

**MiFID II product governance / Retail investors, professional investors and ECPs** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five (5) categories referred to in item 19 of the Guidelines published by the European Securities and Markets Authority (ESMA) on 3 August 2023, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, **MiFID II**) MiFID II; (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the determination of the appropriate channels for distribution of the Notes to retail clients has been made and is available on the website <https://regulatory.sgmarkets.com/#/mifid2/emt>, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

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

Dated 14/01/2026

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

SG Issuer

Legal entity identifier (LEI) : 549300QNMDBVTHX8H127

**Issue of EUR 50 000 000 Notes due 16/01/2038 Unconditionally and irrevocably  
guaranteed by Société Générale under the Debt Instruments Issuance Programme**

### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the heading "*General Terms and Conditions of the English Law Notes*" in the Base Prospectus dated 30 May 2025, which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (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(s) to such Base Prospectus dated 2 July 2025 and 26 September 2025 and 15 October 2025 and any supplement published prior to the Issue Date (as defined below) (the **Supplement(s)**); provided, however, that to the extent such Supplement (i) is published after these Final Terms have been signed or issued and (ii) provides for any change to the Conditions as set out under the heading "*General Terms and Conditions of the English Law Notes*", such change shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s). Prior to acquiring an Interest in the Notes described herein, prospective investors should read and understand the information provided

in these Final Terms, the Base Prospectus and any Supplement(s) and be aware of the restrictions applicable to the offer and sale of such Notes in the United States or to, or for the account or benefit of, persons that are not Permitted Transferees. 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, 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](http://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:** 333650EN/26.1
- (ii) **Tranche Number:** 1
- (iii) **Date on which the Notes become fungible:** Not Applicable
2. **Specified Currency:** EUR
3. **Aggregate Nominal Amount:**
  - (i) - **Tranche:** EUR 50 000 000
  - (ii) - **Series:** EUR 50 000 000
4. **Issue Price:** 100 % of the Aggregate Nominal Amount
5. **Specified Denomination(s):** EUR 1 000
6. (i) **Issue Date: (DD/MM/YYYY)** 16/01/2026
- (ii) **Interest Commencement Date:** Issue Date
7. **Maturity Date: (DD/MM/YYYY)** 16/01/2038
8. **Governing law:** English law
9. (i) **Status of the Notes:** Unsecured
- (ii) **Date of corporate authorisation obtained for the issuance of Notes:** Not Applicable
- (iii) **Type of Structured Notes:** Reference Rate Linked Notes
- (iv) **Reference of the Product:** The provisions of the following Additional Terms and Conditions apply:  
Additional Terms and Conditions for Reference Rate Linked Notes
10. **Interest Basis:** 3.9.2 applicable, as described in the Additional Terms and Conditions relating to Formulae.  
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 *General Terms and Conditions*
  - (i) **Rate(s) of Interest:** 7.50% per annum payable monthly in arrear.
  - (ii) **Specified Period(s) / Interest Payment Date(s):** means the 16 January , 16 February , 16 March , 16 April , 16 May , 16 June , 16 July , 16 August , 16 September , 16 October , 16

- November and 16 December in each year from and including the 16 February 2026 to and including the 16 January 2027.
- (iii) **Business Day Convention:** Following Business Day Convention (unadjusted)
- (iv) **Fixed Coupon Amount:** Unless previously redeemed, on each 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 x Day Count Fraction
- (v) **Day Count Fraction:** 30E/360 convention
- (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. **Structured Interest Note 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 13 to 144), the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:  
Structured Interest Amount(i) = Specified Denomination x 7.50% x RangeAccrual(Schedule(i), UpperBound(i), Fixing(t)) x Day Count Fraction
- (ii) **Specified Period(s)/Interest Payment Date(s):** Definitions relating to the Structured Interest Amount are set out in paragraph 25(ii) "Definitions relating to the Product".  
Interest Payment Date(i)(i from 13 to 144) : means the 16 January , 16 February , 16 March , 16 April , 16 May , 16 June , 16 July , 16 August , 16 September , 16 October , 16 November and 16 December in each year from and including the 16 February 2027 to and including the Maturity Date.
- (iii) **Business Day Convention :** Following Business Day Convention (unadjusted)
- (iv) **Day Count Fraction :** 30E/360
- (v) **Business Centre(s):** Not Applicable
16. **Zero Coupon Note Provisions:** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

17. **Redemption at the option of the Issuer:** Applicable as per Condition 6.1.3.1.1 of the *General Terms and Conditions*
- (i) **Optional Redemption Amount:** Unless previously redeemed, at the option of the Issuer, the Notes may be early redeemed on the Optional Redemption Date(i) (i from 12 to 143) in accordance with the following provisions in respect of each Note:  
Optional Redemption Amount = Specified Denomination x 100%
- (ii) **Optional Redemption Date(s) :** Definitions relating to the Optional Redemption Amount are set out in paragraph 25(ii)"Definitions relating to the Product".  
Optional Redemption Date(i)(i from 12 to 143) : means the 16 January , 16 February , 16 March , 16 April , 16 May , 16 June , 16 July , 16 August , 16 September , 16 October , 16 November and 16

- December in each year from and including the 16 January 2027 to and including the 16 December 2037.
- (iii) **Notice Period:** 15 Business Days prior to the Optional Redemption Date
- (iv) **Redemption in part:** Not Applicable
18. **Redemption at the option of the Noteholders:** Not Applicable
19. **Automatic Early Redemption:** Not Applicable
20. **Final Redemption Amount :** Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:  
 Final Redemption Amount = Specified Denomination x 100%

- Definitions relating to the Final Redemption Amount are set out in paragraph 25(ii) "Definitions relating to the Product".
21. **Physical Delivery Provisions:** Not Applicable
22. **Trigger redemption at the option of the Issuer:** Not Applicable
23. (i) **Redemption in respect of Non Eligible Notes:** Early Redemption or Monetisation until the Maturity Date  
 Redemption for Tax Event, Special Tax Event, Regulatory Event, Force Majeure Event, Administrator Benchmark Event or Event of Default : Early Redemption Amount : Market Value
- (ii) **Redemption in respect of Eligible Notes: Redemption for Tax Event, Special Tax Event, MREL Disqualification Event; Amounts Due in case of Bail-In of Eligible Notes** Not Applicable

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

24. (i) **Underlying(s):** The following Reference Rate as defined below:

Reference Rate	Relevant Screen Page	Specified Time	ISIN Code	Bloomberg Ticker
EUR Euribor 3 months	Reuters page "EURIBOR3MD"	11:00 am Frankfurt time	EU0009652783	EUR003M Index

- (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** The provisions of the following Additional Terms and Conditions apply :  
 Additional Terms and Conditions for Reference Rate Linked Notes

**Additional Terms and  
Conditions:**

- |   |                |
|---|----------------|
| (iv) <b>Credit Linked Notes Provisions:</b> | Not Applicable |
| (v) <b>Bond Linked Notes Provisions:</b>    | 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(i) or VD(i) (i from 12 to 144)**: means the 9 January, 9 February, 9 March, 9 April, 9 May, 9 June, 9 July, 9 August, 9 September, 9 October, 9 November and 9 December in each year from and including the 9 January 2027 to and including the 9 December 2037.
- Schedule(i) (i from 13 to 144)**: means all the Daily Valuation Date(t) from and including Valuation Date(i-1) to and excluding Valuation Date(i). All Daily Valuation Dates(t) are considered Valuation Dates.
- Daily Valuation Date(t) :** means each calendar day from and including the Valuation Date(12) to and excluding the Maturity Date.
- Daily Schedule:** means all the Daily Valuation Date(t).
- (ii) **Definitions relating to the Product:** Applicable, subject to the provisions of Condition 4 of the Additional Terms and Conditions relating to Formulae
- Fixing(t) (t within Daily Schedule)** means S(t).
- RangeAccrual(Schedule(i), UpperBound(i), Fixing(t)) (i from 13 to 144) (t within Daily Schedule)** means in respect of Schedule(i), the Ratio  $n(i) / N(i)$ , where:  
**n(i)** means the number of Daily Valuation Date(t) within Schedule(i) for which Fixing(t) is lower than or equal to UpperBound(i), and:  
**N(i)** means the total number of Daily Valuation Date(t) within Schedule(i).
- S(t) (t within Daily Schedule)** means in respect of any Daily Valuation Date(t), the Reference Rate Fixing of the Underlying.
- UpperBound(i) (i from 13 to 144)** 2.50%
- Reference Rate Fixing** Means, in respect of a Reference Rate, the fixing of such Reference Rate published on the Interest Determination Date or Valuation Date, as the case may be, on the Relevant Screen Page at the Specified Time.

