

MiFID II product governance – 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 categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 as well as the determination of the appropriate distribution channel, has been made and is available on the following website: <https://regulatory.sgmarkets.com/#/mifid2/emt> (the "Target Market"). Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the Target Market assessment and the suggested distribution strategy for the product; 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 Target Market assessment) and determining appropriate distribution channels.

Dated 27/08/2020

SG Issuer

Legal entity identifier (LEI): 549300QNMDBVTHX8H127

Issue of up to SEK 100 000 000 Notes due 03/11/2025  
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 5 June 2020, which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8(4) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus and the supplement(s) to such Base Prospectus dated 17 July 2020 and 20 August 2020 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 for inspection from the head office of the Issuer, the Guarantor, the specified offices of the Paying Agents and, in the case of Notes admitted to trading on the Regulated Market or on Euro MTF of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and, in the case of Non-Exempt Offers; on the website of the Issuer (<http://prospectus.socgen.com>).

- |    |   |                       |
|----|---|-----------------------|
| 1. | (i) <b>Series Number:</b>                             | 200269EN/20.10        |
|    | (ii) <b>Tranche Number:</b>                           | 1                     |
|    | (iii) <b>Date on which the Notes become fungible:</b> | Not Applicable        |
| 2. | <b>Specified Currency:</b>                            | SEK                   |
| 3. | <b>Aggregate Nominal Amount:</b>                      |                       |
|    | (i) <b>- Tranche:</b>                                 | up to SEK 100 000 000 |
|    | (ii) <b>- Series:</b>                                 | up to SEK 100 000 000 |

4.	<b>Issue Price:</b>	100% of the Aggregate Nominal Amount
5.	<b>Specified Denomination(s):</b>	SEK 10 000
6.	(i) <b>Issue Date: (DD/MM/YYYY)</b>	29/10/2020
	(ii) <b>Interest Commencement Date:</b>	Not Applicable
7.	<b>Maturity Date: (DD/MM/YYYY)</b>	03/11/2025
8.	<b>Governing law:</b>	English law
9.	(i) <b>Status of the Notes:</b>	Unsecured
	(ii) <b>Date of corporate authorisation obtained for the issuance of Notes:</b>	Not Applicable
	(iii) <b>Type of Structured Notes:</b>	Share Linked Notes
		The provisions of the following Additional Terms and Conditions apply: Additional Terms and Conditions for Share Linked Notes and Depositary Receipts Linked Notes
	(iv) <b>Reference of the Product</b>	3.3.1 with Option 4 applicable, as described in the Additional Terms and Conditions relating to Formulae
10.	<b>Interest Basis:</b>	See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below.
11.	<b>Redemption/Payment Basis:</b>	See section "PROVISIONS RELATING TO REDEMPTION" below.
12.	<b>Issuer's/Noteholders' redemption option:</b>	See section "PROVISIONS RELATING TO REDEMPTION" below.

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

13.	<b>Fixed Rate Note Provisions:</b>	Not Applicable
14.	<b>Floating Rate Note Provisions:</b>	Not Applicable
15.	<b>Structured Interest Note Provisions:</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions:</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

17.	<b>Redemption at the option of the Issuer:</b>	Not Applicable
18.	<b>Redemption at the option of the Noteholders:</b>	Not Applicable
19.	<b>Automatic Early Redemption:</b>	Not Applicable
20.	<b>Final Redemption Amount:</b>	Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:

**Scenario 1:**

If on Valuation Date(13), AverageBasketLevel(13) is lower than 70%, then:

Final Redemption Amount = Specified Denomination x  
AverageBasketLevel(13)

**Scenario 2:**

If on Valuation Date(13), AverageBasketLevel(13) is higher than or equal to 70% and AverageTimeAverageBasketLevel(13) is lower than 120%, then:

Final Redemption Amount = Specified Denomination x [100% + Max(0%; Participation x (AverageTimeAverageBasketLevel(13) - 100%))]

**Scenario 3:**

If on Valuation Date(13), AverageBasketLevel(13) is higher than or equal to 70% and AverageTimeAverageBasketLevel(13) is higher than or equal to 120%, then:

Final Redemption Amount = Specified Denomination x [100% + Max(Participation x 20%; (AverageTimeAverageBasketLevel(13) - 100%))]

Definitions relating to the Final Redemption Amount are set out in paragraph 27(ii) "Definitions relating to the Product".

21. **Physical Delivery Notes Provisions:** Not Applicable
22. **Credit Linked Notes Provisions:** Not Applicable
23. **Bond Linked Notes Provisions:** Not Applicable
24. **Trigger redemption at the option of the Issuer:** Applicable as per Condition 5.6 of the General Terms and Conditions  
**- Outstanding Amount Trigger Level:** 10% of the Aggregate Nominal Amount
25. **Early Redemption for tax reasons, special tax reasons, regulatory reasons, Force Majeure Event, Event of Default, or at the option of the Calculation Agent pursuant to the Additional Terms and Conditions:** Early Redemption Amount: Market Value

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

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

k	Company	Bloomberg Ticker	Exchange	Website
1	DNB ASA	DNB NO	OSLO BORS	www.dnb.no
2	Skandinaviska Enskilda Banken AB	SEBA SS	STOCKHOLM STOCK EXCHANGE	www.seb.se
3	Svenska Handelsbanken AB	SHBA SS	STOCKHOLM STOCK EXCHANGE	www.handelsbanken.se
4	Swedbank AB	SWEDA SS	STOCKHOLM STOCK EXCHANGE	www.swedbank.com

- (ii) **Information relating to the past and future performances of the Underlying(s) and volatility:** The information relating to the past and future performances of the Underlying(s) and volatility are available on the source specified in the table above.

- (iii) **Provisions relating, amongst others, to the Market Disruption Event(s) and/or Extraordinary Event(s) and/or any additional disruption event(s) as described in the relevant Additional Terms and Conditions:** The provisions of the following Additional Terms and Conditions apply:  
 Additional Terms and Conditions for Share Linked Notes and Depository Receipts Linked Notes
- (iv) **Other information relating to the Underlying(s):** 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.

