

FINAL VERSION APPROVED BY THE ISSUER

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Certificates has led to the conclusion that: (i) the target market for the Certificates is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Certificates to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Certificates (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 Certificates (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

UK MIFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Certificates has led to the conclusion that: (i) the target market for the Certificates 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 Certificates to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Certificates (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 Certificates (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

Dated 09 May 2024

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Certificates 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 European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, MiFID II); or (ii) a customer within the meaning of Directive 2016/97/EU (as amended or superseded, the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the EU PRIIPs Regulation) for offering or selling the Certificates or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Certificates or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Certificates 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 Certificates or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Certificates 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 3,000 Certificates in an aggregate principal amount of EUR 3,000,000 due 24 May 2027
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 Certificates*" in the Base Prospectus dated 31 May 2023. This document constitutes the Final Terms of the Certificates described herein and must be read in conjunction with the Base Prospectus and the supplement to such Base Prospectus dated 4 August 2023 and 25 October 2023 and 15 January 2024 and 8 February 2024 and 25 March 2024 and any other supplement published prior to the Issue Date (as defined below) (the **Supplement(s)**); provided, however, that to the extent such Supplement (i) is published after these Final Terms have been signed or issued and (ii) provides for any change to the Conditions as set out under the heading "*General Terms and Conditions of the English Law Certificates*", such change shall have no effect with respect to the Conditions

FINAL VERSION APPROVED BY THE ISSUER

of the Certificates to which these Final Terms relate. Full information on the Issuer, the Guarantor and the offer of the Certificates 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 Certificates 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 Certificates 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 Certificates 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:** 275252EN/24.5
 - (ii) **Tranche Number:** 1
 - (iii) **Date on which the Certificate become fungible:** Not Applicable
2. **Specified Currency:** EUR
3. **Aggregate Nominal Amount:**
 - (i) **-Tranche:** 3,000 Certificates in an aggregate principal amount of EUR 3,000,000
 - (ii) **-Series:** 3,000 Certificates in an aggregate principal amount of EUR 3,000,000
4. **Issue Price:** EUR 1,000 per Certificate of EUR 1,000 Specified Denomination
5. **Specified Denomination(s):** EUR 1,000
6.
 - (i) **Issue Date:** 13 May 2024
 - (ii) **Interest Commencement Date:** Issue Date
7. **Final Exercise Date:** 24 May 2027
8. **Governing law:** English law
9.
 - (i) **Status of the Certificates:** Unsecured
 - (ii) **Date of corporate authorisation obtained for the issuance of Certificates:** Not Applicable
 - (iii) **Type of Structured Certificates:** Share Linked Certificates
The provisions of the following Additional Terms and Conditions apply:
Additional Terms and Conditions for Share Linked Certificates and Depositary Receipts Linked Certificates

FINAL VERSION APPROVED BY THE ISSUER

(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/ Certificateholders' redemption option:	See section "PROVISIONS RELATING TO REDEMPTION" below.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.	Fixed Rate Certificate Provisions:	Not Applicable
14.	Floating Rate Certificates Provisions:	Not Applicable
15.	Structured Interest Certificate Provisions:	Applicable as per Condition 4.3 of the General Terms and Conditions
(i)	Structured Interest Amount(s):	Unless previously redeemed, on each Interest Payment Date(i) (i from 1 to 36), the Issuer shall pay to the Certificateholders, for each Certificate, an amount determined by the Calculation Agent as follows: <u>Scenario 1:</u> If on Valuation Date(i), WorstPerformance(i) is higher than or equal to -40%, then: $\text{Structured Interest Amount}(i) = \text{Max}(0 ; \text{Specified Denomination} \times (i \times 1.45\%) - \text{SumCouponsPaid}(i-1))$ <u>Scenario 2:</u> If on Valuation Date(i), WorstPerformance(i) is lower than -40%, then: Structured Interest Amount(i) = 0 (zero) Definitions relating to the Structured Interest Amount are set out in paragraph 25(ii) "Definitions relating to the Product".
(ii)	Specified Period(s)/Interest Payment Date(i): (i from 1 to 36)	24 June 2024, 22 July 2024, 23 August 2024, 23 September 2024, 22 October 2024, 22 November 2024, 23 December 2024, 22 January 2025, 24 February 2025, 24 March 2025, 24 April 2025, 22 May 2025, 23 June 2025, 22 July 2025, 25 August 2025, 22 September 2025, 22 October 2025, 24 November 2025, 22 December 2025, 22 January 2026, 23 February 2026, 23 March 2026, 22 April 2026, 22 May 2026, 22 June 2026, 22 July 2026, 24 August 2026, 22 September 2026, 22 October 2026, 23 November 2026, 22 December 2026, 22 January 2027, 22 February 2027, 22 March 2027, 22 April 2027 and the Final Exercise Date
(iii)	Business Day Convention:	Following Business Day Convention (unadjusted)
(iv)	Day Count Fraction:	Not Applicable
(v)	Business Centre(s):	Not Applicable