In respect of a Valuation Date which is not a Business Day, the Reference Rate Fixing for such Valuation Date will be the Reference Rate Fixing on the first preceding Business Day in respect of such Valuation Date.

**PROVISIONS RELATING TO SECURED NOTES**

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

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27. **Provisions applicable to payment date(s):**
- **Payment Business Day:** Following Payment Business Day
  - **Financial Centre(s):** Not Applicable
28. **Form of the Notes:**
- (i) **Form:** Non-US Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream

- (ii) **New Global Note (NGN – bearer notes) / New Safekeeping Structure (NSS – registered notes):** No
29. **Redenomination:** Not Applicable
30. **Consolidation:** Applicable as per Condition 14.2 of the *General Terms and Conditions*
31. **Partly Paid Notes Provisions:** Not Applicable
32. **Instalment Notes Provisions:** Not Applicable
33. **Masse:** Not Applicable
34. **Dual Currency Note Provisions:** Not Applicable
35. **Additional Amount Provisions for Italian Certificates:** Not Applicable
36. **Interest Amount and/or the Redemption Amount switch at the option of the Issuer:** Not Applicable
37. **Portfolio Linked Notes Provisions:** Not Applicable

#### THIRD PARTY INFORMATION

Information or summaries of information included herein with respect to the Reference Rate have 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.

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## **PART B – OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

- (i) **Listing:** None
- (ii) **Admission to trading:** Application shall be made for the Notes 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 Notes, in accordance with the rules and regulations of EuroTLX.
- There can be no assurance that the listing and trading of the Notes will be approved with effect on the Issue Date or at all.**
- (iii) **Estimate of total expenses related to admission to trading:** Not Applicable
- (iv) **Information required for Notes to be listed on SIX Swiss Exchange:** Not Applicable

### **2. RATINGS**

The Notes to be issued have not been rated.

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

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

The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

Société Générale will ensure the roles of provider of hedging instruments to the Issuer of the Notes 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.

Furthermore, given the banking activities of Société Générale, conflicts may arise between the interests of Société Générale acting in these capacities (including business relationship with the issuers of the financial instruments being underlyings of the Notes or possession of non public information in relation with them) and those of the Noteholders. Finally, the activities of Société Générale on the underlying financial instrument(s), on its proprietary account or on behalf of its customers, or the establishment of hedging transactions, may also have an impact on the price of these instruments and their liquidity, and thus may be in conflict with the interests of the Noteholders.

### **4. REASONS FOR THE OFFER AND USE OF PROCEEDS**

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

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

Not Applicable

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

Not Applicable

### **7. PERFORMANCE AND EFFECT ON VALUE OF INVESTMENT**

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

The value of the Notes, the payment of a coupon amount on a relevant interest payment date to a Noteholder will depend on the performance of the underlying asset(s), on the relevant valuation date(s).

The value of the Notes is linked to a reference rate.

During the lifetime of the Notes, the market value of these Notes may be lower than the invested capital. Furthermore, an insolvency of the Issuer and/or the Guarantor may cause a total loss of the invested capital. The attention of the investors is drawn to the fact that they could sustain an entire or a partial loss of their investment.

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

Not Applicable

**8. OPERATIONAL INFORMATION**

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

- **ISIN Code:** XS3257292105

- **Common Code:** 325729210

(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  
L- 2420 Luxembourg  
Luxembourg

(vi) **Eurosystem eligibility of the Notes:** No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

**9. DISTRIBUTION**

(i) **Method of distribution:** Non-syndicated

- **Dealer(s):** Société Générale  
Tour Société Générale  
17, Cours Valmy  
92987 Paris la Défense Cedex  
France

(ii) **Total commission and concession:** There is no commission and/or concession paid by the Issuer to the Dealer or the Managers.

(iii) **TEFRA Rules:** Not Applicable

(iv) **Non-exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period:** A Non-exempt offer of the Notes may be made by the Dealer and any financial intermediaries to whom the Issuer gives a General Consent (the **General Authorised Offerors**) in the Non-exempt Offer jurisdiction(s) (**Non-exempt Offer Jurisdiction(s)**) during the

offer period (**Offer Period**) as specified in the paragraph “ Terms and Conditions of the Offer” below.

- **Individual Consent / Name(s) and address(es) of any Initial Authorised Offeror:** Not Applicable
- **General Consent/ Other conditions to consent:** Applicable
- (v) **U.S. federal income tax considerations:** The Notes are not Specified Notes for purposes of Section 871(m) Regulations.
- (vi) **- Prohibition of Sales to EEA Retail Investors:** Not Applicable
  - **Prohibition of Sales to EEA Non Retail Clients:** Not Applicable
- (vii) **- Prohibition of Sales to UK Retail Investors:** Applicable
  - **Prohibition of Sales to UK Non Retail Clients:** Not Applicable
- (viii) **Prohibition of Sales to Swiss Non Retail Clients:** Not Applicable

## 10. TERMS AND CONDITIONS OF THE OFFER

- **Non-Exempt Offer Jurisdiction(s):** Italy
- **Offer Period:** From 19/01/2026 to 16/02/2026, save in case of early termination.
- **Offer Price:** The Notes will be offered at the prices which will be determined by the Dealer on a continuous basis in accordance with the market conditions from time to time prevailing.  
Depending on market conditions, the offer price shall be equal, higher or lower than the Issue Price of the Notes. The Dealer will publish the prices at which the Notes are offered as ask quotes on EuroTLX, a Multilateral Trading Facility organized and managed by Borsa Italiana S.p.A. and, for information purposes only, on [www.prodotti.societegenerale.it](http://www.prodotti.societegenerale.it)
- **Conditions to which the offer is subject:** The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. A notice on the early termination will be published on the website of the Issuer ([www.prodotti.societegenerale.it](http://www.prodotti.societegenerale.it)).
- **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 purchase 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:** 1 Note
- **Details of the method and time limits for paying up and delivering the Notes:** The Notes will be delivered on any day during the Offer Period by payment of the purchase price by the Noteholders to the relevant financial intermediary.  
  
The settlement and the delivery of the securities will be executed through the Dealer mentioned above only for technical reasons. However, the Issuer will be the only offeror and as such will assume all the responsibilities in connection with the information contained in the Final Terms together with the Base Prospectus.
- **Manner and date in which results of the offer are to be made public:** Not Applicable

- 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.

The total costs charged to the investor by the Issuer or the Offeror are equal to the amount reported under the item "Costi di ingresso" in paragraph "Composizione dei costi" of the Key Information Document available on <http://kid.sgmarkets.com>.

The total costs and potential recurrent costs and potential anticipated exit penalties may have an impact on the return the investor may obtain from his investment.

## 11. ADDITIONAL INFORMATION

- Minimum investment in the Notes: 1 Note

- Minimum Trading Lot: 1 Note

- Location where the Prospectus, any Supplements thereto and the Final Terms can be collected or inspected free of charge in Italy: Société Générale, Via Olona n.2, 20123 Milano Italy

## 12. PUBLIC OFFERS IN SWITZERLAND

Not Applicable

## 13. EU BENCHMARKS REGULATION

**Benchmark:** Applicable  
 Amounts payable under the Notes will be calculated by reference to the relevant Benchmark which is provided by the relevant Administrator, as specified in the table below.  
 As at the date of these Final Terms, the relevant Administrator appears/does not appear, as the case may be, on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) (the **EU Benchmarks Regulation**), as specified in the table below.  
 If "Does not appear and exempted" is specified in the table below, it means that the relevant Administrator does not fall within the scope of the EU Benchmarks Regulation by virtue of Article 2 of that regulation.  
 If "Does not appear and non-exempted" is specified in the table below, it means that, as far as the Issuer is aware, the transitional provisions in Article 51 of the EU Benchmarks Regulation apply,

such that the relevant Administrator is not currently required to obtain a decision of equivalence, recognition, or endorsement of the benchmark.

