

Information available on Société Générale as Issuer of the Notes in its current Universal Registration Document and its subsequent amendments is accessible at <https://investors.societegenerale.com/en/publications-documents?theme=information-reglementee> (section 2. Universal Registration Document, Registration Document and updates – Annual Financial Report).

Each Purchaser acknowledges and accepts that :

- Société Générale as Issuer of the Notes, will publish either (i) between (a) the date hereof and (b) the end of the offer period or (ii) within a maximum period of two weeks after the end of the offer period, publish updated financial statements that will also be available on the above mentioned website (the “Updated Financial Statements”);
- Consequently, Société Générale does not make as of the date the Purchaser decides to invest in the Notes, any representation or warranty that there has been (i) no significant change in the trading or financial position or (ii) no material adverse change in the prospects of Société Générale, in each case since the latest published financial statements of Société Générale;
- the Updated Financial Statements may contain a significant new factor which currently does not form part of the Prospectus that may affect its assessment of the Notes, the market value of the Notes and therefore may cause a loss to its investment.”

Dated 05 February 2024

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

Société Générale
Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41

Issue of up to USD 10 000 000 Notes due 23/02/2027
under the Debt Instruments Issuance Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the heading "*Terms and Conditions of the English Law Notes*" in the Base Prospectus dated 25 October 2023 , 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 9 November 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 "*Terms and Conditions of the English Law Notes*" , such change shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s). Prior to acquiring an Interest in the Notes described herein, prospective investors should read and understand the information provided in these Final Terms, the Base Prospectus and any Supplement(s) and be aware of the restrictions applicable to the offer and sale of such Notes in the United States or to, or for the account or benefit of, persons that are not Permitted Transferees. A summary of the issue of the Notes is annexed to these Final Terms. Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer, the specified offices of the Paying Agents and, in the case of Notes

admitted to trading on the Regulated Market or on Euro MTF of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange (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:** 00715VN/24.02
- (ii) **Tranche Number:** 1
- (iii) **Date on which the Notes become fungible:** Not Applicable
2. **Specified Currency:** USD
3. **Aggregate Nominal Amount:**
 - (i) - **Tranche:** up to USD 10 000 000
 - (ii) - **Series:** up to USD 10 000 000
4. **Issue Price:** 100 % of the Aggregate Nominal Amount
5. **Specified Denomination(s):** USD 2 000
6. (i) **Issue Date:** 23/02/2024
(DD/MM/YYYY)
- (ii) **Interest Commencement Date:** Issue Date
7. **Maturity Date:** 23/02/2027
(DD/MM/YYYY)
8. **Governing law:** English law
9. (i) **Status of the Notes:** Unsecured
- (ii) **Date of corporate authorisation obtained for the issuance of Notes:** 05/02/2024
- (iii) **Type of Structured Notes :** 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:** Applicable as per Condition 4.1 of the *Terms and Conditions*
 - (i) **Rate(s) of Interest:** 4.80% payable in arrear.
 - (ii) **Specified Period(s) / Interest Payment Date(s):(DD/MM/YYYY)** means the 23 February in each year from and including the 23 February 2025 to and including the Maturity Date.
 - (iii) **Business Day Convention:** Following Business Day Convention (unadjusted)
 - (iv) **Fixed Coupon Amount :** Unless previously redeemed, on the Interest Payment Date, the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:
Rate of Interest x Specified Denomination
 - (v) **Day Count Fraction:** Not Applicable

(vi) **Broken Amount (s):** In case of a long or short Interest Period (with regard to paragraph 13(ii) "Specified Period(s)/Interest Payment Date(s)" above), the amount of Interest will be calculated in accordance with the formula specified in paragraph 13(iv) "Fixed Coupon Amount" above.

