

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.smarkets.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 09 June 2020

SG Issuer

Legal entity identifier (LEI): 549300QNMDBVTHX8H127

Issue of up to EUR 2 500 000 Notes due 10/07/2023  
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 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 Notes offered to the public or admitted to trading on a Regulated Market in the European Economic Area, or in the United Kingdom; on the website of the Issuer (<http://prospectus.socgen.com>).

- |    |       |  |                     |
|----|-------|--|---------------------|
| 1. | (i)   | Series Number:                           | 205227EN/20.7       |
|    | (ii)  | Tranche Number:                          | 1                   |
|    | (iii) | Date on which the Notes become fungible: | Not Applicable      |
| 2. |       | Specified Currency:                      | EUR                 |
| 3. |       | Aggregate Nominal Amount:                |                     |
|    | (i)   | - Tranche:                               | up to EUR 2 500 000 |
|    | (ii)  | - Series:                                | up to EUR 2 500 000 |

4.	<b>Issue Price:</b>	100% of the Aggregate Nominal Amount
5.	<b>Specified Denomination(s):</b>	EUR 1 000
6.	(i) <b>Issue Date:</b> (DD/MM/YYYY)	03/07/2020
	(ii) <b>Interest Commencement Date:</b>	Issue Date
7.	<b>Maturity Date:</b> (DD/MM/YYYY)	10/07/2023
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 Depository Receipts Linked Notes
	(iv) <b>Reference of the Product</b>	3.3.4 with Option 1 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>	Applicable as per Condition 3.1 of the General Terms and Conditions
	(i) <b>Rate(s) of Interest:</b>	4.2% payable in arrear.
	(ii) <b>Specified Period(s) / Interest Payment Date(s):</b> (DD/MM/YYYY)	12/07/2021; 11/07/2022; 10/07/2023
	(iii) <b>Business Day Convention:</b>	Following Business Day Convention (unadjusted)
	(iv) <b>Fixed Coupon Amount:</b>	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
	(v) <b>Day Count Fraction:</b>	Not Applicable
	(vi) <b>Broken Amount(s):</b>	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) <b>Determination Date(s):</b>	Not Applicable
14.	<b>Floating Rate Note Provisions:</b>	Not Applicable
15.	<b>Structured Interest Note Provisions:</b>	Not Applicable

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

**PROVISIONS RELATING TO REDEMPTION**

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

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

19. **Automatic Early Redemption:** Applicable as per Condition 5.10 of the General Terms and Conditions

(i) **Automatic Early Redemption Amount(s):** Unless previously redeemed, if an Automatic Early Redemption Event has occurred, then the Issuer shall redeem early the Notes on Automatic Early Redemption Date(i) (i = 2) in accordance with the following provisions in respect of each Note:

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

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

(ii) **Automatic Early Redemption Date(s):** (DD/MM/YYYY) Automatic Early Redemption Date(i) (i = 2): 11/07/2022

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

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:

**Scenario 1:**

If on Valuation Date(3), Performance(3) is higher than or equal to -40%, then:

Final Redemption Amount = Specified Denomination x [100%]

**Scenario 2:**

If on Valuation Date(3), Performance(3) is lower than -40%, then:

Final Redemption Amount = Physical Delivery Amount(3)

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

21. **Physical Delivery Notes Provisions:** Applicable as per Condition 5.13 of the General Terms and Conditions

(i) **Deliverable Asset(s):** See paragraph "Underlying(s)"

(ii) **Physical Delivery Amount:** See paragraph 27 "Definitions relating to the Product".

(iii) **Provisions governing whether transfer of Deliverable Asset(s) or payment of a cash sum will apply:** See paragraph 27 "Definitions relating to the Product".

(iv) **Issuer's option to vary method of settlement:** No

- (v) **Method of transfer of Deliverable Asset(s) in respect of Physical Delivery Amount (if other than Delivery):** As per Condition 5.13.2 of the General Terms and Conditions
- (vi) **Consequences of Settlement Disruption Event(s):** As per Condition 15.3.2 of the General Terms and Conditions
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 Share as defined below:

Company	Bloomberg Ticker	Exchange	Website
Microsoft Corp	MSFT UW	NASDAQ GLOBAL SELECT TEMP_MARKET	www.microsoft.com/msft

- (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 Depositary 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

	<b>Valuation Date(0):</b> (DD/MM/YYYY)	26/06/2020
	<b>Valuation Date(i) (i from 2 to 3)</b> (DD/MM/YYYY)	24/06/2022; 26/06/2023
(ii)	<b>Definitions relating to the Product:</b>	Applicable, subject to the provisions of Condition 4 of the Additional Terms and Conditions relating to Formulae
	<b>Performance(i)</b> (i from 2 to 3)	means (S(i) / S(0)) - 100%
	<b>S(i)</b> (i = 0 or i from 2 to 3)	means in respect of any Valuation Date(i) the Closing Price of the Underlying
	<b>FXRate(i)</b> (i = 3)	FXRate(i) means on Valuation Date(i), the fixing of the relevant foreign exchange rate X/Y ( X being the currency of the Underlying and Y being Specified Currency of the Notes) as ascertained as by the Calculation Agent based on the Price Source as of the Valuation Time
		With:
		- Valuation Time deemed to be the cut-off time commonly used by market participants for this Price Source
		- Price Source being the WMR.
	<b>Physical Delivery Amount</b>	Physical Delivery Amount(3) means an integer number of Deliverable Asset determined and calculated pursuant to the following formula:  Physical Delivery Amount(3) = Specified Denomination / (S(0) x FXRate(3))  The fractional part of this number, if any, is paid in cash: the cash amount denominated in the Specified Currency is calculated by multiplying (a) the fractional part by (b) the Product of (i) the relevant Closing Price of the Underlying as of Valuation Date(3) and (ii) the relevant FXRate(3) as of the Valuation Date(3). This cash amount is rounded up to 4 decimals

**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):** Not Applicable
30. **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