<b>Benchmark</b>	<b>Administrator</b>	<b>Register</b>
EUR Euribor 3 months	European Money Markets Institute	Appears

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

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**ISIN code:** XS3257292105**Issuer : SG Issuer**

Domicile: 10, Porte de France, L-4360 Esch-sur-Alzette, Luxembourg

Telephone number : + 352 27 85 44 40

*Legal entity identifier (LEI) : 549300QNMDBVTHX8H127***Offeror and/or entity requesting the admission to trading :**

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

*Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41***Identity and contact details of the competent authority approving the prospectus:**

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

283, route d'Arlon L-2991, Luxembourg

Telephone number: (352) 26 25 11

E-Mail : direction@cssf.lu

**Date of approval of the prospectus:** 30/05/2025**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**

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**WHO IS THE ISSUER OF THE SECURITIES?****Issuer : SG Issuer (or the Issuer)**

Domicile: 10, Porte de France, L-4360 Esch-sur-Alzette,

Legal form: Public limited liability company (*société anonyme*).*Legal entity identifier (LEI) : 549300QNMDBVTHX8H127*

Legislation under which the Issuer operates: Luxembourg law.

Country of incorporation: Luxembourg.

**Statutory auditors : PriceWaterhouseCoopers**

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

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

In accordance with its bylaws, the Issuer is managed by an Executive Board.

The members of the board of directors are Laurent Simonet, Thierry Bodson, Yves Cacclin, Olivier Pelsser, Samuel Worobel and Francois Caralp (individually a "**Director**" and collectively the **Board of Directors**).

Laurent Simonet, Thierry Bodson, Yves Cacclin, Olivier Pelsser, Samuel Worobel and Francois Caralp hold full-time management positions within the Societe Generale group.

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

(in K€)	31 December 2024 (audited)	31 December 2023 (audited)
Operating profit/loss	234	15

**Balance sheet**

(in K€)	31 December 2024 (audited)	31 December 2023 (audited)
<b>Net financial debt (long term debt plus short term debt minus cash) *</b>	-15 575	5 990
<b>Current ratio (current assets/current liabilities)</b>	N/A	N/A
<b>Debt to equity ratio (total liabilities/total shareholder equity)</b>	N/A	N/A
<b>Interest cover ratio (operating income/interest expense)</b>	N/A	N/A

\*the Net financial debt is calculated on the basis of the following elements :

Net financial debt	31/12/2024	31/12/2023
Convertible Bond into Share (1)	48 000	48 000
Cash and cash equivalents (2)	-63 575	-42 010
Total	-15 575	5 990

(1) classified within the line Financial liabilities at amortized cost, see note 4.3 in the 2024 financial statements and in the 2024 condensed interim financial statements

(2) classified in the Balance Sheet.

**Cash flow**

(in K€)	31 December 2024 (audited)	31 December 2023 (audited)
<b>Net cash flows from operating activities</b>	55 941	28 259
<b>Net cash flows used in financing activities</b>	34 376	22 425
<b>Net cash flows from investing activities</b>	0	0

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

In the event of default or bankruptcy of the Issuer, the investor has recourse only against Société Générale and there is a risk of total or partial loss of the amount invested or conversion into securities (equity or debt) or postponement of maturity, in the event of bail-in affecting the Issuer's securities or Société Générale's structured Notes, without any guarantee or compensation.

**SECTION C. KEY INFORMATION ON THE SECURITIES**
**WHAT ARE THE MAIN FEATURES OF THE SECURITIES?**

ISIN Code: XS3257292105 Number of Notes: 50 000

<b>Product Currency</b>	EUR	<b>Settlement Currency</b>	EUR
<b>Listing</b>	EuroTLX, a Multilateral Trading Facility organized and managed by Borsa Italiana S.p.A	<b>Nominal Value</b>	EUR 1,000 per note
<b>Minimum Investment</b>	EUR 1,000	<b>Issue Price</b>	100% of the Nominal Value
<b>Maturity Date</b>	16/01/2038	<b>Minimum Reimbursement</b>	100% of the Nominal Value at maturity only
<b>Coupon Base (per annum)</b>	7.50%	<b>Cap</b>	2.50%
<b>Fixed Coupon (per annum)</b>	7.50%		

Reference Rate Name	Website	Relevant Page	Screen	Specified Time	ISIN Code	Bloomberg Ticker
EUR Euribor 3 mesi	<a href="https://www.euribor-rates.eu/en/current-euribor-rates/2/euribor-rate-3-months/">https://www.euribor-rates.eu/en/current-euribor-rates/2/euribor-rate-3-months/</a>	Reuters "EURIBOR3MD"	page	11:00 am Frankfurt time	EU0009652783	EUR003M Index

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

This product is designed to provide a coupon on a periodic basis. The product provides full capital protection at maturity only. The Issuer is able to terminate the product at its discretion before the final Maturity Date.

**Coupon**

Provided that the product has not been previously redeemed early, on each Fixed Coupon Payment Date you will receive the Fixed Coupon, adjusted to the duration of the elapsed period.

Provided that the product has not been previously redeemed early, on each Variable Coupon Payment Date you will receive:

- The Coupon Base multiplied by (n/N) where (n) is number of calendar days where the Level of the Reference Rate is observed below (or equal to) the Upper Barrier during the corresponding Observation Period and (N) is the number of calendar days in the corresponding Observation Period. This amount is floored at the Coupon Floor. The Coupon Base is expressed on a 'per annum' basis and is adjusted according to the duration of each Observation Period.

The first or the last period could be either shorter or longer, please refer to the calendar table for more details.

**Early Redemption**

On each Issuer Call Date, the Issuer has the right to terminate the product at its discretion, with a 15 business days notice. In this case, the product will be redeemed early and you will receive 100% of the Nominal Value.

**Final Redemption**

On the Maturity Date, provided that the product has not been redeemed early, you will receive the final redemption amount:

- 100% of the Nominal Value.

**Additional Information**

- Coupons are expressed as a percentage of the Nominal Value, and will start to accrue on the Interest Commencement Date.

- The Level of the Reference Rate corresponds to its value, published on the Relevant Screen Page at the Fixing Time. The investor is reminded that:

- (i) the Level of the Reference Rate in respect of calendar days which are not business days will be the level observed on the first preceding business day;

- Extraordinary events may lead to changes to the product's terms or the early termination of the product and could result in losses on your investment.

- The product is available through a public offering during the applicable offering period in the following jurisdiction(s): Italy

