

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

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

Dated 26/05/2023

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

SG Issuer

Legal entity identifier (LEI) : 549300QNMDVBVTHX8H127

Issue of EUR 700 000 Notes due 31/05/2028 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 1 June 2022. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Base Prospectus and the supplement to such Base Prospectus dated 15 February 2023 and 25 April 2023 and any supplement published prior to the Issue Date (as defined below) (the **Supplement(s)**); provided, however, that to the extent such Supplement (i) is published after these Final Terms have been signed or issued and (ii) provides for any change to the Conditions as set out under the heading "*General Terms and Conditions of the English Law Notes*", such change shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s). Prior to acquiring an Interest in the Notes described herein, prospective investors should read and understand the information provided in these Final Terms, the Base Prospectus and any Supplement(s) and be aware of the restrictions applicable to the offer and sale of such Notes in the United States or to, or for the account or benefit of, persons that are not Permitted Transferees. Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer, the Guarantor, the specified offices of the Paying

Agents and, in the case of Notes admitted to trading on the Regulated Market or on Euro MTF of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange (www.luxse.com) and in the case of Non-Exempt Offers; on the website of the Issuer (<http://prospectus.socgen.com>).

1. (i) **Series Number:** 256186EN/23.5
- (ii) **Tranche Number:** 1
- (iii) **Date on which the Notes become fungible:** Not Applicable
2. **Specified Currency:** EUR
3. **Aggregate Nominal Amount:**
 - (i) - **Tranche:** EUR 700 000
 - (ii) - **Series:** EUR 700 000
4. **Issue Price:** 100 % of the Aggregate Nominal Amount
5. **Specified Denomination(s):** EUR 1 000
6. (i) **Issue Date:** 31/05/2023
(DD/MM/YYYY)
- (ii) **Interest Commencement Date:** Not Applicable
7. **Maturity Date:** 31/05/2028
(DD/MM/YYYY)
8. **Governing law:** English law
9. (i) **Status of the Notes:** Unsecured
- (ii) **Date of corporate authorisation obtained for the issuance of Notes:** Not Applicable
- (iii) **Type of Structured Notes:** Share Linked Notes
- The provisions of the following Additional Terms and Conditions apply:

Additional Terms and Conditions for Share Linked Notes and Depositary Receipts Linked Notes
- (iv) **Reference of the Product** : Not Applicable
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:** Not Applicable
18. **Redemption at the option of the Noteholders:** Not Applicable
19. **Automatic Early Redemption:** Applicable as per Condition 6.1.3.2 of the General Terms and Conditions
- (i) **Automatic Early Redemption Amount(s) :** Unless previously redeemed, if an Automatic Early Redemption Event has occurred, then the Issuer shall redeem early the Notes on the Automatic Early Redemption Date(i) (i from 2 to 9) in accordance with the following provisions in respect of each Note :

Automatic Early Redemption Amount(i) = Specified Denomination x [100% + (i x 10,04%)]

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

- (ii) **Automatic Early Redemption Dates : (DD/MM/YYYY)** Automatic Early Redemption Date(i) (i from 2 to 9) : 31/05/2024 ; 02/12/2024 ; 02/06/2025 ; 01/12/2025 ; 01/06/2026 ; 01/12/2026 ; 31/05/2027 ; 01/12/2027

- (iii) **Automatic Early Redemption Event :** is deemed to have occurred, as determined by the Calculation Agent, if on a Valuation Date(i) (i from 2 to 9), the WorstPerformance(i) is higher than or equal to Autocall Barrier(i).

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

Scenario 1:

If on Valuation Date(10), the WorstPerformance(10) is higher than or equal to FinalBarrier, then:

Final Redemption Amount = Specified Denomination x [100% + 100.40%]

Scenario 2:

If on Valuation Date(10), the WorstPerformance(10) is lower than FinalBarrier and an European Knock In Event has not occurred, then:

Final Redemption Amount = Specified Denomination x 100%

Scenario 3:

If on Valuation Date(10), the WorstPerformance(10) is lower than FinalBarrier and an European Knock In Event has occurred, then:

Final Redemption Amount = Specified Denomination x [100% + WorstPerformance(10)]

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

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

Event, Force Majeure Event or
Event of Default:

PROVISIONS APPLICABLE TO THE UNDERLYING(S) IF ANY

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

k	Company	Bloomberg Ticker	Exchange	Web Site
1	Neste Oyj	NESTE FH	NASDAQ HELSINKI LTD	www.nesteoil.com
2	Nokia Oyj	NOKIA FH	NASDAQ HELSINKI LTD	www.nokia.com
3	Kesko Oyj	KESKOB FH	NASDAQ HELSINKI LTD	www.kesko.fi

- (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 Share Linked Notes and Depositary Receipts Linked Notes
- (iv) **Credit Linked Notes Provisions:** Not Applicable
- (v) **Bond Linked Notes Provisions:** Not Applicable

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

25. (i) **Definitions relating to date(s):** Applicable
- Valuation Date(0) :** 24/05/2023
(DD/MM/YYYY)
- Valuation Date(i) (i from 2 to 10) :** 24/05/2024 ; 25/11/2024 ; 26/05/2025 ; 24/11/2025 ; 25/05/2026 ; 24/11/2026 ; 24/05/2027 ; 24/11/2027 ; 24/05/2028
(DD/MM/YYYY)
- (ii) **Definitions relating to the Product:** Applicable, all or part of the Definitions relating to the Product being those used in the Additional Terms and Conditions relating to Formulae.

