

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

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

Dated 12/01/2026

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

SG Issuer

Legal entity identifier (LEI) : 549300QNMBVTHX8H127

**Issue of up to CZK 150 000 000 Notes due 25/02/2031 Unconditionally and irrevocably guaranteed by Société Générale under the Debt Instruments Issuance Programme**

### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the heading "*General Terms and Conditions of the English Law Notes*" in the Base Prospectus dated 30 May 2025, which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8(4) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus and the supplement(s) to such Base Prospectus dated 2 July 2025 and 26 September 2025 and 15 October 2025 and any supplement published prior to the Issue Date (as defined below) (the **Supplement(s)**); provided, however, that to the extent such Supplement (i) is published after these Final Terms have been signed or issued and (ii) provides for any change to the Conditions as set out under the heading "*General Terms and Conditions of the English Law Notes*", such change shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and any

Supplement(s). Prior to acquiring an Interest in the Notes described herein, prospective investors should read and understand the information provided in these Final Terms, the Base Prospectus and any Supplement(s) and be aware of the restrictions applicable to the offer and sale of such Notes in the United States or to, or for the account or benefit of, persons that are not Permitted Transferees. A summary of the issue of the Notes is annexed to these Final Terms. Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available, in the case of Notes admitted to trading on the Regulated Market or on Euro MTF of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)) and in the case of Non-Exempt Offers, on the website of the Issuer (<http://prospectus.socgen.com>).

1. (i) **Series Number:** 333039EN/26.2
- (ii) **Tranche Number:** 1
- (iii) **Date on which the Notes become fungible:** Not Applicable
2. **Specified Currency:** CZK
3. **Aggregate Nominal Amount:**
  - (i) - **Tranche:** up to CZK 150 000 000
  - (ii) - **Series:** up to CZK 150 000 000
4. **Issue Price:** 100 % of the Aggregate Nominal Amount
5. **Specified Denomination(s):** CZK 10 000
6. (i) **Issue Date: (DD/MM/YYYY)** 25/02/2026
- (ii) **Interest Commencement Date:** Not Applicable
7. **Maturity Date: (DD/MM/YYYY)** 25/02/2031
8. **Governing law:** English law
9. (i) **Status of the Notes:** Unsecured
- (ii) **Date of corporate authorisation obtained for the issuance of Notes:** Not Applicable
- (iii) **Type of Structured Notes:** SGI Index Linked Notes  
  
The provisions of the following Additional Terms and Conditions apply:  
Additional Terms and Conditions for SGI Index Linked Notes
- (iv) **Reference of the Product:** 3.3.1 with Option 1 applicable, as described in the Additional Terms and Conditions relating to Formulae.
10. **Interest Basis:** See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below.
11. **Redemption/Payment Basis:** See section "PROVISIONS RELATING TO REDEMPTION" below.
12. **Issuer's/Noteholders' redemption option:** See section "PROVISIONS RELATING TO REDEMPTION" below.

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

13. **Fixed Rate Note Provisions:** 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:** Not Applicable
20. **Final Redemption Amount :** Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:

**Scenario 1:**

If on Valuation Date(1), the MaxTimePerformance({Schedule(1)}) is higher than or equal to 0%, then:

Final Redemption Amount = Specified Denomination x [100% + Min(50% ; 100% x MaxTimePerformance({Schedule(1)}))]

**Scenario 2:**

If on Valuation Date(1), the MaxTimePerformance({Schedule(1)}) is lower than 0%, then:

Final Redemption Amount = Specified Denomination x 100%

Definitions relating to the Final Redemption Amount are set out in paragraph 25(ii) "Definitions relating to the Product".

21. **Physical Delivery Provisions:** Not Applicable
22. **Trigger redemption at the option of the Issuer:** Applicable as per Condition 6.2.3 of the *General Terms and Conditions*  
**- Outstanding Amount Trigger Level:** 10% of the Aggregate Nominal Amount
23. (i) **Redemption in respect of Non Eligible Notes:** Early Redemption or Monetisation until the Maturity Date  
**Redemption for Tax Event, Special Tax Event, Regulatory Event, Force Majeure Event, Administrator Benchmark Event or Event of Default :** Early Redemption Amount : Market Value
- (ii) **Redemption in respect of Eligible Notes: Redemption for Tax Event, Special Tax Event, MREL Disqualification Event; Amounts Due in case of Bail-In of Eligible Notes** Not Applicable

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

24. (i) **Underlying(s):** The following SGI Index as defined below:

SGI Index Name	Bloomberg Ticker	Index Calculation Agent	Index Sponsor	Exchange	Web Site
SGI Global Nuclear VT 8 Index	SGMDNCR8	SOLACTIVE A.G	Societe Generale	XETRA	<a href="https://sgi.sgmarkets.com/">https://sgi.sgmarkets.com/</a>

- |   |  |
|---|--|
| (ii) <b>Information relating to the past and future performances of the Underlying(s) and volatility:</b>   | 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) <b>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:</b> | The provisions of the following Additional Terms and Conditions apply :<br><br>Additional Terms and Conditions for SGI Index Linked Notes                  |
| (iv) <b>Credit Linked Notes Provisions:</b>   | Not Applicable   |
| (v) <b>Bond Linked Notes Provisions:</b>  | Not Applicable   |

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

- |  |  |
|--|--|
| 25. (i) <b>Definitions relating to date(s):</b>  | Applicable   |
| <b>Valuation Date(0):</b>                        | 19/02/2026   |
| <b>Valuation Date(i): (i = 1)</b>                | 19/02/2031   |
| <b>Schedule(1):</b>                              | 19/05/2026; 19/08/2026; 19/11/2026; 19/02/2027; 19/05/2027; 19/08/2027; 19/11/2027; 21/02/2028; 19/05/2028; 21/08/2028; 20/11/2028; 19/02/2029; 21/05/2029; 20/08/2029; 19/11/2029; 19/02/2030; 20/05/2030; 19/08/2030; 19/11/2030; 19/02/2031 |
| (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) (i within Schedule(1))</b>     | means $(S(i) / S(0)) - 100\%$  |
| <b>S(i) (i = 0 or i within Schedule(1))</b>      | means in respect of any Valuation Date(i), the Closing Price of the Underlying.  |
| <b>MaxTimePerformance({Schedule(1)})</b>         | means the Maximum, for any i belonging to the Schedule(1), of Performance(i)   |

**PROVISIONS RELATING TO SECURED NOTES**

- |                                      |                |
|--------------------------------------|----------------|
| 26. <b>Secured Notes Provisions:</b> | Not Applicable |
|--------------------------------------|----------------|

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |  |   |
|--|---|
| 27. <b>Provisions applicable to payment date(s):</b>   |   |
| - <b>Payment Business Day:</b>   | Following Payment Business Day  |
| - <b>Financial Centre(s):</b>  | Prague  |
| 28. <b>Form of the Notes:</b>  |   |
| (i) <b>Form:</b>   | Non-US Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream |
| (ii) <b>New Global Note (NGN – bearer notes) / New Safekeeping Structure (NSS – registered notes):</b> | No  |

- 
- |   |   |
|---|---|
| <b>29. Redenomination:</b>  | Applicable as per Condition 1.5 of the <i>General Terms and Conditions</i>  |
| <b>30. Consolidation:</b>   | Applicable as per Condition 14.2 of the <i>General Terms and Conditions</i> |
| <b>31. Partly Paid Notes Provisions:</b>  | Not Applicable  |
| <b>32. Instalment Notes Provisions:</b>   | Not Applicable  |
| <b>33. Masse:</b>   | Not Applicable  |
| <b>34. Dual Currency Note Provisions:</b>   | Not Applicable  |
| <b>35. Additional Amount Provisions for Italian Certificates:</b>                           | Not Applicable  |
| <b>36. Interest Amount and/or the Redemption Amount switch at the option of the Issuer:</b> | Not Applicable  |
| <b>37. Portfolio Linked Notes Provisions:</b>   | Not Applicable  |

**THIRD PARTY INFORMATION**

Information or summaries of information included herein with respect to the Underlying(s) have been extracted from general databases released publicly or by any other available information.

Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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

- (i) **Listing:** None
- (ii) **Admission to trading:** Not Applicable
- (iii) **Estimate of total expenses related to admission to trading:** Not Applicable
- (iv) **Information required for Notes to be listed on SIX Swiss Exchange:** Not Applicable

**2. RATINGS**

The Notes to be issued have not been rated.

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

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

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

Société Générale will ensure the roles of provider of hedging instruments to the Issuer of the Notes, Calculation Agent of the Notes and sponsor or adviser of the underlying index.

The possibility of conflicts of interest between the different roles of Société Générale on one hand, and between those of Société Générale in these roles and those of the Noteholders on the other hand cannot be excluded.

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

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

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

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

Not Applicable

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

Not Applicable

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

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

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

The value of the Notes is linked to the positive or negative performance of the underlying

instrument. The amount(s) to be paid is/are determined on the basis of the condition which is satisfied (or not) if the performance of the underlying instrument is higher than or equal to a predefined barrier performance. Performance of the underlying instrument can be locked, and/or capped.