(vii) **Determination Date(s):** Not Applicable

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

15. **Zero Coupon Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

16. **Redemption at the option of the Issuer:** Not Applicable

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

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

Final Redemption Amount = Specified Denomination x 100%

19. **Trigger redemption at the option of the Issuer:** Applicable as per Condition 6.2.3 of the *Terms and Conditions*

- **Outstanding Amount Trigger Level:** 10% of the Aggregate Nominal Amount

20. **Redemption for Tax Event, Special Tax Event, Regulatory Event, Force Majeure Event or Event of Default:** Early Redemption or Monetisation until the Maturity Date

Early Redemption Amount : Market Value

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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

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

- **Financial Centre(s):** New York

22. **Form of the Notes:**

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

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

23. **Language of the Terms and Conditions of the Notes:** English language only

24. **Redenomination:** Not Applicable

25. **Consolidation:** Not Applicable

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

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

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

29. **Masse:** Not Applicable

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

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

- (i) **Listing:** None
- (ii) **Admission to trading:** 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. Société Générale will ensure the roles of Issuer of the Notes (and as such will have to enter into hedging transactions) and Calculation Agent of the Notes.

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

4. REASONS FOR THE OFFER AND USE OF PROCEEDS

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

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

For the purposes of the Offer of the Notes, the unified yield rate equal to 4.8 per cent per annum.

The unified yield rate is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

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

Not Applicable

7. OPERATIONAL INFORMATION

- (i) **Security identification code(s):**
 - **ISIN Code:** XS2746200992
 - **Common Code:** 274620099
- (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.

8. DISTRIBUTION

- (i) **Method of distribution:** Non-syndicated
- **Dealer(s):** Société Générale
Tour Société Générale
17, Cours Valmy
92987 Paris la Défense Cedex
France
- (ii) **Total commission and concession:** 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:** A Non-exempt offer of the Notes may be made by the Dealer and any **Initial Authorised Offeror** below mentioned, any **Additional Authorised Offeror**, the name and address of whom will be published on the website of the Issuer (<http://prospectus.socgen.com>) in the Non-exempt Offer jurisdiction(s) (**Non-exempt Offer Jurisdiction(s)**) during the offer period (**Offer Period**) as specified in the paragraph "Terms and Conditions of the Offer" below.
- **Individual Consent / Name(s) and address(es) of any Initial Authorised Offeror:** Applicable
Erste Investment Hungary
Nepfurdo utca 24-26 H-1138 Budapest Hungary
- **General Consent/ Other conditions to consent:** Not Applicable
- (v) **- Prohibition of Sales to EEA Retail Investors:** Not Applicable
- **Prohibition of Sales to EEA Non Natural Persons:** Applicable
- (vi) **- Prohibition of Sales to UK Retail Investors:** Applicable
- **Prohibition of Sales to UK Non Natural Persons:** Applicable
- (vii) **Prohibition of Sales to Swiss Non Natural Persons:** Applicable
- (viii) **Regulation S U.S. Person AND IRS U.S. Person:** Applicable

9. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

- Non-Exempt Offer Jurisdiction(s):	Croatia
- Offer Period:	From 07/02/2024 to 22/02/2024
- Offer Price:	The Notes will be offered at the Issue Price
- Conditions to which the offer is subject:	<p>Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries.</p> <p>The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date.</p> <p>For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.</p> <p>In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (http://prospectus.socgen.com)</p>
- Description of the application process:	The distribution activity will be carried out in accordance with the financial intermediary's usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription of the Notes.
- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
- Details of the minimum and/or maximum amount of application:	Minimum amount of application : USD 2 000 (i.e. 1 Note)
- Details of the method and time limits for paying up and delivering the Notes:	The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. However, the settlement and delivery of the Notes will be executed through the Dealer mentioned above. Investors will be notified by the relevant financial intermediary of their allocations of Notes and the settlement arrangements in respect thereof.
- Manner and date in which results of the offer are to be made public:	Publication on the website of the Issuer (http://prospectus.socgen.com) and in a daily newspaper of general circulation in the relevant place(s) of listing and/or public offer at the end of the subscription period if required by local regulation.
- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
- Whether tranche(s) has/have been reserved for certain countries:	Not Applicable
- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
- Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation.

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

10. ADDITIONAL INFORMATION

- **Minimum investment in the Notes:** USD 2 000 (i.e. 1 Note)
- **Minimum trading:** USD 2 000 (i.e. 1 Note)

11. PUBLIC OFFERS IN SWITZERLAND

Not Applicable

12. EU BENCHMARKS REGULATION

Benchmark: Not Applicable

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

ISIN code : XS2746200992

Issuer : Société Générale

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

Telephone number : 01 57 29 12 12

Legal entity identifier (LEI): O2RNE8IBXP4R0TD8PU41

Identity and contact details of the competent authority approving the universal registration document:

Approved by the *Autorité des Marchés Financiers* (AMF)

17, place de la Bourse - 75002 Paris, France

Telephone : 01 53 45 60 00

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

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

283, route d'Arlon L-2991, Luxembourg

Telephone number: (352) 26 25 11

E-Mail : direction@cssf.lu

Date of approval of the prospectus: 25/10/2023

WARNINGS

This summary must be read as an introduction to the base prospectus (the **Base Prospectus**).