<b>Issue Date</b>	16/01/2026					
<b>Maturity Date</b>	16/01/2038					
<b>Observation Periods</b>	09/01/2027, 09/02/2027, 09/03/2027, 09/04/2027, 09/05/2027, 09/06/2027, 09/07/2027, 09/08/2027, 09/09/2027, 09/10/2027, 09/11/2027, 09/12/2027, 09/01/2028, 09/02/2028, 09/03/2028, 09/04/2028, 09/05/2028, 09/06/2028, 09/07/2028, 09/08/2028, 09/09/2028, 09/10/2028, 09/11/2028, 09/12/2028, 09/01/2029, 09/02/2029, 09/03/2029, 09/04/2029, 09/05/2029, 09/06/2029, 09/07/2029, 09/08/2029, 09/09/2029, 09/10/2029, 09/11/2029, 09/12/2029, 09/01/2030, 09/02/2030, 09/03/2030, 09/04/2030, 09/05/2030, 09/06/2030, 09/07/2030, 09/08/2030, 09/09/2030, 09/10/2030, 09/11/2030, 09/12/2030, 09/01/2031, 09/02/2031, 09/03/2031, 09/04/2031, 09/05/2031, 09/06/2031, 09/07/2031, 09/08/2031, 09/09/2031, 09/10/2031, 09/11/2031, 09/12/2031, 09/01/2032, 09/02/2032, 09/03/2032, 09/04/2032, 09/05/2032, 09/06/2032, 09/07/2032, 09/08/2032, 09/09/2032, 09/10/2032, 09/11/2032, 09/12/2032, 09/01/2033, 09/02/2033, 09/03/2033, 09/04/2033, 09/05/2033, 09/06/2033, 09/07/2033, 09/08/2033, 09/09/2033, 09/10/2033, 09/11/2033, 09/12/2033, 09/01/2034, 09/02/2034, 09/03/2034, 09/04/2034, 09/05/2034, 09/06/2034, 09/07/2034, 09/08/2034, 09/09/2034, 09/10/2034, 09/11/2034, 09/12/2034, 09/01/2035, 09/02/2035, 09/03/2035, 09/04/2035, 09/05/2035, 09/06/2035, 09/07/2035, 09/08/2035, 09/09/2035, 09/10/2035, 09/11/2035, 09/12/2035, 09/01/2036, 09/02/2036, 09/03/2036, 09/04/2036, 09/05/2036, 09/06/2036, 09/07/2036, 09/08/2036, 09/09/2036, 09/10/2036, 09/11/2036, 09/12/2036, 09/01/2037, 09/02/2037, 09/03/2037, 09/04/2037, 09/05/2037, 09/06/2037, 09/07/2037, 09/08/2037, 09/09/2037, 09/10/2037, 09/11/2037, 09/12/2037					
<b>Coupon - Fixed Coupon (per Payment Date)</b>	7.50%, 7.50%, 7.50%, 7.50%, 7.50%, 7.50%, 7.50%, 7.50%, 7.50%, 7.50%, 7.50%					
<b>Fixed Coupon Payment Dates</b>	16/02/2026, 16/03/2026, 16/04/2026, 16/05/2026, 16/06/2026, 16/07/2026, 16/08/2026, 16/09/2026, 16/10/2026, 16/11/2026, 16/12/2026, 16/01/2027					
<b>Variable Coupon Payment Dates</b>	16/02/2027, 16/03/2027, 16/04/2027, 16/05/2027, 16/06/2027, 16/07/2027, 16/08/2027, 16/09/2027, 16/10/2027, 16/11/2027, 16/12/2027, 16/01/2028,					

	16/02/2028,	16/03/2028,	16/04/2028,	16/05/2028,	16/06/2028,	16/07/2028,
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	16/08/2029,	16/09/2029,	16/10/2029,	16/11/2029,	16/12/2029,	16/01/2030,
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	16/08/2036,	16/09/2036,	16/10/2036,	16/11/2036,	16/12/2036,	16/01/2037,
	16/02/2037,	16/03/2037,	16/04/2037,	16/05/2037,	16/06/2037,	16/07/2037,
	16/08/2037,	16/09/2037,	16/10/2037,	16/11/2037,	16/12/2037,	16/01/2038
<b>Issuer Call Dates</b>	16/01/2027,	16/02/2027,	16/03/2027,	16/04/2027,	16/05/2027,	16/06/2027,
	16/07/2027,	16/08/2027,	16/09/2027,	16/10/2027,	16/11/2027,	16/12/2027,
	16/01/2028,	16/02/2028,	16/03/2028,	16/04/2028,	16/05/2028,	16/06/2028,
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	16/07/2035,	16/08/2035,	16/09/2035,	16/10/2035,	16/11/2035,	16/12/2035,
	16/01/2036,	16/02/2036,	16/03/2036,	16/04/2036,	16/05/2036,	16/06/2036,
	16/07/2036,	16/08/2036,	16/09/2036,	16/10/2036,	16/11/2036,	16/12/2036,
	16/01/2037,	16/02/2037,	16/03/2037,	16/04/2037,	16/05/2037,	16/06/2037,
	16/07/2037,	16/08/2037,	16/09/2037,	16/10/2037,	16/11/2037,	16/12/2037

**Waiver of Set-off rights**

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

**Submission to jurisdiction:**

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

**Ranking:**

The Notes will be direct, unconditional, unsecured and unsubordinated obligations of the Issuer and will rank at least *pari passu* with all other outstanding direct, unconditional, unsecured and unsubordinated obligations of the Issuer, present and future.

The Noteholder acknowledge that in case of resolutions pursuant to Directive 2014/59/UE in relation to the Issuer's liabilities or the non subordinated, senior preferred, structured and LMEE ratio eligible liabilities of Société Générale, the Notes may be subject to the reduction of all, or a portion, of the amounts due, on a permanent basis, a conversion of all, or a portion, of the amounts due into shares or other securities of the Issuer or the Guarantor or another person; cancellation; and/or the amendment on maturity of the Notes or amendment on the calendar or the amount of the interests.

**RESTRICTIONS ON THE FREE TRANSFERABILITY OF THE SECURITIES :**

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

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

**WHERE THE SECURITIES WILL BE TRADED**

**Admission to trading:**

Application will be made for the Notes to be admitted to trading on the Multilateral Trading Facility ("**MTF**") EuroTLX organized and managed by Borsa Italiana S.p.A. **There can be no assurance that the listing and trading of the Notes will be approved with effect on the Issue Date or at all.**

**IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?**

**Nature and scope of the guarantee:**

The Notes are unconditionally and irrevocably guaranteed by Société Générale (the **Guarantor**) pursuant to the guarantee governed by French law made as of 30/05/2025 (the **Guarantee**).

The Guarantee obligations constitute a direct, unconditional, unsecured and unsubordinated obligations of the Guarantor ranking as senior preferred obligations, as provided for in Article L. 613-30-3-I-3° of the French Code "*monétaire et financier*" and will rank at least pari passu with all other existing and future direct, unconditional, unsecured senior preferred obligations of the Guarantor, including those in respect of deposits.

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

**Description of the Guarantor:**

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

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

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

Country of incorporation: France.

Legal entity identifier(LEI) : O2RNE8IBXP4R0TD8PU41

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

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

**Key financial information on the Guarantor:**

**Income statement**

(in million EUR)	First Quarter 2025 (audited)	31/12/2024 (audited)	First Quarter 2024 (audited)	31/12/2023 (audited)
Net interest income (or equivalent)	N/A	9,892	N/A	10,310
Net fee and commission income	N/A	6,226	N/A	5,588
Net impairment loss on financial assets	(344)	(1,530)	(400)	(1,025)
Net trading income	N/A	10,975	N/A	10,290

Measure of financial performance used by the issuer in the financial statements such as operating profit	2,135	8,316	1,265	6,580
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	1,608	4,200	680	2,493

**Balance sheet**

(in billion EUR)	First Quarter 2025 (audited)	31/12/2024 (audited)	First Quarter 2024 (audited)	31/12/2023 (audited)	Value as outcome from the most recent supervisory review and evaluation process (SREP)
Total assets (Total Assets)	1,554.4	1,573.5	1,590.6	1,554.0	N/A
Senior debt (Debt securities issued)	154.3	162.2	166.6	160.5	N/A
Subordinated debt (Subordinated debts)	16.1	17	15.8	15.9	N/A
Loans and receivables to customers (Customer loans at amortised cost)	447.8	454.6	459.2	485.4	N/A
Deposits from customers (Customer deposits)	521.1	531.7	530.9	541.7	N/A
Total equity (Shareholders' equity, subtotal Equity, Group share)	70.6	70.3	67.3	66	N/A
Non-performing loans (based on net carrying amount / Loans and receivables) (Doubtful loans)	14.3	14.4	15	16.1	N/A
Common Equity Tier 1 capital (CET1) ratio (or other relevant prudential capital adequacy ratio depending on the issuance) (Common Equity Tier 1 ratio)	13.4% <sup>(1)</sup>	13.3% <sup>(1)</sup>	13.2% <sup>(1)</sup>	13.1% <sup>(1)</sup>	10.22%**
Total capital ratio (Total capital ratio)	19.1% <sup>(1)</sup>	18.9% <sup>(1)</sup>	18.7% <sup>(1)</sup>	18.2% <sup>(1)</sup>	N/A
Leverage ratio calculated under applicable regulatory framework	4.4% <sup>(1)</sup>	4.3% <sup>(1)</sup>	4.2% <sup>(1)</sup>	4.3% <sup>(1)</sup>	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 10.22% as of 31/03/2025.

