

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

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

Dated 20/01/2022

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

SG Issuer

Legal entity identifier (LEI): 549300QNMDVBVTHX8H127

Issue of up to SEK 500 000 000 Notes due Open-ended  
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 4 June 2021, 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 to such Base Prospectus dated 14 January 2022 and any other supplement published prior to the Issue Date (as defined below) (the **Supplement(s)**); provided, however, that to the extent such Supplement (i) is published after these Final Terms have been signed or issued and (ii) provides for any change to the Conditions as set out under the heading “*General Terms and Conditions of the English Law Notes*”, such change shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s). Prior to acquiring an Interest in the Notes described herein, prospective investors should read and understand the information provided in these Final Terms, the Base Prospectus and any Supplement(s) and be aware of the restrictions applicable to the offer and sale of such Notes in the United States or to, or for the account or benefit of, persons that are not Permitted Transferees. A summary of the issue of the Notes is annexed to these Final Terms.

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

1. (i) **Series Number:** 200583EN/22.4
- (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 SEK 500 000 000
  - (ii) **- Series:** up to SEK 500 000 000
4. **Issue Price:** 100% of the Aggregate Nominal Amount
5. **Specified Denomination(s):** SEK 10 000
6. (i) **Issue Date: (DD/MM/YYYY)** 07/04/2022
- (ii) **Interest Commencement Date:** Not Applicable
7. **Maturity Date: (DD/MM/YYYY)** Open-ended
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:** SGI Index Linked Notes  
  
The provisions of the following Additional Terms and Conditions apply:  
Additional Terms and Conditions for SGI Index Linked Notes
- (iv) **Reference of the Product** 3.1.3 as described in the Additional Terms and Conditions relating to Formulae  
  
With Add-on relating to Variable Data applicable as per Condition 1.4.10 of the Additional Terms and Conditions relating to Formulae.
10. **Interest Basis:** See section “PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE” below.
11. **Redemption/Payment Basis:** See section “PROVISIONS RELATING TO REDEMPTION” below.

12. **Issuer's/Noteholders' redemption option:** See section "PROVISIONS RELATING TO REDEMPTION" below.

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

13. **Fixed Rate Note Provisions:** Not Applicable
14. **Floating Rate Note Provisions:** Not Applicable
15. **Structured Interest Note Provisions:** Not Applicable
16. **Zero Coupon Note Provisions:** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

17. **Redemption at the option of the Issuer:** Applicable as per Condition 6.4.1.1.1 of the General Terms and Conditions
- (i) **Optional Redemption Amount:** Unless previously redeemed, at the option of the Issuer, the Notes may be early redeemed on the Optional Redemption Date in accordance with the following provisions in respect of each Note:
- Optional Redemption Amount = Specified Denomination × Max(Level(T) ; 85% × MaxTimeLevel(T))
- Definitions relating to the Optional Redemption Amount are set out in paragraph 25(ii) "Definitions relating to the Product".
- (ii) **Optional Redemption Date(s): (DD/MM/YYYY)** Means the later of:  
(a) the first (1st) Business Day following the Issue Date; and  
(b) the tenth (10th) Business Day following the Optional Redemption Valuation Date.
- (iii) **Notice Period:** Any notice given to the Noteholders as per Condition 5.5 shall be given at least 15 Business Days prior to the Optional Redemption Valuation Date specified therein
- (iv) **Redemption in part:** Not Applicable
18. **Redemption at the option of the Noteholders:** Applicable as per Condition 6.4.1.3 of the General Terms and Conditions
- (i) **Optional Redemption Amount:** Unless previously redeemed, at the option of the Noteholders, the Notes held by the Noteholder exercising the option may be early redeemed on the Optional Redemption Date in accordance with the following provisions in respect of each Note:
- Optional Redemption Amount = Specified Denomination × Max(Level(T) ; 85% × MaxTimeLevel(T))
- Definitions relating to the Optional Redemption Amount are set out in paragraph 25(ii) "Definitions relating to the Product".
- (ii) **Optional Redemption Date(s): (DD/MM/YYYY)** Means the later of:  
(a) the first (1st) Business Day following the Issue Date; and  
(b) the tenth (10th) Business Day following the Optional Redemption Valuation Date.
- (iii) **Notice Period:** Any Put Notice served by the Noteholders as per Condition 5.7 shall be given at least 15 Business Days prior to the Optional Redemption Valuation Date specified therein.
19. **Automatic Early Redemption:** Not Applicable
20. **Final Redemption Amount:** Not Applicable, the Notes are open-ended.

- 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 6.4.1.2 of the General Terms and Conditions
- **Outstanding Amount Trigger Level:** 10% of the Aggregate Nominal Amount
23. **Redemption for tax reasons, special tax reasons, regulatory reasons, Force Majeure Event, 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 SGI Index as defined below:

Index Name	Bloomberg Ticker	Index Calculation Agent	Index Sponsor	Exchange	Website
SGI Global Progressive Protection 85 Index (SEK - Total Return)	SGMDGP85	Compass FT	Société Générale	Each exchange on which securities comprised in the Index are traded, from time to time, as determined by the Index Sponsor.	www.sgindex.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 SGI Index Linked Notes
- (iv) **Other information relating to the Underlying(s):** 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.
- (v) **Credit Linked Notes Provisions:** Not Applicable
- (vi) **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): (DD/MM/YYYY)** 25/03/2022
- Valuation Date(t) (t from 1 to T): (DD/MM/YYYY)** means each Scheduled Trading Day that is not a Disrupted Day from and including Valuation Date(1) to and excluding

	Valuation Date(T) Valuation Date(1) is the Valuation Date(t) immediately following Valuation Date(0) Valuation Date(T) is the (relevant) Optional Redemption Valuation Date
<b>Optional Redemption Valuation Date or Valuation Date(T)</b>	means the date specified in the notice given by the Issuer to the Noteholders as per Condition 5.5 or as the case may be the date specified in the notice given by the Noteholder to the Issuer as per Condition 5.7, in either case as of which the relevant Optional Redemption Amount will be calculated, and in each case, if such date is not a Valuation Date, the immediately following Valuation Date(t) pursuant to the Additional Terms and Conditions for SGI Index Linked Notes.
<b>(ii) Definitions relating to the Product:</b>	Applicable, subject to the provisions of Condition 4 of the Additional Terms and Conditions relating to Formulae
<b>MaxTimeLevel(T)</b>	means the Maximum, for t from 1 to T, of Level(t)
<b>Level(t) (t from 1 to T)</b>	means $S(t) / S(0)$
<b>S(t) (t from 0 to T)</b>	means in respect of any Valuation Date(t) the Closing Price of the Underlying
<b>S(0)</b>	1000

**PROVISIONS RELATING TO SECURED NOTES**

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

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27.	<b>Provisions applicable to payment date(s):</b>	
	- <b>Payment Business Day:</b>	Following Payment Business Day
	- <b>Financial Centre(s):</b>	Stockholm
28.	<b>Form of the Notes:</b>	
	<b>(i) Form:</b>	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
	<b>(ii) New Global Note (NGN – bearer Notes) / New Safekeeping Structure (NSS – registered Notes):</b>	No
29.	<b>Redenomination:</b>	Applicable as per Condition 1.5 of the General Terms and Conditions
30.	<b>Consolidation:</b>	Applicable as per Condition 14.2 of the General Terms and Conditions
31.	<b>Partly Paid Notes Provisions:</b>	Not Applicable
32.	<b>Instalment Notes Provisions:</b>	Not Applicable
33.	<b>Masse:</b>	Not Applicable

34. **Dual Currency Note Provisions:** Not Applicable
35. **Additional Amount Provisions for Italian Certificates:** Not Applicable
36. **Interest Amount and/or the Redemption Amount switch at the option of the Issuer:** Not Applicable
37. **Portfolio Linked Notes Provisions:** Not Applicable

Signed on behalf of the Issuer:

By: Yves CACCLIN

*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 regulated market of the Nasdaq OMX Stockholm AB, Sweden.
- (ii) **Admission to trading:** Application will be made for the Notes to be admitted to trading on the Regulated Market of the Nasdaq OMX Stockholm AB, 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, Calculation Agent of the Notes and sponsor or adviser of the underlying index.