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

27. (i) **Definitions relating to date(s):** Applicable

**Valuation Date(0):**  
(DD/MM/YYYY) 16/10/2020

**Valuation Date(i) (i from 1 to 13)**  
(DD/MM/YYYY)

i	Valuation Date(i)
1	16/10/2024
2	16/11/2024
3	16/12/2024
4	16/01/2025
5	16/02/2025
6	16/03/2025
7	16/04/2025
8	16/05/2025
9	16/06/2025
10	16/07/2025
11	16/08/2025
12	16/09/2025
13	16/10/2025

- (ii) **Definitions relating to the Product:** Applicable, subject to the provisions of Condition 4 of the Additional Terms and Conditions relating to Formulae

**AverageTimeAverageBasketLevel(i)**  
(i = 13) means the Arithmetic Average, for t from 1 to i, of AverageBasketLevel(t)

**AverageBasketLevel(i)**  
(i from 1 to 13) means the Arithmetic Average, for k from 1 to 4, of Level(i,k)

**Level(i,k)**  
(i from 1 to 13)  
(k from 1 to 4) means  $(S(i,k) / S(0,k))$

**S(i,k)**  
(i from 0 to 13)  
(k from 1 to 4) means in respect of any Valuation Date(i) the Closing Price of the Underlying(k)

**Participation** A percentage (indicatively 225% subject to a minimum of 150%) to be determined at the latest on Valuation Date(0) and published by the Issuer on <http://prospectus.socgen.com> at the latest on the Issue Date.

**PROVISIONS RELATING TO SECURED NOTES**

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

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

29. **Provisions applicable to payment date(s):**
- **Payment Business Day:** Following Payment Business Day
  - **Financial Centre(s):** Stockholm
30. **Form of the Notes:**
- (i) **Form:** Dematerialised Uncertificated Swedish Notes in book entry form issued, cleared and settled through Euroclear Sweden in accordance with the Swedish Central Securities Depositories and Financial Instruments Accounts Act (SFS 1998:1479), as amended
  - (ii) **New Global Note (NGN – bearer Notes) / New Safekeeping Structure (NSS – registered Notes):** No
31. **Redenomination:** Applicable as per Condition 2.2 of the General Terms and Conditions
32. **Consolidation:** Applicable as per Condition 14.2 of the General Terms and Conditions
33. **Partly Paid Notes Provisions:** Not Applicable
34. **Instalment Notes Provisions:** Not Applicable
35. **Masse:** Not Applicable
36. **Dual Currency Note Provisions:** Not Applicable
37. **Additional Amount Provisions for Italian Certificates:** Not Applicable
38. **Interest Amount and/or the Redemption Amount switch at the option of the Issuer:** Not Applicable
39. **Portfolio Linked Notes Provisions:** Not Applicable

Signed on behalf of the Issuer:

By: T. BODSON

*Duly authorised*

## PART B – OTHER INFORMATION

## 1. LISTING AND ADMISSION TO TRADING

- (i) **Listing:** Application will be made for the Notes to be listed on the regulated market of the Nasdaq OMX Stockholm AB, Sweden.
- (ii) **Admission to trading:** Application will be made for the Notes to be admitted to trading on the Regulated Market of the Nasdaq OMX Stockholm AB, Sweden, with effect from or as soon as practicable after the Issue Date.
- 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 and the payment of a redemption amount to a Noteholder on the maturity date will depend on the performance of the underlying asset(s), on the relevant valuation date(s).

The value of the Notes is linked to the positive or negative performance of the underlying instrument. The amount(s) to be paid is/are determined on the basis of the condition which is satisfied (or not) if the performance of the underlying instrument is higher than or equal to a predefined barrier performance. Performance of the underlying instrument can be leveraged.

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 RATE(S) 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:** SE0014781910

- **Common code:** 222485819

(ii) **Clearing System(s):** Swedish Central Security Depository & Clearing Organisation (**Euroclear Sweden**) identification number: 556112- 8074. The Issuer and the Issuer Agent shall be entitled to obtain information from registers maintained by Euroclear Sweden for the purposes of performing their obligations under the Notes.

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

(iv) **Calculation Agent:** Société Générale  
Tour Société Générale  
17 Cours Valmy  
92987 Paris La Défense Cedex  
France

(v) **Paying Agent(s):** Société Générale Luxembourg SA  
11, avenue Emile Reuter  
2420 Luxembourg  
Luxembourg  
and  
Nordea – Smålandsgatan 17, A213  
– SE-105 71 Stockholm  
Sweden

(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.

- (vii) **Address and contact details of Société Générale for all administrative communications relating to the Notes:**
- Société Générale  
 Tour Société Générale  
 17 Cours Valmy  
 92987 Paris La Défense Cedex  
 France  
 Name: Sales Support Services - Derivatives  
 Tel: +33 1 57 29 12 12 (Hotline)  
 Email: [clientsupport-deai@sgcib.com](mailto:clientsupport-deai@sgcib.com)

## 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.
- Société Générale shall pay to its relevant distributor(s), a remuneration of up to 1.20% per annum (calculated on the basis of the term of the Notes) of the nominal amount of Notes effectively placed by such distributor(s).
- (iii) **TEFRA rules:** Not Applicable
- (iv) **Non-exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period:** A Non-exempt offer of the Notes may be made by the Dealer and any **Initial Authorised Offeror** below mentioned, any **Additional Authorised Offeror**, the name and address of whom will be published on the website of the Issuer (<http://prospectus.socgen.com>) and any other 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:** Applicable / Strukturinvest Fondkommission AB  
 Stora Badhusgatan 18-20  
 411 21 Göteborg, Sweden
- **General Consent/ Other conditions to consent:** Applicable
- (v) **U.S. federal income tax considerations:** The Notes are not Specified Notes for purposes of the Section 871(m) Regulations.
- (vi) **Prohibition of Sales to EEA and UK Retail Investors:** Not Applicable

## 10. TERMS AND CONDITIONS OF THE OFFER

- **Non-exempt Offer Jurisdiction(s):** Sweden
- **Offer Period:** From 31/08/2020 to 02/10/2020



<b>- Offer Price:</b>	<p>The Notes will be offered at the Issue Price</p> <p>The price is also increased by fees.</p>
<b>- Conditions to which the offer is subject:</b>	<p>Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries.</p> <p>The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason.</p> <p>The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.</p> <p>In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (<a href="http://prospectus.socgen.com">http://prospectus.socgen.com</a>).</p>
<b>- Description of the application process:</b>	<p>The distribution activity will be carried out in accordance with the financial intermediary's usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription of the Notes.</p>
<b>- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</b>	<p>Not Applicable</p>
<b>- Details of the minimum and/or maximum amount of application:</b>	<p>Minimum amount of application : SEK 10 000 (i.e. 1 Note)</p>
<b>- Details of the method and time limits for paying up and delivering the Notes:</b>	<p>The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. However, the settlement and delivery of the Notes will be executed through the Dealer mentioned above. Investors will be notified by the relevant financial intermediary of their allocations of Notes and the settlement arrangements in respect thereof.</p>
<b>- Manner and date in which results of the offer are to be made public:</b>	<p>Publication on the website of the Issuer (<a href="http://prospectus.socgen.com">http://prospectus.socgen.com</a>) and in a daily newspaper of general circulation in the relevant place(s) of listing and/or public offer at the end of the subscription period if required by local regulation.</p>
<b>- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</b>	<p>Not Applicable</p>
<b>- Whether tranche(s) has/have been reserved for certain countries:</b>	<p>Not Applicable</p>
<b>- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</b>	<p>Not Applicable</p>
<b>- Amount of any expenses and taxes specifically charged to the subscriber or purchaser:</b>	<p>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,</p>

Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation.

