



Société Générale (FR) Auto-Callable Note  
Eurozone 2028

**CONTACT INFORMATION**

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## **Terms and Conditions**

This product is issued under and is subject to the terms and conditions of the Base Prospectus dated 1 June 2022 and any Supplement(s) (together the “Programme”) and the applicable Final Terms. The Programme is available on the website “<http://prospectus.socgen.com>” or simply upon request.

### **PART A – CONTRACTUAL TERMS**

<b>Issuer:</b>	Société Générale
	Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41
<b>Guarantor:</b>	Not Applicable
<b>Rating of Société Générale as of the Launch Date:</b>	Available on : <a href="https://www.societegenerale.com/en/measuring-our-performance/investors/debt-investors/ratings">https://www.societegenerale.com/en/measuring-our-performance/investors/debt-investors/ratings</a> .
<b>Specified Currency:</b>	EUR
<b>Aggregate Nominal Amount:</b>	
- Tranche:	EUR 20 000 000
- Series:	EUR 20 000 000
<b>Issue Price:</b>	100% of the Aggregate Nominal Amount
<b>Specified Denomination(s):</b>	EUR 1 000
<b>Issue Date:</b> (DD/MM/YYYY)	27/01/2023
<b>Interest Commencement Date:</b>	Not Applicable
<b>Maturity Date:</b> (DD/MM/YYYY)	03/02/2028
<b>Type of Structured Notes:</b>	Index Linked Notes
	The provisions of the following Additional Terms and Conditions apply: Additional Terms and Conditions for Index Linked Notes
	The Additional Terms and Conditions comprise provisions particularly (without limitations) as to the consequences of (market and other) disruption events, adjustment events or other extraordinary events affecting the underlying of the Notes or Société Générale’s hedging position.
<b>Reference of the Product</b>	3.3.4 with Option 1 applicable, as described in the Additional Terms and Conditions relating to Formulae

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

<b>Fixed Rate Note Provisions:</b>	Not Applicable
<b>Floating Rate Note Provisions:</b>	Not Applicable
<b>Structured Interest Note Provisions:</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

<b>Automatic Early Redemption:</b>	Applicable
<b>Automatic Early Redemption Amount(s):</b>	Unless previously redeemed, if an Automatic Early Redemption Event has occurred, then the Issuer shall redeem early the Notes on Automatic Early Redemption Date(i) (i = 2) in accordance with the following provisions in

respect of each Note:

**Automatic Early Redemption Event:**

Automatic Early Redemption Amount(i) = Specified Denomination x (100% + 10%)

is deemed to have occurred, as determined by the Calculation Agent, if on a Valuation Date(i) (i = 2), Performance(i) is higher than or equal to 0%

**Automatic Early Redemption Date(s):**  
(DD/MM/YYYY)

Automatic Early Redemption Date(i) (i = 2): 03/02/2025

**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(5), AverageTimePerformance(3,5) is higher than or equal to 0% , then:

Final Redemption Amount = Specified Denomination x [100% + Max(0%; 215% x AverageTimePerformance(3,5))]

**Scenario 2:**

If on Valuation Date(5), AverageTimePerformance(3,5) is lower than 0% , then:

Final Redemption Amount = Specified Denomination x [100%]

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

**Underlying:**

The following Index as defined below:

Index Name	Bloomberg Ticker	Index Sponsor	Exchange	Website
EURO STOXX 50®	SX5E	STOXX Limited	Each exchange on which securities comprised in the Index are traded, from time to time, as determined by the Index Sponsor.	www.qontigo.com