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*)

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 RATE(S) 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:** SE0017232234
  - **Common code:** 243262887
- (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  
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.

- (vii) **Address and contact details of Société Générale for all administrative communications relating to the Notes:** Société Générale  
Tour Société Générale  
17 Cours Valmy  
92987 Paris La Défense Cedex  
France  
Name: Sales Support Services - Derivatives  
Tel: +33 1 57 29 12 12 (Hotline)  
Email: [clientsupport-deai@sgcib.com](mailto:clientsupport-deai@sgcib.com)

## 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:** There is no commission and/or concession paid by the Issuer to the Dealer or the Managers.
- Société Générale shall pay to its relevant distributor(s), a remuneration of up to 1% per annum (computed on a daily basis and calculated on the basis of the legal terms of the Notes) of the nominal amount of Notes effectively placed by such distributor(s) multiplied by Level(t). For the avoidance of doubt, the Closing Price of the Underlying is already net of such distributor fee.
- (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>) and any other financial intermediaries to whom the Issuer gives a General Consent (the **General Authorised Offerors**) 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:** Applicable
- (v) **U.S. federal income tax considerations:** The Notes are not Specified Notes for purposes of the Section 871(m) Regulations.
- (vi) **Prohibition of Sales to EEA Retail Investors:** Not Applicable
- (vii) **Prohibition of Sales to UK Retail Investors:** Applicable

## 10. TERMS AND CONDITIONS OF THE OFFER

<b>- Non-exempt Offer Jurisdiction(s):</b>	Sweden
<b>- Offer Period:</b>	From 24/01/2022 to 11/03/2022
<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.</p> <p>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.</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 : SEK 10 000 (i.e. 1 Note)
<b>- Details of the method and time limits for paying up and delivering the Notes:</b>	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.
<b>- Manner and date in which results of the offer are to be made public:</b>	Publication on the website of the Issuer ( <a href="http://prospectus.socgen.com">http://prospectus.socgen.com</a> ) 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.
<b>- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</b>	Not Applicable
<b>- Whether tranche(s) has/have been reserved for certain countries:</b>	Not Applicable
<b>- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</b>	Not Applicable
<b>- Amount of any expenses and taxes specifically</b>	Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the

**charged to the subscriber or purchaser:** 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 10 000 (i.e. 1 Note)

**- Minimum trading:** SEK 10 000 (i.e. 1 Note)

**- Underlying Disclaimer:**

The SGI Global Progressive Protection 85 Index (SEK – Total Return) (the “**Index**”) is calculated by COMPASS FINANCIAL TECHNOLOGIES SA. COMPASS FINANCIAL TECHNOLOGIES SA uses its best efforts to ensure that the Index is calculated correctly. Notwithstanding its obligations towards the issuer of the financial product, COMPASS FINANCIAL TECHNOLOGIES SA has no obligation to point out errors in the Index to third parties including without limitation to investors and/or financial intermediaries. The calculation, the publication and the dissemination of the Index by COMPASS FINANCIAL TECHNOLOGIES SA does not constitute a recommendation by COMPASS FINANCIAL TECHNOLOGIES SA to invest capital in the financial product nor does it in any way represent an assurance or opinion of COMPASS FINANCIAL TECHNOLOGIES SA with regard to any investment therein. Purchasers of the financial product are made aware, and accept, that index calculations are based on large quantities of data provided by third parties and are thus susceptible to errors, interruptions and delays. This may result in errors, interruptions and delays in the Index which may have impact on the financial product.

The SGI Global Progressive Protection 85 Index (SEK – Total Return) (the “**Index**”) has been developed by, and is proprietary to, Société Générale (“SG”) and no third party shall have any proprietary interest herein except as may be expressly granted by SG. COMPASS FINANCIAL TECHNOLOGIES SA acknowledges that the ownership and all intellectual property rights in respect of the name of the Index (and index rules such as, but not limited to, calculation methods) are and shall remain the exclusive property of SG

## 12. PUBLIC OFFERS IN SWITZERLAND

Not Applicable

## 13. EU BENCHMARK REGULATION

**Benchmark:** Applicable

# **SGI Global Progressive Protection 85 Index**

(SEK – Total Return)

## **Index Rules**

Version as of January 5<sup>th</sup>, 2022

## Index Rules Summary

### 1.1 Index Description

The SGI Global Progressive Protection 85 Index (the “**Index**”, displayed on Bloomberg page SGMDGP85 <Index>), launched on the 25/03/2022 (the “**Index Launch Date**”), aims to provide the performance of a crescendo product on a SG Index including a volatility target mechanism.

The Index is calculated and published by Compass FT (the “**Index Calculation Agent**”) and is sponsored by Société Générale (the “**Index Sponsor**”).

#### Main Characteristics

<b>Bloomberg ticker:</b>	SGMDGP85 <Index>
<b>Type of Return:</b>	Total Return
<b>Calculation Frequency:</b>	Daily
<b>Publication Time:</b>	End of Day
<b>Index Launch Date:</b>	25/03/2022
<b>Currency:</b>	SEK
<b>Fees and Costs:</b>	As specified under the “Index Fees and Costs” section below
<b>Index Asset Class:</b>	Underlying SG Index
<b>Index Components:</b>	Equity Instrument and Market Data

### 1.2 Mechanism

The SGI Global Progressive Protection 85 Index is an index designed to track the performance of a strategy that is:

- Long a risky asset, based on the SGI Global Progressive ETF 6% Index (displayed on the Bloomberg page SGMDGPE6 <Index>)
- Long a Lookback Put on the SGI Global Progressive ETF 6% Index (displayed on the Bloomberg page SGMDGPE6 <Index>)

Every time the Index reaches a new maximum Index Level, the exposure to the risky asset and the Lookback Put on SGI Global Progressive ETF 6% Index is reset. This reset aims to provide protection against sharp declines of the SGI Global Progressive ETF 6% Index and limit potential losses to a maximum of 15% of the last Maximum Level of the Index. The Index also maintains exposure to the upside potential of the risky asset.

The SGI Global Progressive ETF 6% Index is a volatility-controlled Index that aims to replicate the performance of a Hypothetical Basket composed of Funds or ETFs. Each Basket Component Weight is determined daily such that the volatility of the Hypothetical Basket equals the volatility target level, at 6%.

### 1.3 Index Fees and Costs

The Index is calculated net of the following fees and costs:

<b>Transaction Costs</b>	Not Applicable
<b>Replication Costs</b>	Not Applicable
<b>Structuring Fee, “SF”</b>	1.0% p.a.
<b>Management Fee, “MF”</b>	0.4% p.a.
<b>Protection Fee, “PF”</b>	0.0% p.a.

#### 1.4 SGI Global Methodology

The Index is computed and maintained pursuant to these Index Rules which incorporate by reference the SGI Indices Global Methodology (version dated 20 July 2020, as supplemented, amended and restated or replaced from time to time, the “SGI Global Methodology”). The SGI Global Methodology is published on the SGI website under the link “SGI Cross Asset Methodology” at <https://sgi.sgmarkets.com>. These Index Rules should be read together with the SGI Global Methodology.

Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the SGI Global Methodology.

**In the event of any inconsistency between the SGI Global Methodology and the Index Rules, for purposes of the Index, the Index Rules will prevail.**

**The SGI Global Methodology notably includes important events applicable in respect of the Index Components selected in section 1.1 above.**

The SGI Global Methodology is expected to be updated and revised from time to time where necessary or desirable, pursuant to legal developments and for the purpose of technical improvement. The Index Sponsor may also act in good faith and a commercially reasonable manner to amend the SGI Global Methodology in order to cure ambiguities, errors and omissions, if any, thereunder. SGI Global Methodology subsequently updated and revised shall be approved in accordance with the Index Sponsor’s internal index procedures and published on the SGI website under the link “SGI Cross Asset Methodology” at <https://sgi.sgmarkets.com> and shall, upon such publication, apply to the Index and these Index Rules.

#### 1.5 Technical Rectification of Index Rules

The Index Rules may be amended from time to time, consistent with the economic strategy of the Index, by the Index Sponsor acting in good faith and a commercially reasonable manner to cure ambiguities, errors and omissions.

For convenience, the Index Sponsor may from time to time replace a data provider, publisher or source of Market Data or Index Data (a “Data Provider”), provided that the relevant data content remains equivalent. In any case where the Index Sponsor reasonably determines that the replacement of a Data Provider is necessary or desirable whilst the data content may not remain strictly equivalent, the Index Sponsor shall select such replacement Data Provider (a) in a commercially reasonable manner; (b) consistent with the objectives of the Index; and (c) in compliance with the Index Sponsor’s internal procedures for Index modification.

#### 1.6 Information available on the SGI website

The Index Level (including the performance and volatility of the Index), further Index data, news, and important disclaimers relating to the Index are available on the SGI website at the following address: <https://sgi.sgmarkets.com>.

**Index Rules:**
**2.1 Terms and definitions relating to Dates:**

<b>ACT(<math>t_1, t_2</math>)</b>	means the number of calendar days between Calculation Date ( $t_1$ ) (included) and Calculation Date ( $t_2$ ) (excluded).
<b>Calculation Date</b>	means any Scheduled Valuation Day on which no Index Disruption Event exists.
<b>Disrupted Calculation Date</b>	means any Disrupted Calculation Date determined in accordance with Section 3.
<b>Index Launch Date, "<math>t_B</math>"</b>	means 25/03/2022.
<b>N(<math>t_1, t_2</math>)</b>	means the number of Calculation Dates between the Calculation Date ( $t_1$ ) (included) and the Calculation Date ( $t_2$ ) (excluded).
<b>Reset Date</b>	means the Index Launch Date and any Calculation Date ( $t$ ) such that $t \geq t_B + 1$ , where $IL(t) \geq HWM(t - 1)$ .
<b>Extension Date</b>	means the Index Launch Date and any Calculation Date ( $t$ ), where $t = mat(t_U(t))$ , provided that $t$ is not a Reset Date.
<b><math>t_R(t)</math></b>	means the Reset Date immediately preceding and excluding Calculation Date ( $t$ ). For the avoidance of doubt, $t_R(t) < t$ .
<b><math>t_{RR}(t)</math></b>	means the Reset Date immediately preceding and including Calculation Date ( $t$ ). For the avoidance of doubt, $t_{RR}(t) \leq t$ .
<b><math>t_E(t)</math></b>	means the Extension Date immediately preceding and excluding Calculation Date ( $t$ ). For the avoidance of doubt, $t_E(t) < t$ .
<b><math>t_{EE}(t)</math></b>	means the Extension Date immediately preceding and including Calculation Date ( $t$ ). For the avoidance of doubt, $t_{EE}(t) \leq t$ .
<b><math>t_U(t)</math></b>	means the most recent date between $t_R(t)$ and $t_E(t)$ .
<b><math>t_{UU}(t)</math></b>	means the most recent date between $t_{RR}(t)$ and $t_{EE}(t)$ .
<b>Scheduled Valuation Day</b>	means any day where all Basket Components are published on their respective Bloomberg pages except the days listed in the table in Appendix 2.
<b>Valuation Time</b>	means 6:30 p.m. (New York time).

**2.2 Terms and definitions relating to the Index:**

<b>Index</b>	means SGI Global Progressive Protection 85 Index (Bloomberg Ticker: SGMDGP85 <Index>).
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<b>Index Calculation Agent</b>	means Compass FT.
<b>Index Currency</b>	SEK.
<b>Index Level, “IL(t)”</b>	means, in respect of any Calculation Date (t), the level of the Index calculated and published by the Index Calculation Agent on such date at the Valuation Time, pursuant to the Index rules set out in Section 2.6.
<b>Index Sponsor</b>	Société Générale (“SG”).
<b>High-Water Mark, “HWM(t)”</b>	means, in respect of any Calculation Date (t), the maximum level of the reached by the Index between Index Launch Date and Calculation Date (t).
<b>Guaranteed Capital, “λ”</b>	means 85%.
<b>Structuring Fee, “SF”</b>	means 1.0% p.a.

### 2.3 Terms and definitions relating to the Underlying Basket:

<b>Underlying Basket Component</b>	any component of the Underlying Basket as provided in Appendix 1.
<b>Underlying Basket Component Currency</b>	means, in respect of the Underlying Basket Component, its currency as displayed in Appendix 1.
<b>Underlying Basket Component Level, “BCL(t)”</b>	means, in respect of Calculation Date (t) and the Underlying Basket Component, its Closing Price as displayed on its Bloomberg page.
<b>Underlying Basket Component Ticker</b>	means, in respect of the Underlying Basket Component, its Bloomberg Ticker as displayed in Appendix 1.
<b>Exchange(s)</b>	means, in respect of an Underlying Basket Component, each exchange or quotation system (if applicable) on which the securities or instruments underlying such Basket Component trade, any successor exchange or quotation system or any substitute exchange or quotation system to which such has relocated.
<b>Index Component</b>	means any Underlying Basket Component and Market Data.
<b>Underlying Basket Level, “UBL(t)”</b>	means, in respect of Calculation Date (t), the level of the Underlying Basket expressed in the Index Currency and determined in accordance with Section 2.7.
<b>Current Cash Level, “cash(t)”</b>	means, in respect of Calculation Date (t), the level of the cash component, determined by the Calculation Agent pursuant to the formula in Section 2.8.



<b>Current Maximum Capitalized Level, “CMC(t)”</b>	means, in respect of Calculation Date (t), the level of the current maximum capitalized spot, determined by the Calculation Agent pursuant to the formula in Section 2.9.
<b>Current Maximum Capitalized Level at reset or extension, “<math>CMC_{Reset}</math>”</b>	means 96.3%.
<b>Risky Asset Weight, “RAW”</b>	means 96.3%.
<b>Management Fee, “MF”</b>	means 0.40% p.a.
<b>Protection Fee, “PF”</b>	means 0% p.a.

#### 2.4 Terms and definitions relating to the Lookback Put Option:

<b>“<math>PutLB_0(t, t_U(t), T(t_{UU}(t)))</math>”</b>	means the initial value of a Hypothetical Put Lookback Option, on the Underlying Index, determined by the Calculation Agent in accordance with Section 2.11.
<b>Theoretical Put Lookback Price, “<math>PutLB(t, t_U(t), T(t_{UU}(t)))</math>”</b>	means, in respect of Calculation Date (t), the value of a Hypothetical Lookback Put Option on the Underlying Basket Component, determined by the Index Calculation Agent and Société Générale.
<b>Volatility, “<math>\sigma</math>”</b>	means 8%.
<b>Initial Put Maturity, “IPM”</b>	means 36 months.
<b>Lookback Put Maturity, “<math>mat(t_U(t))</math>”</b>	means, in respect of Calculation Date (t), the maturity of the Lookback Put Option “ $PutLB(t, t_U(t), T(t_{UU}(t)))$ ”.
<b>Number of Extension Dates, “NE(t)”</b>	means, in respect of Calculation Date (t), the number of Extension Dates observed since the Index Launch Date (excluded).