The entry 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:** SEK 10 000 (i.e. 1 Note)
- **Minimum trading:** SEK 10 000 (i.e. 1 Note)

**12. PUBLIC OFFERS IN OR FROM SWITZERLAND**

Not Applicable

**13. BENCHMARK REGULATION**

**Benchmark:** Not Applicable

## ISSUE SPECIFIC SUMMARY

### SECTION A – INTRODUCTION INCLUDING WARNINGS

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**ISIN code :** SE0014781910

**Issuer :** SG Issuer

Domicile: 16, boulevard Royal, L-2449 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)

110, route d'Arlon L-2991, Luxembourg

E-Mail : [direction@cssf.lu](mailto:direction@cssf.lu)

**Date of approval of the prospectus:** 05/06/2020

### 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.

**Prospective investors should be aware that these Notes may be volatile and that they may receive no interest and may lose all or a substantial portion of their principal.**

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: 16, boulevard Royal, L-2449 Luxembourg

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

Legal entity identifier (LEI) : 549300QNMDVBVTHX8H127

Legislation under which the Issuer operates: Luxembourg law.

Country of incorporation: Luxembourg.

**Statutory auditors : Ernst & Young S.A.**

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.

The Issuer is a 100% subsidiary of Société Générale Luxembourg S.A. who is itself a 100 % subsidiary of Société Générale and is consolidated by global integration.

In accordance with its bylaws, the Issuer is managed by an Executive Board under the supervision of a Supervisory Council. The members of the Executive Board are Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche and Estelle Stephan Jaspard (each individually a Director and collectively the Executive Board). Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche et Estelle Stephan Jaspard exercise their activities full time within Société Générale group.

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

**Income statement**

(en K€)	31 December 2019 (audited)	31 December 2018 (audited)
<b>Operating profit/loss</b>	210	251

**Balance sheet**

(en K€)	31 December 2019 (audited)	31 December 2018 (audited)
<b>Net financial debt (long term debt plus short term debt minus cash) *</b>	-17 975	-31 584
<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 :

<b>Net financial debt</b>	<b>31/12/2019</b>	<b>30/06/2019</b>	<b>31/12/2018</b>	<b>30/06/2018</b>	<b>31/12/2017</b>
Convertible Bond into Share (1)	48 000	48 000	48 000	48 000	48 000
Cash and cash equivalents (2)	-65 975	-92 164	-79 584	-69 221	-114 889
<b>Total</b>	<b>-17 975</b>	<b>-44 164</b>	<b>-31 584</b>	<b>-21 221</b>	<b>-66 889</b>

(1) classified within the line Financial liabilities at amortized cost, see note 4.3 in the 2019 financial statements and in the 2019 condensed interim financial statements

(2) classified in the Balance Sheet.

**Cash flow**

(en K€)	31 December 2019 (audited)	31 December 2018 (audited)
<b>Net cash flows from operating activities</b>	44 845	4 214
<b>Net cash flows from financing activities</b>	(58 454)	(39 519)
<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 :** SE0014781910 **Number of Notes :** 10000

<b>Product Currency</b>	SEK	<b>Settlement Currency</b>	SEK
<b>Listing</b>	Nasdaq OMX Stockholm AB, Sweden	<b>Nominal Value</b>	SEK 10,000 per note
<b>Minimum Investment</b>	SEK 10,000	<b>Issue Price</b>	100% of the Nominal Value
<b>Maturity Date</b>	03/11/2025	<b>Capital Protection</b>	No, you can lose up to the full invested amount
<b>Participation</b>	Indicatively, 225% (minimum 150%)	<b>Capital Barrier</b>	70%
<b>Final Barrier</b>	120%		

  

Reference Underlying	Bloomberg Ticker	Relevant Exchange	Currency
DNB ASA	DNB NO	OSLO BORS	NOK
Skandinaviska Enskilda Banken AB	SEBA SS	STOCKHOLM STOCK EXCHANGE	SEK
Svenska Handelsbanken AB	SHBA SS	STOCKHOLM STOCK EXCHANGE	SEK
Swedbank AB	SWEDA SS	STOCKHOLM STOCK EXCHANGE	SEK

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

The product is a fixed term investment which is designed to generate a payoff at maturity linked to the performance of the Reference Underlying. Your capital will be fully at risk when investing in this product.

The Reference Underlying is an equally weighted basket composed of the underlyings.

Final Redemption :

On the Maturity Date, you will receive a final redemption amount.

If the Final Level of the Reference Underlying is at or above the Capital Barrier and the Average Final Level is below the Final Barrier, you will receive 100% of the Nominal Value plus the Performance of the Reference Underlying floored at 0%, multiplied by the Participation.

If the Final Level of the Reference Underlying is at or above the Capital Barrier and the Average Final Level is at or above the Final Barrier, you will receive 100% of the Nominal Value plus the highest of the Participation multiplied by 20% or the Performance of the Reference Underlying.

If the Final Level of the Reference Underlying is below the Capital Barrier, you will receive the Final Level of the Reference Underlying multiplied by the Nominal Value. In this scenario, you will suffer a partial or total loss of your invested amount.

Additional Information :

The level of the Reference Underlying is calculated as 100% plus the average performance of the underlyings, where the performance of each Underlying (which can be positive or negative) is calculated as a percentage of its Initial Value.

The Initial Value of each Underlying is its value observed on the Initial Observation Date.

The Final Level of the Reference Underlying is its level observed on the Final Observation Date

The Average Final Level is calculated as the average of the Reference Underlying levels observed on the Average Level Observation Dates

The performance of the Reference Underlying is calculated as the Average Final Level of the Reference Underlying minus 100%.

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 public placement and for the offer period defined in the following Jurisdiction: Sweden.

