

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.sgmmarkets.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 02/07/2020

SG Issuer

Legal entity identifier (LEI): 549300QNMDBVTHX8H127

Issue of up to EUR 10 000 000 Notes due 11/08/2023  
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 Non-Exempt Offers; on the website of the Issuer (<http://prospectus.socgen.com>).

- |    |       |   |                      |
|----|-------|---|----------------------|
| 1. | (i)   | <b>Series Number:</b>                           | 206404EN/20.8        |
|    | (ii)  | <b>Tranche Number:</b>                          | 1                    |
|    | (iii) | <b>Date on which the Notes become fungible:</b> | Not Applicable       |
| 2. |       | <b>Specified Currency:</b>                      | EUR                  |
| 3. |       | <b>Aggregate Nominal Amount:</b>                |                      |
|    | (i)   | <b>- Tranche:</b>                               | up to EUR 10 000 000 |
|    | (ii)  | <b>- Series:</b>                                | up to EUR 10 000 000 |

4.	<b>Issue Price:</b>	100% of the Aggregate Nominal Amount
5.	(i) <b>Specified Denomination(s):</b>	EUR 1 000
	(ii) <b>Calculation Amount:</b>	Not Applicable
	(iii) <b>Adjusted Specified Denomination:</b>	EUR 200
6.	(i) <b>Issue Date:</b> (DD/MM/YYYY)	05/08/2020
	(ii) <b>Interest Commencement Date:</b>	Issue Date
7.	<b>Maturity Date:</b> (DD/MM/YYYY)	11/08/2023
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
	(iv) <b>Reference of the Product</b>	The provisions of the following Additional Terms and Conditions apply: Additional Terms and Conditions for Share Linked Notes and Depository Receipts Linked Notes
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>	1.6% payable in arrear.
	(ii) <b>Specified Period(s) / Interest Payment Date(s):</b> (DD/MM/YYYY)	05/08/2021
	(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. **Floating Rate Note Provisions:** Not Applicable
15. **Structured Interest Note Provisions:** 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 from 1 to 2) in accordance with the following provisions in respect of each Note:
- Automatic Early Redemption Amount(i) = Adjusted Specified Denomination x (100% + i x 7.00%)
- 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 from 1 to 2): 05/08/2021; 05/08/2022
- (iii) **Automatic Early Redemption Event:** is deemed to have occurred, as determined by the Calculation Agent, if on a Valuation Date(i) (i from 1 to 2), WorstPerformance(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), WorstPerformance(3) is higher than or equal to 0%, then:
- Final Redemption Amount = Adjusted Specified Denomination x [100% + 21.00% ]
- Scenario 2:**
- If on Valuation Date(3), WorstPerformance(3) is lower than 0% and a European Knock-In Event has not occurred, then:
- Final Redemption Amount = Adjusted Specified Denomination x [100%]
- Scenario 3:**
- If on Valuation Date(3), WorstPerformance(3) is lower than 0% and a European Knock-In Event has occurred, then:
- Final Redemption Amount = Adjusted Specified Denomination x [100% + WorstPerformance(3)]
- Definitions relating to the Final Redemption Amount are set out in paragraph 27(ii) "Definitions relating to the Product".
21. **Physical Delivery Notes** Not Applicable

**Provisions:**

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	Roche Holding AG	ROG SE	SIX SWISS EXCHANGE	www.roche.com
2	Regeneron Pharmaceuticals Inc	REGN UW	NASDAQ GLOBAL SELECT TEMP MARKET	www.regeneron.com
3	UnitedHealth Group Inc	UNH UN	NEW YORK STOCK EXCHANGE, INC.	www.unitedhealthgroup.com
4	Veeva Systems Inc	VEEV UN	NEW YORK STOCK EXCHANGE, INC.	www.veevasystems.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 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  
**Valuation Date(0):** 05/08/2020

(DD/MM/YYYY)