#### 2.5 Terms and definitions relating to the Market Data

<b>Market Data</b>	means a rate (including an interest rate, a foreign exchange rate or a swap rate), a spread, or any other data specified in the Index Rules (including any rate specified in this section 2.5) or any other similar instrument specified herein.
<b>STIBOR Rate, “ER(t)”</b>	means, in respect of Calculation Date (t), the level of the STIBOR Rate, as displayed on the Bloomberg Page STIB1D <Index> or any successor service. If such rate dated as of Calculation Date (t) is missing, means the latest rate available displayed under STIB1D <Index> Bloomberg page.
<b>Capitalization Spread, “CS”</b>	means 0.30%.

**2.6 Determination of the Index Level, “IL(t)”:**

The Index Level is, in respect of Calculation Date (t), calculated by the Index Calculation Agent at the Valuation Time, subject to the occurrence or existence of an Index Disruption Event or an Index Extraordinary Event, in accordance with the following formula:

If  $t > t_{IB}$ ,  
 If  $mat(t_U(t)) \geq t$ :

$$IL(t) = IL(t_U(t)) \times \left( \begin{aligned} &PutLB(t, t_U(t), T(t_U(t))) + RAW \times \frac{UBL(t)}{UBL(t_U(t))} \times \exp(-PF \times T(t_U(t))) \\ &+ cash(t-1) \times \left( 1 + ER(t-1) \times \frac{ACT(t-1, t)}{360} - SF \times \frac{ACT(t-1, t)}{365.25} \right) \end{aligned} \right)$$

Otherwise,

$$IL(t) = IL(t-1) \times \left( 1 + ER(t-1) \times \frac{ACT(t-1, t)}{360} - SF \times \frac{ACT(t-1, t)}{365.25} \right)$$

Where  $t_U(t) = \max[t_R(t), t_E(t)]$  and  $IL(t_{IB}) = 1000$ .

**2.7 Determination of the High-Water Mark, “HWM(t)”:**

The High-Water Mark is, in respect of Calculation Date (t), determined by the Index Calculation Agent in accordance with the following formula:

If  $t > t_{IB}$ ,  
 $HWM(t) = \max[HWM(t-1), IL(t)]$

Otherwise,  
 $HWM(t) = 1000$

**2.8 Determination of the Underlying Basket Level “UBL(t)”:**

The Underlying Basket Level is, in respect of Calculation Date (t), determined by the Index Calculation Agent in accordance with the following formula:

If  $t > t_{IB}$ ,  
 $UBL(t) = UBL(t-1) \times \left[ \frac{BCL(t)}{BCL(t-1)} - (SF + MF + PF) \times \frac{ACT(t-1, t)}{365.25} \right]$

Otherwise,  
 $UBL(t) = 1000$

**2.9 Determination of cash amount “cash(t)”:**

The Current cash amount Level is, in respect of Calculation Date (t), determined by the Index Calculation Agent in accordance with the following formula:

$$\text{If } t > t_{IB},$$

$$\text{cash}(t) = \begin{cases} 1 - \text{PutLB}_0(t, t_{UV}(t), T(t_{UV}(t))) - \text{RAW} \times \exp(-\text{PF} \times T(t_{UV}(t))), & \text{if } t = t_{UV}(t) \\ \text{cash}(t-1) \times \left(1 + \text{ER}(t-1) \times \frac{\text{ACT}(t-1, t)}{360} - \text{SF} \times \frac{\text{ACT}(t-1, t)}{365.25}\right), & \text{otherwise} \end{cases}$$

Where,  $\text{cash}(t_{IB}) = 1 - \text{PutLB}_0(t_{IB}, t_{IB}, T(t_{IB})) - \text{RAW} \times \exp(-\text{PF} \times T(t_{IB}))$ .

**2.10 Determination of the Current Maximum Capitalized Level “CMC(t)”:**

The Current Maximum Capitalized Level is, in respect of Calculation Date (t), determined by the Index Calculation Agent in accordance with the following formula:

$$\text{If } t > t_{IB},$$

$$\text{CMC}(t) = \begin{cases} \max\left(\text{CMC}_{\text{Reset}} \times \left(1 + [\text{ER}(t-1) + \text{CS}] \times \frac{\text{ACT}(t-1, t)}{360}\right), \text{RAW} \times \frac{\text{UBL}(t)}{\text{UBL}(t_U(t))}\right), & \text{if } t = t_U(t) + 1 \\ \max\left(\text{CMC}(t-1) \times \left(1 + [\text{ER}(t-1) + \text{CS}] \times \frac{\text{ACT}(t-1, t)}{360}\right), \text{RAW} \times \frac{\text{UBL}(t)}{\text{UBL}(t_U(t))}\right), & \text{otherwise} \end{cases}$$

**2.11 Determination of Option Maturity “mat(t)”**

The Option Maturity is, in respect of Calculation Date (t), determined by the Index Calculation Agent in accordance with the following formula:

If  $t > t_{IB}$ ,

- If t is a Reset Date,

$$\text{mat}(t) = \text{date}(t)_{IPM}$$

- Else if t is an Extension Date:

$\text{mat}(t)$

$$= \max_{m \in \{0, 1, 2, \dots, 24\}} \left\{ \text{date}(t)_m \mid \text{PutLB}_0\left(t, t_{UV}(t), \frac{\text{ACT}(t, \text{date}(t)_m)}{365.25}\right) < 1 - \text{RAW} \times \exp\left(-\text{PF} \times \frac{\text{ACT}(t, \text{date}(t)_m)}{365.25}\right) \right\}$$

- Else if  $t = \text{mat}(t)$  and t is a Disrupted Calculation Date, in respect of Disrupted Calculation Date (t), the Option Maturity is the Calculation Date immediately following and excluding Disrupted Calculation Date (t).

- Else,

$$\text{mat}(t) = \text{mat}(t-1)$$

Where,

- $\text{mat}(t_{IB})$  is the Calculation Date immediately preceding and including  $\text{MN}(t_{IB}, 3)$ .
- $\text{date}(t)_m$  is the Calculation Date immediately preceding and including  $\text{MN}\left(t, \frac{m}{12}\right)$ .
- $\text{MN}$  defined such as  $\text{ACT}(t, \text{MN}(t, j)) = [365.25 \times j]$
- “[ ]” denotes the floor function, i.e.  $[x] = \max_{m \in \mathbb{Z}} \{m \mid m \leq x\}$  and  $\mathbb{Z}$  the set of integers.

## 2.12 Determination of the Theoretical Put Lookback Price “ $PutLB(t, t_U(t), T(t_U(t)))$ ”:

The Theoretical Put Lookback Price is, in respect of Calculation Date (t), determined by the Index Calculation Agent in accordance with the following formula:

- If  $t < mat(t_U(t))$ ,

$$\begin{aligned}
 & PutLB(t, t_U(t), T(t_U(t))) \\
 &= \exp((SF + CS + ER(t - 1)) \times T(t_U(t))) \\
 & \times PutLBdef(strike(t_U(t)), spot(t), T(t_U(t)), \sigma, trend(t), ER(t - 1), CMCC(t))
 \end{aligned}$$

Where  $PutLBdef(strike(t_U(t)), spot(t), T(t_U(t)), \sigma, trend(t), ER(t - 1), CMCC(t))$  is the mark-to-market of the Lookback Put Option computed by the Index Calculation Agent and Société Générale with the provided observable parameters.