Any decision to invest in the Notes (the **Notes**) should be based on a consideration of the Base Prospectus as a whole by the investor.

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

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

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

SECTION B – KEY INFORMATION ON THE ISSUER

WHO IS THE ISSUER OF THE SECURITIES?

Issuer : Société Générale (or the Issuer)

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

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

Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41

Legislation under which the Issuer operates: French law.

Country of incorporation: France.

Statutory auditors : Ernst & Young et Autres et Deloitte & Associés.

The Issuer is the mother company of the Société Générale's Group.

The purpose of Société Générale is, under the conditions determined by the laws and regulations applicable to credit institutions, to carry out with individuals and corporate entities, in France or abroad: all banking transactions; all transactions related to banking operations, including in particular investment services or allied services as listed by Articles L.321-1 and L.321-2 of the French *Code monétaire et financier*; all acquisitions of interests in other companies. Société Générale may also, on a regular basis, as defined in the conditions set by the French Financial and Banking Regulation Committee, engage in all transactions other than those mentioned above, including in particular insurance brokerage. Generally, Société Générale may carry out, on its own behalf, on behalf of a third-party or jointly, all financial, commercial, industrial, agricultural, security or property transactions, directly or indirectly related to the abovementioned activities or likely to facilitate the accomplishment of such activities.

None of the existing shareholders controls, either directly or indirectly, Société Générale. The main shareholder is *Plan mondial d'actionnariat salarié*.

In accordance with its bylaws, the Issuer is managed by a Management Board nominated by a General meeting of shareholders and composed of Sławomir Krupa as chief executive officer and Philippe Aymerich and Pierre Palmieri deputy chief executive officers.

WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?
Income statement

<i>(in million EUR)</i>	Nine Months 2023 (audited)	31.12.2022 (audited)	Nine Months 2022 (audited)	31.12.2021 (audited)
Net interest income (or equivalent)	N.A.	12,841	N.A.	10,718
Net fee and commission income	N.A.	5,217	N.A.	5,320
Net impairment loss on financial assets	N.A.	(1,647)	N.A.	(700)
Net trading income	N.A.	866	N.A.	5,723
Measure of financial performance used by the issuer in the financial statements such as operating profit	5,289	9,161	7,005	8,208
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	2,063	1,825	755	5,641

Balance sheet

<i>(in billion EUR)</i>	Nine Months 2023 (audited)	31.12.2022 (audited)	Nine Months 2022 (audited)	31.12.2021 (audited)	#Value as outcome from the most recent supervisory review and evaluation process (SREP)
Total assets (<i>Total Assets</i>)	1,599	1,484.90	1,593.54	1,464.5	N/A
Senior debt (<i>Debt securities issued</i>)	154.01	133.18	125.189	135.3	N/A
Subordinated debt (<i>Subordinated debts</i>)	14.824	15.95	17.6	16.0	N/A
Loans and receivables to customers (<i>Customer loans at amortised cost</i>)	487.788	506.64	513.138	497.2	N/A
Deposits from customers (<i>Customer deposits</i>)	543.919	530.76	534.732	509.1	N/A
Total equity (<i>Shareholders' equity, subtotal Equity, Group share</i>)	68.1	66.97	66.3	65.1	N/A
Non-performing loans (based on net carrying amount) / Loans and receivables (<i>Doubtful loans</i>)	16.4	15.9	15.6	16.5	N/A
Common Equity Tier 1 capital (CET1) ratio (or other relevant prudential capital adequacy ratio depending on the issuance) (<i>Common Equity Tier 1 ratio</i>)	13.3% ⁽¹⁾	13.5% ⁽¹⁾	13.1% ⁽¹⁾	13.71% ⁽¹⁾	9.76%**
Total capital ratio (<i>Total capital ratio</i>)	18.6% ⁽¹⁾	19.4% ⁽¹⁾	19% ⁽¹⁾	18.8% ⁽¹⁾	N/A
Leverage ratio calculated under applicable regulatory framework	4.2% ⁽¹⁾	4.4% ⁽¹⁾	4.2% ⁽¹⁾	4.9% ⁽¹⁾	N/A

** Taking into account the combined regulatory buffers, the phased-in CET1 ratio level that would trigger the Maximum Distributable Amount (MDA) mechanism would be 9.76% as of 30 September 2023.