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

**Definitions relating to date(s):**

**Valuation Date(0):**  
(DD/MM/YYYY) 27/01/2023

**Valuation Date(i) (i from 2 to 5)**  
(DD/MM/YYYY) 27/01/2025; 27/01/2026; 27/01/2027; 27/01/2028

**Definitions relating to the Product:**

**AverageTimePerformance(3,5)** means the Arithmetic Average, for i from 3 to 5, of Performance(i).

**Performance(i)**  
(i from 2 to 5) means (S(i) / S(0)) -100%.

**S(i)**  
(i = 0 or i from 2 to 5) means in respect of any Valuation Date(i) the Closing Price of the Underlying

**PART B - OTHER INFORMATION**

<b>Listing:</b>	None
<b>Non-Exempt Offer Jurisdiction(s):</b>	Belgium
<b>Offer Period:</b>	
- from:	23/11/2022
- to:	24/01/2023
<b>ISIN code:</b>	XS2508319600
<b>Common code:</b>	250831960
<b>Clearing System(s):</b>	Clearstream/Euroclear
<b>Governing Law:</b>	English law
<b>Form of the Notes:</b>	Non-US Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream
<b>Calculation Agent:</b>	Société Générale
<b>TEFRA rules:</b>	Not Applicable
<b>Minimum investment in the Notes:</b>	EUR 1 000 (i.e. 1 Note)
<b>Minimum Trading Lot:</b>	EUR 1 000 (i.e. 1 Note)
<b>Trigger redemption at the option of the Issuer:</b>	Not Applicable
<b>U.S. federal income tax considerations:</b>	The Notes are not Specified Notes for purposes of Section 871(m) Regulations.
<b>Prohibition of Sales to EEA Retail Investors:</b>	Not Applicable
<b>Prohibition of Sales to UK Retail Investors:</b>	Applicable. 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.

**MISCELLANEOUS**

<b>Launch Date:</b>	31/10/2022
<b>Capital protection:</b>	Yes – 100% of the Specified Denomination at Maturity Date (subject to no early redemption or other circumstances according to the relevant Additional Terms and Conditions – see also section “Disclaimers” below.)
<b>Payment Business Day:</b>	Following Payment Business Day  <i>Such convention being applicable to payment of any redemption amount. In respect of payment of any Interest amount, if the Payment Business Day convention is different from the Business Day Convention specified in the relevant paragraph, the Business Day Convention will apply.</i>
<b>Financial Centre(s)</b>	Not Applicable
<b>Secondary Market:</b>	Under normal market conditions, Société Générale or an entity of its group ensures a daily secondary market during the life of the product by providing bid and offer prices expressed as percentages of the specified denomination and the difference between the bid and offer prices (the spread) will not be more than 1.00% of such specified denomination.  In the event of repurchase of the Securities on the secondary market, costs and charges within the meaning of Directive 2014/65 of the European Parliament and of the Council on Markets in Financial Instruments (known as MIF2) will be calculated on the effective repurchase date as an exit cost equal to the difference between the fair value of the product as determined by Société Générale or an entity of its group and the price at which Société Générale or an entity of its group actually buys the product. For a request for repurchase on the secondary market, Société Générale or an entity of its group may provide ex-ante, the estimated calculation of the exit cost.  If Société Générale is required from a regulatory point of view to provide an annual ex-post report, this report shall indicate the costs actually withheld on the product over the past period.
<b>Distributor(s):</b>	BEOBANK NV/SA., Bd du Roi Albert II 2 - 1000 Bruxelles, BELGIUM
<b>Commissions and other Remunerations:</b>	Société Générale shall pay to its relevant distributor, a remuneration of up to 0.50% per annum (calculated on the basis of the maximum term of the Notes) of the nominal amount of the Notes effectively placed by such distributor  If under any applicable laws or regulations (including, if applicable, the Markets in Financial Instruments Directive 2014/65/EU (MiFID II)) a distributor (the “Interested Party”) is required to disclose to prospective investors in the Notes further information on any remuneration that Société Générale pays to, or receives from, such Interested Party in respect of the Notes, the Interested Party shall be responsible for compliance with such laws and regulations and investors may request such further information from the Interested Party. In addition, Société Générale may provide further information to its own clients upon request.
<b>Subscription fees or purchase fees:</b>	2% of Issue Price per Note, paid by the purchaser to the Distributor
<b>Reasons for the offer and use of proceeds:</b>	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.

**DISCLAIMERS****IMPORTANT WARNING:**

*Investors must read carefully the information provided in the section "Important information for investors" of the terms and conditions. In particular, the attention of the investors is drawn to the following:*

**Credit risk:** Investors take a credit risk on Société Générale. Thus Société Générale's insolvency may result in the partial or total loss of the invested amount. The market value of the product can decrease significantly below its nominal value as a result of Société Générale's creditworthiness.