FINAL VERSION APPROVED BY THE ISSUER

16. Zero Coupon Certificate Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Redemption at the option of the Issuer: Not Applicable

18. Redemption at the option of the Certificateholders: 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 Certificates on Automatic Early Redemption Date(i) (i from 12 to 35), in accordance with the following provisions in respect of each Certificate:

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

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

(ii) Automatic Early Redemption Date(i): (i from 12 to 35) 22 May 2025, 23 June 2025, 22 July 2025, 25 August 2025, 22 September 2025, 22 October 2025, 24 November 2025, 22 December 2025, 22 January 2026, 23 February 2026, 23 March 2026, 22 April 2026, 22 May 2026, 22 June 2026, 22 July 2026, 24 August 2026, 22 September 2026, 22 October 2026, 23 November 2026, 22 December 2026, 22 January 2027, 22 February 2027, 22 March 2027 and 22 April 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 12 to 35), WorstPerformance(i) is higher than or equal to 0%.

20. Final Exercise Amount : Unless previously redeemed, the Issuer shall redeem the Certificates on the Final Exercise Date, in accordance with the following provisions in respect of each Certificate:

Scenario 1:

If a European Knock-In Event has not occurred, then:

Final Exercise Amount = Specified Denomination x 100%

Scenario 2:

If a European Knock-In Event has occurred, then:

Final Exercise Amount = Specified Denomination x [100% + WorstPerformance(36)]

Definitions relating to the Final Exercise 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: Not Applicable

FINAL VERSION APPROVED BY THE ISSUER

23. **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

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	Website
1	Banca Monte dei Paschi di Siena SpA	BMPS IM	Borsa Italiana	www.mps.it
2	Nexi SpA	NEXI IM	Borsa Italiana	www.nexi.it
3	Tel Ita	TIT IM	Borsa Italiana	www.telecomitalia.it

- (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 Certificates and Depositary Receipts Linked Certificates

- (iv) **Credit Linked Certificates Provisions :** Not Applicable

- (v) **Bond Linked Certificates 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): 15 May 2024

Valuation Date(i): (i from 1 to 36) 17 June 2024, 15 July 2024, 16 August 2024, 16 September 2024, 15 October 2024, 15 November 2024, 16 December 2024, 15 January 2025, 17 February 2025, 17 March 2025, 15 April 2025, 15 May 2025, 16 June 2025, 15 July 2025, 18 August 2025, 15 September 2025, 15 October 2025, 17 November 2025, 15 December 2025, 15 January 2026, 16 February 2026, 16 March 2026, 15 April 2026, 15 May 2026, 15 June 2026, 15 July 2026, 17 August 2026, 15 September 2026, 15 October 2026, 16 November 2026, 15 December 2026, 15 January 2027, 15 February 2027, 15 March 2027, 15 April 2027 and 17 May 2027

- (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

FINAL VERSION APPROVED BY THE ISSUER

WorstPerformance(i): (i from 1 to 36)	means the Minimum, for k from 1 to 3, of Performance(i,k)
Performance(i,k): (i from 1 to 36) (k from 1 to 3)	means $(S(i,k) / S(0,k)) - 100\%$
S(i,k): (i from 0 to 36) (k from 1 to 3)	means in respect of any Valuation Date(i), the Closing Price of the Underlying(k)
Strike(k) (k from 1 to 3):	$100\% \times S(0,k)$
Knock-In Threshold(k): (k from 1 to 3)	$60\% \times S(0,k)$
SumCouponsPaid(i): (i from 1 to 35)	SumCouponsPaid(i) = SumCouponsPaid(i-1) + Structured Interest Amount(i) With: SumCouponsPaid(0) = 0
European Knock-In Event:	is deemed to have occurred, as determined by the Calculation Agent, if on Valuation Date(36), the Closing Price of at least one Underlying(k) is lower than its Knock-In Threshold(k).

