

PRIIPs / IMPORTANT - PROHIBITION OF SALES TO EEA RETAIL INVESTORS –

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (*EEA*). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (*MiFID II*); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the *Insurance Distribution Directive*) where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129, as amended (the *Prospectus Regulation*). Consequently, no key information document required by Regulation (EU) no. 1286/2014 (as amended, the *PRIIPs Regulation*) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PRIIPs/IMPORTANT - PROHIBITION OF SALES TO UK RETAIL INVESTORS –

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

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET –

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five (5) categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a *distributor*) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 27 July 2023

SOCIÉTÉ GÉNÉRALE SFH
(the *Issuer*)

Legal Entity Identifier (LEI): 969500KN90DZLHUN3566

Issue of €1,250,000,000 3.375 per cent. *obligations de financement de l'habitat* due 31 July 2030 extendible up to 31 July 2031

Series 125

Tranche 1
(the *Notes*)

under the €70,000,000,000 Euro Medium Term Note Programme

Issue Price: 99.736 per cent.

SOCIÉTÉ GÉNÉRALE CORPORATE & INVESTMENT BANKING

(the *Global Coordinator* and the *Joint Lead Manager*)

BAYERNLB

COMMERZBANK

DANSKE BANK

ING

NORDEA

RAIFFEISEN BANK INTERNATIONAL

UNICREDIT

(together, the *Joint Lead Managers*)

LANDESBANK BADEN-WÜRTTEMBERG

(the *Co-Manager* and together with the Joint Lead Managers, the *Managers*)

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the *Conditions*) set forth in the base prospectus dated 13 July 2023 which received approval n°23-314 from the *Autorité des marchés financiers* (the *AMF*) on 13 July 2023 (the *Base Prospectus*) which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council dated 14 June 2017, as amended (the *Prospectus Regulation*).

This document constitutes the final terms of the Notes (the *Final Terms*) described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing on the websites of (a) the AMF (www.amf-france.org) during a period of twelve (12) months from the date of approval of the Base Prospectus and (b) the Issuer (<http://prospectus.socgen.com>) and during normal business hours at the registered office of the Issuer where copies may be obtained.

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|-------|-------|---|--|
| 1. | (i) | Series Number: | 125 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes will be assimilated (<i>assimilées</i>) and form a single Series: | Not Applicable |
| 2. | | Specified Currency or Currencies: | Euro (€) |
| 3. | | Aggregate Nominal Amount of Notes: | |
| | (i) | Series: | €1,250,000,000 |
| | (ii) | Tranche: | €1,250,000,000 |
| 4. | | Issue Price: | 99.736 per cent. of the Aggregate Nominal Amount |
| 5. | | Specified Denomination(s): | €100,000 |
| 6. | (i) | Issue Date: | 31 July 2023 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 7. | | Maturity Date: | 31 July 2030 |
| 8. | | Extended Maturity Date: | 31 July 2031 |
| 8 bis | | Maturity Extension Trigger Event(s): | Applicable (as per Condition 6(a)) |

- 9. Interest Basis:** 3.375 per cent. Fixed Rate
(further particulars specified below)
- 10. Redemption/Payment Basis:** Redemption at par
(further particulars specified below)
- 11. Change of Interest Basis:** Not Applicable
- 12. Redemption at the Option of the Issuer:** Not Applicable
- 13. Date of corporate authorisations for issuance of Notes obtained:** Decision of the Board of Directors (*Conseil d'administration*) of the Issuer dated 28 June 2023 (i) approving the issuance programme of *obligations de financement de l'habitat* for a period of one year as from 11 July 2023, (ii) granting authority to the Chief Executive Officer (*Directeur Général*) of the Issuer and to the Deputy Chief Executive Officer (*Directeur Général Délégué*) of the Issuer, acting jointly or separately, to decide the issue of *obligations de financement de l'habitat*, within certain limits and (iii) approving the quarterly issuance programme of the *obligations de financement de l'habitat* for the third quarter 2023.

Decision of Mr. Arnaud Mezrahi, Deputy Chief Executive Officer (*Directeur Général Délégué*) of the Issuer dated 20 July 2023 deciding the issue of the Notes.
- 14. Method of distribution:** Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 15. Fixed Rate Notes Provisions:** Applicable
- (i) Rate(s) of Interest: 3.375 per cent. per annum payable annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 31 July in each year from (and including) 31 July 2024 up to (and including) the Maturity Date and, if applicable, up to (and including) the