**Bail-in:** The Bank Recovery and Resolution Directive (BRRD) provides "Resolution Authorities" across the European Union with a comprehensive set of tools to deal with failing European financial institutions by using amongst other things the "bail-in". If the Issuer becomes subject to resolution measures in the form of bail-in, investor's claim may be reduced to zero, converted into equity or its maturity may be postponed. This may result in losses on the invested amount, regardless of the capital protection of the product, if any.

**Information when products offer a full capital protection at maturity date:** This product provides for a full capital protection of the specified denomination, at maturity date. However, regardless of the capital protection of the product, the investor may lose part or all of the initially invested amount if the product is sold by the investor before the maturity date (since the value of the product during its lifetime may be lower than the amount of the capital protection due to market fluctuations).

**U.S. Selling Restrictions ("Regulation S U.S. Person"):** The Notes described herein are not U.S. Exempt Securities. Accordingly, the Notes have not been registered under the U.S. Securities Act of 1933 and may not be offered, sold, pledged or otherwise transferred at any time except in an "offshore transaction" (as defined under Regulation S) to or for the account or benefit of a Permitted Transferee. A "**Permitted Transferee**" means any person who: (a) is not a U.S. person as defined in Rule 902(k)(1) of Regulation S; (b) is not a person who comes within any definition of U.S. person for the purposes of the U.S. Commodity Exchange Act (**CEA**) or any rule of the U.S. Commodity Futures Trading Commission (**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 qualified eligible persons who are not "Non-United States persons," shall be considered a U.S. person) and (c) 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**). The Notes are available only to, and may only be legally or beneficially owned at any time, by Permitted Transferees. By its purchase of a Note, each purchaser will be deemed or required, as the case may be, to make certain acknowledgements, representations and agreements set out in the base prospectus.

**Section 871(m) of the U.S. Internal Revenue Code of 1986:** U.S. Treasury regulations issued under Section 871(m) of the U.S. Internal Revenue Code of 1986 (**Section 871(m) Regulations**) generally impose a 30% withholding tax on dividend equivalents paid or deemed paid (within the meaning of the relevant Section 871(m) Regulations) to a non-United States holder (a **Non-U.S. Holder**) with respect to certain financial instruments linked to U.S. equities or indices that include U.S. equities (**U.S. Underlying Equities**). Specifically, Section 871(m) Regulations will generally apply to Notes issued on or after 1 January 2017 and that substantially replicate the economic performance of one or more U.S. Underlying Equity(ies) as determined by the Issuer on the date for such Notes as of which the expected delta of the product is determined by the Issuer based on tests in accordance with the applicable Section 871(m) Regulations (for the purposes of the relevant notices, such Notes are deemed "delta-one" instruments) (**Specified Notes**). Notes linked to U.S. Underlying Equities which the Issuer has determined not to be a Specified Note will not be subject to withholding tax under Section 871(m) Regulations. If one or more of the U.S. Underlying Equities are expected to pay dividends during the term of the Specified Note, withholding generally will still be required even if the Specified Note does not provide for payments explicitly linked to dividends.

Investors are advised that in withholding this tax, the Issuer will regularly apply the general tax rate of 30% to the payments subject to U.S. provisions (or amounts deemed payments) without regard to any applicable treaty rate. Therefore, in such cases, an investor's individual tax situation will not be taken into account.

The applicable Final Terms will specify if the Notes are Specified Notes or Zero Estimated Dividends Securities. In the case of Notes that are Specified Notes, but not Zero Estimated Dividends Securities, the applicable Final Terms will specify whether the Issuer or its withholding agent will withhold tax under Section 871(m) Regulations and the rate of the withholding tax. In the case of Notes that are Zero Estimated Dividends Securities, the applicable Final Terms, will specify the rate of the withholding tax to be zero.

Investors are advised that the Issuer's determination is binding on all Non-U.S. Holders of the Notes, but it is not binding on the United States Internal Revenue Service (**IRS**) and the IRS may therefore disagree with the Issuer's determination.