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

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

Not Applicable

## 8. OPERATIONAL INFORMATION

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

- **ISIN Code:** XS3257240211

- **Common Code:** 325724021

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

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

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

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

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

## 9. DISTRIBUTION

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

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

(ii) **Total commission and concession:** Société Générale grants its relevant distributor(s) a discount on the Issue Price of up to 1% per annum (calculated on the basis of the maximum 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 ( <b>Offer Period</b> ) 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 Česká spořitelna a.s. Olbrachtova 1929/62 Prague 140 00, Czech Republic
- General Consent/ Other conditions to consent:	Not Applicable
(v) U.S. federal income tax considerations:	The Notes are not Specified Notes for purposes of Section 871(m) Regulations.
(vi) - Prohibition of Sales to EEA Retail Investors:	Not Applicable
- Prohibition of Sales to EEA Non Retail Clients:	Not Applicable
(vii) - Prohibition of Sales to UK Retail Investors:	Applicable
- Prohibition of Sales to UK Non Retail Clients:	Not Applicable
(viii) Prohibition of Sales to Swiss Non Retail Clients:	Not Applicable
<b>10. TERMS AND CONDITIONS OF THE OFFER</b>	
- Non-Exempt Offer Jurisdiction(s):	Czech Republic
- Offer Period:	From 14/01/2026 to 18/02/2026
- 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 ( <a href="http://prospectus.socgen.com">http://prospectus.socgen.com</a> ).
- 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 : CZK 10 000 (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	Publication on the website of the Issuer ( <a href="http://prospectus.socgen.com">http://prospectus.socgen.com</a> ) and in a daily newspaper of

<b>made public:</b>	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.
<b>- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:</b>	Not Applicable
<b>- Whether tranche(s) has/have been reserved for certain countries:</b>	Not Applicable
<b>- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:</b>	Not Applicable
<b>- Amount of any expenses and taxes specifically charged to the subscriber or purchaser:</b>	Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation.
	Punctual costs (entry costs), recurrent costs and potential anticipated exit penalties may have an impact on the return the investor may obtain from his investment.

## 11. ADDITIONAL INFORMATION

<b>- Minimum investment in the Notes:</b>	CZK 10 000 (i.e. 1 Note)
<b>- Minimum trading:</b>	CZK 10 000 (i.e. 1 Note)
<b>- Underlying Disclaimer:</b>	<p>The index referred to herein (the "Index") is the sole and exclusive property of Société Générale. The Index rules are available either online on the website <a href="http://www.sgindex.com">www.sgindex.com</a>, or if not online, upon written request made to Société Générale at the following address: 17 cours Valmy, 92987 Paris – La Défense Cedex ,France. Société Générale does not guarantee the accuracy and/or the completeness of the composition, calculation, dissemination and adjustment of the Index, nor of the data included therein, and makes no warranty, whether express or implied, relating to (i) the availability of, or correct or timely calculation of, the Index and its level, (ii) the merchantability or fitness for a particular purpose of the Index, or (iii) the results of the use of the Index or any data included therein. Subject to any applicable statutory law, Société Générale shall have no liability for any losses, damages, costs or expenses (including loss of profits) arising, directly or indirectly, from the calculation of the Index level, the use of the Index or any data included therein. The levels of the Index do not represent a valuation or a price for any product referencing such Index.</p> <p>The roles of the different teams involved within Société Générale in creating, structuring and maintaining, or replicating the Index have been strictly defined. However, these teams all depend on the same global market business division. Société Générale may engage in trading in the Index or underlyings referenced by the Index (for hedging reasons, on behalf of third party clients or on own account) which may adversely affect the level of the Index.</p> <p>Additional conflicts of interests may arise due to Société Générale and/or any of its affiliates acting as Issuer and calculation agent of the product on one hand, and sponsor of the Index on the other hand. Although Société Générale strictly defined the responsibilities of the different teams involved within Société Générale and its affiliates, such conflicts of interests may trigger negative consequences for investors.</p>

**12. PUBLIC OFFERS IN SWITZERLAND**

Not Applicable

**13. EU BENCHMARKS REGULATION****Benchmark:**

Applicable

Amounts payable under the Notes will be calculated by reference to the relevant Benchmark which is provided by the relevant Administrator, as specified in the table below.

As at the date of these Final Terms, the relevant Administrator appears/does not appear, as the case may be, on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) (the **EU Benchmarks Regulation**), as specified in the table below.

If "Does not appear and exempted" is specified in the table below, it means that the relevant Administrator does not fall within the scope of the EU Benchmarks Regulation by virtue of Article 2 of that regulation.