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31.	<b>Redenomination:</b>	Not Applicable
32.	<b>Consolidation:</b>	Applicable as per Condition 15.2 of the General Terms and Conditions
33.	<b>Partly Paid Notes Provisions:</b>	Not Applicable
34.	<b>Instalment Notes Provisions:</b>	Not Applicable
35.	<b>Masse:</b>	Not Applicable
36.	<b>Dual Currency Note Provisions:</b>	Not Applicable
37.	<b>Additional Amount Provisions for Italian Certificates:</b>	Not Applicable
38.	<b>Interest Amount and/or the Redemption Amount switch at the option of the Issuer:</b>	Not Applicable
39.	<b>Portfolio Linked Notes Provisions:</b>	Not Applicable

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

- |  |  |
|--|--|
| <b>(i) Listing:</b>  | Application will be made for the Notes to be listed on the official list of the Luxembourg Stock Exchange.   |
| <b>(ii) Admission to trading:</b>  | Application will be made for the Notes to be admitted to trading on the Euro MTF of the Luxembourg Stock Exchange with effect from or as soon as practicable after the Issue Date.<br><br><b>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.</b> |
| <b>(iii) Estimate of total expenses related to admission to trading:</b>       | Not Applicable   |
| <b>(iv) Information required for Notes to be listed on SIX Swiss Exchange:</b> | 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**

- |   |  |
|---|--|
| <b>(i) Reasons for the offer and use of proceeds:</b> | The net proceeds from each issue of Notes will be applied for the general financing purposes of the Société Générale Group, which include making a profit. |
| <b>(ii) Estimated net proceeds:</b>                   | Not Applicable   |
| <b>(iii) Estimated total expenses:</b>                | 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 an automatic early redemption amount on a relevant automatic early redemption date, 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.

During the lifetime of the Notes, the market value of these Notes maybe 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:** XS2120857664

- **Common code:** 212085766

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

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

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

(v) **Paying Agent(s):** Société Générale Luxembourg SA  
11, avenue Emile Reuter  
2420 Luxembourg  
Luxembourg

(vi) **Eurosystem eligibility of the Notes:** No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for



Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

- (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@sgcb.com](mailto:clientsupport-deai@sgcb.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.
- (iii) **TEFRA rules:** Not Applicable
- (iv) **Non-exempt Offer Consent of the Issuer to use the Base Prospectus during the Offer Period:** A Non-exempt offer of the Notes may be made by the Dealer and any Initial Authorised Offeror below mentioned, any Additional Authorised Offeror, the name and address of whom will be published on the website of the Issuer (<http://prospectus.socgen.com>) in the Non-exempt Offer jurisdiction(s) (Non-exempt Offer Jurisdiction(s)) during the offer period (Offer Period) as specified in the paragraph "Terms and Conditions of the Offer" below.
- **Individual Consent / Name(s) and address(es) of any Initial Authorised Offeror:** Applicable / Slovenska Sporitelna  
Tomášikova 48  
832 37 Bratislava
- **General Consent/ Other conditions to consent:** Not 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. TERM AND CONDITIONS OF THE OFFER

- Non-exempt Offer Jurisdiction(s):** Slovak Republic
- **Offer Period:** From 11/06/2020 to 26/06/2020
- **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>).
- Description of the application process:** The distribution activity will be carried out in accordance with the financial intermediary's usual procedures. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer in relation to the subscription of the Notes.
- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:** Not Applicable
- Details of the minimum and/or maximum amount of application:** Minimum amount of application : EUR 1 000 (i.e. 1 Note)
- Details of the method and time limits for paying up and delivering the Notes:** The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. However, the settlement and delivery of the Notes will be executed through the Dealer mentioned above. Investors will be notified by the relevant financial intermediary of their allocations of Notes and the settlement arrangements in respect thereof.
- Manner and date in which results of the offer are to be made public:** Publication on the website of the Issuer (<http://prospectus.socgen.com>) and in a daily newspaper of general circulation in the relevant place(s) of listing and/or public offer at the end of the subscription period if required by local regulation.
- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:** Not Applicable
- Whether tranche(s) has/have been reserved for certain countries:** Not Applicable
- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:** Not Applicable
- Amount of any expenses and taxes specifically charged to the subscriber or purchaser:** Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation.
- The entry costs charged to the investor by the Issuer or the Offeror are equal to 3.79 %. 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: EUR 1 000 (i.e. 1 Note)
- Minimum trading: EUR 1 000 (i.e. 1 Note)

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

Not Applicable

**13. BENCHMARK 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 maybe, 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 **Benchmark 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 Benchmark 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 Benchmark Regulation apply, such that the relevant Administrator is not currently required to obtain authorisation or registration.

<b>Benchmark</b>	<b>Administrator</b>	<b>Register</b>
Foreign Exchange Rate	Refinitiv Benchmarks Services (UK) Ltd	Appears

## ISSUE SPECIFIC SUMMARY

### SECTION A – INTRODUCTION INCLUDING WARNINGS

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**ISIN code :** XS2120857664

**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

**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 entity identifier (LEI) : 549300QNMDBVTHX8H127

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 Societe Generale Luxembourg S.A. who is itself a 100 % subsidiary of Societe Generale 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 Societe Generale group.

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

**Income statement**

(en K€)	30 June 2019 (non audited)	30 June 2018 (non audited)	31 December 2018 (audited)	31 December 2017 (audited)
<b>Operating profit/loss</b>	20 380	16 490	40 877	67 184

**Balance sheet**

(en K€)	30 June 2019 (non audited)	30 June 2018 (non audited)	31 December 2018 (audited)	31 December 2017 (audited)
<b>Net financial debt (long term debt plus short term debt minus cash)*</b>	-44 164	-21 221	-31 584	-66 889
<b>Current ratio (current assets/current liabilities)</b>	N/A	N/A	N/A	N/A
<b>Debt to equity ratio (total liabilities/total shareholder equity)</b>	N/A	N/A	N/A	N/A
<b>Interest cover ratio (operating income/interest expense)</b>	N/A	N/A	N/A	N/A

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

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

(1) classified within the line Financial liabilities at amortized cost, see note 7 in the 2018 financial statements and in the 2018 condensed interim financial statements and see note 4.3 in the 2019 condensed interim financial statements

(2) classified in the Balance Sheet.