The rules of Section 871(m) Regulations require complex calculations in respect of the instruments that include U.S. Underlying Equities and application of these rules to a specific issue of Notes may be uncertain. Consequently the IRS may determine they are to be applied even if the Issuer initially assumed the rules would not apply. There is a risk in such case that Noteholders are subject to withholding tax ex post.

As neither the Issuer nor the withholding agent will be required to gross up any amounts withheld in connection with a Specified Note, Noteholders will receive smaller payments in such case than they would have received without withholding tax being

imposed.

**Investors should consult their tax adviser regarding the potential application of Section 871(m) Regulations to their investment in the Notes.**

## **IMPORTANT INFORMATION FOR INVESTORS**

Prior to investing in the product, investors should seek independent financial, tax, accounting and legal advice.

**Market risk:** the product may at any time be subject to significant price movement which may in certain cases lead to the loss of the entire amount invested. Certain products may include embedded leverage, which amplifies the variation, upwards or downwards, in the value of the underlying instrument(s), which may result, in a worst case scenario, in the partial or total loss of the invested amount.

**Risk relating to unfavourable market conditions:** The fluctuations in the marked-to-market value of certain products may require the investor to make provisions or resell the products in whole or in part before maturity, in order to enable the investor to comply with its contractual or regulatory obligations. As a consequence, the investor may have to liquidate these products under unfavourable market conditions, which may result in the partial or total loss of the invested amount. This risk will be even higher if these products include leverage.

**Liquidity risk:** This product entails a materially relevant liquidity risk. Certain exceptional market 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 significantly impacts how much he gets back. This may entail a partial or total loss of the invested amount.

**Information in the event of a buy back by Société Générale or of an early termination of the product:** Société Générale may commit to ensure a secondary market. The performance of this commitment shall depend on (i) general market conditions and (ii) the liquidity conditions of the underlying instrument(s) and, as the case may be, of any other hedging transactions. The price of such products (in particular, the “bid/offer” spread that Société Générale may propose for the repurchase or early termination of such products) will include, inter alia, the hedging and/or unwinding costs generated by such a buy back for Société Générale. Société Générale and/or its subsidiaries cannot assume any responsibility for such consequences and for their impact on the transactions relating to, or investment into, the relevant products.

**Events affecting the underlying instrument(s) or hedging transactions:** In order to take into account the consequences of certain events affecting the underlying instrument(s) on the product or hedging transactions, the product’s documentation provides for (a) mechanisms to adjust or substitute underlying instrument(s), (b) the deduction of the increased cost of hedging from any due amount, (c) monetization and accordingly, de-indexation of the pay-off formula for all or part of the amounts payable under the product from the underlying instrument(s), and (d) the early redemption of the product by the Issuer. Any of these measures may result in losses on the invested amount, regardless of the capital protection of the product, if any.

**FRTB Information:** For an Index in respect of which the Index Components comprise, without limitation, one or more Equity Instruments that is a Fund Unit or an Underlying Index composed of Funds, ETF Share or an Underlying Index composed of ETF, if from 1 January 2023, the related Fund, Fund Provider of the underlying Fund, ETF or ETF Service Provider of the underlying ETF does not make publicly available information or does not provide information (either spontaneously or as required pursuant to laws and regulations or contractual arrangements) enabling Société Générale or its affiliates to calculate its market risks as holder of Fund Units or ETF Share to hedge the obligations of the Issuer under the Notes, as if it were holding directly the assets of the underlying Fund or ETF (the FRTB Information), Société Générale or its affiliates may be subject to significantly higher capital requirements under the Fundamental Review of the Trading Book as implemented into French law. Consequently, from that date, the Calculation Agent may (i) substitute the affected Index by a similar Index and make corresponding adjustment to the conditions of the product which could have a material adverse effect on the value of the product, or (ii) redeem the product which may result in the partial or total loss of the invested amount.

**Information on data and/or figures drawn from external sources:** The accuracy, completeness or relevance of the information which has been drawn from external sources is not guaranteed although it is drawn from sources reasonably believed to be reliable. Subject to any applicable law, neither Société Générale nor the Issuer shall assume any liability in this respect.