If "Does not appear and non-exempted" is specified in the table below, it means that, as far as the Issuer is aware, the transitional provisions in Article 51 of the EU Benchmarks Regulation apply, such that the relevant Administrator is not currently required to obtain a decision of equivalence, recognition, or endorsement of the benchmark.

<b>Benchmark</b>	<b>Administrator</b>	<b>Register</b>
SGI Global Nuclear VT 8 Index	Société Générale	Appears

**ANNEX FOR SGI INDEX RULES**

(This Annex forms a part of the Final Terms to which it is attached)

**CONFIDENTIAL**

**S&P Global Nuclear VT 8 Index**  
(EUR)

**Index Rules**

Version as of 6<sup>th</sup> December 2024

# SGI Global Nuclear VT 8 Index (EUR)

## 1. Index Rules Summary

### 1.1 Index Description

The SGI Global Nuclear VT 8 Index (EUR) (the “**Index**”) aims to provide a hypothetical exposure to the the SGI Global Nuclear Index (the “**Underlying Basket Component**”) where such exposure is determined using a daily Volatility Target mechanism.

The Index is calculated and published by Solactive A.G. (the “**Index Calculation Agent**”) and is sponsored by Société Générale (the “**Index Sponsor**”).

#### Main Characteristics

<b>Bloomberg ticker:</b>	SGMDNCR8 <Index>
<b>Type of Return:</b>	Net Excess Return
<b>Calculation Frequency:</b>	Daily
<b>Publication Time:</b>	End of Day
<b>Index Launch Date:</b>	29th January 2025
<b>Currency:</b>	EUR
<b>Fees and Costs:</b>	As specified under the “Index Fees and Costs” section below
<b>Index Asset Class:</b>	Equity
<b>Index Components:</b>	Index, Market Data

### 1.2 Mechanism

The Index is constructed pursuant to a daily Volatility Target process where the deemed exposure of the Index to the Underlying Basket Component (the “**Exposure**”) is based on a formula using the following input parameters:

- (i) the short-term historical volatility of the Underlying Basket Component (the “**Underlying Basket Component Historical Volatility**”);
- (ii) a target volatility of 8% (the “**Target Volatility**”);
- (iii) the historical volatility of the Index itself (the “**Index Historical Volatility**”).

Such that, in most cases, when the short-term historical volatility of the Underlying Basket Component increases, the deemed exposure to the Underlying Basket Component decreases, and vice versa.

So that, in most cases:

- when the short-term historical volatility of the Underlying Basket exceeds 8%, the Exposure will generally be less than 100% (subject to a minimum Exposure of 0%),
- when the short-term historical volatility of the Underlying Basket falls below 8%, the Exposure will generally be equal to 100%.

### 1.3 Index Fees and Costs

The Index is calculated net of the following fees and costs:

<b>Fixed Replication Costs:</b>	means corresponding costs provided in Appendix 1.
<b>Fixed Transaction Costs:</b>	means corresponding costs provided in Appendix 1.
<b>Structuring Fees:</b>	means 1.10% per annum of the Index Level. This fee reflects Index Sponsor’s compensation for structuring and maintaining the Index.

**SGI Global Nuclear VT 8 Index**  
(EUR)

**1.4 SGI Global Methodology**

The Index is computed and maintained pursuant to these Index Rules which incorporate by reference the SGI Indices Global Methodology (version dated 24<sup>th</sup> July 2023, as supplemented, amended and restated or replaced from time to time, the “**SGI Global Methodology**”). The SGI Global Methodology is published on the SGI website under the heading “**Methodology**” at <https://sgi.sgmarkets.com>. These Index Rules should be read together with the SGI Global Methodology.

Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the SGI Global Methodology.

**In the event of any inconsistency between the SGI Global Methodology and the Index Rules, for purposes of the Index, the Index Rules will prevail.**

**The SGI Global Methodology notably includes important events applicable in respect of the Index Components selected in section 1.1 above.**

The SGI Global Methodology is expected to be updated and revised from time to time where necessary or desirable, pursuant to legal developments and for the purpose of enhanced disclosure and technical improvement. The Index Sponsor may also act in good faith and a commercially reasonable manner to amend the SGI Global Methodology in order to cure ambiguities, errors and omissions thereunder. SGI Global Methodology subsequently updated and revised shall be (i) approved in accordance with the Index Sponsor’s internal index procedures, (ii) announced under the heading “News” on the SGI website <https://sgi.sgmarkets.com> and (iii) published in full on such SGI website under the heading “**Methodology**”; upon such publication, the updated SGI Global Methodology shall apply to the Index and these Index Rules.