<b>Issue Date</b>	29/10/2020
<b>Initial Observation Date</b>	16/10/2020
<b>Maturity Date</b>	03/11/2025
<b>Average Level Observation Dates</b>	16/10/2024; 16/11/2024; 16/12/2024; 16/01/2025; 16/02/2025; 16/03/2025; 16/04/2025; 16/05/2025; 16/06/2025; 16/07/2025; 16/08/2025; 16/09/2025; 16/10/2025
<b>Final Observation Date</b>	16/10/2025

#### **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 Regulated Market of the Nasdaq OMX Stockholm AB, Sweden

**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 05/06/2020 (the Guarantee).

The Guarantee obligations constitutes a direct, unconditional, unsecured and unsubordinated obligations of the Guarantor ranking as senior preferred obligations, as provided for in Article L. 613-30-3-l-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**

<i>In millions of euros</i>	<b>Half Year 2020</b>	<b>31.12.2019</b>	<b>Half Year 2019</b>	<b>31.12.2018</b>
	<b>(unaudited)</b>	<b>(audited)</b>	<b>(unaudited)</b>	<b>(audited)</b>
Net	5,467	11,185	5,570	11,019
interest income (or equivalent) ( <i>Total interest income and expense</i> )***				
Net	2,373	5,257	2,669	5,524
fee and commission income ( <i>Total Fee income and expense</i> )				
Net	(2,099)	(1,278)	(578)	(1,005)
impairment loss on financial assets ( <i>Cost of risk</i> )				

Net trading income ( <i>Net gains and losses on financial transactions</i> )	779	4,460	2,388	5,189
Measure of financial performance used by the issuer in the financial statements such as operating profit ( <i>Gross operating income</i> )	1,928	6,944	3,416	7,274
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent) ( <i>Net income, Group share</i> )	(1,590)	3,248	1,740	4,121*

### Balance sheet

<i>In billions of euros</i>	Half Year 2020 (unaudited)	31.12.2019 (audited)	Half Year 2019 (unaudited)	31.12.2018 (audited)	#Value <i>as outcome from the most recent supervisory review and evaluation process (SREP)</i>
Total assets ( <i>Total Assets</i> )	1,453.4	1,356.3	1,388.6	1,309.4	N/A
Senior debt ( <i>Debt securities issued</i> )	136.3	125.2	127.3	116.3	N/A
Subordinated debt ( <i>Subordinated debts</i> )	14.7	14.5	14.6	13.3	N/A
Loans and receivables to customers ( <i>Customer loans at amortised cost</i> )	458.5	450.2	438.3	447.2	N/A
Deposits from customers ( <i>Customer deposits</i> )	444.5	418.6	412.9	416.8	N/A
Total equity ( <i>Shareholders' equity, subtotal Equity, Group share</i> )	60.7	63.5	62.5	61.0	N/A
Non performing loans (based on net carrying amount) / Loans and receivables) ( <i>Doubtful loans</i> )	17.7	16.2	17.0	18.0	N/A
Common Equity Tier 1 capital (CET1) ratio (or other relevant prudential capital adequacy ratio depending on the issuance) ( <i>Common Equity Tier 1 ratio</i> )	12.3%(****)	12.7%	12.0%	11.4%	10.02% **
Total capital ratio ( <i>Total capital ratio</i> )	17.7%	18.3%	17.9%	17.0%	N/A



Leverage ratio					
calculated under applicable regulatory framework ( <i>Fully-loaded CRR leverage ratio</i> )	4.2%	4.3%	4.3%	4.3%	N/A

\* As from January 1st 2019, in accordance with the amendment to IAS 12 "Income Tax", the tax saving related to the payment of coupons on undated subordinated and deeply subordinated notes, previously recorded in consolidated reserves, is now recognised in income on the "Income tax" line; 2018 comparative data have been restated).

\*\*Taking into account the combined regulatory buffers, the CET1 ratio level that would trigger the Maximum Distributable Amount mechanism would be 9.05% as of 30 June 2020 (including 0.07% of countercyclical buffers).

\*\*\*Titled in italics refer to titled used in the financial statements.

\*\*\*\* Ratio excluding IFRS 9 phasing (CET1 ratio at 12,5% including +20bp of IFRS 9 phasing).

**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?**

The investor bears the risk of total or partial loss of the amount invested at redemption of the Notes on the maturity date or the event the Notes is sold by the investor before that date.

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

The market value of the Notes depends on the evolution of market parameters at the time of exit (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), 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.

**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):** Sweden

**Offer Period:** From 31/08/2020 to 02/10/2020

**Offer Price:** The Notes will be offered at the Issue Price The price is also increased by fees.

**Conditions to which the offer is subject:**

Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the financial intermediaries, notified to investors by such relevant financial intermediaries.

The Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason. The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes. In each case, a notice to the investors on the early termination or the withdrawal, as applicable, will be published on the website of the Issuer (<http://prospectus.socgen.com>).

**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 entry costs and potential 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 Sweden

**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 : English law.

Country of incorporation : France

**WHY IS THIS PROSPECTUS BEING PRODUCED ?**

This prospectus is drawn up for the purposes of the admission to trading on a regulated market and 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.

## EMISSIONSSPECIFIK SAMMANFATTNING

### AVSNITT A – INLEDNING OCH VARNINGAR

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ISIN: SE0014781910

**Emittent : SG Issuer**

Hemvist: 16, boulevard Royal, L-2449 Luxemburg

Telefonnummer : + 352 27 85 44 40

Identifieringskod för juridiska personer (LEI) : 549300QNMDBVTHX8H127

**Erbjudare och person som ansöker om upptagande till handel:**

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, Frankrike

Hemvist : 29, boulevard Haussmann, 75009 Paris, Frankrike.

Identifieringskod för juridiska personer (LEI) : O2RNE8IBXP4R0TD8PU41

**Identitet och kontaktuppgifter för behörig myndighet som godkänt prospektet:**

Godkänt av Commission de Surveillance du Secteur Financier (**CSSF**)

110, route d'Arlon L-2991, Luxemburg

E-post: direction@cssf.lu

**Datum för godkännande av prospektet:** 05/06/2020

### VARNINGAR

Denna sammanfattning ska läsas som en introduktion till grundprospektet (**Grundprospektet**).

Varje beslut om att investera i obligationerna (**Obligationerna**) ska baseras på en bedömning av Grundprospekt i helhet av investeraren.