(1)Phased-in ratio.

The audit report does not contain any qualification.

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

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

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

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

Although it is subject to market making agreement, the liquidity of the product may be affected by exceptional circumstances that make it difficult to sell the product or at a price that results in a total or partial loss of the amount invested.

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

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

Events unrelated to the Underlying(s) (e.g. change in law, including tax law, force majeure, number of securities in circulation) may lead to early redemption of the Notes and thus to total or partial loss of the amount invested.

Events affecting the Underlying(s) or hedging transactions may lead to adjustments, de-indexation, substitution of the Underlying(s), or early redemption of the Notes and consequently to losses on the amount invested, including in the case of capital protection.

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

The performance of the reference rate(s) is dependent on economic and political factors. Such factors could have a negative impact on the performance of the reference rate(s) and consequently on the value of the Notes. These factors can be expected to intensify in periods of financial turmoil.

#### **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):** Italy

**Offer Period:** From 19/01/2026 to 16/02/2026, save in case of early termination.

**Offer Price:** The Notes will be offered at the prices which will be determined by the Dealer on a continuous basis in accordance with the market conditions from time to time prevailing.

Depending on market conditions, the offer price shall be equal, higher or lower than the Issue Price of the Notes. The Dealer will publish the prices at which the Notes are offered as ask quotes on EuroTLX, a Multilateral Trading Facility organized and managed by Borsa Italiana S.p.A. and, for information purposes only, on [www.prodotti.societegenerale.it](http://www.prodotti.societegenerale.it)

**Conditions to which the offer is subject:** The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. A notice on the early termination will be published on the website of the Issuer ([www.prodotti.societegenerale.it](http://www.prodotti.societegenerale.it)).

**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:**

The total costs charged to the investor by the Issuer or the Offeror are equal to the amount reported under the item "Costi di ingresso" in paragraph "Composizione dei costi" of the Key Information Document available on <http://kid.sgmarkets.com>.

The total costs and potential recurrent costs and potential anticipated exit penalties may have an impact on the return the investor may obtain from his investment.

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 Italy

##### **WHO IS THE OFFEROR AND/OR THE PERSON ASKING FOR THE ADMISSION TO TRADING ?**

Société Générale as Dealer

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

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

Applicable law : French law.

Country of incorporation : France

##### **WHY IS THIS PROSPECTUS BEING PRODUCED?**

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

**Reasons for the offer and use of proceeds:**

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

**Estimated net proceeds:** Not Applicable

**Underwriting:** There is an underwriting agreement on a firm commitment basis with: Société Générale

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

Save for fees, if any, payable to the Dealer, and so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. Société Générale will ensure the roles of provider of hedging instruments to the Issuer of the Notes 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. Furthermore, given the banking activities of Société Générale, conflicts may arise between the interests of Société Générale acting in these capacities (including business relationship with the issuers of the financial instruments being underlyings of the Notes or possession of non public information in relation with them) and those of the Noteholders. Finally, the activities of Société Générale on the underlying financial instrument(s), on its proprietary account or on behalf of its customers, or the establishment of hedging transactions, may also have an impact on the price of these instruments and their liquidity, and thus may be in conflict with the interests of the Noteholders.

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**NOTA DI SINTESI DELL'EMISSIONE****SEZIONE A – INTRODUZIONE COMPRENSIVA DELLE AVVERTENZE**

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**Codice ISIN:** XS3257292105

**Emittente:** SG Issuer

Domicilio: 10, Porte de France, L-4360 Esch-sur-Alzette, Luxembourg

Numero di telefono : + 352 27 85 44 40

Legal entity identifier (LEI): 549300QNMDBVTHX8H127

**Offerente e/o soggetto che richiede l'ammissione alle negoziazioni :**

Societe Generale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

Sede legale : 29, boulevard Haussmann, 75009 Paris, France.

Legal entity identifier(LEI): O2RNE8IBXP4R0TD8PU41

**Individuazione e contatti dell'autorità competente per l'approvazione del prospetto:**

Approvato dalla Commission de Surveillance du Secteur Financier (CSSF)

283, route d'Arlon L-2991, Luxembourg

Numero di telefono : (352) 26 25 11

E-Mail :direction@cssf.lu

**Data di approvazione del prospetto:** 30/05/2025

**AVVERTENZE**

La presente nota di sintesi deve essere letta come un'introduzione al prospetto di base (il **Prospectus**). Qualsiasi decisione di investire nell'Obbligazione (l'**Obbligazione**) emessa sulla base Prospetto deve basarsi su una valutazione complessiva del Prospetto da parte dell'investitore.

Qualora sia proposto un ricorso dinanzi all'autorità giudiziaria in merito alle informazioni contenute nel Prospetto e nelle relative Condizioni Definitive, il ricorrente potrebbe essere tenuto a sostenere i costi della traduzione del Prospetto di Base prima dell'inizio del procedimento, ai sensi della legislazione nazionale degli Stati Membri.

Nessun soggetto che ha provveduto alla predisposizione della presente nota di sintesi, compresa l'eventuale traduzione, potrà essere ritenuto responsabile civilmente, salvo che questa risulti fuorviante, imprecisa o incoerente se letta congiuntamente alle altre parti del Prospetto, o non offra, se letta congiuntamente alle altre parti del Prospetto, informazioni essenziali volte ad agevolare la decisione dell'investitore di investire nei Obbligazione.

**State per acquistare un prodotto che non è semplice e può essere di difficile comprensione.**

**SEZIONE B – INFORMAZIONI CHIAVE SULL'EMITTENTE**

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**CHI È L'EMITTENTE DEI TITOLI?**

**Emittente :** SG Issuer (o l'Emittente)

Domicilio: 10, Porte de France, L-4360 Esch-sur-Alzette, Luxembourg

Legal entity identifier (LEI) : 549300QNMDBVTHX8H127

Giurisdizione di riferimento: diritto lussemburghese.

Paese di costituzione: Lussemburgo.

**Società di revisione :** PriceWaterhouseCoopers

Le attività principali di SG Issuer sono rappresentate dalla raccolta di fondi tramite l'emissione di warrant e titoli di debito destinati al collocamento presso clienti istituzionali o retail tramite collocatori associati a Société Générale. I fondi derivanti all'emissione di tali titoli di debito vengono quindi concessi in prestito a Société Générale ed altri membri del Gruppo.

Le azioni di SG Issuer sono detenute al 99,8 per cento da Société Générale Luxembourg e allo 0,2 per cento da Société Générale. È una società completamente consolidata. In conformità allo statuto, l'Emittente è gestita da un Consiglio Direttivo.

I membri del Consiglio Direttivo sono Laurent Simonet, Thierry Bodson, Yves Cacclin, Olivier Pelsser, Samuel WOROBEL e Francois Caralp (ciascuno individualmente un **Amministratore** e collettivamente il **Consiglio di Amministrazione**).

Laurent Simonet, Thierry Bodson, Yves Cacclin, Olivier Pelsser, Samuel Worobel e Francois Caralp attualmente ricoprono incarichi dirigenziali a tempo pieno all'interno del gruppo Societe Generale.