**Cash flow**

(en K€)	30 June 2019	30 June 2018	31	31
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	(non audited)	(non audited)	December 2018 (audited)	December 2017 (audited)
<b>Net cash flows from operating activities</b>	14 429	(43 874)	4214	95 927
<b>Net cash flows from financing activities</b>	(1 849)	(1 794)	(39 519)	(70 182)
<b>Net cash flows from investing activities</b>	0	0	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 : XS2120857664 Number of Notes : 2500

<b>Product Currency</b>	EUR	<b>Settlement Currency</b>	EUR
<b>Listing</b>	Euro MTF Luxembourg	<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>	10/07/2023	<b>Capital Protection</b>	No, you can lose up to the full invested amount
<b>Capital Barrier</b>	60%	<b>Capital Barrier Type</b>	Observed on the Final Observation Date only
<b>Coupon Type</b>	Fixed	<b>Coupon</b>	4.2%
<b>Early Redemption Barrier</b>	100%		

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

Reference Underlying	Identifier	Relevant Exchange	Currency
Microsoft Corp	US5949181045	Nasdaq Stock Exchange	USD

This product is designed to provide a fixed coupon on a periodic basis during the product life time. It is possible for the product to be automatically redeemed early based on pre-defined conditions. If the product is not redeemed early, the capital redemption amount is linked to the performance of the Reference Underlying. Your capital will be fully at risk when investing in this product.

**Coupon**

Provided that the product has not been previously redeemed early:

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

**Automatic Early Redemption**

On any Early Redemption Observation Date, if the level of the Reference Underlying is at or above the Early Redemption Barrier, 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 a final redemption amount.

- If the Final Level of the Reference Underlying is at or above the Capital Barrier, you will receive:

100% of the Nominal Value.

- Otherwise, you will receive physical delivery of the Reference Underlying. The number of shares to be delivered will be equal to the Nominal Value divided by the Initial Value of the Reference Underlying and converted into the Settlement Currency using the applicable exchange rate on the Final Observation Date. If the number of shares to be delivered does not equal a whole number, the number of shares to be delivered will be rounded down and the remaining amount will be paid in cash in the Settlement Currency. As the value of the physical delivery is expected to be below the value of your initial investment when you receive the delivery, you are therefore likely to suffer a partial or total loss of your invested amount in this scenario.

#### Additional Information

- The level of the Reference Underlying corresponds to its value expressed as a percentage of its Initial Value.
- The Initial Value of the Reference Underlying is its value observed on the Initial Observation Date.
- The Final Level is the level of the Reference Underlying observed on the Final Observation Date.
- Coupons are expressed as a percentage of the Nominal Value.
- Extraordinary events may lead to changes to the product's terms or the early termination of the product and could result in losses on your investment
- The product is available through a public offering during the applicable offering period in the following jurisdiction(s): Slovakia

<b>Issue Date</b>	03/07/2020
<b>Initial Observation Date</b>	26/06/2020
<b>Final Observation Date</b>	26/06/2023
<b>Maturity Date</b>	10/07/2023
<b>Coupon Payment Dates</b>	12/07/2021, 11/07/2022, 10/07/2023
<b>Early Redemption Observation Date</b>	27/06/2022
<b>Early Redemption Payment Date</b>	11/07/2022

#### 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 acknowledges 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 Societe Generale, 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 Euro MTF of the Luxembourg Stock Exchange

**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-I-3° of the Code 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**



	9 months 2019 (non audited)	9 months 2018 (non audited)	31.12.2018 (audited)	31.12.2017 (audited)
Net interest income (or equivalent)	N/A	N/A	11 019	10 416
Net fee and commission income	N/A	N/A	5 524	6 823
Net impairment loss on financial assets	(907)	(642)	(1 005)	918
Net trading income	N/A	N/A	5 189	5 826
Measure of financial performance used by the issuer in the financial statements such as operating profit	5 234	5 805	7 274	6 116
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	2 594	3 436	3 864	2 806

**Balance sheet**

	9 months 2019 (non audited)	9 months 2018 (non audited)	31.12.2018 (audited)	31.12.2017 (audited)	#Value as outcome from the most recent supervisory review and evaluation process (SREP)
Total assets	1 411,1	1 303,8	1 309,4	1 275,1	N/A
Senior debt	129,9	114,0	116,3	103,2	N/A
Subordinated debt	14,9	13,1	13,3	13,6	N/A
Loans and receivables from customers	445,0	433,8	447,3	425,2	N/A
Deposits from customers	415,0	411,4	416,8	410,6	N/A
Total equity	63,7	61,3	61,0	59,3	N/A
Non performing loans (based on net carrying amount) / Loans and receivables)	16,9	19,0	18,0	20,9	N/A
Common Equity Tier 1 capital (CET1) ratio (or other relevant prudential capital adequacy ratio depending on the issuance)	12,5%	11,2%	10,9%	11,4%	10,02% **
Total capital ratio	18,5%	16,9%	16,5%	17,0%	N/A
Leverage ratio calculated under applicable regulatory framework	4,4%	4,1%	4,2%	4,3%	N/A

\* Press release dated 11 December 2019 "DISCLOSURE OF REGULATORY CAPITAL REQUIREMENTS AS FROM 1 JANUARY 2020"

\*\*Taking into account the combined regulatory buffers, the CET1 ratio level that would trigger the Maximum Distributable Amount mechanism would be 10.02% as of 1 January 2020 (including 0.27% of countercyclical buffers).

**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.

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.

Notes may be early redeemed automatically when the level of the Underlying(s) reaches a certain level. Investors will not benefit from the performance of the Underlying(s) subsequent to such event.

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 credits spreads) and may therefore result in a risk of total or partial loss on the amount initially invested.