**Potentiella investerare bör vara medvetna om att Obligationerna kan vara volatila och att de kanske inte erhåller någon ränta och kan förlora hela eller en betydande del av deras ursprungliga investering.**

Om ett krav hänförligt till informationen i Grundprospektet och de tillämpliga Slutliga Villkoren anförs vid domstol, kan den investerare som är kående enligt Medlemsstaternas nationella lagstiftning bli tvungen att svara för kostnaderna för översättning av Grundprospektet innan de rättsliga förfarandena inleds.

Civilrättsligt ansvar kan åläggas de personer som lagt fram denna sammanfattning, inklusive översättningar därav, med endast om sammanfattningen är vilseledande, felaktig eller oförenlig med de andra delarna av Grundprospektet eller om den inte, tillsammans med de andra delarna av Grundprospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i Obligationerna.

**Du står i begrepp att köpa en produkt som inte är enkel och som kan vara svår att förstå.**

### AVSNITT B – NYCKELINFORMATION OM EMITTENTEN

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#### VEM ÄR EMITTENT AV VÄRDEPAPPEREN?

**Emittent : SG Issuer (eller Emittenten)**

Hemvist: 16, boulevard Royal, L-2449 Luxemburg

Associationsrättslig form: Publikt aktiebolag (*société anonyme*).

Identifikationskod för juridiska personer (LEI) : 549300QNMDVBVTHX8H127

Lagstiftning under vilken Emittenten bedriver verksamhet: Luxemburgsk lagstiftning.

Land i vilket bolaget bildats: Luxemburg.

**Lagstadgade revisorer : Ernst & Young S.A.**

SG Issuers huvudsakliga verksamhet är kapitalanskaffning genom emission av warranter och skuldinstrument utformade för att placeras i av institutionella investerare eller icke-professionella investerare genom distributörer som är förknippade med Société Générale. Finansieringen som erhålls genom emission av sådana skuldinstrument lånas sedan ut till Société Générale och till andra medlemmar i Koncernen.

Emittenten är ett helägt dotterföretag till Société Générale Luxembourg S.A. som i sin tur är ett helägt dotterföretag till Société Générale och är konsoliderat genom global integration.

I enlighet med dess stadgar, är Emittenten styrd av en verkställande ledning under övervakning av en Tillsynskommitté. Medlemmarna i den verkställande ledningen är Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche och Estelle Stephan Jaspard (var och en, en Direktör och tillsammans den verkställande ledningen). Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche och Estelle Stephan Jaspard utövar sina aktiviteter på heltid inom Société Générale-koncernen.

**VAD ÄR EMITTENTENS FINANSIELLA NYCKELINFORMATION?**

**Resultaträkning**

(i tusentals €)	31 december 2019 (reviderad)	31 december 2018 (reviderad)
<b>Verksamhetsvinst/förlust</b>	210	251

**Balansräkning**

(i tusentals €)	31 december 2019 (reviderad)	31 december 2018 (reviderad)
<b>Finansiell nettoskuld (långsiktig skuld plus kortsiktig skuld minus kontant) *</b>	-17 975	-31 584
<b>Nuvarande förhållande (nuvarande tillgångar/nuvarande skulder)</b>	N/A	N/A
<b>Förhållande mellan skuld och aktiekapital</b>	N/A	N/A
<b>Räntetäckningsgrad (verksamhetsintäkt/räntekostnader)</b>	N/A	N/A

\*Den Finansiella nettoskulden beräknas baserat på följande element:

Finansiell nettoskuld	31/12/2019	30/06/2019	31/12/2018	30/06/2018	31/12/2017
<b>Obligationskonvertibel till Aktie (1)</b>	48 000	48 000	48 000	48 000	48 000
<b>Kontanter och likvida medel (2)</b>	-65 975	-92 164	-79 584	-69 221	-114 889
<b>Totalt</b>	-17 975	-44 164	-31 584	-21 221	-66 889

(1) klassificerat inom ramen för Finansiella skulder till en amorterad kostnad, se not 7 i 2018 års resultaträkning och i 2018 års kondenserade delårsrapport och se not 4.3 i 2019 års kondenserade delårsrapport

(2) klassificerat i Balansräkningen

**Kassaflöde**

(i tusentals €)	31 december 2019 (reviderad)	31 december 2018 (reviderad)
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Nettokassaflöde från verksamhets-aktiviteter	44 845	4 214
Nettokassaflöde från finansierings-verksamheter	(58 454)	(39 519)
Nettokassaflöde från investerings-verksamheter	0	0

**VILKA NYCKELRISKER ÄR SPECIFIKA FÖR EMITTENTEN?**

I händelse av förfall eller konkurs avseende Emittenten, har investeraren endast krav gentemot Société Générale och det finns en risk att förlora hela eller delar av det investerade beloppet eller omvandling till värdepapper (aktier eller skuld) eller uppskjutande av förfalldag, i händelse av nedskrivning som påverkar Emittentens värdepapper eller Société Générales strukturerade obligationer, utan någon garanti eller kompensation.

**AVSNITT C. NYCKELINFORMATION OM VÄRDEPAPPEREN**
**VILKA ÄR VÄRDEPAPPERENS VIKTIGASTE EGENSKAPER?**

ISIN: SE0014781910    Antal Obligationer : 10 000

<b>Produktvaluta</b>	SEK	<b>Avvecklingsvaluta</b>	SEK
<b>Notering</b>	Nasdaq OMX Stockholm AB, Sverige	<b>Nominellt Värde</b>	10 000 SEK per obligation
<b>Minsta Investering</b>	SEK 10 000	<b>Emissionskurs</b>	100% av det Nominella Värdet
<b>Förfalldag</b>	03/11/2025	<b>Kapitalskydd</b>	Nej, du kan förlora upp till hela det investerade beloppet
<b>Deltagandegrad</b>	Indikativt 225% (mimimum 150%)	<b>Kapitalbarriär</b>	70%
<b>Slutlig Barriär</b>	120%		

  

Referensunderliggande	Bloomberg Ticker	Relevant Börs	Valuta
DNB ASA	DNB NO	OSLO BORS	NOK
Skandinaviska Enskilda Banken AB	SEBA SS	STOCKHOLM STOCK EXCHANGE	SEK
Svenska Handelsbanken AB	SHBA SS	STOCKHOLM STOCK EXCHANGE	SEK
Swedbank AB	SWEDA SS	STOCKHOLM STOCK EXCHANGE	SEK

Den här produkten är ett icke-säkerställt skuldinstrument under Engelsk lag.