**Valuation Date(i) (i from 1 to 3)** 29/07/2021; 29/07/2022; 04/08/2023  
 (DD/MM/YYYY)

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

**European Knock-In Event** is deemed to have occurred, as determined by the Calculation Agent, if on Valuation Date(3), WorstPerformance(3) is lower than -40%

**WorstPerformance(i) (i from 1 to 3)** means the Minimum, for k from 1 to 4, of Performance(i,k)

**Performance(i,k) (i from 1 to 3) (k from 1 to 4)** means  $(S(i,k) / S(0,k)) - 100\%$

**S(i,k) (i from 0 to 3) (k from 1 to 4)** means in respect of any Valuation Date(i) the Closing Price of the Underlying(k)

#### 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

31. **Redenomination:** Not Applicable

32. **Consolidation:** Applicable as per Condition 15.2 of the General Terms and Conditions

33. **Partly Paid Notes Provisions:** Not Applicable

34. **Instalment Notes Provisions:** Applicable as per Condition 5.11 of the General Terms and Conditions

(i) **Instalment Amount(s):** Unless previously redeemed, on the Instalment Date, the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:

EUR 800

(ii) **Instalment Date(s):** 05/08/2021

(DD/MM/YYYY)

- |     |   |                |
|-----|---|----------------|
| 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**

- |       |   |  |
|-------|---|--|
| (i)   | <b>Listing:</b>   | Application will be made for the Notes to be listed on the official list of the Luxembourg Stock Exchange.   |
| (ii)  | <b>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> |
| (iii) | <b>Estimate of total expenses related to admission to trading:</b>        | Not Applicable   |
| (iv)  | <b>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**

- |       |   |  |
|-------|---|--|
| (i)   | <b>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. |
| (ii)  | <b>Estimated net proceeds:</b>                    | Not Applicable   |
| (iii) | <b>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 one or several underlying instrument(s) within the basket. The amount(s) to be paid is/are determined on the basis of the condition which is satisfied (or not) if the performance of one or several underlying instrument(s) within the basket is higher than or equal to a predefined barrier performance.

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: XS2174766589

- Common code: 217476658

(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@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 0.35% 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>) 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 / NOVO BANCO SA  
 Avenida da Liberdade 195  
 1250-142 Lisboa
- **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. TERMS AND CONDITIONS OF THE OFFER

- **Non-exempt Offer Jurisdiction(s):** Portugal
- **Offer Period:** From 06/07/2020 to 29/07/2020
- **Offer Price:** The Notes will be offered at the Issue Price
- **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 3.03%. 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:** Not Applicable

## ISSUE SPECIFIC SUMMARY

### SECTION A – INTRODUCTION INCLUDING WARNINGS

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**ISIN code :** XS2174766589

**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 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 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€)	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 (non audited)	30 June 2018 (non audited)	31 December 2018 (audited)	31 December 2017 (audited)
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<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 : XS2174766589 Number of Notes : 10000

<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>	11/08/2023	<b>Capital Protection</b>	80% of the Nominal Value on the Fixed Investment Maturity Date only
<b>Fixed Nominal Value</b>	80% of the Nominal Value	<b>Variable Nominal Value</b>	20% of the Nominal Value
<b>Early Redemption Barrier</b>	100%	<b>Conditional Coupon Barrier</b>	100%
<b>Fixed Coupon</b>	2.00%	<b>Conditional Coupon</b>	7.00%
<b>Capital Barrier</b>	60%		

  

Reference Underlying	Identifier	Relevant Exchange	Currency
Roche Holding AG	CH0012032048	Six Swiss Exchange	CHF
Regeneron Pharmaceuticals Inc	US75886F1075	Nasdaq Stock Exchange	USD
UnitedHealth Group Inc	US91324P1021	New York Stock Exchange	USD
Veeva Systems Inc	US9224751084	New York Stock Exchange	USD

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

This product is designed to provide a Fixed Coupon and a Conditional Coupon . It is possible for the product to be automatically redeemed early based on pre-defined conditions. If the product is not redeemed early, both the Conditional Coupon and part of the capital redemption at maturity will be linked to the performance of the Reference Underlying. Some of your capital will be at risk when investing in this product.

