable
15. **Structured Interest Note Provisions:** Applicable as per Condition 4.3 of the General Terms and Conditions
- (i) **Structured Interest Amount(s)** Unless previously redeemed, on each Interest Payment Date(i) (i from 1 to T-1), the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:

$$\text{Structured Interest Amount}(i) = \text{Max}(0; \text{Specified Denomination} \times \text{Participation} \times \text{LockedCoupon}(i) - \text{SumCouponsPaid}(i-1))$$
- (ii) **Specified Period(s)/Interest Payment Date(s): (DD/MM/YYYY)** Definitions relating to the Structured Interest Amount are set out in paragraph 25(ii) "Definitions relating to the Product".
 Interest Payment Date(i) (i from 1 to T-1) : means the earlier between (i) 10 Business Days following the Valuation Date(i) and (ii) the Maturity Date
- (iii) **Business Day Convention :** Following Business Day Convention (adjusted)
- (iv) **Day Count Fraction :** Not Applicable
- (v) **Business Centre(s):** Stockholm
16. **Zero Coupon Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. **Redemption at the option of the Issuer:** Not Applicable
18. **Redemption at the option of the Noteholders:** Not Applicable
19. **Automatic Early Redemption:** Not Applicable
20. **Final Redemption Amount :** Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:
Scenario 1:
 If on Valuation Date(T), Performance(T) is higher than or equal to 0%, then:

$$\text{Final Redemption Amount} = \text{Specified Denomination} \times [\text{Max}(0\%; \text{Participation} \times \text{Max}(\text{LockedCoupon}(T) ; \text{Performance}(T)) - (1/\text{Specified Denomination}) \times \text{SumCouponsPaid}(T-1))]$$

Scenario 2:
 If on Valuation Date(T), Performance(T) is lower than 0%, then:

$$\text{Final Redemption Amount} = \text{Specified denomination} \times [0\%]$$
- 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. (i) **Redemption in respect of Non Eligible Notes:** Early Redemption or Monetisation until the Maturity Date
- Redemption for Tax Event, Special Tax Event, Regulatory Event, Force Majeure Event, Administrator Benchmark Event or Event of Default :** Early Redemption Amount : Market Value
- (ii) **Redemption in respect of Eligible Notes: Redemption for Tax Event, Special Tax Event, MREL Disqualification Event; Amounts Due in case of Bail-In of Eligible Notes** Not Applicable

PROVISIONS APPLICABLE TO THE UNDERLYING(S) IF ANY

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

Index Name	Bloomberg Ticker	Index Sponsor	Exchange	Web Site
Solactive Nordic High Yield Fund VT3	SOHEHOVT	Solactive	XETRA	www.solactive.com

- (ii) **Information relating to the past and future performances of the Underlying(s) and volatility:** The information relating to the past and future performances of the Underlying(s) and volatility are available on the source specified in the table above.
- (iii) **Provisions relating, amongst others, to the Market Disruption Event(s) and/or Extraordinary Event(s) and/or any additional disruption event(s) as described in the relevant Additional Terms and Conditions:** The provisions of the following Additional Terms and Conditions apply :
Additional Terms and Conditions for Index Linked Notes
- (iv) **Credit Linked Notes Provisions:** Not Applicable
- (v) **Bond Linked Notes Provisions:** Not Applicable

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

25. (i) **Definitions relating to date(s):** Applicable
- Valuation Date(0) :** 27/12/2024
- Valuation Date(i) (i from 1 to T) :** each Scheduled Trading Day that is not a Disrupted Day from and excluding Valuation Date(0) to and including Valuation Date(T). Valuation Date(1) is the Valuation Date(t) immediately following the Valuation Date(0). Valuation Date(T-1) is the Valuation Date(t) immediately preceding the Valuation Date(T).
- Valuation Date(T)** 27/12/2030

- (ii) **Definitions relating to the Product:** Applicable, subject to the provisions of Condition 4 of the Additional Terms and Conditions relating to Formulae
- S(i) (i from 0 to T)** means in respect of any Valuation Date(i), the Closing Price of the Underlying.

INT(x)	means the function which gives the integer part of the number x (rounded down to the closest integer number).
LockedCoupon(i) (i from 1 to T)	LockinValue(i) x Lockin Level
MaxTimePerformance(t) (t from 1 to T)	means the Maximum, for i from 1 to t, of Performance(i)
LockinValue(t) (t from 1 to T)	INT(MaxTimePerformance(t) / Lockin Level)
Performance(i) (i from 1 to T)	means $(S(i) / S(0)) - 100\%$
Participation	A percentage (indicatively 100% subject to a minimum of 80%) to be determined at the latest on Valuation Date(0) and published by the Issuer on http://prospectus.socgen.com at the latest on the Issue Date.
Lockin Level	means 5%
SumCouponsPaid(i-1) (i from 2 to T)	SumCouponsPaid(i-1) = SumCouponsPaid(i-2) + Structured Interest Amount(i-1)
	With
	SumCouponPaid(0) = 0

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):** Stockholm
28. **Form of the Notes:**
- (i) **Form:** Dematerialised Uncertificated Swedish Notes in book entry form issued, cleared and settled through Euroclear Sweden in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (SFS 1998:1479), as amended
 - (ii) **New Global Note (NGN – bearer notes) / New Safekeeping Structure (NSS – registered notes):** No
29. **Redenomination:** Applicable as per Condition 1.5 of the *General Terms and Conditions*
30. **Consolidation:** Applicable as per Condition 14.2 of the *General Terms and Conditions*
31. **Partly Paid Notes Provisions:** Not Applicable
32. **Instalment Notes Provisions:** Not Applicable
33. **Masse:** Not Applicable
34. **Dual Currency Note Provisions:** Not Applicable
35. **Additional Amount Provisions for Italian Certificates:** Not Applicable