Produkten är en investering med fast löptid som är utformad för att generera en avkastning på förfalldagen som är kopplad till utvecklingen för Referensunderliggande. Hela ditt kapital riskeras vid investering i denna produkt.

Referensunderliggande är en likviktad korg bestående av de underliggande.

Slutlig Inlösen :

På Förfalldagen, kommer du att få ett slutligt inlösenbelopp.

Om den Slutliga Nivån på Referensunderliggande är lika med eller över Kapitalbarriären och Genomsnittlig Slutnivå är lägre än Slutlig Barriär, kommer du att få 100% av det Nominella Värdet plus Utvecklingen för Referensunderliggande (dock lägst 0%) multiplicerat med Deltagandegraden.

Om den Slutliga Nivån på Referensunderliggande är lika med eller över Kapitalbarriären och Genomsnittlig Slutnivå är lika med eller över Slutlig Barriär, kommer du att få 100% av det Nominella Värdet plus det högre av Deltagandegraden multiplicerad med 20% och Utvecklingen för Referensunderliggande.

Om den Slutliga Nivån av den Referensunderliggande är lägre än Kapitalbarriären, kommer du att få Slutliga Nivån av den Referensunderliggande multiplicerat med det Nominella Värdet. I det här scenariot kommer du att drabbas av en delvis eller total förlust av ditt investerade belopp.

## Övrig Information :

Nivån för den Referensunderliggande beräknas som 100% plus den genomsnittliga utvecklingen för de underliggande, där utvecklingen för varje Underliggande (vilken kan vara positiv eller negativ) beräknas som ett procenttal av dess Initiala Värde.

Det Initiala Värdet för varje Underliggande är dess värde som observerats på den Initiala Observationsdagen.

Den Slutliga Nivån för Referensunderliggande är dess nivå som observeras på den Slutliga Observationsdagen.

Den Genomsnittliga Slutnivån beräknas som genomsnittet för Referensunderliggandes nivåer observerade på Observationsdagar för Genomsnittsnivå.

Utvecklingen för Referensunderliggande beräknas som den Genomsnittliga Slutnivån av Referensunderliggande minus 100%.

Extraordinära händelser kan leda till ändringar i produktens villkor eller tidig inlösen av produkten och kan leda till förluster på din investering.

Produkten är tillgänglig genom publikt erbjudande och under den definierade erbjudandeperioden i följande jurisdiktion: Sverige.

<b>Emissionsdag</b>	29/10/2020
<b>Initial Observationsdag</b>	16/10/2020
<b>Förfalldag</b>	03/11/2025
<b>Observationsdagar för Genomsnittsnivå</b>	16/10/2024, 16/11/2024, 16/12/2024, 16/01/2025, 16/02/2025, 16/03/2025, 16/04/2025, 16/05/2025, 16/06/2025, 16/07/2025, 16/08/2025, 16/09/2025, 16/10/2025
<b>Slutlig Observationsdag</b>	16/10/2025

**Avsägande av Kvittningsrättigheter**

Obligationssnehavarna avsäger sig alla rättigheter att kvitta, erhålla kompensation och kvarhållande avseende Obligationerna, i den utsträckning det tillåts enligt lag.

**Godtagande av jurisdiktion:**

Emittenten accepterar behörigheten hos domstolar i England i relation till tvister mot Emittenten, men accepterar att sådana Obligationssnehavare kan framställa sitt krav hos annan behörig domstol.

**Status:**

Obligationerna kommer vara direkta, ovillkorade, icke-säkerställda och icke-efterställa förpliktelser för Emittenten och kommer åtminstone rangordnas lika sinsemellan (*pari-passu*) med alla andra utestående direkta, ovillkorade, icke-säkerställda och icke-efterställda förpliktelser för Emittenten, nuvarande eller framtida.

Obligationssnehavaren noterar att i händelse av resolution i enlighet med direktiv 2014/59/EU i relation till Emittentens skulder eller de icke-efterställda, prioriterade, strukturerade och nedskrivningskvalificerade skulderna för Société Générale, kan Obligationerna vara föremål för minskning av hela, eller en del, av förfallna belopp, på en permanent grund, en omvandling av hela, eller en del, av förfallna belopp till aktier eller andra värdepapper av Emittenten eller Garanten eller en annan person; avslutande; och/eller justering av förfalldagen för Obligationerna eller justering av kalendern avseende eller beloppen avseende ränta.

**RESTRIKTIONER AVSEENDE VÄRDEPAPPERENS FRIA ÖVERLÅTBARHET:**

Ej tillämpligt. Det finns inga restriktioner avseende Obligationernas fria överlåtbarhet, med förbehåll för försäljnings- och överlåtelsebegränsningar som kan tillämpas i vissa jurisdiktioner inklusive restriktioner som är tillämpliga på erbjudandet och försäljning till, eller för annan persons räkning, för andra personer än Tillåtna Mottagare.

En Tillåten Mottagare betyder en person som (i) inte är en U.S Person såsom definierad i enlighet med Regulation S, (ii) inte är en person som faller inom någon definition av U.S Person som åsyftas i CEA eller någon VFTC Rule, vägledning eller order som är föreslagen eller utgiven under CEA (för undvikande av missförstånd, personer som inte är en "Non U.S. Personer" definierad under CFTC Rule 4.7(a)(1)(iv), men exklusive, för syftet av avsnitt (D) därav, undantaget för en kvalificerad jämbördig motpart som inte är en "Non U.S. Personer", ska

anses vara en U.S Person), och (iii) inte är en "U.S. Person" enligt de finansiella reglerna som implementerar kreditrisksbehållandekraven av Avsnitt 15G i U.S Securities Exchange Act av 1934, såsom justerad (**U.S. Risk Retention Rules**) (en **Risk Retention U.S. Person**).

#### **VAR KOMMER VÄRDEPAPPEREN ATT HANDLAS?**

##### **Upptagande till handel:**

Ansökan kommer göras om att ta upp Obligationerna på handel på den Reglerade Marknaden hos Nasdaq OMX Stockholm AB, Sverige.

**Det kan inte garanteras att noteringen och handel med Obligationerna kommer godkännas med start på Emissionsdagen eller över huvud taget.**

#### **FINNS DET NÅGON GARANTI KOPPLAD TILL VÄRDEPAPPEREN?**

##### **Garantins beskaffenhet och omfattning:**

Obligationerna är ovillkorat och oåterkalleligt garanterade av Société Générale (**Garanten**) i enlighet med garantin underkastad fransk lag som lämnades 05/06/2020 (**Garantin**).