**1.5 Technical Rectification of Index Rules**

The Index Rules may be amended from time to time, consistent with the economic strategy of the Index, by the Index Sponsor acting in good faith and a commercially reasonable manner to cure ambiguities, errors and omissions, if any.

**1.6 Information available on the SGI website**

The Index Level (including the performance and volatility of the Index), further Index data, news, and important disclaimers relating to the Index are available on the SGI website at the following address: <https://sgi.sgmarkets.com>.

**IMPORTANT:**

**The Index seeks to track hypothetical positions in the Index Components; however, the Index does not actually invest in or hold any Index Component or instruments. An investor in any product linked to the performance of the Index (if any) will have no rights whatsoever to any Index Component or any other instruments underlying the Index. The Index is a statistical measure providing a representation of the value of a hypothetical portfolio of the Index Components based on the index strategy; it is not an investment fund, pool or any other investment vehicle.**

**The investment strategy tracked by the Index is not guaranteed to be successful.**

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**2. Index Rules**

**2.1 Terms and definitions relating to Dates**

<b>ACT(t-1,t)</b>	means the number of calendar days between Calculation Date (t-1) (included) and Calculation Date (t) (excluded).
<b>Calculation Date</b>	means, any Scheduled Calculation Date on which no Index Disruption Event exists.
<b>Scheduled Calculation Date</b>	means any business day on which all Underlying Basket Components are scheduled to be published.

**2.2 Terms and definitions relating to the Index**

<b>Index</b>	means the SGI Global Nuclear VT 8 Index (EUR) (Bloomberg Ticker: SGMDNCR8 <Index>).
<b>Index Calculation Agent</b>	Solactive A.G..
<b>Index Component</b>	means the Underlying Basket Component.
<b>Index Currency</b>	Euro (“EUR”).
<b>Index Launch Date, “t<sub>0</sub>”</b>	29th January 2025.
<b>Index Base Date, “t<sub>B</sub>”</b>	26 <sup>th</sup> February 2019.
<b>Component Base Date “t<sub>CB</sub>”</b>	10 <sup>th</sup> January 2019.
<b>Index Level, “IL(t)”</b>	means, in respect of any Calculation Date (t), the level of the Index calculated and published by the Index Calculation Agent on such date, pursuant to Section 2.
<b>Index Sponsor</b>	Société Générale.
<b>Aggregate Transaction Cost, “TC(t)”</b>	means, in respect of Calculation Date (t), the transaction costs determined pursuant to Section 2.
<b>Structuring Fee, “SF”</b>	means 1.10% per annum.

**2.3 Terms and definitions relating to the Vol Target Mechanism**

<b>Exposure, “E(t)”</b>	means, in respect of any Calculation Date (t), the hypothetical exposure of the Index to the Underlying Basket determined pursuant to Section 2.
<b>Target Volatility, “TV”</b>	8%.
<b>Underlying Basket Component Historical Volatility, “HV(t)”</b>	means in respect of a Calculation Date (t), the annualized historical volatility of the Underlying Basket (t) over the past 20 Calculation Dates, determined pursuant to Section 2.
<b>Volatility Adjustment Factor “VAF(t)”</b>	means, in respect of any Calculation Date (t), the volatility adjustment factor based on the Index Historical Volatility and determined pursuant to Section 2.10.
<b>Index Historical Volatility, “IHV(t)”</b>	means, in respect of any Calculation Date (t), the annualized historical

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volatility of the Index determined since the Index Launch Date, determined pursuant to Section 2.12.

**2.4 Terms and definitions relating to the Underlying Basket Component**

**Fixed Replication Costs, "RC"** means the theoretical fixed running costs that would be incurred in connection with replicating the performance of such Underlying Basket Component. The Fixed Replication Costs are calculated daily and accrue on a daily basis on the level or price of the Underlying Basket Component. The Fixed Replication Costs are provided in Appendix 1.

**Fixed Transaction Costs, "TC"** means the theoretical fixed costs that would be charged in relation to the deemed purchase or liquidation of such Underlying Basket Component pursuant to changes in hypothetical allocations that impact the Index Level upon such reallocations. The Fixed Transaction Costs are provided in Appendix 1

**Underlying Basket Component Closing Price, "CP(t)"** means, in respect of a Calculation Date (t) and the Underlying Basket Component,  
(a) the corresponding Underlying Index Closing Level, or;  
(b) the latest corresponding Underlying Index Closing Level, if such price dated as of Calculation Date (t) is not available.

**Underlying Basket Component Return Type** means, in respect of an Underlying Basket Component, its return type as provided in Appendix 1.