(1) Phased-in ratio.

The audit report does not contain any qualification.

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

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

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

SECTION C. KEY INFORMATION ON THE SECURITIES
WHAT ARE THE MAIN FEATURES OF THE SECURITIES?
ISIN Code : XS2746200992 **Number of Notes** : 2 500

Product Currency	USD	Settlement Currency	USD
Listing	None	Nominal Value	2000.0 USD per note
Minimum Investment	2 000 USD	Issue Price	100% of the Nominal Value
Maturity Date	23 February 2027	Minimum Reimbursement	100% of the Nominal Value at maturity only
Coupon	4.8%		

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

This product is designed to provide a fixed coupon on a periodic basis during the product life time. The product provides full capital protection at maturity only.

Coupon

On each Coupon Payment Date, you receive: the Coupon.

Final Redemption

On the Maturity Date, you will receive 100% of the Nominal Value

Additional Informations

Coupons are expressed as a percentage of the Nominal Value.

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.

Issue Date	23 February 2024
Maturity Date	23 February 2027
Coupon Payment Dates	24 February 2025; 23 February 2026 ; 23 February 2027

Waiver of Set-off rights

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

Submission to jurisdiction:

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

Ranking:

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

In case of resolutions pursuant to Directive 2014/59/UE in relation to the Issuer liabilities, the Notes may be subject to the reduction of all, or a portion, of the amounts due, on a permanent basis, a conversion of all, or a portion, of the amounts due into shares or other securities of the Issuer or another person; cancellation; and/or the amendment on maturity of the Notes or amendment on the calendar or the amount of the interests.

RESTRICTIONS ON THE FREE TRANSFERABILITY OF THE SECURITIES :

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

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

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

Not Applicable. The Notes are not admitted to trading.

IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?

The Notes are not guaranteed.

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

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

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

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

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

SECTION D - KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR ADMISSION TO TRADING ON A REGULATED MARKET**UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THIS SECURITIES ?****DESCRIPTION OF THE TERMS AND CONDITIONS OF THE OFFER :**

Non Exempted Offer Jurisdiction(s): Croatia

Offer Period: From 07/02/2024 to 22/02/2024

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

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

Issue Price: 100 % of the Aggregate Nominal Amount

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

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

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

WHY IS THIS PROSPECTUS BEING PRODUCED ?

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

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

Estimated net proceeds : Not Applicable

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

Save for fees, if any, payable to the Dealer, and so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. Société Générale will ensure the roles of Issuer of the Notes (and as such will have to enter into hedging transactions) and Calculation Agent of the Notes.

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

SAŽETAK SPECIFIČAN ZA IZDANJE**ODJELJAK A – UVOD UKLJUČUJUĆI UPOZORENJA**

ISIN: XS2746200992**Izdavatelj: Société Générale**

Sjedište: 29, boulevard Haussmann, 75009 Pariz, Francuska.

Broj telefona: 01 57 29 12 12

Oznaka pravne osobe (LEI): O2RNE8IBXP4R0TD8PU41

Identitet i kontakt podaci nadležnog tijela koje odobrava univerzalni registracijski dokument:**Odobreno od strane Autorité des Marchés Financiers (AMF)**

17, place de la Bourse - 75002 Pariz, Francuska

Broj telefona: 01 53 45 60 00

Identitet i kontakt podaci nadležnog tijela koje odobrava prospekt:

Odobreno od strane Commission de Surveillance du Secteur Financier (CSSF)

283, route d'Arlon L-2991, Luxembourg

Broj telefona: (352) 26 25 11

E-mail adresa: direction@cssf.lu

Datum odobrenja prospekta: 25/10/2023**UPOZORENJA**Ovaj sažetak potrebno je čitati kao uvod u osnovni prospekt (**Osnovni Prospekt**).Svaka odluka o ulaganju u Obveznice (**Obveznice**) trebala bi se temeljiti na razmatranju Osnovnog Prospekta kao cjeline od strane investitora.