Garantins förpliktelse utgör direkta, ovillkorade, icke-säkerställda och icke-efterställda förpliktelser för Emittenten som rangordnas som prioriterade förpliktelser, såsom beskrivs i Article L. 613-30-3-1-3° i fransk lagstiftning (*monétaire et financier*) och kommer rangordnas åtminstone lika sinsemellan (*pari-passu*) med alla andra existerande och framtida direkta, ovillkorade, icke-säkerställda och prioriterade förpliktelser för Garanten, inklusive de avseende insättningar.

Alla hänvisningar till summor eller belopp som ska betalas av Emittenten som garanteras av Garanten enligt Garantin ska vara sådana summor och / eller belopp som direkt minskats och / eller vid omvandling till eget kapital, minskat med beloppet för sådan konvertering, och / eller på annat sätt ändras från tid till annan till följd av tillämpningen av någon nedskrivningsbefogenhet av någon relevant myndighet enligt Europaparlamentets och Europeiska unionens rådset direktiv 2014/59/EU.

##### **Beskrivning av Garanten:**

Garanten, Société Générale är moderbolaget i Société Générale-Koncernen.

Hemvist: 29, boulevard Haussmann, 75009 Paris, Frankrike.

Associationsrättslig form: Aktiebolag (société anonyme).

Land i vilket bolaget är bildat: Frankrike.

Identifieringskod för juridiska personer (LEI) : O2RNE8IBXP4R0TD8PU41

Garanten får på en regelbunden basis, så som definierat i villkoren från French Banking and Financial Regulation Committee, involvera sig i alla transaktioner förutom de som nämns ovan, inklusive särskilt försäkringsförmedling.

Generellt sett får Garanten utöva, för egen räkning eller på tredje persons räkning eller bådadera, all finansiell, kommersiell, industriell, jordbruksrelaterad, lös egendom eller fast egendom, direkt eller indirekt relaterad till aktiviteterna som nämns ovan eller sannolikt kommer utgöra fullgörandet av sådana aktiviteter.

##### **Finansiell nyckelinformation för Garanten:**

#### **Resultaträkning**

<i>I miljoner euro</i>	<b>Halvår 2020 (oreviderad)</b>	<b>31.12.2019 (reviderad)</b>	<b>Halvår 2019 (oreviderad)</b>	<b>31.12.2018 (reviderad)</b>
Nettoränteintäkt (eller motsvarande) ( <i>Total ränteintäkt och kostnad</i> )***	5 467	11 185	5 570	11 019
Nettointäkt avgifter och kommission ( <i>Total Avgiftsintäkt och kostnad</i> )	2 373	5 257	2 669	5 524
Nettonedskrivning på finansiella tillgångar ( <i>Risikkostad</i> )	(2 099)	(1 278)	(578)	(1 005)
Nettohandelsintäkt ( <i>Nettovinst och förlust på finansiella transaktioner</i> )	779	4 460	2 388	5 189

Mått på finansiell utveckling som används av emittenten i dess finansiella redovisning såsom verksamhetsvinst ( <i>nettoverksamhetsintäkt</i> )	1 928	6 944	3 416	7 274
Nettovinst eller förlust (för konsoliderade räkenskaper nettovinst eller förlust hänförlig till aktieägare i moderbolaget) ( <i>nettointäkt, Koncernandel</i> )	(1 590)	3 248	1 740	4 121*

### Balansräkning

<i>I miljarder euro</i>	Halvår 2020 (oreviderad)	31.12.2019 (reviderad)	Halvår 2019 (oreviderad)	31.12.2018 (reviderad)	#Värde som utfall från den senaste tillsynsutvärderingen och värderingsprocessen (SREP)
Totala tillgångar ( <i>Totala tillgångar</i> )	1 453,4	1 356,3	1 388,6	1 309,4	N/A
Oprioriterade skulder ( <i>Emitterade skuldvärdepapper</i> )	136,3	125,2	127,3	116,3	N/A
Efterställda skulder ( <i>efterställda skulder</i> )	14,7	14,5	14,6	13,3	N/A
Lån och fordringar från kunder ( <i>Kundlån till amorterad kostnad</i> )	458,5	450,2	438,3	447,2	N/A
Insättningar från kunder ( <i>Insättningar från kunder</i> )	444,5	418,6	412,9	416,8	N/A
Totalt eget kapital ( <i>Aktieägares eget kapital, delpost eget kapital, Koncernandel</i> )	60,7	63,5	62,5	61,0	N/A
Nödlidande lån (baserat på nettobärande belopp/lån och fordringar) ( <i>Tveksamma lån</i> )	17,7	16,2	17,0	18,0	N/A
Primärkapitaltäckningsratio (CET1) (eller annan relevant regulatorisk kapitaltäckningsgrad beroende på emissionen) ( <i>Primärkapitaltäckningsratio</i> )	12,3%****	12,7%	12,0%	11,4%	10,02% **
Totalt kapitalförhållande ( <i>Totalt kapitalförhållande</i> )	17,7%	18,3%	17,9%	17,0%	N/A
Hävstångsnivå beräknad under tillämpligt regulatoriskt ramverk ( <i>Full hävstångsnivå</i> )	4,2%	4,3%	4,3%	4,3%	N/A

\* Från och med 1 januari 2019, i enlighet med ändringen av IAS 12 "Inkomstskatt", är nu skattebesparingen relaterad till utbetalningen av kuponger på efterställda och djupt efterställda obligationer, tidigare upptagna i den konsoliderade reserven, nu upptagna som inkomst på "Inkomstskatt"-raden; 2018 års jämförande data har omräknats.

\*\* Hänsyn tagen till de kombinerade regulatoriska buffertarna, skulle CET1 ratio aktivera mekanismen för Maximalt Utdelningsbart Belopp som skulle vara 9,05% per den 30 juni 2020 (inklusive 0,07% av det kontryckliga buffertvärdet).

\*\*\* Titlar i kursivt refererar till titeln som används i de finansiella räkenskaperna.

\*\*\*\* Ratio exkluderat IFRS 9-fas (CET1-ratio vid 12,5% inkluderat +20 bp i IFRS 9-fas).

### Vilka nyckelrisker är specifika för Garanten?



På grund av Société Générale's roll som garant och motpart till Emittentens hedningstransaktioner, är investerare väsentligen exponerade mot Société Générale's kreditrisk och har inget krav gentemot Emittenten i händelse av Emittentens fallissemang.