Events unrelated to the Underlying (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 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):** Slovak Republic

**Offer Period:** From 11/06/2020 to 26/06/2020

**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 charged to the investor by the Issuer or the Offeror are equal to 3.79 %. 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 Slovak Republic

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

Societe Generale 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 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.

## SÚHRN EMISIE

### ODDIEL A – ÚVOD, VRÁTANE UPOZORNENÍ

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**Kód ISIN:** XS2120857664

**Emitent:** SG Issuer

Sídlo: 16, boulevard Royal, L-2449 Luxemburg

Telefónne číslo: + 352 27 85 44 40

*Identifikátor právnickej osoby (LEI):* 549300QNMDBVTHX8H127

**Ponúkajúci a/alebo subjekt žiadajúci o prijatie cenných papierov na obchodovanie:**

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, Francúzsko

Sídlo: 29, boulevard Haussmann, 75009 Paríž, Francúzsko.

*Identifikátor právnickej osoby (LEI):* O2RNE8IBXP4R0TD8PU41

**Totožnosť a kontaktné údaje príslušného orgánu, ktorý schvaľuje prospekt:**

Prospekt schvaľuje Commission de Surveillance du Secteur Financier (CSSF).

110, route d'Arlon L-2991, Luxemburg

E-Mail: direction@cssf.lu

**Dátum schválenia prospektu:** 5.6.2020

### UPOZORNENIA

Tento súhrn sa musí čítať ako úvod k základnému prospektu (ďalej len **Základný prospekt**).

Akokoľvek rozhodnutie investovať do dlhopisov (ďalej len **Dlhopisy**) by malo byť založené na posúdení Základného prospektu investorom ako celku.

**Potenciálni investori by si mali byť vedomí skutočnosti, že tieto Dlhopisy môžu byť volatilné a že je možné, že nezískajú žiaden úrokový výnos a stratia celú alebo podstatnú časť istiny.**

Ak bude na súde uplatnený nárok na základe informácií obsiahnutých v Základnom prospekte a príslušných Konečných podmienkach, žalujúcemu investorovi môže byť podľa vnútroštátnych právnych predpisov členských štátov uložená povinnosť znášať náklady spojené s prekladom Základného prospektu pred začatím súdneho konania.

Občianskoprávnu zodpovednosť majú iba tie osoby, ktoré tento súhrn, vrátane jeho prekladu, predložili, ale iba v prípade, ak je tento súhrn zavádzajúci, nepresný alebo v rozpore s ostatnými časťami Základného prospektu, alebo ak v spojení s inými časťami Základného prospektu neobsahuje kľúčové informácie, ktoré majú investorom pomôcť pri rozhodovaní sa o investovaní do Dlhopisov.

**Chystáte sa kúpiť produkt, ktorý nie je jednoduchý a ktorému môže byť ťažké porozumieť.**

### ODDIEL B – KĹÚČOVÉ INFORMÁCIE O EMITENTOVI

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#### KTO JE EMITENTOM CENNÝCH PAPIEROV?

**Emitent:** SG Issuer (alebo Emitent)

Sídlo: 16, boulevard Royal, L-2449 Luxemburg

Identifikátor právnickej osoby (LEI): 549300QNMBVTHX8H127

Právo, podľa ktorého Emitent vykonáva činnosť: Luxemburské právo.

Krajina registrácie: Luxembursko.

**Štatutárni audítori: Ernst & Young S.A.**

Hlavnou činnosťou SG Issuer je získavanie finančných prostriedkov vydávaním warrantov ako aj dlhových cenných papierov určených na umiestňovanie inštitucionálnym zákazníkom alebo retailovým zákazníkom prostredníctvom distribútorov spolupracujúcich so Sociétés Générale. Financovanie získané vydaním takýchto dlhových cenných papierov sa následne poskytuje Sociétés Générale a ostatným členom Skupiny.

Emitent je 100% dcérskou spoločnosťou Societe Generale Luxembourg S.A., ktorá je sama 100% dcérskou spoločnosťou Societe Generale a je konsolidovaná prostredníctvom globálnej integrácie.

V súlade so svojimi stanovami je Emitent riadený Predstavenstvom pod dohľadom Dozornej rady. Členmi Predstavenstva sú Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche a Estelle Stephan Jaspard (každý jednotlivito ďalej len Člen predstavenstva a spoločne ďalej len Predstavenstvo). Laurent Weil, Thierry Bodson, Pascal Jacob, Yves Cacclin, Alexandre Galliche a Estelle Stephan Jaspard vykonávajú svoje činnosti na plný úväzok v rámci skupiny Societe Generale.

### **AKÉ SÚ KLÚČOVÉ FINANČNÉ INFORMÁCIE TÝKAJÚCE SA EMITENTA?**

#### **Výkaz ziskov a strát**

(v tisícoch EUR)	30. jún 2019 (neauditovaný)	30. jún 2018 (neauditovaný)	31. december 2018 (auditovaný)	31. december 2017 (auditovaný)
<b>Prevádzkový zisk / strata</b>	20 380	16 490	40 877	67 184

#### **Súvaha**

(v tisícoch EUR)	30. jún 2019 (neauditovaný)	30. jún 2018 (neauditovaný)	31. december 2018 (auditovaný)	31. december 2017 (auditovaný)
<b>Čistý finančný dlh (dlhodobý dlh plus krátkodobý dlh mínus hotovosť) *</b>	-44 164	-21 221	-31 584	-66 889
<b>Krátkodobý koeficient (obežné aktíva / krátkodobé záväzky)</b>	neaplikuje sa	neaplikuje sa	neaplikuje sa	neaplikuje sa
<b>Koeficient zadlženosti (celkové pasíva/celkové vlastné imanie)</b>	neaplikuje sa	neaplikuje sa	neaplikuje sa	neaplikuje sa
<b>Koeficient pokrytia úrokov (prevádzkové výnosy/prevádzkové náklady)</b>	neaplikuje sa	neaplikuje sa	neaplikuje sa	neaplikuje sa