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36. **Interest Amount and/or the Redemption Amount switch at the option of the Issuer:** Not Applicable
37. **Portfolio Linked Notes Provisions:** Not Applicable

THIRD PARTY INFORMATION

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

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

Signed on behalf of the Issuer:
By: Julien Bouchat
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) **Listing:** Application will be made for the Notes to be listed on the NGM Nordic MTF Sweden.
- (ii) **Admission to trading:** Application will be made for the Notes to be admitted to trading on the NGM Nordic MTF Sweden, 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, the payment of a coupon amount on a relevant interest payment date to a Noteholder 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 performance of the underlying instrument. The amount(s) to be paid is/are determined on the basis of on an accumulation (additive) of performances of the underlying instrument over several consecutive periods (performances being usually restriked at the beginning of each period). Performance of the underlying instrument is locked and floored.

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

(ii) PERFORMANCE OF 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:** SE0023287099

- **Common Code:** Available upon request if needed

(ii) Clearing System(s): Swedish Central Security Depository & Clearing Organisation (Euroclear Sweden) identification number: 556112- 8074. The Issuer and the Issuer Agent shall be entitled to obtain information from registers maintained by Euroclear Sweden for the purposes of performing their obligations under the Notes.

(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

and

Skandinaviska Enskilda Banken AB (publ), a banking institution incorporated under the laws of Sweden, whose registered office is at Kungsträdgårdsgatan 8, SE-106 40 Stockholm, Sweden

(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 pays no commissions to intermediaries distributing the Notes to investors.
- (iii) **TEFRA Rules:** Not Applicable
- (iv) **Non-exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period:** A Non-exempt offer of the Notes may be made by the Dealer and any **Initial Authorised Offeror** below mentioned, any **Additional Authorised Offeror**, the name and address of whom will be published on the website of the Issuer (<http://prospectus.socgen.com>) in the Non-exempt Offer jurisdiction(s) (**Non-exempt Offer Jurisdiction(s)**) during the offer period (**Offer Period**) as specified in the paragraph "Terms and Conditions of the Offer" below.
- **Individual Consent / Name(s) and address(es) of any Initial Authorised Offeror:** Applicable
 Strivo AB
 Stora Badhusgatan 18-20 411 21 Göteborg, Sweden
- **General Consent/ Other conditions to consent:** Not Applicable
- (v) **U.S. federal income tax considerations:** The Notes are not Specified Notes for purposes of Section 871(m) Regulations.
- (vi) **- Prohibition of Sales to EEA Retail Investors:** Not Applicable
- **Prohibition of Sales to EEA Non Natural Persons:** Not Applicable
- (vii) **- Prohibition of Sales to UK Retail Investors:** Applicable
- **Prohibition of Sales to UK Non Natural Persons:** Not Applicable
- (viii) **Prohibition of Sales to Swiss Non Natural Persons:** Not Applicable

10. TERMS AND CONDITIONS OF THE OFFER

- **Non-Exempt Offer Jurisdiction(s):** Sweden
- **Offer Period:** From 11/11/2024 to 12/12/2024
- **Offer Price:** The Notes will be offered at the Issue Price. The Issue Price is also increased by fees.
- **Conditions to which the offer is subject:** Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries.
 The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason.
 The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.
 In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (<http://prospectus.socgen.com>).
- **Description of the application process:** The distribution activity will be carried out in accordance with the financial intermediary's usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription of the Notes.

- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable
- Details of the minimum and/or maximum amount of application: Minimum amount of application : SEK 100 000 (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: SEK 100 000 (i.e. 1 Note)
- Minimum trading: SEK 100 000 (i.e. 1 Note)
- Underlying Disclaimer: The financial instrument is not sponsored, promoted, sold or supported in any other manner by Solactive AG nor does Solactive AG offer any express or implicit guarantee or assurance either with regard to the results of using the Index and/or Index trade mark or the Index Price at any time or in any other respect. The Index is calculated and published by Solactive AG. Solactive AG uses its best efforts to ensure that the Index is calculated correctly. Irrespective of its obligations towards the Issuer, Solactive AG has no obligation to point out errors in the Index to third parties including but not limited to investors and/or financial intermediaries of the financial instrument. Neither publication of the Index by Solactive AG nor the licensing of the Index or Index trade mark for the purpose of use in connection with the financial instrument constitutes a recommendation by Solactive AG to invest capital in said financial instrument nor does it in any way represent an assurance or opinion

of Solactive AG with regard to any investment in this financial instrument.

12. PUBLIC OFFERS IN SWITZERLAND

Not Applicable

13. EU BENCHMARKS REGULATION

Benchmark: Applicable

Amounts payable under the Notes will be calculated by reference to the relevant Benchmark which is provided by the relevant Administrator, as specified in the table below.

As at the date of these Final Terms, the relevant Administrator appears/does not appear, as the case may be, on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) (the **EU Benchmarks Regulation**), as specified in the table below.

If “Does not appear and exempted” is specified in the table below, it means that the relevant Administrator does not fall within the scope of the EU Benchmarks Regulation by virtue of Article 2 of that regulation.

If “Does not appear and non-exempted” is specified in the table below, it means that, as far as the Issuer is aware, the transitional provisions in Article 51 of the EU Benchmarks Regulation apply, such that the relevant Administrator is not currently required to obtain authorisation or registration.