U slučaju da se zahtjev koji se odnosi na informacije sadržane u Osnovnom Prospektu i primjenjivim Konačnim uvjetima iznese pred sud, tužitelj investitor može, sukladno nacionalnim propisima država članica, snositi troškove prijevoda Osnovnog Prospekta prije pokretanja pravnog postupka.

Građanska odgovornost vezana je samo uz osobe koje su podnijele ovaj sažetak, uključujući bilo koji njegov prijevod, ali samo ako je sažetak obmanjujući, netočan ili nesuglasan kada se čita zajedno s drugim dijelovima Osnovnog Prospekta ili ako ne pruža ključne informacije, kada se čita zajedno s ostalim dijelovima Osnovnog Prospekta, kako bi pomogao investitorima prilikom razmatranja ulaganja u Obveznice.

Spremate se kupiti proizvod koji nije jednostavan i koji je možda teško razumjeti.**ODJELJAK B – KLJUČNE INFORMACIJE O IZDAVATELJU**

TKO JE IZDAVATELJ VRIJEDNOSNIH PAPIRA?**Izdavatelj: Société Générale (ili Izdavatelj)**

Sjedište: 29, boulevard Haussmann, 75009 Pariz, Francuska.

Pravna oblik: javno društvo s ograničenom odgovornošću (*société anonyme*).

Oznaka pravne osobe (LEI): O2RNE8IBXP4R0TD8PU41

Zakonodavstvo prema kojem Izdavatelj djeluje: francusko pravo.

Zemlja osnivanja: Francuska.

Statutarni revizori: Ernst & Young et Autres et Deloitte & Associés.

Izdavatelj je društvo majka Société Générale Grupe.

Svrha Société Générale jest, pod uvjetima određenima zakonima i propisima koji se primjenjuju na kreditne institucije, obavljati s pojedincima i pravnim osobama, kako u Francuskoj tako i inozemstvu: sve bankovne transakcije, sve transakcije povezane s bankarskim operacijama, uključujući posebno investicijske usluge ili povezane usluge navedene u člancima L.321-1 i L.321-2 francuskog *Code monétaire et financier*, sve akvizicije interesa u drugim društvima. Société Générale također može, redovito, prema uvjetima utvrđenim od strane Francuskog odbora za financijske i bankarske regulative, sudjelovati u svim transakcijama osim onih gore navedenih, uključujući posebno posredovanje u osiguranju. Općenito, Société Générale može obavljati, u vlastito ime, u ime treće osobe ili zajedno, sve financijske, trgovačke, industrijske, poljoprivredne, sigurnosne ili nekretninske transakcije, izravno ili neizravno povezane s navedenim aktivnostima ili koje bi mogle olakšati ostvarivanje takvih aktivnosti.Nijedan od postojećih dioničara ne kontrolira, bilo izravno ili neizravno, Société Générale. Glavni dioničar je *Plan mondial d'actionariat salarié*.

Sukladno svojem statutu, Izdavatelj upravlja Upravom koju imenuje Glavna skupština dioničara i sastoji se od Slawomira Krupe kao glavnog izvršnog direktora te Philippea Aymericha i Pierrea Palmierija kao zamjenika glavnog izvršnog direktora.

KOJE SU KLJUČNE FINANIJSKE INFORMACIJE O IZDAVATELJU?
Izvešće o prihodima

<i>(u milijunima EUR)</i>	Devet mjeseci 2023 (revidirano)	31.12.2022 (revidirano)	Devet mjeseci 2022 (revidirano)	31.12.2021 (revidirano)
Neto prihod od kamata (ili ekvivalent)	Nije primjenjivo	12.841	Nije primjenjivo	10.718
Neto prihod od naknada i provizija	Nije primjenjivo	5.217	Nije primjenjivo	5.320
Neto gubitak od umanjenja vrijednosti financijske imovine	Nije primjenjivo	(1.647)	Nije primjenjivo	(700)
Neto prihod od trgovanja	Nije primjenjivo	866	Nije primjenjivo	5.723
Mjera financijske uspješnosti koju Izdavatelj koristi u financijskim izvještajima, poput operativnog profita	5.289	9.161	7.005	8.208
Neto dobit ili gubitak (u konsolidiranim financijskim izvještajima neto dobit ili gubitak koji se može pripisati dioničarima matičnog društva)	2.063	1.825	755	5.641