\* Čistý finančný dlh sa počíta na základe týchto prvkov:

Čistý finančný dlh	30.06.2019	30.06.2018	31.12.2018	31.12.2017
<b>Vymeniteľné dlhopisy na akcie (1)</b>	48 000	48 000	48 000	48 000
<b>Peňažné prostriedky a peňažné ekvivalenty (2)</b>	-92 164	-69 221	-79 584	-114 889
<b>Celkom</b>	-44 164	-21 221	-31 584	-66 889

(1) klasifikované v riadku Finančné záväzky v amortizovanej hodnote, pozri poznámku č. 7 v účtovnej závierke za rok 2018 a v skrátenej priebežnej účtovnej závierke za rok 2018 a pozri poznámku č. 4.3 v skrátenej priebežnej účtovnej závierke za rok 2019

(2) klasifikované v súvahe.

#### **Peňažné toky**

(v tisícoch EUR)	30. jún 2019	30. jún 2018	31. december	31. december
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	(neauditovaný)	(neauditovaný)	2018 (auditovaný)	2017 (auditovaný)
Čisté peňažné toky z prevádzkových činností	14 429	-43 874	4214	95 927
Čisté peňažné toky z finančných činností	-1 849	-1 794	-39 519	-70 182
Čisté peňažné toky z investičných činností	0	0	0	0

**AKÉ SÚ KLÚČOVÉ RIZIKÁ ŠPECIFICKÉ PRE EMITENTA?**

V prípade neplnenia alebo konkurzu Emitenta sa investor môže odvolať iba proti Société Générale a existuje riziko úplnej alebo čiastočnej straty investovanej sumy alebo konverzie na cenné papiere (kapitálové alebo dlhové) alebo odklad splatnosti, v prípade záchranu s dopadom na cenné papiere Emitenta alebo štruktúrované dlhopisy Société Générale bez akejkoľvek záruky alebo náhrady.

**ODDIEL C – KLÚČOVÉ INFORMÁCIE O CENNÝCH PAPIEROCH**
**AKÉ SÚ HLAVNÉ CHARAKTERISTIKY CENNÝCH PAPIEROV?**
**Kód ISIN:** XS2120857664 **Počet Dlhopisov:** 2500

Mena produktu	EUR	Mena vyrovnania	EUR
Kótovanie	Euro MTF Luxembourg	Menovitá hodnota	EUR 1,000 na kus
Minimálna investícia	EUR 1,000	Emisný kurz	100% Menovitej hodnoty
Deň splatnosti	10/07/2023	Ochrana kapitálu	Nie, môžete stratiť až do plnej investovanej sumy
Kapitálová bariéra	60%	Kapitálová ochrana	Nie, môžete stratiť celú investovanú sumu
Typ kupónu	Nepohyblivý	<b>Kupón</b>	4.2%
Bariéra predčasného odkúpenia	100%		

Referenčný podklad	Identifikátor	Príslušná výmenná	Mena
Microsoft Corp	US5949181045	Nasdaq Stock Exchange	USD

Tento produkt je nezabezpečený dlhový nástroj, ktorý sa riadi anglickým právom.

Tento produkt je navrhnutý tak, aby počas svojej životnosti pravidelne prinášal kupón vo fixnej hodnote. Produkt je na základe vopred stanovených podmienok možné automaticky odkúpiť predčasne. Ak nedôjde k predčasnému odkúpeniu produktu, suma spätného odkúpenia kapitálu je spojená s výkonnosťou referenčného podkladového aktíva. Pri investovaní do tohto produktu bude váš kapitál vystavený maximálnemu riziku.

**Kupón**

Ak nedošlo k predčasnému odkúpeniu produktu:

V každý deň výplaty kupónu dostanete kupón.

Automatické predčasné odkúpenie

Ak bude v deň predčasného odkúpenia hodnota referenčného podkladu na úrovni bariéry predčasného odkúpenia alebo na vyššej úrovni, dôjde k predčasnému odkúpeniu a vy získate 100 % menovitej hodnoty.

#### Konečné splatenie

Ak produkt nebol predčasne odkúpený, v deň splatnosti dostanete celú sumu spätného odkúpenia.

- Ak bude Konečná úroveň Referenčného podkladu na úrovni Kapitálovej Bariéry alebo na vyššej úrovni, dostanete:

100 % menovitej hodnoty.

- Inak vám bude fyzicky doručené referenčný podklad. Počet doručených akcií sa bude rovnať menovitej hodnote vydelenej počiatočnou hodnotou referenčného podkladu a pomocou príslušného výmenného kurzu v konečný deň pozorovania prevedenej do meny vyrovnania. Ak sa počet doručovaných akcií nerovná celému číslu, počet doručovaných akcií sa zaokrúhli a zostávajúca suma sa vypláti v hotovosti v mene vyrovnania. Keďže sa predpokladá, že hodnota fyzického doručenia bude v čase jeho prijatia pod hodnotou vašej úvodnej investície, v rámci tohto scenára pravdepodobne utrpíte čiastkovú alebo úplnú stratu investovanej sumy.

#### Doplňujúce údaje

- Úroveň Referenčného podkladu zodpovedá jeho hodnote vyjadrenej v percentách jeho Počiatočnej hodnoty.

- Počiatočná hodnota Referenčného podkladu predstavuje jeho hodnotu zistenú k Dátumu počiatočného pozorovania.

- Konečná hodnota Referenčného podkladu predstavuje jeho hodnotu zistenú k Dátumu konečného pozorovania.

- Kupóny sú vyjadrené ako percento menovitej hodnoty.

- Mimoriadne udalosti môžu viesť k zmenám podmienok produktu alebo k predčasnému ukončeniu produktu a v ich dôsledku môže dôjsť k stratám investície.