Benchmark	Administrator	Register
Solactive Nordic High Yield Fund VT3	Solactive AG	Appears

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

ISIN code: SE0023287099

Issuer : SG Issuer

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

Telephone number : + 352 27 85 44 40

Legal entity identifier (LEI) : 549300QNMDBVTHX8H127

Offeror and/or entity requesting the admission to trading :

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41

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

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

283, route d'Arlon L-2991, Luxembourg

Telephone number: (352) 26 25 11

E-Mail : direction@cssf.lu

Date of approval of the prospectus: 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.

Prospective investors should be aware that these Notes may be volatile and that they may receive no interest and may lose all or a substantial portion of their principal.

Where a claim relating to the information contained in the Base Prospectus and the applicable Final Terms is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled this summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.

You are about to buy a product which is not simple and which may be difficult to understand.

SECTION B – KEY INFORMATION ON THE ISSUER

WHO IS THE ISSUER OF THE SECURITIES?

Issuer : SG Issuer (or the Issuer)

Domicile: 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
Debt to equity ratio (total liabilities/total shareholder equity)	N/A	N/A
Interest cover ratio (operating income/interest expense)	N/A	N/A

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

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

(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

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

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

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

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

ISIN Code : SE0023287099 Number of Notes : up to 1 000

Product Currency	SEK	Settlement Currency	SEK	
Listing	NGM Nordic MTF	Nominal Value	SEK 100,000 per note	
Minimum Investment	SEK 100,000	Issue Price	SEK 10,800 per note	
Maturity Date	13/01/2031	Minimum Reimbursement	No, you can lose up to the full invested amount	
Initial Level	100%	Participation	Indicatively 100%, subject to a minimum of 80%	
Lockin Level	5%			
Reference Underlying	Bloomberg Ticker	Index Sponsor	Currency	Website
Solactive Nordic High Yield Fund VT3	SOHEHOVT	Solactive	NOK	www.solactive.com

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

This product is designed to provide a conditional coupon on a periodic basis. The product is a fixed term investment which is designed to generate a payoff at maturity linked to the performance of the Reference Underlying. Your capital will be fully at risk when investing in this product.

Coupon:

On each Coupon Observation Date, if the level of the Reference Underlying is above the Initial Value, you will receive on the Coupon Payment Date:

A coupon multiplied by the Participation, minus the sum of coupons already paid. The coupon is determined by multiplying the LockinValue with the Lockin Level.

If this amount is lower than zero you will not receive the Coupon.

Final Redemption:

On the Maturity Date, if the Final Level of the Reference Underlying is at or above the Initial Level, you will receive the maximum of:

The LockinValue multiplied with the Lockin Level on the Final observation date, multiplied by the Participation minus the sum of coupons already paid.

Or

The Final Performance of the Reference Underlying, multiplied by the Participation minus the sum of coupons already paid.

- Otherwise, you will suffer a total loss of your invested amount.

Additional Information

- The level of the Reference Underlying corresponds to its value expressed as a percentage of its Initial Value.
- Coupons are expressed as a percentage of the Nominal Value.
- The Initial Value of the Reference Underlying is its value observed on the Initial Observation Date.
- The Final Level of the Reference Underlying is its level observed on the Final Observation Date.
- The Final Performance of the Reference Underlying is calculated as its Final Level minus 100%. The performance is multiplied by the Nominal Value.
- The LockinValue is the highest observed Lock Performance on each Observation Date divided by the Lockin Level, this value is rounded down to the nearest integer.
- Lock Performance is the Level of the Reference Underlying observed on each Observation Date from and excluding the Initial Observation Date to and including the Final Observation Date minus 100%.
- 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 public offer and for the offer period defined in the following Jurisdiction: Sweden.

Issue Date	14/01/2025
Initial Observation Date	27/12/2024
Final Observation Date	27/12/2030
Coupon Observation Dates	Each scheduled trading day that is not a disrupted day from and including 30/12/2024 to and including 23/12/2030
Coupon Payment Dates	The earlier of 10 business days after each Coupon Observation Date and the Maturity Date
Maturity Date	13/01/2031

Waiver of Set-off rights

The Noteholders waive any right of set-off, compensation and retention in relation to the Notes, to the extent permitted by law.

Submission to jurisdiction:

The Issuer accepts the competence of the courts of England in relation to any dispute against the Issuer, but accepts that such Noteholders may bring their action before any other competent court.

Ranking:

The Notes will be direct, unconditional, unsecured and unsubordinated obligations of the Issuer and will rank at least *pari passu* with all other outstanding direct, unconditional, unsecured and unsubordinated obligations of the Issuer, present and future.

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

RESTRICTIONS ON THE FREE TRANSFERABILITY OF THE SECURITIES :

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

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

WHERE THE SECURITIES WILL BE TRADED
Admission to trading:

Application will be made for the Notes to be admitted to trading on the NGM Nordic MTF Sweden.

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 constitute 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>	First Quarter 2024 (audited)	31.12.2023 (audited)	First Quarter 2023 (audited)	31.12.2022(audited)
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>	First Quarter 2024 (audited)	31.12.2023 (audited)	First Quarter 2023 (audited)	31.12.2022 (audited)	#Value as outcome from the most recent supervisory review and evaluation process (SREP)
Total assets (Total Assets)	1,590.561	1,554.045	1,553.6	1,484.90	N/A
Senior debt (Debt securities issued)	166.617	160.506	137.5	133.18	N/A
Subordinated debt (Subordinated debts)	15.798	15.894	16.782	15.95	N/A
Loans and receivables to customers (Customer loans at amortised cost)	459.254	485.449	494.32	506.64	N/A
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?