		Extended Maturity Date (Unadjusted, as per Condition 7 (g))
(iii)	Fixed Coupon Amount(s):	€3,375 per Note of €100,000 in Specified Denomination
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual-ICMA
(vi)	Determination Dates:	31 July in each year
16.	Floating Rate Notes Provisions:	Not Applicable
17.	Fixed/Floating Rate Notes Provisions:	Not Applicable
18.	Zero Coupon Notes Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19.	Redemption at the Option of the Issuer:	Not Applicable
20.	Redemption by Instalments:	Not Applicable
21.	Final Redemption Amount of each Note:	€100,000 per Note of €100,000 Specified Denomination
22.	Early Redemption Amount:	
	Early Redemption Amount(s) of each Note payable on early redemption (Condition 6(d)(i)):	As per Condition 6(d)(i)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	Form of Notes:	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer form (<i>au porteur</i>)
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
24.	Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 7(g):	Paris

Adjusted Payment Date (Condition 7(g)):

Applicable

25. Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):

Not Applicable

26. Redenomination, renominatisation and reconventioning provisions:

Not Applicable

27. Consolidation provisions:

Not Applicable

28. Meeting and Voting Provisions (Condition 10):

No *Masse* shall apply

GENERAL

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] per cent. producing a sum of:

Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 70,000,000,000 Euro Medium Term Note Programme of Société Générale SFH.

THIRD PARTY INFORMATION

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Société Générale SFH:

By: Arnaud Mezrahi

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing(s): Euronext Paris
- (ii) (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 31 July 2023.
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: Not Applicable
- (iii) Estimate of total expenses related to admission to trading: €8,000
- (iv) Additional publication of Base Prospectus and Final Terms: The Base Prospectus is published on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (<http://prospectus.socgen.com>). These Final Terms will be published, so long as the Notes are admitted to trading on any Regulated Market, on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (<http://prospectus.socgen.com>).

2. RATINGS

The Notes are expected to be rated :

Fitch Ratings Ireland Limited (*Fitch*): AAA
Moody's France S.A.S. (*Moody's*): Aaa

Each of Fitch and Moody's is established in the European Union and is registered under European Regulation (EC) No 1060/2009 of 16 September 2009 on credit rating agencies, as amended (the *EU CRA Regulation*). As such, each of Fitch and Moody's is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with the EU CRA Regulation.

According to Moody's' definitions, obligations rated "Aaa" are judged to be of the highest quality, subject to the lowest level of credit risk.

According to Fitch's definitions, "AAA" ratings denote the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events.

3. COVER POOL MONITOR

The Cover Pool Monitor (*contrôleur spécifique*) shall deliver to the Issuer (i) for each quarter a certificate relating to the borrowing programme for the relevant quarter and, (ii) in case of issue of Notes equals or exceeds Euro 500,000,000 or its equivalent in any other currency, a certificate relating to such an issue.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has a material interest in the offer. The Managers and their affiliates (including parent companies) have engaged, and may in the future engage, in financing, 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.

5. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- | | |
|------------------------------|---|
| (i) Reasons for the offer: | See " <i>Use of Proceeds</i> " wording in the Base Prospectus |
| (ii) Estimated net proceeds: | €1,243,262,500 |

6. YIELD

Indication of yield: 3.418 per cent. *per annum*

7. OPERATIONAL INFORMATION

ISIN Code: FR001400JHS7

Common Code: 265481302

Depositories:

- | | |
|---|-----|
| (i) Euroclear France to act as Central Depository | Yes |
|---|-----|

- (ii) Common Depositary for Euroclear Bank and Clearstream Banking, S.A. No

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Name and address of Paying Agents: **Fiscal Agent and Principal Paying Agent:**
Société Générale
BP 81236
32, rue du Champ de Tir
44312 Nantes Cedex 3
France

Luxembourg Paying Agent:
Société Générale Luxembourg
11, avenue Emile Reuter
L-2420 Luxembourg

Name and address of Calculation Agent: **Société Générale**
BP 81236
32, rue du Champ de Tir
44312 Nantes Cedex 3
France

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

8. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of the Managers:
BAYERISCHE LANDESBANK
COMMERZBANK AKTIENGESELLSCHAFT
DANSKE BANK A/S
ING BANK N.V.
LANDESBANK BADEN-WÜRTTEMBERG
NORDEA BANK ABP

RAIFFEISEN BANK INTERNATIONAL AG

SOCIÉTÉ GÉNÉRALE

UNICREDIT BANK AG

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|-------|---|--|
| (iii) | Stabilisation Manager(s)
(including addresses) (if any): | Not Applicable |
| (iv) | If non-syndicated, name of
Dealer: | Not Applicable |
| (v) | U.S. Selling Restrictions: | The Issuer is Category 2 for the purposes of
Regulation S under the Securities Act.

TEFRA not Applicable |
| (vi) | Prohibition of Sales to EEA Retail
Investors: | Applicable |
| (vii) | Prohibition of Sales to UK Retail
Investors: | Applicable |