- Produkt je k dispozícii prostredníctvom verejnej ponuky počas príslušného ponukového obdobia v nasledujúcej jurisdikcii/nasledujúcich jurisdikciách: Slovensko

Dátum emisie	03/07/2020
Dátum počiatočného pozorovania	26/06/2020
Dátumy konečného pozorovania	26/06/2023
Deň splatnosti	10/07/2023
Dátumy vyplácania kupónu	12/07/2021, 11/07/2022, 10/07/2023
Dátum spätného odkúpenia	27/06/2022
Dátum splatenia spätného odkúpenia	11/07/2022

#### Vzdanie sa práv na započítanie:

Majitelia dlhopisov sa v rozsahu povolenom zákonom vzdávajú akéhokoľvek práva na započítanie, náhradu a ponechanie si vo vzťahu k Dlhopisom.

#### Podriadenie sa právomoci:

Emitent akceptuje právomoc súdov Anglicka v súvislosti s akýmkoľvek sporom s Emitentom, ale akceptuje, že Majitelia dlhopisov môžu podať žalobu na ktoromkoľvek inom príslušnom súde.

#### Poradie:

Dlhopisy budú priame, nepodmienené, nezabezpečené a nepodriadené záväzky Emitenta, ktoré budú mať prinajmenšom rovnocenné postavenie (*pari passu*) so všetkými ostatnými súčasnými a budúcimi nesplatenými priamymi, nepodmienenými nezabezpečenými a nepodriadenými záväzkami Emitenta.

Majiteľ dlhopisov berie na vedomie, že v prípade riešenia krízových situácií podľa smernice 2014/59/EÚ vo vzťahu k záväzkom Emitenta alebo k nepodriadeným, nadradeným, prioritným, štruktúrovaným záväzkom Societe Generales koeficientom LMEE môžu tieto Dlhopisy byť predmetom zníženia všetkých alebo časti dlžných súm na trvalom základe, konverzie všetkých alebo časti splatných súm na akcie alebo iné cenné papiere Emitenta alebo Ručiteľa alebo inej osoby; zrušenia a/alebo zmeny pri splatnosti Dlhopisov alebo zmeny kalendára alebo výšky úrokov.

#### **OBMEDZENIA TÝKAJÚCE SA VOĽNEJ PREVODITEĽNOSTI CENNÝCH PAPIEROV:**



Neaplikuje sa. Neexistuje žiadne obmedzenie týkajúce sa voľnej prevoditeľnosti Dlhopisov, s výhradou obmedzení predaja a prevodu, ktoré sa môžu uplatňovať v určitých jurisdikciách, vrátane obmedzení vzťahujúcich sa na ponuku a predaj iným osobám ako Povoleným nadobúdateľom a na ich účet alebo v ich prospech.

Povolený nadobúdateľ je každá osoba, ktorá (i) nie je osobou z USA tak, ako je definovaná podľa nariadenia S; (ii) nie je osobou, ktorá spadá pod akékoľvek vymedzenie pojmu osoba z USA na účely CEA alebo akéhokoľvek pravidiel, usmernenia alebo pokynu CFTC navrhovaných alebo vydaných v rámci CEA (pre odstránenie pochybností, každá osoba, ktorá nie je „osobou, ktorá nie je z USA“ podľa CFTC pravidla 4.7(a)(1)(iv), ale s výnimkou, na účely jej pododdielu (D), výnimky pre každú kvalifikovanú oprávnenú osobu, ktorá nie je „osobou, ktorá nie je z USA“, sa považuje za osobu z USA); a (iii) nie je „osobou z USA“ pre účely konečných pravidiel, ktorými sa vykonávajú požiadavky na ponechanie si kreditného rizika uvedené v § 15G amerického zákona o burze cenných papierov z roku 1934, v znení neskorších predpisov (ďalej len **Americké pravidlá o ponechaní si rizika**) (ďalej len **Americká osoba na ponechanie si rizika**).

#### **KDE SA BUDE OBCHODOVAŤ S CENNÝMI PAPIERMI?**

##### **Prijatie na obchodovanie:**

Bude podaná žiadosť o prijatie Dlhopisov na obchodovanie na Euro MTF Luxemburskej burzy cenných papierov

**Neexistuje žiadna záruka, že kótovanie Dlhopisov a obchodovanie s Dlhopismi bude schválené s účinnosťou k Dátumu vydania, resp. či bude vôbec schválené.**

#### **EXISTUJE ZÁRUKA SPOJENÁ S CENNÝMI PAPIERMI?**

##### **Povaha a rozsah záruky:**

Dlhopisy sú bezpodmienečne a neodvolateľne zaručené spoločnosťou Sociétés Générale (ďalej len **Ručiteľ**) na základe záruky podľa francúzskeho práva, ktorá bola vystavená k 5.6.2012 (ďalej len **Záruka**).

Záruka predstavuje priame, bezpodmienečné, nezabezpečené a nepodriadené záväzky Ručiteľa, ktoré majú poradie ako nadradené prednostné záväzky tak, ako je stanovené v článku L. 613-30-3-I-3 Kódexu, a majú minimálne rovnaké (*pari passu*) poradie ako všetky ostatné existujúce a budúce priame, bezpodmienečné nezabezpečené, nadradené prioritné záväzky Ručiteľa, vrátane tých, ktoré sa týkajú vkladov.

Akékoľvek odkazy na čiastky alebo sumy splatné Emitentom, ktoré sú zaručené Ručiteľom na základe Záruky, sa vzťahujú na také čiastky a/alebo sumy, ktoré sú priamo znížené, a/alebo v prípade premeny na kapitál, znížené o sumu takejto premeny, a/alebo inak upravované na základe uplatňovania právomoci v oblasti záchrany akýmkoľvek príslušným orgánom podľa smernice Európskeho parlamentu a Rady 2014/59/EÚ.

##### **Opis Ručiteľa:**

Ručiteľ, Sociétés Générale, je materskou spoločnosťou skupiny Sociétés Générale.

Sídlo: 29, boulevard Haussmann, 75009 Paríž, Francúzsko.

Právna forma: akciová spoločnosť (*sociétés anonyme*).