The investor bears the risk of total or partial loss of the amount invested at redemption of the Notes on the Maturity Date or the event the Notes is sold by the investor before that date.

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

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

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

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

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

The way the Index sponsor applies the index rules relating to the calculation, and modification of the composition of the Index and the integration of the events affecting its components may affect the value of the index and therefore the value of the Notes.

Investors are exposed to the risk of operational capacity and expertise of the Index Sponsor to ensure the calculation and maintenance of the index according to the index rules in force throughout the life of the Notes.

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

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

DESCRIPTION OF THE TERMS AND CONDITIONS OF THE OFFER:

Non Exempted Offer Jurisdiction(s): Sweden

Offer Period: From 11/11/2024 to 12/12/2024

Offer Price: The Notes will be offered at the Issue Price. The issue Price is also increased by fees.

Conditions to which the offer is subject:

Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries.

The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date.

For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.

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

Issue Price: SEK 10 800 per Note of SEK 100 000 Specified Denomination

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 Sweden

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

Société Générale as Dealer

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

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

Applicable law : French law.

Country of incorporation : France

WHY IS THIS PROSPECTUS BEING PRODUCED?

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

Reasons for the offer and use of proceeds:

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

Estimated net proceeds: Not Applicable

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

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

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

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

EMISSIONSSPECIFIK SAMMANFATTNING

AVSNITT A – INLEDNING OCH VARNINGAR

ISIN: SE0023287099

Emittent : SG Issuer

Hemvist: 15, avenue Emile Reuter, L-2420 Luxemburg

Telefonnummer : + 352 27 85 44 40

Identifikationskod för juridiska personer (LEI) : 549300QNMDBVTHX8H127

Erbjudare och juridisk person som ansöker om upptagande till handel:

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, Frankrike

Hemvist : 29, boulevard Haussmann, 75009 Paris, Frankrike.

Identifikationskod för juridiska personer (LEI) : O2RNE8IBXP4R0TD8PU41

Identitet och kontaktuppgifter för behörig myndighet som godkänt prospektet:

Godkänt av Commission de Surveillance du Secteur Financier (CSSF)

283, route d'Arlon L-2991, Luxemburg

Telefonnummer: (352) 26 25 11

E-post: direction@cssf.lu

Datum för godkännande av prospektet: 31/05/2024

VARNINGAR

Denna sammanfattning ska läsas som en introduktion till grundprospektet (**Grundprospektet**).

Varje beslut om att investera i Obligationerna (**Obligationerna**) ska baseras på en bedömning av Grundprospektet i helhet av investeraren.

Potentiella investerare bör vara medvetna om att Obligationerna kan vara volatila och att de kanske inte erhåller någon ränta och kan förlora hela eller en betydande del av deras ursprungliga investering.

Om ett krav hänförligt till informationen i Grundprospektet och de tillämpliga Slutliga Villkoren anförs vid domstol, kan den investerare som är klagande enligt Medlemsstaternas nationella lagstiftning bli tvungen att svara för kostnaderna för översättning av Grundprospektet innan de rättsliga förfarandena inleds.

Civilrättsligt ansvar kan åläggas de personer som lagt fram denna sammanfattning, inklusive översättningar därav, med endast om sammanfattningen är vilseledande, felaktig eller oförenlig med de andra delarna av Grundprospektet eller om den inte, tillsammans med de andra delarna av Grundprospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i Obligationerna.

Du står i begrepp att köpa en produkt som inte är enkel och som kan vara svår att förstå.

AVSNITT B – NYCKELINFORMATION OM EMITTENTEN

VEM ÄR EMITTENT AV VÄRDEPAPPEREN?

Emittent : SG Issuer (eller Emittenten)

Hemvist: 15, avenue Emile Reuter, L-2420 Luxemburg

Associationsrättslig form: Publikt aktiebolag (*société anonyme*).

Identifikationskod för juridiska personer (LEI) : 549300QNMDBVTHX8H127

Lagstiftning under vilken Emittenten bedriver verksamhet: Luxemburgsk lagstiftning.

Land i vilket bolaget bildats: Luxemburg.

Lagstadgade revisorer : Ernst & Young S.A.

SG Issuers huvudsakliga verksamhet är kapitalanskaffning genom emission av warranter och skuldinstrument utformade för att placeras i av institutionella investerare eller icke-professionella investerare genom distributörer som är förknippade med Société Générale. Finansieringen som erhålls genom emission av sådana skuldinstrument lånas sedan ut till Société Générale och till andra medlemmar i Koncernen.

Aktierna i SG Issuer ägs till 99,8 procent av Societe Generale Luxembourg och till 0,2 procent av Societe Generale. Det är ett till fullo konsoliderat företag.

I enlighet med dess stadgar, är Emittenten styrd av en verkställande ledning.

Medlemmarna i den verkställande ledningen är Laurent Simonet, Thierry Bodson, Yves Cacclin, Julien Bouchat, Youenn Le Bris, Samuel Worobel och Francois Caralp (var och en, en **Direktör** och tillsammans **Styrelsen**).

Laurent Simonet, Thierry Bodson, Yves Cacclin, Julien Bouchat, Youenn Le Bris, Samuel WROBEL och Francois Caralp utövar sina aktiviteter på heltid inom Société Générale-koncernen.

VAD ÄR EMITTENTENS FINANSIELLA NYCKELINFORMATION?