**QUALI SONO LE INFORMAZIONI FINANZIARIE CHIAVE RELATIVE ALL'EMITTENTE?**

**Conto economico**

(in migliaia di €)	31 dicembre 2024 (soggetto a revisione)	31 dicembre 2023 (soggetto a revisione)
Utile/perdita operativa	234	15

**Stato patrimoniale**

(in migliaia di €)	31 dicembre 2024 (soggetto a revisione)	31 dicembre 2023 (soggetto a revisione)
Debito finanziario netto (debiti a lungo termine meno debiti a breve termine meno disponibilità liquide) *	-15 575	5 990
Rapporto corrente (attività correnti / passività correnti)	N/A	N/A
Rapporto debito e capitale (passività totali /capitale azionario totale)	N/A	N/A
Tasso di copertura degli interessi (reddito operativo/spesa per interessi)	N/A	N/A

\* il debito finanziario netto è calcolato sulla base dei seguenti elementi:

Debito finanziario netto	31/12/2024	31/12/2023
Obbligazioni convertibili in azioni (1)	48 000	48 000
Disponibilità liquide e mezzi equivalenti (2)	-63 575	-42 010
<b>Totale</b>	<b>-15 575</b>	<b>5 990</b>

(1) classificato nella voce Passività finanziarie a costo ammortizzato, si veda nota 4.3 nel bilancio 2024 e nel bilancio periodico abbreviato del 2024

(2) classificato nello Stato Patrimoniale.

**Flussi di cassa**

(in migliaia di €)	31 dicembre 2024 (soggetto a revisione)	31 dicembre 2023 (soggetto a revisione)
Flussi di cassa netti da attività operative	55 941	28 259
Flussi di cassa netti da attività finanziarie	34 376	22 425
Flussi di cassa netti da attività di investimento	0	0

**QUALI SONO I RISCHI CHIAVE SPECIFICI DELL'EMITTENTE?**

In caso di inadempimento o fallimento dell'Emittente, l'investitore ha diritto di ricorso soltanto nei confronti di Société Générale e, in caso di bail-in applicato ai titoli dell'emittente o ai prodotti strutturati di Société Générale, è esposto al rischio di perdita totale o parziale dell'importo investito o di sua conversione in titoli (di capitale o di debito) o di spostamento della scadenza, senza alcuna garanzia o compensazione.

**SEZIONE C. INFORMAZIONI CHIAVE SUI TITOLI**
**QUALI SONO LE CARATTERISTICHE PRINCIPALI DEI TITOLI?**
**Codice ISIN:** XS3257292105 **Numero di Obbligazioni:** 50 000

<b>Valuta del Prodotto</b>	EUR	<b>Valuta Regolamento</b>	di EUR
<b>Sede negoziazione</b>	EuroTLX, un Sistema Multilaterale di Negoziazione organizzato e gestito da Borsa Italiana S.p.A.	<b>Valore Nominale</b>	1.000 EUR per Obbligazione
<b>Investimento Minimo</b>	1.000 EUR	<b>Prezzo di Emissione</b>	100% del Valore Nominale
<b>Data di Scadenza</b>	16/01/2038	<b>Rimborso minimo</b>	100 % del Valore Nominale solo alla scadenza
<b>Base del Premio (per anno)</b>	7.50%	<b>Cap</b>	2.50%
<b>Cedola Fissa (per anno)</b>	7.50%		

  

<b>Tasso di Riferimento</b>	<b>Website</b>	<b>Pagina di Riferimento</b>	<b>Orario di Riferimento</b>	<b>Codice ISIN</b>	<b>Bloomberg Ticker</b>
EUR Euribor 3 mesi	<a href="https://www.euribor-rates.eu/en/current-euribor-rates/2/euribor-rate-3-months/">https://www.euribor-rates.eu/en/current-euribor-rates/2/euribor-rate-3-months/</a>	Pagina Reuters "EURIBOR3MD"	11:00 orario di Francoforte	EU0009652783	EUR003M Index

Questo prodotto è uno strumento di debito non collateralizzato regolato dalla legge inglese.

Questo prodotto è progettato per fornire un coupon su base periodica. Il prodotto offre una protezione completa del capitale solo alla scadenza. L' Emittente può rimborsare anticipatamente il prodotto a sua discrezione prima della data di scadenza finale.

**Cedola**

Se il prodotto non è stato rimborsato anticipatamente, ad ogni Data di Pagamento della Cedola Fissa, riceverete la Cedola Fissa, adeguata in base alla durata del periodo trascorso.

Se il prodotto non è stato rimborsato anticipatamente, ad ogni Data di Pagamento della Cedola Variabile, riceverete:

- La Base della Cedola moltiplicata per  $(n/N)$ , dove  $(n)$  è il numero di giorni calendario in cui il Livello del Tasso di Riferimento è osservato sotto (o uguale a) il Cap durante il Periodo di Osservazione corrispondente e  $(N)$  è il numero di giorni calendario nel Periodo di Osservazione corrispondente.

La Base del Premio è espressa su base 'per anno' ed è adeguata in base alla durata di ogni Periodo di Osservazione.

Il primo o l'ultimo periodo possono essere più o meno lunghi; per maggiori dettagli, consultare la tabella del calendario.

**Rimborso Anticipato**

Ad ogni Data di Richiamo a Discrezione dell'Emittente, l' Emittente può rimborsare anticipatamente il prodotto a sua discrezione, con un preavviso di 15 giorni lavorativi. In questo caso, il prodotto sarà rimborsato anticipatamente e si riceverà 100% del Valore Nominale.

**Rimborso Finale**

Alla Data di Scadenza, a condizione che il prodotto non sia stato liquidato anticipatamente, riceverete l'importo della liquidazione finale:

- A scadenza, si riceverà il 100% del Valore Nominale.

**Ulteriori Informazioni**

- Le Cedole sono espresse come percentuale del Valore Nominale.

- Il Livello del Tasso di Riferimento corrisponde al suo valore, pubblicato sulla Schermata Rilevante all'Orario di Valutazione. L'investitore è avvisato che:

(i) il Livello del Tasso di Riferimento rispetto ai giorni di calendario che non sono giorni lavorativi sarà il livello osservato nel primo giorno lavorativo precedente;

- Il verificarsi di eventi straordinari potrebbe causare modifiche dei termini del prodotto o il suo rimborso anticipato. Ciò potrebbe comportare perdite sul capitale investito.

Il prodotto è disponibile mediante un'offerta pubblica durante il periodo di offerta applicabile nelle seguenti giurisdizioni: Italia

<b>Data di Emissione</b>	16/01/2026
<b>Data di Scadenza</b>	16/01/2038



16/07/2035, 16/08/2035, 16/09/2035, 16/10/2035, 16/11/2035, 16/12/2035, 16/01/2036, 16/02/2036, 16/03/2036, 16/04/2036, 16/05/2036, 16/06/2036, 16/07/2036, 16/08/2036, 16/09/2036, 16/10/2036, 16/11/2036, 16/12/2036, 16/01/2037, 16/02/2037, 16/03/2037, 16/04/2037, 16/05/2037, 16/06/2037, 16/07/2037, 16/08/2037, 16/09/2037, 16/10/2037, 16/11/2037, 16/12/2037
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**Rinuncia ai diritti di compensazione :**

I Portatori dei Obbligazione rinunciano a qualsiasi diritto di compensazione e ritenzione con riferimento ai Obbligazione, nella misura consentita dalla legge.

**Giurisdizione applicabile:**

L'Emittente accetta la competenza dei tribunali inglesi in relazione a qualunque controversia nei confronti dell'Emittente, e che i Portatori dei Obbligazione possano promuovere un'azione legale innanzi a qualunque altro tribunale competente.

**Priorità:**

I Obbligazione sono obbligazioni dirette, incondizionate, non garantite e non subordinate dell'Emittente e saranno pari passu rispetto a tutte le altre obbligazioni dirette, incondizionate, non garantite e non subordinate dell'Emittente, presenti e future, in circolazione.

Il Portatore dell'obbligazione prende atto e accetta che in caso di risoluzione ai sensi della Direttiva 2014/59/UE che riguardi le passività dell'Emittente ovvero le passività di Societe Generale non subordinate, di tipo senior preferred, strutturate e rilevanti ai fini del rapporto LMEE, I Obbligazione possono essere oggetto di riduzione totale o parziale degli importi in relazione ad esse dovuti, su base permanente; di conversione in tutto o in parte degli importi dovuti in azioni o altri titoli dell'Emittente o del Garante o di altro soggetto; di cancellazione; e/o di modifica della scadenza dei Obbligazione ovvero modifica del calendario o dell'importo degli interessi.