At every single extension date, the Lookback Put Option is struck at a level equal to 85% of the last maximum level of the Index observed since inception. This is done so to protect the investor against sharp drops of the Risky Asset and to guarantee every day 85% of the maximum Level of the Index observed on a daily basis.

### **3. Index Disruption Events:**

As specified in the SGI Global Methodology.

### **4. Index Extraordinary Events:**

As specified in the SGI Global Methodology.

### **5. Disclaimers:**

The SGI Global Progressive Protection 85 Index (SEK – Total Return) (the “**Index**”) is calculated by COMPASS FINANCIAL TECHNOLOGIES SA. COMPASS FINANCIAL TECHNOLOGIES SA uses its best efforts to ensure that the Index is calculated correctly. Notwithstanding its obligations towards the issuer of the financial product, COMPASS FINANCIAL TECHNOLOGIES SA has no obligation to point out errors in the Index to third parties including without limitation to investors and/or financial intermediaries. The calculation, the publication and the dissemination of the Index by COMPASS FINANCIAL TECHNOLOGIES SA does not constitute a recommendation by COMPASS FINANCIAL TECHNOLOGIES SA to invest capital in the financial product nor does it in any way represent an assurance or opinion of COMPASS FINANCIAL TECHNOLOGIES SA with regard to any investment therein. Purchasers of the financial product are made aware, and accept, that index calculations are based on large quantities of data provided by third parties and are thus susceptible to errors, interruptions and delays. This may result in errors, interruptions and delays in the Index which may have impact on the financial product.

The SGI Global Progressive Protection 85 Index (SEK – Total Return) (the “**Index**”) has been developed by, and is proprietary to, Société Générale (“SG”) and no third party shall have any proprietary interest herein except as may be expressly granted by SG. COMPASS FINANCIAL TECHNOLOGIES SA acknowledges that the ownership and all intellectual property rights in respect of the name of the Index (and index rules such as, but not limited to, calculation methods) are and shall remain the exclusive property of SG.

SG DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE INDEX OR ANY DATA INCLUDED THEREIN AND SHALL HAVE NO LIABILITY FOR ANY ERROR OR OMISSION THEREIN AND/OR ANY INTERRUPTION IN THE CALCULATION AND/OR DISSEMINATION THEREOF. SG MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX RULES OR ANY DATA INCLUDED THEREIN. SG MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF

MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THESE INDEX RULES OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL SG HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES OR LOST PROFITS, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

### Appendix 1 – Underlying Basket

(i)	Underlying Basket Component	Bloomberg Ticker	Underlying Basket Component Currency
1	SGI Global Progressive ETF 6% Index	SGMDGPE6	SEK

### Appendix 2 – Holiday Calendar

(i)	Holiday	Area
1	New Year's Day & Substitute	EU / UK
2	Good Friday	EU / US
3	Easter Monday	EU
4	Labour Day	EU
5	Ascension Thursday	EU
6	Whit Monday	EU
7	Assumption of Mary: 15th August	EU
8	All Saint's: 1st November	EU
9	Christmas Eve: 24th December	EU
10	Christmas Day & Substitute	EU / UK

## ISSUE SPECIFIC SUMMARY

### SECTION A – INTRODUCTION INCLUDING WARNINGS

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**ISIN code :** SE0017232234

**Issuer : SG Issuer**

Domicile: 16, boulevard Royal, L-2449 Luxembourg

Telephone number : + 352 27 85 44 40

*Legal entity identifier (LEI) :* 549300QNMDBVTHX8H127

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

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

*Legal entity identifier (LEI) :* O2RNE8IBXP4R0TD8PU41

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

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

283, route d'Arlon L-2991, Luxembourg

Telephone number: (352) 26 25 11

E-Mail : direction@cssf.lu

**Date of approval of the prospectus:** 04/06/2021

### **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

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#### **WHO IS THE ISSUER OF THE SECURITIES?**

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

Domicile: 16, boulevard Royal, L-2449 Luxembourg

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

Legal entity identifier (LEI) : 549300QNMDBVTHX8H127

Legislation under which the Issuer operates: Luxembourg law.

Country of incorporation: Luxembourg.

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

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

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

In accordance with its bylaws, the Issuer is managed by an Executive Board under the supervision of a Supervisory Council. The members of the board of directors are Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard and Christian Rousson (individually a "Director" and collectively the Board of Directors).

Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard and Christian Rousson hold full-time management positions within the Societe Generale group.

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

**Income statement**

(en K€)	31 December 2020 (audited)	31 December 2019 (audited)
<b>Operating profit/loss</b>	274	210

**Balance sheet**

(en K€)	31 December 2020 (audited)	31 December 2019 (audited)
<b>Net financial debt (long term debt plus short term debt minus cash) *</b>	3 707	-17 975
<b>Current ratio (current assets/current liabilities)</b>	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 :

Net financial debt	31/12/2020	31/12/2019
Convertible Bond into Share (1)	48 000	48 000
Cash and cash equivalents (2)	-44 293	-65 975
<b>Total</b>	<b>3 707</b>	<b>-17 975</b>

(1) classified within the line Financial liabilities at amortized cost, see note 4.3 in the 2020 financial statements and in the 2020 condensed interim financial statements

(2) classified in the Balance Sheet.

**Cash flow**

(en K€)	31 December 2020 (audited)	31 December 2019 (audited)
<b>Net cash flows from operating activities</b>	13 446	44 845

<b>Net cash flows from financing activities</b>	(35 129)	(58 454)
<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 : SE0017232234 Number of Notes : 50000

<b>Product Currency</b>	SEK	<b>Settlement Currency</b>	SEK	
<b>Listing</b>	Nasdaq OMX Stockholm AB, Sweden	<b>Nominal Value</b>	SEK 10,000 per note	
<b>Minimum Investment</b>	SEK 10,000	<b>Issue Price</b>	100% of the Nominal Value	
<b>Maturity Date</b>	no Maturity, this product is open ended	<b>Minimum Reimbursement</b>	85% of the Nominal Value at maturity only	
<b>Reference Underlying</b>	Identifier Ticker	Index Sponsor	Website	Currency
SGI Global Progressive Protection 85 Index (SEK - Total Return)	SGMDGP85	Société Générale	www.sgindex.com	SEK

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

The objective of the product is to provide exposure to the Reference Underlying. Your capital will be partially at risk by investing in this product. The product does not have a fixed lifetime.

The Reference Underlying is composed of:

1/ The Protection

A protection mechanism is in place to ensure the minimum reimbursement is paid at redemption. The minimum reimbursement cannot be lower than 85% of the Maximum Final Level of the Reference Underlying.

The initial term of the protection mechanism is 3 years from the Initial Observation Date, renewed on an ongoing basis every time the Level of the Reference Underlying reaches a new maximum.

2/ A synthetic exposure to the SGI Global Progressive Protection 85 Index (SEK - Total Return) (Ticker: SGMDGP85), which in turn provides exposure to an Equity Fund and a Fixed-Income Fund :

-Equity Fund: iShares MSCI World SRI UCITS ETF (Ticker: SUSW LN)

-Fixed-Income Fund: iShares Green Bond Index Fund (Ticker: BLGBDEA ID)

A volatility control mechanism, aiming to maintain a volatility of 6%, by potentially rebalancing the weighting of the Equity and Fixed-income Fund on a daily basis. Should the historical volatility of the Equity Fund be below 6% at a given point in time, the strategy becomes fully invested in the Equity Fund to a maximum exposure of 100%. Should the historical volatility of the Equity Fund be above 6% at a given point in time, the strategy will allocate a weighting to the Fixed-income Fund to maintain volatility at 6%. The strategy may occasionally be partially invested in cash when the volatility of the Equity and Fixed-income fund are too high.