Resultaträkning

(i tusentals €)	31 december 2023 (reviderad)	31 december 2022 (reviderad)
Verksamhetsvinst/förlust	15	590

Balansräkning

(i tusentals €)	31 december 2023 (reviderad)	31 december 2022 (reviderad)
Finansiell nettoskuld (långsiktig skuld plus kortsiktig skuld minus kontant) *	5 990	11 824
Nuvarande förhållande (nuvarande tillgångar/nuvarande skulder)	N/A	N/A
Förhållande mellan skuld och aktiekapital	N/A	N/A
Räntetäckningsgrad (verksamhetsintäkt/räntekostnader)	N/A	N/A

*Den Finansiella nettoskulden beräknas baserat på följande element:

	31/12/2023	31/12/2022
Finansiell nettoskuld		
Obligationskonvertibel till Aktie (1)	48 000	48 000
Kontanter och likvida medel (2)	-42 010	-36 176
Totalt	5 990	11 824

(1) klassificerat inom ramen för Finansiella skulder till en amorterad kostnad, se not 4.3 i 2023 års resultaträkning och i 2023 års kondenserade delårsrapport

(2) klassificerat i Balansräkningen

Kassaflöde

(i tusentals €)	31 december 2023 (reviderad)	31 december 2022 (reviderad)
Nettokassaflöde från verksamhetsaktiviteter	28 259	28 036

Nettokassaflöde som används i finansieringsverksamheter	22 425	28 244
Nettokassaflöde från investeringsverksamheter	0	0

VILKA NYCKELRISKER ÄR SPECIFIKA FÖR EMITTENTEN?

I händelse av förfall eller konkurs avseende Emittenten, har investeraren endast krav gentemot Société Générale och det finns en risk att förlora hela eller delar av det investerade beloppet eller omvandling till värdepapper (aktier eller skuld) eller uppskjutande av förfalldag, i händelse av nedskrivning som påverkar Emittentens värdepapper eller Société Générales strukturerade Obligationer, utan någon garanti eller kompensation.

AVSNITT C. NYCKELINFORMATION OM VÄRDEPAPPEREN
VILKA ÄR VÄRDEPAPPERENS VIKTIGASTE EGENSKAPER?

ISIN: SE0023287099 **Antal Obligationer :** upp till 1 000

Produktvaluta	SEK	Avvecklingsvaluta	SEK
Notering	NGM Nordic MTF	Nominellt Värde	100 000 SEK per obligation
Minsta investering	100 000 SEK	Emissionskurs	10 800 SEK per obligation
Förfalldag	13/01/2031	Minsta ersättning	Nej, du kan förlora hela det investerade beloppet
Initial Nivå	100%	Deltagandegrad	Indikativt 100%, med ett minimum av 80%
Inlåsningsnivå	5%		

Referensunderliggande	Bloomberg Ticker	Indexsponsor	Valuta	Webbplats
Solactive Nordic High Yield Fund VT3	SOHEHOVT	Solactive	NOK	www.solactive.com

Den här produkten är ett icke-säkerställt skuldinstrument under Engelsk lag.

Den här produkten är skapad för att erbjuda en villkorad kupong på en periodisk basis. Produkten är en investering med fast löptid som är skapad för att generera en avkastning vid förfall som är relaterad till utvecklingen för Referensunderliggande. Hela ditt kapital riskeras vid investering i den här produkten.

Kupong:

På varje Kupongobservationsdag, om nivån för Referensunderliggande är över den Initiala Nivån, kommer du att få på Kupongbetalningsdagen:

En kupong multiplicerat med Deltagandegraden, minus summan av redan utbetalda kuponger. Kupongen bestäms genom att multiplicera Inlåsningsvärdet med Inlåsningsnivån.

Om detta värde är lägre än noll kommer du inte att få Kupongen.

Slutlig Inlösen:

På Förfalldagen, om den Slutliga Nivån för Referensunderliggande är lika med eller över den Initiala Nivån, kommer du att få det maximala av:

Inlåsningsvärdet multiplicerat med Inlåsningsnivån på den Slutliga observationsdagen, multiplicerat med Deltagandegraden minus summan av redan utbetalda kuponger.

Eller

Den Slutliga Utvecklingen av den Referensunderliggande, multiplicerad med Deltagandegraden minus summan av redan utbetalda kuponger.

I annat fall, kommer du att drabbas av en total förlust av ditt investerade belopp.

Övrig information:

- Nivån för Referensunderliggande motsvarar dess värde uttryckt i procentandel av det Initiala Värdet
- Kuponger är uttryckta i procent av det Nominella Värdet.
- Det Initiala Värdet för Referensunderliggande är dess värde som observeras på den Initiala Observationsdagen
- Den Slutliga Nivån för Referensunderliggande är dess nivå som observeras på den Slutliga Observationsdagen
- Den Slutliga Utvecklingen för Referensunderliggande beräknas som den Slutliga Nivån minus 100%, multiplicerat med det Nominella Värdet.
- Inlåsningsvärdet är den högst observerade Inlåsningsutvecklingen på varje Observationsdag för Referensunderliggande dividerat med Inlåsningsnivån, detta värde rundas ned till närmaste heltal.
- Inlåsningsutvecklingen är Nivån för Referensunderliggande som observerats vid varje Observationsdag från och, exkluderat för den Initiala Observationsdagen till och med den Slutliga Observationsdagen minus 100%.
- Extraordinära händelser kan leda till ändringar i villkoren för produkten eller för förtida inlösen av produkten och kan resultera i förluster i din investering.
- Produkten är tillgänglig genom publikt erbjudande och under den definierade erbjudandeperioden i följande jurisdiktion: Sverige.