The Reference Underlying is the Underlying with the lowest observed level on the relevant observation.

Fixed Investment: 80% of the Nominal Value

Fixed Coupon:

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

Final Redemption of the Fixed Nominal Value:

On the Fixed Investment Maturity Date, you will receive the Fixed Nominal Value.

Variable Investment: 20% of the Nominal Value

Conditional Coupon

Provided that the product has not been previously redeemed early, on the Conditional Coupon Payment Date, the mechanism of the Conditional Coupon works as follows:

- On each Conditional Coupon Observation Date, if the level of the Reference Underlying is at or above the Conditional Coupon Barrier, you will receive:

The Conditional Coupon multiplied by the number of years the product has elapsed since inception.

- Otherwise, you will not receive the Conditional Coupon.

Automatic Early Redemption of Variable Nominal Value

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 Variable Nominal Value.

Final Redemption of Variable Nominal Value

On the Variable Investment 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 the Variable Nominal Value.

- Otherwise, you will receive the Final Level of the Reference Underlying multiplied by the Variable Nominal Value. In this scenario, you will suffer a partial or total loss of the Variable Nominal Value.

Additional Information:

- The level of each 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 of the Reference Underlying is its level observed on the Final Observation Date.

- The Fixed Coupon is expressed as a percentage of Fixed Nominal Value.

- The Conditional Coupons are expressed as a percentage of the Variable 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.

<b>Issue Date</b>	05/08/2020
<b>Initial Observation Date</b>	05/08/2020
<b>Fixed Coupon Payment Date</b>	05/08/2021
<b>Fixed Investment Maturity Date</b>	05/08/2021
<b>Early Redemption Observation Dates</b>	29/07/2021; 29/07/2022
<b>Conditional Coupon Observation Dates</b>	29/07/2021; 29/07/2022; 04/08/2023
<b>Conditional Coupon Payment Dates</b>	05/08/2021; 05/08/2022; 11/08/2023
<b>Final Observation Date</b>	04/08/2023

Variable Investment	11/08/2023
Maturity Date	

**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 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)
<b>Net interest income (or equivalent)</b>	N/A	N/A	11 019	10 416
<b>Net fee and commission income</b>	N/A	N/A	5 524	6 823
<b>Net impairment loss on financial assets</b>	(907)	(642)	(1 005)	918
<b>Net trading income</b>	N/A	N/A	5 189	5 826
<b>Measure of financial performance used by the issuer in the financial statements such as operating profit</b>	5 234	5 805	7 274	6 116
<b>Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)</b>	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)
<b>Total assets</b>	1 411,1	1 303,8	1 309,4	1 275,1	N/A
<b>Senior debt</b>	129,9	114,0	116,3	103,2	N/A
<b>Subordinated debt</b>	14,9	13,1	13,3	13,6	N/A

<b>Loans and receivables from customers</b>	445,0	433,8	447,3	425,2	N/A
<b>Deposits from customers</b>	415,0	411,4	416,8	410,6	N/A
<b>Total equity</b>	63,7	61,3	61,0	59,3	N/A
<b>Non performing loans (based on net carrying amount) / Loans and receivables)</b>	16,9	19,0	18,0	20,9	N/A
<b>Common Equity Tier 1 capital (CET1) ratio (or other relevant prudential capital adequacy ratio depending on the issuance)</b>	12,5%	11,2%	10,9%	11,4%	10,02% **
<b>Total capital ratio</b>	18,5%	16,9%	16,5%	17,0%	N/A
<b>Leverage ratio calculated under applicable regulatory framework</b>	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 credit spreads) and may therefore result in a risk of total or partial loss on the amount initially invested.

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

Events affecting the Underlying(s) or hedging transactions may lead to adjustments, de-indexation, substitution of the Underlying(s), or 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):** Portugal

**Offer Period:** From 06/07/2020 to 29/07/2020

**Offer Price:** The Notes will be offered at the Issue Price

**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 3.03 %. 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 Portugal

**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 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.