Redemption:

Both you and the Issuer have the right to terminate the product on a daily basis during the product's lifetime. At redemption, triggered by you or the Issuer, you will receive an amount equal to:



The Final Level of the Reference Underlying or 85% of the Maximum Final Level of the Reference Underlying, whichever is the highest.

The issuer will terminate the product if the level of the Reference Underlying falls below 85% of its maximum level observed since the Initial Observation Date at the time when the protection mechanism matures, and there are insufficient funds to purchase a new protection. In such case, you will receive an amount equal to a minimum of 85% of the Final Maximum Level of the Reference Underlying.

Additional Information:

- The level of the Reference Underlying corresponds to its value expressed as a percentage of its initial value.
- The Initial Value of the Reference Underlying is its value observed on the Initial Observation Date.
- The Final Level of the Reference Underlying is its level observed on the Final Observation Date.
- The Maximum Final Level of the Reference Underlying is the highest level of the Reference Underlying observed daily from Initial Observation Date to 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): Sweden

<b>Issue Date</b>	07/04/2022
<b>Initial Observation Date</b>	25/03/2022
<b>Final Observation Date</b>	means the date specified in the call or put notice
<b>Maturity Date</b>	None (open ended)

#### **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 and Internal Revenue Code of 1986; (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 Regulated Market of the Nasdaq OMX Stockholm AB, 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 04/06/2021 (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. 613-30-3-1-3° of the French Code "monétaire et financier" and will rank at least pari passu with all other existing and future direct, unconditional, unsecured senior preferred obligations of the Guarantor, including those in respect of deposits.

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

**Description of the Guarantor:**

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

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

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

Country of incorporation: France.

Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41

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

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

**Key financial information on the Guarantor:**

**Income statement**

<i>In millions of euros</i>	<b>First Quarter 2021 (unaudited)</b>	<b>31.12.2020 (audited)</b>	<b>First Quarter 2020 (unaudited)</b>	<b>31.12.2019 (audited)</b>
Net interest income (or equivalent) ( <i>Total interest income and expense</i> )***	N/A	10,473	N/A	11,185
Net fee and commission income ( <i>Total Fee income and expense</i> )	N/A	4,917	N/A	5,257
Net impairment loss on financial assets ( <i>Cost of risk</i> )	(276)	(3,306)	(820)	(1,278)
Net trading income ( <i>Net gains and losses on financial transactions</i> )	N/A	2,851	N/A	4,460

Measure of financial performance used by the issuer in the financial statements such as operating profit ( <i>Gross operating income</i> )	1,497	5,399	492	6,944
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent) ( <i>Net income, Group share</i> )	814	(258)	(326)	3,248*

**Balance sheet**

<i>In billions of euros</i>	<b>First Quarter 2021 (unaudited)</b>	<b>31.12.2020 (audited)</b>	<b>First Quarter 2020 (unaudited)</b>	<b>31.12.2019 (audited)</b>	<b>#Value as outcome from the most recent supervisory review and evaluation process (SREP)</b>
Total assets ( <i>Total Assets</i> )	1,503.0	1,462.0	1,507.7	1,356.3	N/A
Senior debt ( <i>Debt securities issued</i> )	137.2	139.0	139.6	125.2	N/A
Subordinated debt ( <i>Subordinated debts</i> )	16.2	15.4	15.0	14.5	N/A
Loans and receivables to customers ( <i>Customer loans at amortised cost</i> )	456.5	448.8	461.8	450.2	N/A
Deposits from customers ( <i>Customer deposits</i> )	467.7	456.1	442.6	418.6	N/A
Total equity ( <i>Shareholders' equity, subtotal Equity, Group share</i> )	62.9	61.7	62.6	63.5	N/A
Non performing loans (based on net carrying amount) / Loans and receivables ( <i>Doubtful loans</i> )	17.4	17.0	16.6	16.2	N/A
Common Equity Tier 1 capital (CET1) ratio (or other relevant prudential capital adequacy ratio depending on the issuance) ( <i>Common Equity Tier 1 ratio</i> )	13.5%(1)	13.4%(1)	12.6%	12.7%	9.03% **
Total capital ratio ( <i>Total capital ratio</i> )	19.1%(1)	19.2%(1)	18.0%	18.3%	N/A
Leverage ratio calculated under applicable regulatory framework ( <i>Fully-loaded CRR leverage ratio</i> )	4.5%(1)	4.8%(1)	4.2%	4.3%	N/A

\* As from January 1st 2019, in accordance with the amendment to IAS 12 "Income Tax", the tax saving related to the payment of coupons on undated subordinated and deeply subordinated notes, previously recorded in consolidated reserves, is now recognised in income on the "Income tax" line.

\*\* Taking into account the combined regulatory buffers, the CET1 ratio level that would trigger the Maximum Distributable Amount mechanism would be 9.03% as of 31 March 2021

\*\*\* Titled in italics refer to titled used in the financial statements.

(1) Phased-in ratio

The audit report does not contain any qualification.

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

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

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

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

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

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

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

Events unrelated to the Underlying(s) (e.g. change in law, including tax law, force majeure, 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), 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 composition of certain indices to which the Notes are linked, and the methodologies used in relation to these indices, can be determined and selected by Société Générale or one of its related companies. In the choice of these methodologies, it can be expected that Société Générale or the relevant related company of Société Générale will take into account its own objectives and interests and / or those of the Group, and no guarantee can be given that the methodologies chosen will not be less favorable for the interests of investors than the methodologies used by other index sponsors in comparable circumstances.

If the hedging activities of Société Générale or one of its related companies are disrupted in relation to a particular index, Société Générale or the related company concerned may decide to end the calculations of this index, sooner than would another index sponsor in comparable circumstances. This could cause adjustments, de-indexation, substitution of the Underlying(s), or the early redemption of the Notes.

**- Conflicts of interest in connection with proprietary indices**

Société Générale acts as sponsor of proprietary indices (SGI Indices). These indices are calculated by an external calculation agent in accordance with rules which describe the methodology for determining the composition and calculation of these proprietary indices (the Rules).

[With regard to proprietary indices composed in a discretionary basis by Société Générale or an affiliate of Société Générale to which Notes are linked, Société Générale may face a conflict of interest between its obligations as issuer of these Notes and as a composer of these indices, given that the determination of the composition of these indices may have an impact on the value of the Notes.]

[With regard to proprietary indices composed by a third party to which the Notes are linked, Société Générale may face a conflict of interest between its obligations as issuer of these Notes and as a sponsor of these indices, insofar as it can modify or supplement the Rules, in accordance with the Rules, which may have an impact on the value of the Notes.]

[ With regard to proprietary indices composed by the application of a mathematical formula in a non-discretionary manner by Société Générale or any third party, Société Générale may face a conflict of interest between its obligations as issuer of these Notes and as a sponsor of these indices, insofar as it may modify, in accordance with the Rules, certain parameters (such as the funding spread) or provide the assessment of certain components, which may have an impact on the value 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 24/01/2022 to 11/03/2022

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

**Conditions to which the offer is subject:**

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

The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes. In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (<http://prospectus.socgen.com>).

**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 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 admission to trading on a regulated market and 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, Calculation Agent of the Notes and sponsor or adviser of the underlying index.