Emissionsdag	14/01/2025
Initial Observationsdag	27/12/2024
Slutlig Observationsdag	27/12/2030
Kupongobservationsdagar	Varje schemalagd handelsdag som inte är en avbruten dag från 30/12/2024 till och med 23/12/2030
Kupongbetalningsdagar	Det tidigaste av 10 handelsdagar efter varje Kupongobservationsdag och förfallodagen
Förfallodag	13/01/2031

Avsägande av Kvittningsrättigheter

Obligationsinnehavarna avsägar sig alla rättigheter att kvitta, erhålla kompensation och kvarhållande avseende Obligationerna, i den utsträckning det tillåts enligt lag.

Godtagande av jurisdiktion:

Emittenten accepterar behörigheten hos domstolar i England i relation till tvister mot Emittenten, men accepterar att sådana Obligationsinnehavare kan framställa sitt krav hos annan behörig domstol.

Status:

Obligationerna kommer vara direkta, ovillkorade, icke-säkerställda och icke-efterställa förpliktelser för Emittenten och kommer åtminstone rangordnas lika sinsemellan (*pari-passu*) med alla andra utestående direkta, ovillkorade, icke-säkerställda och icke-efterställda förpliktelser för Emittenten, nuvarande eller framtida.

Obligationsinnehavaren noterar att i händelse av resolution i enlighet med direktiv 2014/59/EU i relation till Emittentens skulder eller de icke-efterställda, prioriterade, strukturerade och nedskrivningskvalificerade skulderna för Société Générale, kan Obligationerna vara föremål för minskning av hela, eller en del, av förfallna belopp, på en permanent grund, en omvandling av hela, eller en del, av förfallna belopp till aktier eller andra värdepapper av Emittenten eller Garanten eller en annan person; avslutande; och/eller justering av förfallodagen för Obligationerna eller justering av kalendern avseende eller beloppen avseende ränta.

RESTRIKTIONER AVSEENDE VÄRDEPAPPERENS FRIA ÖVERLÅTBARHET:

Ej tillämpligt. Det finns inga restriktioner avseende Obligationernas fria överlåtbarhet, med förbehåll för försäljnings- och överlåtelserestriktioner som kan tillämpas i vissa jurisdiktioner inklusive restriktioner som är tillämpliga på erbjudandet och försäljning till, eller för annan persons räkning, för andra personer än Tillåtna Mottagare.

En Tillåten Mottagare betyder en person som (i) inte är en U.S Person såsom definierad i enlighet med Regulation S, (ii) inte är en person som faller inom någon definition av U.S Person som åsyftas i CEA eller någon CFTC Rule, vägledning eller order som är föreslagen eller utgiven under CEA (för undvikande av missförstånd, personer som inte är en "Non U.S. Personer" definierad under CFTC Rule 4.7(a)(1)(iv), men exklusive, för syftet av avsnitt (D) därav, undantaget för en kvalificerad jämbördig motpart som inte är en "Non U.S. Personer", ska anses vara en U.S Person), och (iii) inte är en "U.S. Person" enligt de finansiella reglerna som implementerar kreditriskbehållandekraven av Avsnitt 15G i U.S Securities Exchange Act av 1934, såsom justerad (**U.S. Risk Retention Rules**) (en **Risk Retention U.S. Person**).

VAR KOMMER VÄRDEPAPPEREN ATT HANDLAS?

Upptagande till handel:

Ansökan kommer göras om att ta upp Obligationerna på handel på NGM Nordic MTF.

Det kan inte garanteras att notering och handel med Obligationerna kommer att godkännas med verkan från och med Emissionsdagen eller överhuvudtaget.

FINNS DET NÅGON GARANTI KOPPLAD TILL VÄRDEPAPPEREN?

Garantins beskaffenhet och omfattning:

Obligationerna är ovillkorat och oåterkalleligt garanterade av Société Générale (**Garanten**) i enlighet med garantin underkastad fransk lag som lämnades 31/05/2024 (**Garantin**).

Garantins förpliktelse utgör direkta, ovillkorade, icke-säkerställda och icke-efterställda förpliktelser för Emittenten som rangordnas som prioriterade förpliktelser, så som beskrivs i Article L. 613-30-3-I-3° i fransk lagstiftning (*monétaire et financier*) och kommer rangordnas åtminstone lika sinsemellan (*pari-passu*) med alla andra existerande och framtida direkta, ovillkorade, icke-säkerställda och prioriterade förpliktelser för Garanten, inklusive de avseende insättningar.

Alla hänvisningar till summor eller belopp som ska betalas av Emittenten som garanteras av Garanten enligt Garantin ska vara sådana summor och / eller belopp som direkt minskats och / eller vid omvandling till eget kapital, minskat med beloppet för sådan konvertering, och / eller på annat sätt ändras från tid till annan till följd av tillämpningen av någon nedskrivningsbefogenhet av någon relevant myndighet enligt Europaparlamentets och Europeiska unionens råds direktiv 2014/59/EU.

Beskrivning av Garanten:

Garanten, Société Générale är moderbolaget i Société Générale-Koncernen.

Hemvist: 29, boulevard Haussmann, 75009 Paris, Frankrike.

Associationsrättslig form: Aktiebolag (société anonyme).

Land i vilket bolaget är bildat: Frankrike.