Performance(i, k)
(i from 2 to 10)
(k from 1 to 3) means $(S(i,k) / S(0,k)) - 100\%$

WorstPerformance(i)
(i from 2 to 10) means the Minimum, for k from 1 to 3, of Performance(i,k).

S(i, k)
(i = 0 or i from 2 to 10)
(k from 1 to 3) means in respect of any Valuation Date(i), the Closing Price of the Underlying(k).

FlooredWorstPerformance(i-1, Floor)
(i from 2 to 10) means the Maximum between Floor and WorstPerformance(i-1)

Floor means -20%

AutocallBarrier(i)
(i from 2 to 9) for i = 2, AutocallBarrier(2) means 0%
for i from 3 to 9, AutocallBarrier(i) means FlooredWorstPerformance(i-1, Floor)

FinalBarrier means FlooredWorstPerformance(9, Floor)

European Knock-In Event	is deemed to have occurred, as determined by the Calculation Agent, if on Valuation Date(10), the Closing Price of at least one Underlying(k) is lower than its Knock-In Threshold(k).
Knock-In Threshold(k) (k from 1 to 3)	60% x S(0,k)

PROVISIONS RELATING TO SECURED NOTES

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

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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

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

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

28. **Form of the Notes:**

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

(ii) **New Global Note (NGN – bearer notes) / New Safekeeping Structure (NSS – registered notes):** No

29. **Redenomination:** Not Applicable

30. **Consolidation:** Applicable as per Condition 14.2 of the General Terms and Conditions

31. **Partly Paid Notes Provisions:** Not Applicable

32. **Instalment Notes Provisions:** Not Applicable

33. **Masse:** Not Applicable

34. **Dual Currency Note Provisions:** Not Applicable

35. **Additional Amount Provisions for Italian Certificates:** Not Applicable

36. **Interest Amount and/or the Redemption Amount switch at the option of the Issuer:** Not Applicable

37. **Portfolio Linked Notes Provisions:** Not Applicable

THIRD PARTY INFORMATION

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

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

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

- (i) **Listing:** None
- (ii) **Admission to trading:** Not Applicable
- (iii) **Estimate of total expenses related to admission to trading:** Not Applicable
- (iv) **Information required for Notes to be listed on SIX Swiss Exchange:** Not Applicable

2. RATINGS

The Notes to be issued have not been rated.

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

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

The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. Société Générale will ensure the roles of provider of hedging instruments to the Issuer of the Notes and Calculation Agent of the Notes.

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

Furthermore, given the banking activities of Société Générale, conflicts may arise between the interests of Société Générale acting in these capacities (including business relationship with the issuers of the financial instruments being underlyings of the Notes or possession of non public information in relation with them) and those of the

Noteholders. Finally, the activities of Société Générale on the underlying financial instrument(s), on its proprietary account or on behalf of its customers, or the establishment of hedging transactions, may also have an impact on the price of these instruments and their liquidity, and thus may be in conflict with the interests of the Noteholders.

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

Not Applicable

8. OPERATIONAL INFORMATION

- (i) Security identification code(s):**
- **ISIN Code:** XS2593379923
 - **Common Code:** 259337992
- (ii) Clearing System(s):** Euroclear Bank S.A/N.V. (**Euroclear**) / Clearstream Banking *société anonyme* (**Clearstream**)
- (iii) Delivery of the Notes:** Delivery against payment
- (iv) Calculation Agent:** Société Générale
Tour Société Générale 17 Cours Valmy 92987 Paris La Défense
Cedex France
- (v) Paying Agent(s):** Société Générale Luxembourg SA
11, avenue Emile Reuter
2420 Luxembourg
Luxembourg
- (vi) Eurosystem eligibility of the Notes:** No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

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.
- (iii) TEFRA Rules:** Not Applicable
- (iv) Non-exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period:** Not Applicable
- (v) U.S. federal income tax considerations:** The Notes are not Specified Notes for purposes of Section 871(m) Regulations.
- (vi) - Prohibition of Sales to EEA Retail Investors:** Not Applicable
- **Prohibition of Sales to EEA Non Retail Investors:** Not Applicable

(vii) - Prohibition of Sales to UK Retail Investors: Applicable

- Prohibition of Sales to UK Non Retail Investors: Not Applicable

(viii) Prohibition of Sales to Swiss Non Retail Investors: Not Applicable

10. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

11. ADDITIONAL INFORMATION

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

- Minimum trading: EUR 1 000 (i.e. 1 Note)

12. PUBLIC OFFERS IN SWITZERLAND

Not Applicable

13. EU BENCHMARKS REGULATION

Benchmark: Not Applicable