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

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ISIN: SE0017232234

Emittent : SG Issuer

Hemvist: 16, boulevard Royal, L-2449 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:** 04/06/2021

### 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 Grundprospekt 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 kärande 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

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#### VEM ÄR EMITTENT AV VÄRDEPAPPEREN?

Emittent : SG Issuer (eller Emittenten)

Hemvist: 16, boulevard Royal, L-2449 Luxemburg

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

Identifieringskod 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 under övervakning av en Tillsynskommitté. Medlemmarna i den verkställande ledningen är Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard och Christian Rousson (var och en, en Direktör och tillsammans den verkställande ledningen).

Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche, Estelle Stephan Jaspard och Christian Rousson utövar sina aktiviteter på heltid inom Société Générale-koncernen.

**VAD ÄR EMITTENTENS FINANSIELLA NYCKELINFORMATION?**

**Resultaträkning**

(i tusentals €)	31 december 2020 (reviderad)	31 december 2019 (reviderad)
<b>Verksamhetsvinst/förlust</b>	274	210

**Balansräkning**

(i tusentals €)	31 december 2020 (reviderad)	31 december 2019 (reviderad)
<b>Finansiell nettoskuld (långsiktig skuld plus kortsiktig skuld minus kontant) *</b>	3 707	-17 975
<b>Nuvarande förhållande (nuvarande tillgångar/nuvarande skulder)</b>	N/A	N/A
<b>Förhållande mellan skuld och aktiekapital</b>	N/A	N/A
<b>Räntetäckningsgrad (verksamhetsintäkt/räntekostnader)</b>	N/A	N/A

\*Den Finansiella nettoskulden beräknas baserat på följande element:

Finansiell nettoskuld	31/12/2020	31/12/2019
<b>Obligationskonvertibel till Aktie (1)</b>	48 000	48 000
<b>Kontanter och likvida medel (2)</b>	-44 293	-65 975
<b>Totalt</b>	3 707	-17 975

(1) klassificerat inom ramen för Finansiella skulder till en amorterad kostnad, se not 4.3 i 2020 års resultaträkning och i 2020 års kondenserade delårsrapport

(2) klassificerat i Balansräkningen

**Kassaflöde**

(i tusentals €)	31 december 2020 (reviderad)	31 december 2019 (reviderad)
<b>Nettokassaflöde från verksamhetsaktiviteter</b>	13 446	44 845



<b>Nettokassaflöde från finansieringsverksamheter</b>	(35 129)	(58 454)
<b>Nettokassaflöde från investeringsverksamheter</b>	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:** SE0017232234 **Antal Obligationer :** 50 000

<b>Produktvaluta</b>	SEK	<b>Avvecklingsvaluta</b>	SEK
<b>Notering</b>	Nasdaq OMX Stockholm AB, Sweden	<b>Nominellt Värde</b>	10 000 SEK per obligation
<b>Minsta investering</b>	10 000 SEK	<b>Emissionskurs</b>	100% av det Nominella Värdet
<b>Förfalldag</b>	Inget Förfall, produkten har inte en fast löptid	<b>Minsta ersättning</b>	85% av det Nominella Värdet endast vid förfall

Referensunderliggande	Identifierare / Ticker	Indexsponsor	Hemsida	Valuta
S&P Global Progressive Protection 85 Index (SEK - Total Return)	SGMDGP85	Société Générale	www.sgindex.com	SEK

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

Syftet med produkten är att erbjuda exponering mot den Referensunderliggande. Viss del av ditt kapital riskeras vid investering i denna produkt. Produkten har inte en fast löptid.

Referensunderliggande består av:

1/ Skyddet

En skyddsmekanism finns på plats för att säkerställa att minsta ersättning betalas ut vid inlösen. Minsta ersättning kan inte vara lägre än 85% av den Maximala Slutliga Nivån för Referensunderliggande. Skyddsmekanismens initiala löptid är 3 år från den Initiala Observationsdagen, den förnyas löpande varje gång Nivån för Referensunderliggande når ett nytt maximum.

2/ En syntetisk exponering mot SGI Global Progressive Protection 85 Index (SEK - Total Return) (Ticker: SGMDGP85), vilket i sin tur ger exponering mot en aktiefond och en obligationsfond:

Aktiefond: iShares MSCI World SRI UCITS ETF (Ticker: SUSW LN)

Obligationfond: iShares Green Bond Index Fund (Ticker: BLGBDEA ID)

En volatilitetskontrollmekanism, som potentiellt dagligen ombalanserar viktningen mellan aktiefonden och obligationsfonden, syftar till att hålla volatiliteten konstant på 6%. Skulle aktiefondens historiska volatilitet vara under 6% vid en given tidpunkt, blir strategin fullt investerad i aktiefonden till en maximal exponering på 100%. Skulle aktiefondens historiska volatilitet vara över 6% vid en given tidpunkt, kommer strategin att allokera en viktning till obligationsfonden för att bibehålla volatiliteten på 6%. Strategin kan ibland delvis investera i kontanter när volatiliteten för båda tillgångarna är för hög.

Inlösen:

Både du och Emittenten har rätt att avsluta produkten dagligen under produktens livstid. Vid inlösen, aktiverat av dig eller Emittenten, kommer du att erhålla ett Inlösenbelopp:

den Slutliga Nivån för Referensunderliggande eller 85% av den Maximala Slutliga Nivån för Referensunderliggande, beroende på vilket som är högst.

Emittenten kommer att avsluta produkten om nivån för Referensunderliggande faller under 85% av dess maximala nivå som observerats sedan den Initiala Observationsdagen vid tidpunkten då skyddsmekanismen förfaller, och då det inte finns tillräckligt med finansiella resurser för att finansiera ett nytt skydd. I sådana fall kommer du att erhålla ett inlösenbelopp om minimum 85% av den Maximala Slutliga Nivån för Referensunderliggande

Övrig Information:

- Nivån för den Referensunderliggande motsvarar dess värde uttryckt som ett procenttal av dess Initiala Värde.
- Det Initiala Värdet för den Referensunderliggande är dess värde som observerats på den Initiala Observationsdagen.
- Den Slutliga Nivån för den Referensunderliggande är dess nivå som observerats på den Slutliga Observationsdagen.
- Maximala Slutliga Nivån för den Referensunderliggande är den högsta nivån för den Referensunderliggande som observerats från den Initiala Observationsdagen till Slutlig Observationsdag.
- Extraordinära händelser kan leda till ändringar i villkoren för produkten eller för förtida avslutande av produkten och kan resultera i förluster i din investering.
- Produkten är tillgänglig genom publikt erbjudande och under den definierade erbjudandeperioden i den följande jurisdiktionen: Sverige

<b>Emissionsdag</b>	07/04/2022
<b>Initial Observationsdag</b>	25/03/2022
<b>Slutlig Observationsdag</b>	Betyder det datum som anges i call eller put notisen
<b>Förfalldag</b>	Inget Förfall, produkten har inte en fast löptid

#### Avsägande av Kvittningsrättigheter

Obligationssinnehavarna avsäger 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 Obligationssinnehavare 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.

Obligationssinnehavaren 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 förfalldagen 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 och Internal Revenue Code av 1986, (ii) inte är en person som faller inom någon definition av U.S Person som åsyftas i CEA eller någon VFTC 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 kreditriskebepållandekraven 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 VÄRDEPAPPAREN ATT HANDLAS?**

#### **Upptagande till handel:**

Ansökan kommer göras om att ta upp Obligationerna på handel på den Reglerade Marknaden hos Nasdaq OMX Stockholm AB, Sweden.