**RESTRIZIONI ALLA LIBERA TRASFERIBILITÀ DELLE OBBLIGAZIONI:**

Non Applicabile. Non sussiste alcuna limitazione alla libera trasferibilità dei Obbligazione, ferme restando le restrizioni di vendita e trasferimento eventualmente in vigore in talune giurisdizioni, incluse le restrizioni applicabili all'offerta e alla vendita a, o per conto o a beneficio di, Cessionari Autorizzati.

Un Cessionario Consentito indica qualsiasi soggetto che (i) non è una U.S. person secondo la definizione di cui al Regulation S; e (ii) non è un soggetto che rientra in una qualsiasi definizione di soggetto U.S. ai fini di qualsivoglia regola CEA o CFTC, o linee guida o ordinanze proposte o emesse da CEA (per fini di chiarezza, qualsiasi soggetto che non sia un "soggetto non statunitense" ai sensi della norma CFTC 4.7(a)(1)(iv), ma escludendo, ai fini della sottosezione (D), l'eccezione riferita a qualsiasi soggetto qualificato ed idoneo che non sia un "soggetto non statunitense", sarà considerato un soggetto U.S.); e (iii) non è "soggetto U.S." ai sensi delle norme definitive di attuazione dei requisiti di mantenimento del rischio di credito di cui alla Sezione 15G del U.S. Securities Exchange Act del 1934 e successive modifiche (le Regole U.S. di Mantenimento del Rischio) (**Soggetto U.S. al Mantenimento del Rischio**).

**DOVE SARANNO NEGOZIATI I TITOLI ?****Ammissione alle negoziazioni:**

Sarà presentata domanda di ammissione alla negoziazione dei Obbligazione sul Sistema Multilaterale di Negoziazione denominato EuroTLX "MTF", organizzato e gestito da Borsa Italiana S.p.A. **Non vi è nessuna certezza che la negoziazione dei Obbligazione sia approvata a partire dalla Data di Emissione o del tutto.**

**I TITOLI SONO ASSISTITI DA UNA GARANZIA?****Natura e scopo della garanzia**

Le Obbligazioni sono incondizionatamente e irrevocabilmente garantite da Société Générale (il **Garante**) ai sensi della garanzia regolata dal diritto francese stipulata in data 30/05/2025 (la **Garanzia**).

La Garanzia costituisce un'obbligazione diretta, incondizionata, non garantita e non subordinata del Garante, con il rango di obbligazione senior preferred di cui all'articolo L. 613-30-3-1-3° del Codice e sarà almeno pari passu rispetto a tutte le altre obbligazioni, esistenti e future, dirette, incondizionate, non garantite e senior preferred del Garante, ivi comprese quelle relative ai depositi.

Qualsiasi riferimento a somme o importi pagabili dall'Emittente, garantiti dal Garante ai sensi della Garanzia, dovrà essere rivolto a somme e/o importi direttamente ridotti, e/o in caso di conversione in equity, ridotte dell'importo di tale conversione, e/o altrimenti modificati di volta in volta in seguito all'applicazione del potere di bail-in di qualsivoglia autorità pertinente ai sensi della direttiva 2014/59/UE del Parlamento Europeo e del Consiglio dell'Unione Europea.

**Descrizione del Garante**

Il Garante, Société Générale è la società controllante del Gruppo Société Générale. Sede legale: 29, boulevard Haussmann, 75009 Parigi, Francia.

Forma giuridica: Società per azioni a responsabilità limitata pubblica (société anonyme).

Legislazione di riferimento dell'Emittente: diritto francese.

Paese di costituzione: Francia

Legal entity identifier (LEI) : O2RNE8IBXP4R0TD8PU41

Il Garante può intraprendere su base regolare, come ciò è definito nelle condizioni fissate dal French Banking and Financial Regulation Committee, tutte le operazioni salvo quelle sopra menzionate, ivi inclusa in particolare l'attività di brokeraggio assicurativo. In generale, il Garante può svolgere, per conto proprio, per conto di terzi o congiuntamente, tutte le attività finanziarie, commerciali, industriali, relative all'agricoltura, alla proprietà personale o immobiliare, direttamente o indirettamente legate alle attività sopra menzionate o che possono facilitare lo svolgimento di tali attività.

**Informazioni finanziarie chiave del Garante**

**Conto economico**

(in milioni di EUR)	Primo Trimestre 2025 (verificato)	31/12/2024 (verificato)	Primo Trimestre 2024 (verificato)	31/12/2023 (verificato)
Reddito netto da interessi (o equivalente) (Totale interessi attivi e passivi)	N/A	9,892	N/A	10,310
Reddito netto da fee e commissioni (Fee Totali e spese)	N/A	6,226	N/A	5,588
Perdita netta da riduzione durevole di valore delle attività finanziarie (Costo del rischio)	(344)	(1,530)	(400)	(1,025)
Reddito netto da trading (Utili e perdite nette su transazioni finanziarie)	N/A	10,975	N/A	10,290
Misura della performance finanziaria utilizzata dall'emittente nel bilancio quale l'utile operativo (Margine operativo lordo)	2,135	8,316	1,265	6,580
Utile o perdita netta (per il bilancio consolidato utile o perdita netta attribuibile ai possessori di strumenti di capitale della capogruppo) (Utile netto, quota del gruppo)	1,608	4,200	680	2,493

**Stato patrimoniale**

(in miliardi di EUR)	Primo Trimestre 2025 (verificato)	31/12/2024 (verificato)	Primo Trimestre 2024 (verificato)	31/12/2023 (verificato)	Valore risultante dal più recente processo di revisione e valutazione prudenziale (SREP)
Totale attività (Totale Attività)	1,554.4	1,573.5	1,590.6	1,554.0	N/A
Debiti senior (Titoli di debito emessi)	154.3	162.2	166.6	160.5	N/A
Debiti subordinati (Debiti Subordinati)	16.1	17	15.8	15.9	N/A
Prestiti e crediti dalla clientela (Prestiti ai clienti)	447.8	454.6	459.2	485.4	N/A
Depositi dalla clientela (Depositi dalla clientela)	521.1	531.7	530.9	541.7	N/A
Totale capitale (Patrimonio netto, subtotale equity, quota del gruppo)	70.6	70.3	67.3	66	N/A
Prestiti non performing (sulla base di importo netto iscritto in bilancio / prestiti e crediti)(Prestiti dubbi)	14.3	14.4	15	16.1	N/A
Rapporto di Common Equity Tier 1 capital (CET1) (o altro rapporto di capitale di adeguatezza prudenziale a	13.4% <sup>(1)</sup>	13.3% <sup>(1)</sup>	13.2% <sup>(1)</sup>	13.1% <sup>(1)</sup>	10.22%**

seconda dell'emissione) (Rapporto di Common Equity Tier 1)					
Rapporto di capitale totale (Rapporto di capitale totale)	19.1% <sup>(1)</sup>	18.9% <sup>(1)</sup>	18.7% <sup>(1)</sup>	18.2% <sup>(1)</sup>	N/A
Rapporto di leva calcolato secondo il quadro regolamentare applicabile (Rapporto di leva CRR a pieno carico)	4.4% <sup>(1)</sup>	4.3% <sup>(1)</sup>	4.2% <sup>(1)</sup>	4.3% <sup>(1)</sup>	N/A

\*\*Tenendo conto dei buffer normativi combinati, il livello del coefficiente CET1 graduale che attiverebbe il meccanismo dell'importo massimo distribuibile (MDA) sarebbe del 10,22% al 31/03/2025.(1)Phased-in ratio. La relazione di revisione non contiene alcun rilievo.

### **Rischi chiave specifici del garante**

*Considerando che Société Générale è garante e controparte delle operazioni di copertura dell'Emittente, gli investitori sono essenzialmente esposti al rischio di credito di Société Générale e non hanno ricorso nei confronti dell'Emittente in caso di inadempimento dell'Emittente.*

### **QUALI SONO I RISCHI CHIAVE SPECIFICI DEI TITOLI?**

La vendita delle Obbligazione prima della prevista data di scadenza determinerà la perdita della protezione totale dell'importo investito.