### **VILKA NYCKELRISKER ÄR SPECIFIKA FÖR VÄRDEPAPPEREN?**

Investeraren bär risken för total eller partiell förlust av det belopp som investerats vid inlösen av Obligationerna på förfallodagen eller i händelse av att Obligationerna säljs av investeraren före det datumet

Produktens likviditet kan påverkas negativt av vissa exceptionella omständigheter. Investerare kanske inte enkelt kan sälja produkten eller måste sälja den till en kurs som resulterar i hel eller delvis förlust av det investerade beloppet.

Marknadsvärdet för Obligationerna beror på utvecklingen av marknadsparametrar vid tidpunkten för avslut (kursnivån på de(n) Underliggande, räntesatser, volatilitet och kredit-spreadar) och kan därför resultera i en risk för en total eller delvis förlust av det initialt investerade beloppet.

Händelser orelaterade till den Underliggande (t.ex. lagändringar, inklusive skatterättslig reglering, force majeure, antal värdepapper i cirkulation) kan leda till förtida inlösen av Obligationerna och därmed till en hel eller delvis förlust av det investerade beloppet.

Händelser som påverkar de(n) Underliggande eller hedningstransaktioner kan leda till justeringar, de-indexering, utbyte av de(n) Underliggande, och som följd till förlust av investerade belopp, inklusive i händelse av kapitalskydd.

Om valutan för investerarens huvudsakliga aktiviteter skiljer sig från produktens valuta, är investeraren exponerad för valutarisk, särskilt i händelse av valutakontroller, vilket kan minska det investerade beloppet.

### **AVSNITT D – NYCKELINFORMATION OM ERBJUDANDET AV VÄRDEPAPPER TILL ALLMÄNHETEN OCH/ELLER UPPTAGANDET TILL HANDEL PÅ EN REGLERAD MARKNAD**

#### **PÅ VILKA VILLKOR OCH ENLIGT VILKEN TIDPLAN KAN JAG INVESTERA I DETTA VÄRDEPAPPER?**

##### **BESKRIVNING AV ERBJUDANDETS VILLKOR:**

**Jurisdiktion(er) för Icke-Undantaget Erbjudande:** Sverige

**Erbjudandeperiod:** Från 31/08/2020 till 02/10/2020

**Erbjudandekurs:** Obligationerna kommer erbjudas till Emissionskursen. Kursen ökas även genom avgifter.

##### **Villkor under vilka erbjudandet är underkastade:**

Erbjudandet av Obligationerna är villkorade av dess emission och, av ytterligare villkor som finns i standardvillkoren för verksamhet av det finansiella dotterföretaget, som meddelas investerare genom sådant relevant finansiellt dotterföretag.

Emittenten förbehåller sig rätten att stänga Erbjudandeperioden före dess angivna utgång av vilken anledning som helst.

Emittenten förbehåller sig rätten att dra tillbaka erbjudandet och avbryta emissionen av Obligationerna av vilken anledning när som helst på eller före Emissionsdagen. För att undvika tvivel, om någon ansökan har gjorts av en potentiell investerare och Emittenten utövar sådan rätt, har ingen potentiell investerare rätt att teckna eller på annat sätt förvärva Obligationerna.

I samtliga fall kommer ett meddelande till investerare om förtida avslut eller tillbakadragande, efter vad som är tillämpligt, publiceras på Emittentens hemsida (<http://prospectus.socgen.com>).

**Emissionskurs:** 100% av det Sammanlagda Nominella Beloppet.

##### **Uppskattade avgifter relaterade till emissionen eller erbjudanden, inklusive uppskattade kostnader som debiteras investeraren av Emittenten eller erbjudaren:**

Ingångskostnaderna och potentiella återkommande kostnader och potentiella förväntade utträdesstraff kan påverka avkastningen som investeraren kan få på sin investering.

**Distributionsstrategi:** Produkten är avsedd för icke-professionella investerare och kommer att erbjudas i Sverige.

#### **VEM ÄR ERBJUDAREN OCH/ELLER DEN PERSON SOM ANSÖKER OM UPPTAGANDE TILL HANDEL?**

Société Générale som Återförsäljare

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, Frankrike

Hemvist: 29, boulevard Haussmann, 75009 Paris, Frankrike.

Associationsrättslig form: Aktiebolag (*société anonyme*).

Tillämplig lag : Engelsk rätt.

Land i vilket bolaget bildats: Frankrike

### **VARFÖR UPPRÄTTAS DETTA PROSPEKT?**

Detta prospekt har upprättats för att kunna ta upp Obligationerna till handel på en reglerad marknad och för publikt erbjudande av Obligationerna.

**Skäl för erbjudandet och användning av intäkter:** Nettointäkterna från varje emission av Obligationerna kommer användas för generella finansieringsändamål av Société Générale-Koncernen, vilket inkluderar att göra vinst.

**Förväntade nettointäkter:** Ej tillämpligt

**Fast åtagande att placera värdepapper:** Det finns ett teckningsgarantiavtal med fast åtagande med: Société Générale

### **Betydande intressen för individuella och fysiska personer i emissionen/erbjudandet:**

Med förbehåll för eventuella avgifter som ska betalas till Återförsäljaren, och såvitt Emittenten känner till, har ingen person som är inblandad i emissionen av Obligationerna ett betydande intresse i erbjudandet.

Återförsäljaren och dess dotterföretag har engagerat och kan i framtiden bedriva investeringsbanker och / eller kommersiella banktransaktioner med och kan utföra andra tjänster för Emittenten och dess dotterföretag i den ordinarie verksamheten.

Société Générale kommer att säkerställa rollerna som leverantör av säkringsinstrument till Emittenten av Obligationerna och Beräkningsagent för Obligationerna.

Möjligheten till intressekonflikter mellan de olika rollerna för Société Générale å ena sidan och mellan de för Société Générale i dessa roller och de för Obligationsinnehavarna å andra sidan kan inte uteslutas.

Vidare kan det med tanke på Société Générales bankverksamhet dessutom uppstå konflikter mellan intressen för Société Générale som agerar i dessa avseenden (inklusive affärsförhållanden med emittenterna av de finansiella instrumenten som är underliggande i Obligationerna eller innehav av icke offentlig information i samband med dem) och Obligationsinnehavarna. Slutligen kan aktiviteterna hos Société Générale på det eller de underliggande finansiella instrumenten, på dess egna konto eller för sina kunders räkning, eller etablering av säkringstransaktioner, också påverka priset på dessa instrument och deras likviditet, och sålunda kan vara i konflikt med Obligationsinnehavarnas intressen.