**Underlying Basket Component Currency** means in respect of an Underlying Basket Component, its default currency as provided in Appendix 1.

**2.5 Terms and definitions relating to Index Data and Market Data**

**Market Data** has its meaning set forth in the SGI Global Methodology.

**Index Rate, "IR(t)"**

- If  $t < 2^{\text{nd}}$  October 2019:  
the level of the EONIA Rate, as displayed on the Bloomberg Page EONIA <Index> or any successor service, plus a -8.5bps correction. If such rate dated as of Calculation Date (t) is missing, means the latest rate available displayed under EONIA <Index> Bloomberg page, plus -8.5 bps correction.
- Otherwise:  
the level of the €STER Rate, as displayed on the Bloomberg Page ESTRON <Index> or any successor service. If such rate dated as of Calculation Date (t) is missing, means the latest rate available displayed under ESTRON <Index> Bloomberg page.

**Forex, "FX(t)"** means in respect of a Basket Component and a Calculation Date (t), the foreign spot exchange rate to convert in the Index Currency one unit of the Basket Component Currency obtained using the official fixed foreign exchange rates at 16:00 London Time as provided by WM Company and displayed on the Reuters on such Calculation Date, or any successor service or page for the purpose of displaying such foreign spot exchange rate, as determined by the Index Calculation Agent or the latest foreign exchange rate provided by WM Company if no such rate is published as of such date.

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**2.6 Determination of the Index Level, “IL(t)”**

The Index Level is in respect of Calculation Date (t), calculated by the Index Calculation Agent at the Valuation Time, subject to the occurrence or existence of an Index Disruption Event or an Index Extraordinary Event, according to the following formula:

For any Calculation (t)  $\geq t_B + 3$ :

$$IL(t) = IL(t - 1) \times \left[ 1 + E(t - 1) \times \left( \frac{UBL(t)}{UBL(t - 1)} - 1 \right) - SF \times \frac{ACT(t - 1, t)}{365} \right] - TC(t - 1)$$

Otherwise,

$$IL(t) = 1000$$

**2.7 Determination of the Underlying Basket Level, “UBL(t)”**

The Underlying Basket Level is, in respect of any Calculation Date (t), calculated by the Index Calculation Agent in accordance with the following formula:

For any Calculation (t)  $\geq t_{CB} + 1$ :

$$UBL(t) = UBL(t - 1) \times \left[ \left( \frac{CP(t) \times FX(t)}{CP(t - 1) \times FX(t - 1)} - (IR(t - 1) + RC) \times \frac{ACT(t - 1, t)}{360} \right) \right]$$

Otherwise,

$$UBL(t) = 1000$$

**2.8 Determination of the Exposure “E(t)”**

The Exposure is, in respect of Calculation Date (t), determined by the Index Calculation Agent in accordance with the following formula:

$$E(t) = \text{Min} \left[ \frac{TV}{HV(t - 2)} \times VAF(t - 2), 100\% \right]$$

**2.9 Determination of the Volatility Adjustment Factor “VAF(t)”**

The Volatility Adjustment Factor is, in respect of Calculation Date (t), determined by the Index Calculation Agent in accordance with the following formula:

For any Calculation Date (t)  $\geq t_B + 3$ :

$$VAF(t) = \text{Min} \left[ 120\% ; \text{Max} \left[ 80\% ; \sqrt{\text{Max} \left[ 1 + \frac{\alpha(t)}{126} \times \left( 1 - \left( \frac{IHV(t)}{TV} \right)^2 \right) ; 0 \right]} \right] \right]$$

Otherwise,

$$VAF(t) = 1$$

Where,  $\alpha(t) = \text{Min}[N(t_B + 2, t) ; 126]$

**2.10 Determination of the Underlying Basket Component Historical Volatility, “HV(t)”**

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The Underlying Basket Component Historical Volatility is, in respect of Calculation Date (t), determined by the Index Calculation Agent in accordance with the following formula:

For any Calculation Date (t)  $\geq t_{CB} + 22$ :

$$HV(t) = \sqrt{\frac{1}{20} \times \sum_{k=0}^{19} \left[ \sqrt{\frac{365}{ACT(t-k-3, t-k)}} \times \ln\left(\frac{UBL(t-k)}{UBL(t-k-3)}\right) \right]^2}$$

Where “ln” means the logarithm to the base e.