Benché sia oggetto di impegni di market making, la liquidità del prodotto può essere influenzata dal verificarsi di circostanze eccezionali che potrebbero rendere difficile vendere il prodotto o comunque ad un prezzo che produce la perdita totale o parziale dell'importo investito.

Il valore di mercato delle Obbligazioni dipende dall'evoluzione dei parametri di mercato al momento dell'uscita (livello dei prezzi dei Sottostanti, tassi di interesse, volatilità e credit spreads) e può pertanto comportare un rischio di perdita totale o parziale dell'importo inizialmente investito.

Il verificarsi di eventi non legati al Sottostante (quali la modifica di previsioni di legge, inclusa la normativa fiscale, eventi di forza maggiore) possono determinare il rimborso anticipato dei Obbligazione e quindi la perdita totale o parziale dell'importo investito.

Il verificarsi di eventi relativi al Sottostante ovvero a operazioni di copertura può determinare la necessità di rettifiche, de-indicizzazioni, sostituzione del Sottostante, e di conseguenza a perdite del capitale investito, anche in caso di prodotti a capitale protetto.

Se la valuta di riferimento delle attività principali dell'investitore è diversa da quella del prodotto, l'investitore è esposto al rischio di cambio, in particolare in caso di controlli sul cambio, che potrebbero ridurre l'importo investito.

L'andamento del tasso di riferimento è influenzato da fattori economici e politici. Tali fattori potrebbero incidere negativamente sulla performance del tasso di riferimento e, conseguentemente, sul valore delle Obbligazioni. È prevedibile che tali fattori si intensifichino in periodi di turbolenza finanziaria.

### **SECTION D - INFORMAZIONI CHIAVE SULL'OFFERTA AL PUBBLICO DEI TITOLI E/O SULL'AMMISSIONE ALLE NEGOZIAZIONI SU DI UN MERCATO REGOLAMENTATO**

#### **IN BASE A QUALI CONDIZIONI E ORIZZONTE TEMPORALE POSSO INVESTIRE IN QUESTI TITOLI?**

##### **DESCRIZIONE DELLE MODALITÀ DELL'OFFERTA:**

**Giurisdizione dell'offerta al pubblico non esente:** Italia

**Periodo di Offerta:** Dal 19/01/2026 al 16/02/2026, salvo chiusura anticipata del Periodo di Offerta.

**Prezzo di Offerta:** le Obbligazioni saranno offerte al prezzo che sarà determinato dal Dealer su base continuativa secondo le condizioni di mercato via via prevalenti. A seconda delle condizioni di mercato, il prezzo di offerta sarà uguale, superiore o inferiore al prezzo di emissione delle Obbligazioni. I prezzi di offerta delle Obbligazioni sono rappresentati dalle quotazioni lettera di volta in volta esposte dal Dealer su EuroTLX; tali quotazioni saranno inoltre pubblicate, a soli fini informativi, su [www.prodotti.societegenerale.it](http://www.prodotti.societegenerale.it).

**Condizioni a cui è soggetta l'offerta:** L'Emittente si riserva il diritto di chiudere il Periodo di Offerta prima della scadenza prevista per qualsiasi motivo. Un avviso sulla chiusura anticipata sarà pubblicato sul sito web dell'Emittente ([www.prodotti.societegenerale.it](http://www.prodotti.societegenerale.it)).

**Prezzo di Emissione:** 100% dell'Importo Nominale Totale

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**Stima delle spese totali relative all'emissione o all'offerta, includendo la stima di eventuali spese applicate all'investitore dall'Emittente o dall'offerente:**

I costi totali applicati all'investitore dall'Emittente o dall'Offerente sono pari all'importo riportato sotto la voce "Costi di ingresso" nel paragrafo "Composizione dei costi" del Key Information Document disponibile alla pagina <http://kid.sgmarkets.com>. I costi totali e i potenziali costi ricorrenti e le potenziali penali di uscita anticipata possono avere un impatto sul rendimento che l'investitore può ottenere dall'investimento.

**Piano di distribuzione:** Il prodotto è destinato ad investitori al dettaglio e sarà offerto in Italia

**CHI È L'OFFERENTE E/O IL SOGGETTO CHE CHIEDE L'AMMISSIONE ALLE NEGOZIAZIONI**

Société Générale in quanto Dealer

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

Sede legale : 29, boulevard Haussmann, 75009 Paris, France.

Forma giuridica: Società per azioni a responsabilità limitata pubblica (société anonyme).

Legislazione di riferimento: diritto francese.

Paese di costituzione: Francia

**PERCHÈ VIENE PRODOTTO QUESTO PROSPETTO?**

Questo prospetto è stato predisposto in relazione all'ammissione alle negoziazioni su un mercato e all'offerta al pubblico delle Obbligazioni.

**Ragioni dell'offerta o dell'ammissione alle negoziazioni:** i proventi netti dell'emissione delle Obbligazioni saranno utilizzati per le finalità generali di finanziamento del Gruppo Société Générale, che comprende il generare profitti.

**Uso dei proventi e importo stimato dei proventi:** Non applicabile

**Impegno di sottoscrizione:** E' in essere un impegno di sottoscrizione a fermo con: Société Générale

**Interessi delle persone fisiche e giuridiche coinvolte nell'emissione/offerta :**

Ad eccezione delle eventuali commissioni dovute al Dealer, e per quanto l'Emittente ne sa, nessuna persona coinvolta nell'emissione delle Obbligazioni ha un interesse rilevante nell'Offerta. Il Dealer e le sue affiliate si sono impegnate, e potrebbero in futuro impegnarsi, in operazioni di investment banking e/o commercial banking transactions, e potrebbero nel corso ordinario del business eseguire altri servizi per l'Emittente e le sue affiliate. Société Générale ricoprirà i ruoli di fornitore di strumenti di copertura a favore dell'Emittente e di Agente di Calcolo delle Obbligazioni. La possibilità di conflitti di interesse tra i vari ruoli di Société Générale, da un lato, e, d'altro lato, tra quelli di Société Générale nello svolgimento di questi ruoli e quelli dei Portatori delle Obbligazioni, non può escludersi. Inoltre, considerata l'attività bancaria di Société Générale, conflitti di interesse potrebbero sorgere tra gli interessi di Société Générale nello svolgimento di tali attività (inclusa la detenzione di informazioni non pubbliche in relazione ai sottostanti delle Obbligazioni) e quelli dei Portatori delle Obbligazioni. Infine, le attività di Société Générale sullo/sugli strumento/i finanziario/i sottostante/i, per conto della proprietà ovvero per conto dei propri clienti, oppure il porre in essere transazioni di copertura, può anche avere un impatto sul prezzo di questi strumenti e sulla loro liquidità, e ciò potrebbe configgere con gli interessi dei Portatori delle Obbligazioni. Société Générale ricoprirà i ruoli di fornitore di strumenti di copertura a favore dell'Emittente e di Agente di Calcolo delle Obbligazioni. La possibilità di conflitti di interesse tra i vari ruoli di Société Générale, da un lato, e, d'altro lato, tra quelli di Société Générale nello svolgimento di questi ruoli e quelli dei Portatori delle Obbligazioni, non può escludersi. Inoltre, considerata l'attività bancaria di Société Générale, conflitti di interesse potrebbero sorgere tra gli interessi di Société Générale nello svolgimento di tali attività (incluse le relazioni di affari con gli emittenti degli strumenti finanziari che sono i sottostanti delle Obbligazioni ovvero la detenzione di informazioni non pubbliche in relazione ad essi) e quelli dei Portatori delle obbligazioni. Infine, le attività di Société Générale sullo/sugli strumento/i finanziario/i sottostante/i, per conto della proprietà ovvero per conto dei propri clienti, oppure il porre in essere transazioni di copertura, può anche avere un impatto sul prezzo di questi strumenti e sulla loro liquidità, e ciò potrebbe configgere con gli interessi dei Portatori delle obbligazioni