**Det kan inte garanteras att noteringen och handel med Obligationerna kommer godkännas med start på Emissionsdagen eller över huvud taget.**

### **FINNS DET NÅGON GARANTI KOPPLAD TILL VÄRDEPAPPAREN?**

#### **Garantins beskaffenhet och omfattning:**

Obligationerna är ovillkorat och oåterkalleligt garanterade av Société Générale (**Garanten**) i enlighet med garantin underkastad fransk lag som lämnades 04/06/2021 (**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**

<i>I miljoner euro</i>	<b>Första kvartalet 2021 (oreviderad)</b>	<b>31.12.2020 (reviderad)</b>	<b>Första kvartalet 2020 (oreviderad)</b>	<b>31.12.2019 (reviderad)</b>
Nettoränteintäkt (eller motsvarande) ( <i>Total ränteintäkt och kostnad</i> )***	N/A	10 473	N/A	11 185
Nettointäkt avgifter och kommission ( <i>Total Avgiftsintäkt och kostnad</i> )	N/A	4 917	N/A	5 257

Nettonedskrivning på finansiella tillgångar ( <i>Risikkostnad</i> )	(276)	(3 306)	(820)	(1 278)
Nettohandelsintäkt ( <i>Nettovinst och förlust på finansiella transaktioner</i> )	N/A	2 851	N/A	4 460
Mått på finansiell utveckling som används av emittenten i dess finansiella redovisning såsom verksamhetsvinst ( <i>nettoverksamhetsintäkt</i> )	1 497	5 399	492	6 944
Nettovinst eller förlust (för konsoliderade räkenskaper nettovinst eller förlust hänförlig till aktieägare i moderbolaget) ( <i>nettointäkt, Koncernandel</i> )	814	(258)	(326)	3 248*

**Balansräkning**

<i>I miljarder euro</i>	Första kvartalet 2021 (oreviderad)	31.12.2020 (reviderad)	Första kvartalet 2020 (oreviderad)	31.12.2019 (reviderad)	#Värde som utfall från den senaste tillsyns-utvärderingen och värderingsprocessen (SREP)
Totala tillgångar ( <i>Totala tillgångar</i> )	1 503,0	1 462,0	1 507,7	1 356,3	N/A
Oprioriterade skulder ( <i>Emitterade skuldvärdepapper</i> )	137,2	139,0	139,6	125,2	N/A
Efterställda skulder ( <i>efterställda skulder</i> )	16,2	15,4	15,0	14,5	N/A
Lån och fordringar från kunder ( <i>Kundlån till amorterad kostnad</i> )	456,5	448,8	461,8	450,2	N/A
Insättningar från kunder ( <i>Insättningar från kunder</i> )	467,7	456,1	442,6	418,6	N/A
Totalt eget kapital ( <i>Aktieägares eget kapital, delpost eget kapital, Koncernandel</i> )	62,9	61,7	62,6	63,5	N/A
Nödlidande lån (baserat på nettobärande belopp/lån och fordringar) ( <i>Tveksamma lån</i> )	17,4	17,0	16,6	16,2	N/A
Primärkapitaltäckningsförhållande (CET1) (eller annan relevant regulatorisk kapitaltäckningsgrad beroende på emissionen) ( <i>Primärkapitaltäckningsförhållande</i> )	13,5%(1)	13,4%(1)	12,6%	12,7%	9,03% **
Totalt kapitalförhållande ( <i>Totalt kapitalförhållande</i> )	19,1%(1)	19,2%(1)	18,0%	18,3%	N/A
Hävstångsnivå beräknad under tillämpligt regulatoriskt ramverk ( <i>Full hävstångsnivå</i> )	4,5%(1)	4,8%(1)	4,2%	4,3%	N/A

\* Från och med 1 januari 2019, i enlighet med ändringen av IAS 12 "Inkomstskatt", är nu skattebesparingen relaterad till utbetalningen av kuponger på efterställda och djupt efterställda obligationer, tidigare upptagna i den konsoliderade reserven, nu upptagna som inkomst på "Inkomstskatt"-raden.

\*\* Hänsyn tagen till de kombinerade regulatoriska buffertarna, skulle CET1 ratio aktivera mekanismen för Maximalt Utdelningsbart Belopp som skulle vara 9,03% per den 31 mars 2021

\*\*\* Titlar i kursivt refererar till titeln som används i de finansiella räkenskaperna.

(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 förfallodagen 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.

Emittentens diskretionära möjlighet till förtida inlösen av Obligationerna kan påverka deras marknadsvärde. Innan eller under en sådan period under vilken Obligationerna kan lösas in i förtid, kommer deras marknadsvärde inte stiga betydande över deras inlösenkurs.

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, 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.

- Sammansättningen av vissa index som Obligationerna är relaterade till och metodologierna som används avseende dessa index, kan fastställas och väljas av Société Générale eller något av dess närstående företag. I valet av dessa metodologier kan det förväntas att Société Générale eller det relevanta närstående företaget till Société Générale kommer att beakta dess egna målsättningar och intressen och / eller dessa för Koncernen, och ingen garanti kan lämnas att de valda metodologierna inte kommer att vara mindre fördelaktiga för investerarnas intressen än de metodologier som används av andra indexsponsorer under liknande omständigheter.

Om hedgeaktiviteterna hos Société Générale eller något av dess närstående företag störs i förhållande till ett visst index, kan Société Générale eller det närstående företaget i fråga besluta att sluta beräkningarna av detta index, tidigare än någon annan indexsponsor under liknande omständigheter. Detta kan förorsaka justeringar, de-indexering, ersättande av de(n) Underliggande, eller den förtida inlösen av Obligationerna.

- Intressekonflikter i samband med proprietära index

Société Générale agerar som sponsor för proprietära index (SGI Index). Dessa index beräknas genom en extern beräkningsagent i enlighet med regler som beskriver metodologin för att fastställa sammansättningen och beräkningen av dessa egna index (Reglerna).

[Beträffande proprietära index som sätts samman på diskretionär basis av Société Générale eller ett närstående företag till Société Générale, till vilka Obligationerna är relaterade, Société Générale kan vara föremål för en intressekonflikt mellan dess förpliktelser som emittent av Obligationerna och som en sammansättare av dessa index, eftersom fastställandet av sammansättningen av dessa index kan ha en inverkan på värdet för Obligationerna.]

[Beträffande proprietära index som sätts samman av en tredje part till vilka Obligationerna är relaterade, kan Société Générale vara föremål för en intressekonflikt mellan dess förpliktelser som emittent av dessa Obligationer och som en sponsor av dessa index, såttillvida att det kan modifiera Reglerna, i enlighet med Reglerna, vilket kan ha en inverkan på värdet för Obligationerna.]

[Beträffande proprietära index som sammanställs genom tillämpningen av en matematisk formel på ett icke-diskretionärt sätt av Société Générale eller vilken som helst tredje part, kan Société Générale vara föremål för en intressekonflikt mellan dess förpliktelser som emittent av dessa Obligationer och som en sponsor av dessa index, såttillvida att det kan modifiera, i enlighet med Reglerna, vissa parametrar (så som finansieringsspreaden) eller tillhandahålla fastställandet av vissa komponenter, vilket kan ha en inverkan på värdet för Obligationerna.]

### **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 24/01/2022 till 11/03/2022

**Erbjudandekurs:** Obligationerna kommer erbjudas till Emissionskursen.

**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 samtliga fall kommer ett meddelande till investerare om förtida avslut eller tillbakadragande, efter vad som är tillämpligt, publiceras på Emittentens hemsida (<http://prospectus.socgen.com>).

**Emissionskurs:** 100% av det Sammanlagda Nominella Beloppet

**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 ta upp Obligationerna till handel på en reglerad marknad och 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 Obligationssinnehavarna 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 Obligationssinnehavarna. 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 Obligationssinnehavarnas intressen.