**2.11 Determination of the Index Historical Volatility “IHV(t)”**

The Index Historical Volatility is, in respect of Calculation Date (t), determined by the Index Calculation Agent in accordance with the following formula:

For any Calculation Date (t)  $\geq t_B + 3$ :

$$IHV(t) = \sqrt{\frac{1}{\alpha(t)} \times \sum_{k=0}^{\alpha(t)-1} \left( \sqrt{\frac{365}{ACT(t-k-3, t-k)}} \times \ln\left(\frac{IL(t-k)}{IL(t-k-3)}\right) \right)^2}$$

Where, “ln” means the logarithm to the base e, and  $\alpha(t) = \text{Min}[N(t_B + 2, t); 126]$ .

**2.12 Determination of the Aggregate Transaction Cost, “TC(t)”**

The Aggregate Transaction Cost is, in respect of a Calculation Date (t), calculated by the Index Calculation Agent in accordance with the following formula:

For any Calculation Date (t)  $> t_B + 1$ :

$$TC(t) = \left| E(t) \times \frac{IL(t)}{CP(t) \times FX(t)} - E(t-1) \times \frac{IL(t-1)}{CP(t-1) \times FX(t-1)} \right| \times TC \times CP(t) \times FX(t)$$

Otherwise,

$$TC(t) = 0$$

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**3. Index Disruption Events**

With respect to an Index Disruption Event, the SGI Global Methodology shall apply.

**4. Index Extraordinary Event**

With respect to an Index Extraordinary Event, the SGI Global Methodology shall apply.

**5. Disclaimer**

**Société Générale :**

The SGI Global Nuclear VT 8 Index (EUR) (the “**Index**”) has been developed by, and is proprietary to, Société Générale (“**SG**”) and no third party shall have any proprietary interest herein except as may be expressly granted by SG. By accepting these Index Rules, Solactive A.G. acknowledges that the ownership and all intellectual property rights in respect of the name of the Index (and index rules such as, but not limited to, calculation methods) are and shall remain the exclusive property of SG and its relevant third-party licensor(s), if any.

AS THE INDEX SPONSOR, SG DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE INDEX OR ANY DATA INCLUDED THEREIN AND, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, SG SHALL HAVE NO LIABILITY FOR ANY ERROR OR OMISSION THEREIN AND/OR ANY INTERRUPTION IN THE CALCULATION AND/OR DISSEMINATION THEREOF. SG MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY ANY OTHER PERSON OR ENTITY FROM THE USE OF THE INDEX RULES OR ANY DATA INCLUDED THEREIN. SG MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THESE INDEX RULES OR ANY DATA INCLUDED HEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL SG HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES OR LOST PROFITS, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES

**Solactive A.G. :**

The Index is the exclusive property of Société Générale. Société Générale has signed a contract with Solactive AG wherein Solactive AG undertakes to calculate and maintain the Index.

The Index is not sponsored, promoted, sold or supported in any other manner by Solactive AG nor does Solactive AG offer any express or implicit guarantee or assurance either with regard to the results of using the Index and/or Index trademark or the Index Level at any time or in any other respect.

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**Appendix 1 - Eligible Underlyings Table**

<b>(i)</b>	<b>Underlying Basket Component</b>	<b>Bloomberg Ticker</b>	<b>Underlying Basket Component Currency</b>	<b>Underlying Basket Component Return Type</b>	<b>Fixed Replication Costs, "RC"</b>	<b>Fixed Transaction Costs, "TC"</b>
1	SGI Global Nuclear Index	SGIXNCRU Index	USD	Net Total Return	0	5 bps

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

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**ISIN code:** XS3257240211

**Issuer : SG Issuer**

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

Telephone number : + 352 27 85 44 40

*Legal entity identifier (LEI)* : 549300QNMDBVTHX8H127

**Offeror and/or entity requesting the admission to trading :**

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

*Legal entity identifier (LEI)* : O2RNE8IBXP4R0TD8PU41

**Identity and contact details of the competent authority approving the prospectus:**

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

283, route d'Arlon L-2991, Luxembourg

Telephone number: (352) 26 25 11

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

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

**WARNINGS**

This summary must be read as an introduction to the base prospectus (the **Base Prospectus**).

Any decision to invest in the Notes (the **Notes**) should be based on a consideration of the Base Prospectus as a whole by the investor.

Where a claim relating to the information contained in the Base Prospectus and the applicable Final Terms is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled this summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.

**You are about to buy a product which is not simple and which may be difficult to understand.**

**SECTION B – KEY INFORMATION ON THE ISSUER**

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**WHO IS THE ISSUER OF THE SECURITIES?**

**Issuer : SG Issuer (or the Issuer)**

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

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

*Legal entity identifier (LEI)* : 549300QNMDBVTHX8H127

Legislation under which the Issuer operates: Luxembourg law.