Krajina registrácie: Francúzsko.

Identifikátor právnickej osoby (LEI): O2RNE8IBXP4R0TD8PU41

Ručiteľ sa môže pravidelne, v súlade s podmienkami stanovenými francúzskym Výborom pre reguláciu bankovníctva a financií, zapájať do všetkých transakcií okrem tých, ktoré sú uvedené vyššie, najmä vrátane činností poisťného makléra.

Ručiteľ môže vo všeobecnosti vykonávať vo svojom vlastnom mene, v mene trech osôb alebo spoločne všetky finančné, komerčné, priemyselné, poľnohospodárske činnosti, transakcie s osobným alebo nehnuteľným majetkom, ktoré sa priamo alebo nepriamo týkajú vyššie uvedených činností alebo o ktorých je možné sa domnievať, že uľahčia vykonanie týchto činností.

#### **Kľúčové finančné informácie týkajúce sa Ručiteľa:**

##### **Výkaz ziskov a strát**

	<b>9 mesiacov roka 2019 (neauditovaný)</b>	<b>9 mesiacov roka 2018 (neauditovaný)</b>	<b>31.12.2018 (auditovaný)</b>	<b>31.12.2017 (auditovaný)</b>
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Čistý úrokový výnos (alebo ekvivalent)	neaplikuje sa	neaplikuje sa	11 019	10 416
Čisté výnosy z poplatkov a provízií	neaplikuje sa	neaplikuje sa	5 524	6 823
Čistá strata zo zníženia hodnoty finančného majetku	-907	-642	-1 005	918
Čistý zisk z finančných operácií	neaplikuje sa	neaplikuje sa	5 189	5 826
Ukazovateľ finančnej výkonnosti použitá emitentom v účtovnej závierke, napríklad prevádzkový zisk	5 234	5 805	7 274	6 116
Čistý zisk alebo strata (v prípade konsolidovaných účtovných závierok čistý zisk alebo strata pripadajúca na akcionárov materskej spoločnosti)	2 594	3 436	3 864	2 806

**Súvaha**

	9 mesiacov roka 2019 (neauditovaný)	9 mesiacov roka 2018 (neauditovaný)	31.12.2018 (auditovaný)	31.12.2017 (auditovaný)	#Value ako výsledok posledného procesu preskúmania a hodnotenia orgánmi dohľadu (SREP)
<b>Aktíva spolu</b>	1 411,1	1 303,8	1 309,4	1 275,1	neaplikuje sa
<b>Seniorný dlh</b>	129,9	114,0	116,3	103,2	neaplikuje sa
<b>Podriadený dlh</b>	14,9	13,1	13,3	13,6	neaplikuje sa
<b>Úvery a pohľadávky voči klientom</b>	445,0	433,8	447,3	425,2	neaplikuje sa
<b>Vklady klientov</b>	415,0	411,4	416,8	410,6	neaplikuje sa
<b>Vlastné imanie spolu</b>	63,7	61,3	61,0	59,3	neaplikuje sa
<b>Nesplatené pôžičky (na základe čistej účtovnej hodnoty) / Úvery a pohľadávky</b>	16,9	19,0	18,0	20,9	neaplikuje sa
<b>Koeficient vlastného kapitálu Tier 1 (CET1) (alebo iný relevantný koeficient obozretnej kapitálovej primeranosti v závislosti od emisie)</b>	12,5%	11,2%	10,9%	11,4%	10,02% **
<b>Základné imanie celkom</b>	18,5%	16,9%	16,5%	17,0%	neaplikuje sa

<b>Pákový koeficient vypočítaný podľa platného regulačného rámca</b>	4,4%	4,1%	4,2%	4,3%	neaplikuje sa
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\* Tlačová správa zo dňa 11. decembra 2019 „ZVEREJNENIE REGULAČNÝCH KAPITÁLOVÝCH POŽIADAVIEK OD 1. JANUÁRA 2020“

\*\* Po zohľadnení kombinovaných regulačných rezerv by úroveň koeficientu CET1, ktorá by spustila mechanizmus maximálnej rozdeliteľnej sumy, k 1. januáru 2020 bola 10,02% (vrátane 0,27% proticyklických rezerv).

**Kľúčové riziká špecifické pre ručiteľa:**

Vzhľadom na úlohu Société Générale ako ručiteľa a protistrany pri zabezpečovacích transakciách Emitenta sú investori v zásade vystavení úverovému riziku Société Générale a v prípade zlyhania Emitenta nemajú voči Emitentovi žiaden postih.

**AKÉ SÚ KLÚČOVÉ RIZIKÁ ŠPECIFICKÉ PRE CENNÉ PAPIERE?**

Investor nesie riziko úplnej alebo čiastočnej straty investovanej sumy pri odkúpení Dlhopisov v deň splatnosti alebo v prípade, že investor predá tieto Dlhopisy pred týmto dátumom.

Likvidita produktu môže byť ovplyvnená výnimočnými okolnosťami, ktoré sťažujú predaj produktu, alebo za cenu, ktorá povedie k úplnej alebo čiastočnej strate investovanej sumy.

Dlhopisy môžu byť predčasne odkúpené, keď úroveň Podkladového aktíva (Podkladových aktív) dosiahne určitú úroveň. Investori nebudú mať prospech z výkonnosti Podkladového aktíva (Podkladových aktív) po nastaní takejto udalosti.

Trhová hodnota Dlhopisov závisí od vývoja trhových parametrov v čase ukončenia investície (cenová hladina Podkladového aktíva (Podkladových aktív), úrokové sadzby, volatilita a úverové rozpätia), a preto môže mať za následok riziko úplnej alebo čiastočnej straty pôvodne investovanej sumy.

Udalosti, ktoré nesúvisia s Podkladovým aktívom (napr. zmena právnej úpravy, vrátane daňového práva, vyššia moc, počet cenných papierov v obehú) môžu viesť k predčasnému odkúpeniu Dlhopisov, a tým k úplnej alebo čiastočnej strate investovanej sumy.