Identifieringskod för juridiska personer (LEI) : O2RNE8IBXP4R0TD8PU41

Garanten får på en regelbunden basis, så som definierat i villkoren från French Banking and Financial Regulation Committee, involvera sig i alla transaktioner förutom de som nämns ovan, inklusive särskilt försäkringsförmedling.

Generellt sett får Garanten utöva, för egen räkning eller på tredje persons räkning eller bådadera, all finansiell, kommersiell, industriell, jordbruksrelaterad, lös egendom eller fast egendom, direkt eller indirekt relaterad till aktiviteterna som nämns ovan eller sannolikt kommer utgöra fullgörandet av sådana aktiviteter.

Finansiell nyckelinformation för Garanten:

Resultaträkning

	Första kvartalet	31.12.2023 (reviderad)	Första kvartalet	31.12.2022 (reviderad)
(I miljoner EUR)				

	2024 (reviderad)		2023 (reviderad)	
Nettoränteintäkt (eller motsvarande)	N/A	10 310	N/A	12 841
Nettointäkt avgifter och kommission	N/A	5 588	N/A	5 217
Nettonedskrivning på finansiella tillgångar	(400)	(1 025)	(182)	(1 647)
Nettohandelsintäkt	N/A	10 290	N/A	866
Mått på finansiell utveckling som används av emittenten i dess finansiella redovisning såsom verksamhetsvinst	1 265	6 580	1 432	9 161
Nettovinst eller förlust (för konsoliderade räkenskaper nettovinst eller förlust hänförlig till aktieägare i moderbolaget)	680	2 493	868	1 825

Balansräkning

(I miljarder EUR)	Första kvartalet 2024 (reviderad)	31.12.2023 (reviderad)	Första kvartalet 2023 (reviderad)	31.12.2022 (reviderad)	#Värde som utfall från den senaste tillsyns-utvärderingen och värderingsprocessen (SREP)
Totala tillgångar (<i>Totala tillgångar</i>)	1 590,561	1 554,045	1 553,6	1 484,90	N/A
Oprioriterade skulder (<i>Emitterade skuldvärdepapper</i>)	166,617	160,506	137,5	133,18	N/A
Efterställda skulder (<i>efterställda skulder</i>)	15,798	15,894	16,782	15,95	N/A
Lån och fordringar från kunder (<i>Kundlån till amorterad kostnad</i>)	459,254	485,449	494,32	506,64	N/A
Insättningar från kunder (<i>Insättningar från kunder</i>)	530,947	541,677	536,2	530,76	N/A
Totalt eget kapital (<i>Aktieägares eget kapital, delpost eget kapital, Koncernandel</i>)	67,342	65,975	68,46	66,970	N/A
Nödlidande lån (baserat på nettobärande belopp/lån och fordringar) (<i>Tveksamma lån</i>)	15,0	16,1	15,9	15,9	N/A
Primärkapitaltäckningsförhållande (CET1) (eller annan relevant regulatorisk kapitaltäckningsgrad beroende på emissionen) (<i>Primärkapitaltäckningsförhållande</i>)	13,2%(1)	13,1%(1)	13,5%(1)	13,5%(1)	10,22%**
Totalt kapitalförhållande (<i>Totalt kapitalförhållande</i>)	18,7%(1)	18,2%(1)	19,4%(1)	19,4%(1)	N/A
Hävstångsnivå beräknad under tillämpligt regulatoriskt ramverk	4,2%(1)	4,3%(1)	4,2%(1)	4,4%(1)	N/A

** Hänsyn tagen till de kombinerade regulatoriska buffertarna, skulle phased-in CET1 ratio aktivera mekanismen för Maximalt Utdelningsbart Belopp (MUB) som skulle vara 10,22% per den 31 mars 2024.

(1) Förhållande efter infasning.

Revisionsrapporten innehåller inte några reservationer.

Vilka nyckelrisker är specifika för Garanten?

På grund av Société Générale's roll som garant och motpart till Emittentens hedgetransaktioner, är investerare väsentligen exponerade mot Société Générale's kreditrisk och har inget krav gentemot Emittenten i händelse av Emittentens fallissemang.

VILKA NYCKELRISKER ÄR SPECIFIKA FÖR VÄRDEPAPPEREN?

Investeraren bär risken för total eller partiell förlust av det belopp som investerats vid inlösen av Obligationerna på förfalldagen eller i händelse av att Obligationerna säljs av investeraren före det datumet.

Produktens likviditet kan påverkas negativt av vissa exceptionella omständigheter. Investerare kanske inte enkelt kan sälja produkten eller måste sälja den till en kurs som resulterar i hel eller delvis förlust av det investerade beloppet.

Marknadsvärdet för Obligationerna beror på utvecklingen av marknadsparametrar vid tidpunkten för avslut (kursnivån på de(n) Underliggande, räntesatser, volatilitet och kredit-spreadar) och kan därför resultera i en risk för en total eller delvis förlust av det initialt investerade beloppet.

Händelser orelaterade till den Underliggande (t.ex. lagändringar, inklusive skatterättslig reglering, force majeure, antal värdepapper i cirkulation) kan leda till förtida inlösen av Obligationerna och därmed till en hel eller delvis förlust av det investerade beloppet.

Händelser som påverkar de(n) Underliggande eller hedningstransaktioner kan leda till justeringar, de-indexering, utbyte av de(n) Underliggande, eller förtida inlösen för Obligationerna och som följd till förlust av investerade belopp, inklusive i händelse av kapitalskydd.

Om valutan för investerarens huvudsakliga aktiviteter skiljer sig från produktens valuta, är investeraren exponerad för valutarisk, särskilt i händelse av valutakontroller, vilket kan minska det investerade beloppet.