Bilanca

<i>(u milijardama EUR)</i>	Devet mjeseci 2023 (revidirano)	31.12.2022 (revidirano)	Devet mjeseci 2022 (revidirano)	31.12.2021 (revidirano)	# Vrijednost kao rezultat najnovijeg postupka nadzora i procjene (SREP)
Ukupna imovina (<i>Ukupna imovina</i>)	1.599	1.484,90	1.593,54	1.464,5	Nije primjenjivo
Senior dug (<i>Izdani dužnički vrijednosni papiri</i>)	154,01	133,18	125,189	135,3	Nije primjenjivo
Podređeni dug (<i>Podređeni dugovi</i>)	14,824	15,95	17,6	16,0	Nije primjenjivo
Zajmovi i potraživanja prema korisnicima (<i>Zajmovi od korisnika po amortiziranoj vrijednosti</i>)	487,788	506,64	513,138	497,2	Nije primjenjivo
Depoziti od korisnika (<i>Depoziti korisnika</i>)	543,919	530,76	534,732	509,1	Nije primjenjivo
Ukupni kapital (<i>Kapital dioničara, međuzbroj Kapitala, udio Grupe</i>)	68,1	66,97	66,3	65,1	Nije primjenjivo
Neizvršivi zajmovi (na temelju neto iznosa knjižene vrijednosti) / Zajmovi i potraživanja (<i>Sumnjivi zajmovi</i>)	16,4	15,9	15,6	16,5	Nije primjenjivo
Stopa redovnog osnovnog kapitala 1 (CET1) (ili drugi relevantni prudencijalni omjer adekvatnosti kapitala ovisno o emisiji) <i>Stopa redovnog osnovnog kapitala 1)</i>	13,3% ⁽¹⁾	13,5% ⁽¹⁾	13,1% ⁽¹⁾	13,71% ⁽¹⁾	9,76%**
Stopa ukupnog kapitala (<i>Stopa ukupnog kapitala</i>)	18,6% ⁽¹⁾	19,4% ⁽¹⁾	19% ⁽¹⁾	18,8% ⁽¹⁾	Nije primjenjivo
Omjer financijske poluge izračunat prema primjenjivom regulatornom okviru	4,2% ⁽¹⁾	4,4% ⁽¹⁾	4,2% ⁽¹⁾	4,9% ⁽¹⁾	Nije primjenjivo

** Uzimajući u obzir kombinirane regulatorne pričuve, razina omjera postupnog uvođenja CET1 koji bi pokrenuo mehanizam Maksimalnog Distributivnog Iznosa (MDA) bila bi 9,76% od 30. rujna 2023.
(1) Omjer postupnog uvođenja.

Izješće revizora ne sadrži nikakve kvalifikacije.

KOJI SU KLJUČNI RIZICI SPECIFIČNI ZA IZDAVATELJA?

Postoji rizik od potpunog ili djelomičnog gubitka uloženog iznosa ili konverzije u vrijednosne papire ili odgode dospjeća u slučaju nesolventnosti, stečaja ili prinudne konverzije (*bail-in*) koji utječe na Société Générale, a bez sustava jamstva ili kompenzacije.

Kreditni rejting i uvjeti refinanciranja Société Générale mogu utjecati na tržišnu vrijednost Obveznica.

ODJELJAK C. KLJUČNE INFORMACIJE O VRIJEDNOSNIM PAPIRIMA

KOJE SU GLAVNE ZNAČAJKE VRIJEDNOSNIH PAPIRA?

ISIN: XS2746200992 Broj Obveznica: 2 500

Valuta Proizvoda	USD	Valuta Namire	USD
uvršavanje na burzu	Ni jedno	Nominalna vrijednost	2.000 USD po Obveznici
Minimalno Ulaganje	2.000 USD	Cijena Izdavanja	100% Nominalne vrijednosti
Datum Dospjeća	23.02.2027.	Minimalni povrat	100% Nominalne vrijednosti samo po dospjeću
Fiksna kamatna stopa	4,80%		

Ovaj proizvod je neosigurani dužnički instrument na koji se primjenjuje englesko pravo.