Udalosti, ktoré majú dopad na Podkladové aktívum (Podkladové aktíva), alebo zabezpečovacie transakcie, môžu viesť k úpravám, deindexácii, nahradeniu Podkladového aktíva (Podkladových aktív) alebo následne k stratám investovanej sumy, a to aj v prípade ochrany kapitálu.

Ak sa mena hlavných činností investora líši od meny produktu, investor je vystavený menovému riziku, najmä v prípade devízovej regulácie, ktorá môžu znížiť investovanú sumu.

**ODDIEL D – KLÚČOVÉ INFORMÁCIE O PONUKE CENNÝCH PAPIEROV VEREJNOSTI A/ALEBO PRIJATÍ NA OBCHODOVANIE NA REGULOVANOM TRHU**

**ZA AKÝCH PODMIENOK A PODĽA AKÉHO HARMONOGRAMU MÔŽEM INVESTOVAŤ DO TOHTO CENNÉHO PAPIERA?**

**OPIS VŠEOBECNÝCH PODMIENOK PONUKY:**

**Neoslobodená jurisdikcia (jurisdikcie) ponuky:** Slovenská republika

**Ponukové obdobie:** Od 11.06.2020 do 26.06.2020

**Cena ponuky:** Dlhopisy budú ponúkané za Emisný kurz. Cena sa zvyšuje aj o poplatky.

**Podmienky, ktorým ponuka podlieha:**

Ponuky Dlhopisov sú podmienené ich vydaním a akýmikoľvek ďalšími podmienkami uvedenými v štandardných obchodných podmienkach finančných sprostredkovateľov oznámenými investormi týmto príslušnými finančným i sprostredkovateľmi.

Emitent si vyhradzuje právo z akéhokoľvek dôvodu ukončiť Ponukové obdobie pred uplynutím stanovenej doby platnosti. Emitent si vyhradzuje právo kedykoľvek odvolať ponuku a zrušiť vydávanie Dlhopisov z akéhokoľvek dôvodu do Dátumu vydania (vrátane). Pre odstránenie pochybností, ak niektorý investor podal akúkoľvek žiadosť a Emitent uplatní toto právo, žiadny potenciálny investor nemá právo upísať alebo inak nadobudnúť Dlhopisy.

V každom prípade bude oznámenie o predčasnom ukončení alebo späťvzati pre investorov uverejnené na webovej stránke Emitenta (<http://prospectus.socgen.com>).

**Emisný kurz:** 100% Celkovej menovitej sumy

**Odhad celkových nákladov súvisiacich s emisiou alebo ponukou, vrátane odhadovaných nákladov, ktoré Emitent alebo ponúkajúci účtuje investorovi.**

Náklady na vstup, ktoré Emitent alebo ponúkajúci účtuje investorovi, sa rovnajú 3,79 %. Náklady na vstup a potenciálne opakujúce sa náklady a potenciálne predpokladané pokuty pri ukončení investície môžu mať vplyv na výnos, ktorý môže investor získať zo svojej investície.

**Distribučný plán:** Produkt je určený pre retailových investorov a bude ponúkaný v Slovenskej republike.

**KTO JE PONÚKAJÚCI A/ALEBO OSOBA ŽIADAJÚCA O PRIJATIE CENNÝCH PAPIEROV NA OBCHODOVANIE?**

Société Générale ako predajca

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, Francúzsko

Sídlo: 29, boulevard Haussmann, 75009 Paríž, Francúzsko.

Právna forma: akciová spoločnosť (*société anonyme*).

Rozhodné právo: anglické právo.

Krajina registrácie: Francúzsko

**PREČO SA TENTO PROSPEKT VYPRACÚVA?**

Tento prospekt sa vypracúva na účely verejnej ponuky Dlhopisov.

**Dôvody ponuky a použitia výnosov:** Čistý výnos z každej emisie Dlhopisov sa použije na všeobecné finančné účely skupiny Société Générale, medzi ktoré patrí aj tvorba zisku.

**Odhadovaná čistá suma výnosov:** Neaplikuje sa

**Upísanie (*underwriting*):** Bola uzavretá dohoda o upísaní na základe pevného záväzku so spoločnosťou: Société Générale

**Záujmy jednotlivcov a fyzických osôb na emisii/ponuke:**

S výnimkou prípadných poplatkov splatných Predajcovi, a podľa vedomia Emitenta, žiadna osoba, ktorá sa podieľa na emisii Dlhopisov, nemá záujem, ktorý by bol pre ponuku podstatný.

Predajca a jeho spriaznené osoby sa zaoberajú a môžu sa v budúcnosti zaoberať investičným bankovníctvom a/alebo komerčnými bankovými transakciami s Emitentom a môžu poskytovať Emitentovi a jeho spriazneným osobám služby v bežnom obchodnom styku.

Société Générale zabezpečí úlohy poskytovateľa zabezpečovacích nástrojov pre Emitenta Dlhopisov a Agenta pre výpočet Dlhopisov.

Nie je možné vylúčiť možnosť konfliktu záujmov medzi rôznymi rolami Société Générale na jednej strane a medzi úlohami Société Générale v týchto rolách a úlohami Majiteľov Dlhopisov na druhej strane.

Okrem toho, vzhľadom na bankové činnosti Société Générale, môžu vzniknúť konflikty medzi záujmami Société Générale, ktorá koná v týchto pôsobnostiach (vrátane obchodného vzťahu s emitentmi finančných nástrojov, ktoré sú podkladovými aktívami Dlhopisov alebo držby neverejných informácií v súvislosti s nimi), a záujmami Majiteľov dlhopisov. Činnosti Société Générale v súvislosti s podkladovým finančným nástrojom (nástrojmi), na jej majetkovom účte alebo v mene svojich zákazníkov alebo iniciovanie zabezpečovacích transakcií, môžu mať tiež vplyv na cenu týchto nástrojov a ich likviditu a preto môžu byť v rozpore so záujmami Majiteľov dlhopisov.