Sättet på vilket Indexsponsorn tillämpar indexreglerna avseende beräkningen, och förändringar i sammansättningen av Indexet och integrationen av händelser som påverkar dess komponenter kan påverka värdet på indexet och därmed värdet på Obligationerna.

Investerare är exponerade mot risken för Indexsponsorns operationella kapacitet och expertis för att säkerställa beräkningen och underhållet av indexet i enlighet med de tillämpliga indexreglerna över Obligationernas livsspann.

AVSNITT D – NYCKELINFORMATION OM ERBJUDANDET AV VÄRDEPAPPER TILL ALLMÄNHETEN OCH/ELLER UPPTAGANDET TILL HANDEL PÅ EN REGLERAD MARKNAD

PÅ VILKA VILLKOR OCH ENLIGT VILKEN TIDPLAN KAN JAG INVESTERA I DETTA VÄRDEPAPPER?

BESKRIVNING AV ERBJUDANDETS VILLKOR:

Jurisdiktion(er) för Icke-Undantaget Erbjudande: Sverige

Erbjudandeperiod: Från 11/11/2024 till 12/12/2024

Erbjudandekurs: Obligationerna kommer erbjudas till Emissionskursen. Till Emissionskursen tillkommer även avgifter.

Villkor under vilka erbjudandet är underkastade:

Erbjudandet av Obligationerna är villkorade av dess emission och, av ytterligare villkor som finns i standardvillkoren för verksamhet av det finansiella dotterföretaget, som meddelas investerare genom sådant relevant finansiellt dotterföretag.

Emittenten förbehåller sig rätten att stänga Erbjudandeperioden före dess angivna utgång av vilken anledning som helst.

Emittenten förbehåller sig rätten att dra tillbaka erbjudandet och avbryta emissionen av Obligationerna av vilken anledning när som helst på eller före Emissionsdagen. För att undvika tvivel, om någon ansökan har gjorts av en potentiell investerare och Emittenten utövar sådan rätt, har ingen potentiell investerare rätt att teckna eller på annat sätt förvärva Obligationerna.

I varje enskilt fall kommer ett meddelande till investerarna om den förtida uppsägningen eller återkallelsen, beroende på vad som är tillämpligt, att publiceras på Emittentens webbplats (<http://prospectus.socgen.com>).

Emissionskurs: 10 800 SEK per Obligation om 100 000 SEK Nominellt Värde.

Uppskattade avgifter relaterade till emissionen eller erbjudanden, inklusive uppskattade kostnader som debiteras investeraren av Emittenten eller erbjudaren:

Engångskostnader (ingångskostnader), återkommande kostnader och potentiella förväntade utträdesstraff kan påverka avkastningen som investeraren kan få på sin investering.

Distributionsstrategi: Produkten är avsedd för icke-professionella investerare och kommer att erbjudas i Sverige.

VEM ÄR ERBJUDAREN OCH/ELLER DEN PERSON SOM ANSÖKER OM UPPTAGANDE TILL HANDEL?

Société Générale som Återförsäljare

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, Frankrike

Hemvist: 29, boulevard Haussmann, 75009 Paris, Frankrike.

Associationsrättslig form: Aktiebolag (*société anonyme*).

Tillämplig lag: Fransk rätt.

Land i vilket bolaget bildats: Frankrike

VARFÖR UPPRÄTTAS DETTA PROSPEKT?

Detta prospekt har upprättats för att kunna göra ett publikt erbjudande av Obligationerna.

Skäl för erbjudandet och användning av intäkter: Nettointäkterna från varje emission av Obligationerna kommer användas för generella finansieringsändamål av Société Générale-Koncernen, vilket inkluderar att göra vinst.

Förväntade nettointäkter: Ej tillämpligt

Fast åtagande att placera värdepapper: Det finns ett avtal med en marknadsgarant: Société Générale

Betydande intressen för individuella och fysiska personer i emissionen/erbjudandet:

Med förbehåll för eventuella avgifter som ska betalas till Återförsäljaren, och såvitt Emittenten känner till, har ingen person som är inblandad i emissionen av Obligationerna ett betydande intresse i erbjudandet.

Återförsäljaren och dess dotterföretag har engagerat och kan i framtiden bedriva investeringsbanker och / eller kommersiella banktransaktioner med och kan utföra andra tjänster för Emittenten och dess dotterföretag i den ordinarie verksamheten.

Société Générale kommer att säkerställa rollerna som leverantör av hedgeinstrument till Emittenten av Obligationerna, Beräkningsagent för Obligationerna och sponsor av eller rådgivare till underliggande index.

Möjligheten till intressekonflikter mellan de olika rollerna för Société Générale å ena sidan och mellan de för Société Générale i dessa roller och de för Obligationsinnehavarna å andra sidan kan inte uteslutas.

Vidare kan det med tanke på Société Générales bankverksamhet dessutom uppstå konflikter mellan intressen för Société Générale som agerar i dessa avseenden (inklusive affärsförhållanden med emittenterna av de finansiella instrumenten som är underliggande i Obligationerna eller innehav av icke offentlig information i samband med dem) och Obligationsinnehavarna. Slutligen kan aktiviteterna hos Société Générale på det eller de underliggande finansiella instrumenten, på dess egna konto eller för sina kunders räkning, eller etablering av hedgetransaktioner, också påverka priset på dessa instrument och deras likviditet, och sålunda kan vara i konflikt med Obligationsinnehavarnas intressen.