PROVISIONS RELATING TO SECURED CERTIFICATES

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

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

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

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

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

28. **Form of the Certificates:**

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

(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

FINAL VERSION APPROVED BY THE ISSUER

31. Partly Paid Certificates Provisions:	Not Applicable
32. Instalment Certificates Provisions:	Not Applicable
33. Masse:	Not Applicable
34. Dual Currency Certificate 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 Certificates 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.

FINAL VERSION APPROVED BY THE ISSUER

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

- | | | |
|------|------------------------------|--|
| (i) | Listing: | None. |
| (ii) | Admission to trading: | Application shall be made for the Certificates to be admitted to trading on the Multilateral Trading Facility ("MTF") named EuroTLX organized and managed by Borsa Italiana S.p.A. with effect from or as soon as practicable after the Issue Date. Société Générale, directly or through a third party appointed by it, will act as specialist for the Certificates, in accordance with the rules and regulations of EuroTLX. |

There can be no assurance that the listing and trading of the Certificates will be approved with effect on the Issue Date or at all.

- | | | |
|-------|--|----------------|
| (iii) | Estimate of total expenses related to admission to trading: | Not Applicable |
| (iv) | Information required for Certificates to be listed on SIX Swiss Exchange: | Not Applicable |

2. RATINGS

The Certificates 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 Certificates 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 Certificates and Calculation Agent of the Certificates.

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 Certificateholders 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 certificates or possession of non public information in relation with them) and those of the Certificateholders. 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 Certificateholders.

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 certificate will be applied for the general financing purposes of the Société Générale Group, which include making a profit. |
|-----|---|--|

FINAL VERSION APPROVED BY THE ISSUER

(ii) **Estimated net proceeds:** Not Applicable

(iii) **Estimated total expenses:** Not Applicable

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

Not Applicable

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

Not Applicable

7. PERFORMANCE AND EFFECT ON VALUE OF INVESTMENT

(i) **PERFORMANCE OF FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT** (*Structured Certificates only*)

The value of the Certificates, the payment of a Coupon amount on a relevant interest payment date to a Certificateholder, the payment of an automatic early redemption amount on a relevant automatic early redemption date and the payment of a redemption amount to a Certificateholder on the final exercise date will depend on the performance of the underlying asset(s), on the relevant valuation date(s).

During the lifetime of the Certificates, the market value of these Certificates may be lower than the invested capital. Furthermore, an insolvency of the Issuer and/or the Guarantor may cause a total loss of the invested capital.

The attention of the investors is drawn to the fact that they could sustain an entire or a partial loss of their investment.

(ii) **PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT** (*Dual Currency Certificates only*)

Not Applicable

8. OPERATIONAL INFORMATION

(i) **Security identification code(s):**

- **ISIN Code:** XS2395085538

- **Common Code:** 239508553

(ii) **Clearing System(s):** Euroclear Bank S.A/N.V. (**Euroclear**) / Clearstream Banking *société anonyme* (**Clearstream**)

(iii) **Delivery of the Certificates:** Delivery against payment

(iv) **Calculation Agent:** Société Générale
Tour Société Générale

FINAL VERSION APPROVED BY THE ISSUER

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 Certificates:** 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 Certificates are capable of meeting them the Certificates 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 Certificates 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 Certificates are not Specified Certificates for purposes of Section 871(m) Regulations.

(vi) **Prohibition of Sales to EEA Retail Investors:** Applicable

- **Prohibition of Sales to EEA Non Natural Persons:** Not Applicable

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

- **Prohibition of Sales to UK Non Natural Persons:** Not Applicable

(viii) **Prohibition of Sales to Swiss Non Natural Persons:** Not Applicable

FINAL VERSION APPROVED BY THE ISSUER

10. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

11. ADDITIONAL INFORMATION

- Minimum Investment in the
Certificates: 1 Certificate

- Minimum Trading Lot: 1 Certificate

12. PUBLIC OFFERS IN SWITZERLAND

Not Applicable

13. EU BENCHMARKS REGULATION

- Benchmark: Not applicable