Cilj ovog proizvoda jest pružanje periodičnog kupona. Proizvod pruža potpunu zaštitu kapitala samo po dospjeću.

Kamatna stopa:

Na datum plaćanja fiksne kamatne stope, primit ćete: Fiksna kamatna stopa.

Konačni otkup:

Na datum dospjeća, primit ćete 100% nominalnog iznosa.

Više informacija:

Kamatne stope izražene su kao postotak od nominalnog iznosa.

Izvanredni događaji mogu dovesti do promjene uvjeta u vezi s proizvodom ili do prijevremenog prekida proizvoda te mogu imati za posljedicu gubitke vašeg ulaganja.

Datum izdavanja	23/02/2024
Datum dospjeća	23/02/2027
Fiksni datumi plaćanja kamata	24/02/2025, 23/02/2026, 23/02/2027

Odricanje prava na suprotstavljanje:

Držatelji Obveznica odriču se svakog prava na suprotstavljanje, kompenzaciju i zadržavanje u vezi s Obveznicama, koliko to dopušta zakon.

Nadležnost:

Izdavatelj prihvaća nadležnost engleskih sudova u vezi s bilo kojim sporom protiv Izdavatelja, ali priznaje da takvi držatelji Obveznica mogu podnijeti svoj zahtjev pred bilo kojim drugim nadležnim sudom.

Rangiranje:

Obveznice će biti izravne, bezuvjetne, neosigurane i nepodređene obveze Izdavatelja, svrstavajući se kao senior preferirane sukladno odredbama članka L.613-30-3-l 3° francuskog *Code monétaire et financier*, te će biti rangiranje najmanje *pari passu* s ostalim izravnim, bezuvjetnim, neosiguranim i nepodređenim, kao i senior preferiranim obvezama Izdavatelja, sadašnjim i budućim.

U slučaju odluka sukladno Direktivi 2014/59/UE u vezi s obvezama Izdavatelja, Obveznice mogu biti podložne smanjenju svih ili dijela dospjelih iznosa, na trajnoj osnovi, konverziji svih ili dijela dospjelih iznosa u dionice ili druge vrijednosne papire Izdavatelja ili druge osobe; poništenju; i/ili izmjeni dospjeća Obveznica ili izmjeni kalendara ili iznosa kamata.

OGRANIČENJA SLOBODNOG PRIJENOSA VRIJEDNOSNIH PAPIRA:

Nije primjenjivo. Nema ograničenja slobodnog prijenosa Obveznica, osim ograničenja prodaje i prijenosa koja se mogu primjenjivati u određenim jurisdikcijama, uključujući ograničenja koja se odnose na ponudu i prodaju osobama koje nisu Ovlašteni Prijenosnici, za njihov račun ili u njihovu korist.

Ovlašteni Prijenosnik je svaka osoba koja (i) nije osoba SAD-a u smislu definicije prema Uredbi S; (ii) nije osoba koja se svrstava u bilo koju definiciju osobe SAD-a u smislu CEA ili bilo kojeg pravila CFTC, bilo koje smjernice ili naredbe predložene ili izdane u skladu s CEA-om (radi izbjegavanja sumnje, bilo koja osoba koja nije "Osoba koja nije SAD osoba" definirana prema CFTC pravilu 4.7(a)(1)(iv), ali isključujući, u svrhu pododjeljka (D) istog, iznimku za svaku kvalificiranu osobu koja nije "Osoba koja nije SAD osoba", smatrat će se osobom SAD-a); i (iii) nije "Osoba SAD-a" u svrhu konačnih pravila koja provode zahtjeve zadržavanja kreditnog rizika prema odjeljku 15G američkog Zakona o vrijednosnim papirima iz 1934., kako je izmijenjen (**Američka pravila zadržavanja Rizika**) (**Osoba SAD-a Zadržavanja Rizika**).

GDJE ĆE SE TRGOVATI VRIJEDNOSNIM PAPIRIMA?

Uvrštenje za trgovanje:

Nije primjenjivo. Obveznice neće biti uvrštene na trgovanje.

POSTOJI LI JAMSTVO POVEZANO S VRIJEDNOSNIM PAPIRIMA?

Obveznice nisu osigurane.