**Information on simulated past performance and/or on future performance and/or on past performance:** The value of your investment may fluctuate. When simulated past performance or past performance is displayed, the figures relating thereto refer or relate to past periods and are not a reliable indicator of future results. This also applies to historical market data. When future performance is displayed, the figures relating to future performance are a forecast and are not a reliable indicator of future results. Furthermore, where past performance or simulated past performance relies on figures denominated in a currency other than that

of the country of residence of an investor, the return for such investor may increase or decrease as a result of currency fluctuations. Finally, when past or future performance or simulated past performance is displayed, the potential return may also be reduced by the effect of commissions, fees, taxes or other charges borne by the investor.

**General selling restrictions:** It is each investor's responsibility to ascertain that it is authorized to subscribe for, or invest into, or to on-sell this product.

Further, the underlying instrument(s) of certain products may not be authorised to be marketed in the country(ies) where such products are offered. The attention of investors is drawn to the fact that the offering of these products in this (these) country(ies) in no way constitutes an offer, or an invitation to make an offer, to subscribe to, or purchase, the underlying instrument(s) in such country(ies).

**Information on commissions, remunerations paid to, or received from third parties:** If, under applicable laws and regulations, any person (the "Interested Party") is required to disclose to prospective investors in the product any commission or remuneration that Société Générale and/or the Issuer pay(s) to, or receives from, such Interested Party in respect of the product, the Interested Party shall be solely responsible for compliance with such laws and regulations.

**Currency exchange risk:** When the underlying asset(s) is/are quoted and/or expressed in a foreign currency and/or, in the case of an index or an asset basket, it contains components expressed and/or quoted in one or several foreign currency(ies), the value of the investment may increase or decrease as a result of the value of such currency(ies) against the euro or any other currency in which the product is expressed, unless the product includes a currency exchange guarantee.

**Conflict of Interest:** The valuation of a product may be linked to the spot price or the fixing of underlying financial instruments or other asset types (the "underlying assets"). At any time, Société Générale and its affiliates may trade in such underlying assets on own account or on behalf of their clients who may have similar or opposite interests to investor's own, or act, without limitation, as derivatives counterparty, hedging party, issuer, market maker, broker, structurer, advisor, distributor, placing agent, guarantor, asset manager, custodian or calculation agent in relation to such underlying assets, which might have an impact on such underlying assets' performance, liquidity or market value. Therefore, potential conflicts of interest may arise between the different divisions of Société Générale Group acting on such underlying assets on own account or on behalf of their clients, and investor's own. However, conflicts of interest are identified, prevented and managed in accordance with Société Générale's conflict of interest policy which summary has been communicated to the investor or is available upon request to his usual Société Générale contact.

**Benchmarks:** Investors in floating rate Notes and/or indexed on certain underlyings which are considered as benchmarks are exposed to the risk that : 1) such benchmarks may be subject to methodological or other changes which could affect their value, or 2) (i) may become not compliant with applicable laws and regulations (such as the Regulation (EU) No. 2016/1011 of the European Parliament and of the Council of 8 June 2016 (the Benchmarks Regulation)) ; (ii) may cease to be published, or (iii) the supervisor or administrator of any such benchmark may make a statement that the relevant benchmark is no longer representative, and as a consequence the relevant benchmark may be replaced by another benchmark.

**Authorisation:** Societe Generale is a French credit institution (bank) authorised and supervised by the European Central Bank (ECB) and the Autorité de Contrôle Prudentiel et de Résolution (the French Prudential Control and Resolution Authority) (ACPR) and regulated by the Autorité des Marchés Financiers (the French financial markets regulator) (AMF).

For any country of the European Economic Area or for the United Kingdom (i) in which the product is not admitted to trading on a regulated market and (ii) not expressly referred to, in this document, as a country in which a non-exempt offer of the product is authorised, this PRODUCT IS OFFERED ON AN EXEMPT OFFER BASIS and no prospectus has been approved in that country by the local regulator. The product cannot thus be distributed in that country by way of an offer, or an invitation to make an offer of securities to the public, as defined in Regulation (EU) 2017/1129 (the Prospectus Regulation).

**Warning regarding the Index:** The index referred to herein (the "Index") is not sponsored, approved or sold by Société Générale. Société Générale shall not assume any responsibility in this respect.

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