KOJI SU KLJUČNI RIZICI SPECIFIČNI ZA VRIJEDNOSNE PAPIRE?

Bilo koja prodaja Obveznica prije planiranog datuma dospijeća rezultirat će gubitkom potpune zaštite uloženog iznosa.

Određene iznimne okolnosti mogu negativno utjecati na likvidnost proizvoda. Investitor možda neće moći lako prodati proizvod ili će ga možda morati prodati po cijeni koja rezultira potpunim ili djelomičnim gubitkom uloženog iznosa.

Tržišna vrijednost Obveznica ovisi o kretanju tržišnih parametara u trenutku izlaska (kamatne stope, volatilnost i kreditni razmjeri) i zbog toga može rezultirati rizikom potpunog ili djelomičnog gubitka početno uloženog iznosa.

Ako se valuta glavnih aktivnosti investitora razlikuje od valute proizvoda, investitor je izložen valutnom riziku, posebno u slučaju kontrola deviznog tržišta, što može smanjiti uloženi iznos

ODJELJAK D - KLJUČNE INFORMACIJE O PONUDI VRIJEDNOSNIH PAPIRA JAVNOSTI I/ILI DOZVOLI TRGOVANJA NA REGULIRANOM TRŽIŠTU

PO KOJIM UVJETIMA I PREMA KOJEM VREMENSKOM RASPOREDU MOGU INVESTIRATI U OVE VRIJEDNOSNE PAPIRE?

OPIS UVJETA I ODREDBI PONUDE:

Jurisdikcija (jurisdikcije) koje nisu izuzete iz ponude: Hrvatska

Vremensko razdoblje ponude: od 07/02/2024 do 22/02/2024

Cijena ponude: Obveznice će biti ponuđene po Cijeni izdavanja

Uvjeti kojima je ponuda podložna: Ponude Obveznica uvjetovane su njihovim izdavanjem i svim dodatnim uvjetima navedenima u standardnim uvjetima poslovanja financijskih posrednika, o kojima su investitore obavijestili relevantni financijski posrednici. Izdavatelj zadržava pravo zatvaranja Vremenskog razdoblja ponude prije isteka naznačenog roka iz bilo kojeg razloga. Izdavatelj zadržava pravo povlačenja ponude i otkazivanja izdavanja Obveznica iz bilo kojeg razloga u bilo kojem trenutku na ili prije Datuma izdavanja. Radi izbjegavanja sumnje, ako je potencijalni investitor podnio zahtjev, a Izdavatelj iskoristi to pravo, nijedan potencijalni investitor neće imati pravo upisati se ili na drugi način steći Obveznice.

Cijena izdavanja: 100 % Ukupne Nominalne Vrijednosti

Procjena ukupnih troškova povezanih sa izdavanjem ili sa ponudom, uključujući procijenjene troškove koje Izdavatelj ili ponuditelj obračunava investitoru:

Jednokratni troškovi (troškovi ulaska), tekući troškovi i potencijalno predviđene kazne za izlaz mogu utjecati na povrat koji investitor može ostvariti od svoje investicije.

Plan distribucije: Proizvod je namijenjen malim ulagateljima i bit će ponuđen u Hrvatskoj.

ZAŠTO SE IZRAĐUJE OVAJ PROSPEKT?

Ovaj prospekt sastavljen je u svrhu javne ponude Obveznica.

Razlozi za ponudu i uporabu sredstava: Neto prihodi od svakog izdanja Obveznica bit će upotrijebljeni u opće svrhe financiranja Société Générale Grupe, uključujući ostvarivanje dobiti.

Procijenjeni neto prihodi: Nije primjenjivo

Interesi pojedinaca i fizičkih osoba iz izdavanja/ponude:

Osim provizija koje se plaćaju Agentu (ako postoje), prema saznanjima Izdavatelja, niti jedna osoba koja sudjeluje u izdavanju Obveznica nema značajan interes u ponudi. Société Générale će osigurati ulogu Izdavatelja Obveznica (i kao takav će morati sudjelovati u transakcijama zaštite od rizika (hedging transakcije)) i Agentu za izračun Obveznica.

Ne može se isključiti mogućnost sukoba interesa između različitih uloga Société Générale s jedne strane, i između uloga Société Générale u tim ulogama i ulogama Nositelja Obveznica s druge strane.