Country of incorporation: Luxembourg.

**Statutory auditors : PriceWaterhouseCoopers**

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

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

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

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

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

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

**Income statement**

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

**Balance sheet**

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

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

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

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

(2) classified in the Balance Sheet.

**Cash flow**

(in K€)	31 December 2024 (audited)	31 December 2023 (audited)
Net cash flows from operating activities	55 941	28 259
Net cash flows used in financing activities	34 376	22 425
Net cash flows from investing activities	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 : XS3257240211 Number of Notes : up to 15 000

Product Currency	CZK	Settlement Currency	CZK
Listing	None	Nominal Value	CZK 10,000 per note
Minimum Investment	CZK 10,000	Issue Price	100% of the Nominal Value
Maturity Date	25/02/2031	Minimum Reimbursement	100% of the Nominal Value at maturity only
Final Barrier	100%	Cap	50%

Reference Underlying	Identifier	ISIN	Currency	Website
SGI Global Nuclear VT 8 Index	SGMDNCR8 Index	DE000SL0PSM9	EUR	<a href="https://sgi.sgmarkets.com/en/index-details/SGMDNCR8">https://sgi.sgmarkets.com/en/index-details/SGMDNCR8</a>

The SGI Global Nuclear VT 8 Index (the "Reference Underlying") features a built-in function designed to enhance its stability during periods of market turbulence by maintaining the volatility close to 8% by adjusting exposure to the SGI Global Nuclear Index Net Total Return (the "Sub-Index"), aims to capture the performance of a basket of stocks exposed to the entire nuclear supply chain sector, spanning from uranium mining to nuclear equipment and utilities.

The SGI Global Nuclear VT 8 Index (the "Reference Underlying") is calculated as an excess return Index which means the return that investors can achieve is given by the index components subtracted the return from a risk-free investment

The SGI Global Nuclear VT 8 Index presents a currency exchange risk because the values of its components, quoted in foreign currencies, are converted into Euro. Thus, the performance of the underlying index may be significantly affected, positively or negatively, depending on the evolution of the exchange rate of these foreign currencies against the Euro.

Link to the dedicated page of the index : <https://sgi.sgmarkets.com/en/index-details/SGMDNCR8>

Link to the dedicated page of the Sub-Index: <https://sgi.sgmarkets.com/en/index-details/SGIXNCRU>

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

The product is a fixed term investment which is designed to generate a payoff at maturity linked to the performance of the Reference Underlying. The product provides full capital protection at maturity only.

Final Redemption :

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

- (1) 100% of the Nominal plus,
- (2) The performance of the Reference Underlying, limited to the Cap.

Otherwise, you will receive 100% of the Nominal Value.

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 of the Reference Underlying is its highest level observed on the Final Observation Dates.
- The performance of the Reference Underlying is calculated as its Final Level minus 100%. The performance is multiplied by 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): Czech Republic.

<b>Issue Date</b>	25/02/2026
<b>Initial Observation Date</b>	19/02/2026
<b>Final Observation Dates</b>	19/05/2026 ; 19/08/2026 ; 19/11/2026 ; 19/02/2027 ; 19/05/2027 ; 19/08/2027 ; 19/11/2027 ; 21/02/2028 ; 19/05/2028 ; 21/08/2028 ; 20/11/2028 ; 19/02/2029 ; 21/05/2029 ; 20/08/2029 ; 19/11/2029 ; 19/02/2030 ; 20/05/2030 ; 19/08/2030 ; 19/11/2030 ; 19/02/2031
<b>Maturity Date</b>	25/02/2031

**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:**

Not Applicable. The Notes are not admitted to trading.

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

**Nature and scope of the guarantee:**

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

The Guarantee obligations constitute a direct, unconditional, unsecured and unsubordinated obligations of the Guarantor ranking as senior preferred obligations, as provided for in Article L. 613-30-3-1-3° of the French Code "monétaire et financier" and will rank at least pari passu with all other existing and future direct, unconditional, unsecured senior preferred obligations of the Guarantor, including those in respect of deposits.

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

**Description of the Guarantor:**

The Guarantor, Société Générale is the parent company of the Société Générale Group.  
Domicile: 29, boulevard Haussmann, 75009 Paris, France.  
Legal form: Public limited liability company (société anonyme).  
Country of incorporation: France.  
Legal entity identifier(LEI) : O2RNE8IBXP4R0TD8PU41

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

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

**Key financial information on the Guarantor:**

**Income statement**

(in million EUR)	First Quarter 2025 (audited)	31/12/2024 (audited)	First Quarter 2024 (audited)	31/12/2023 (audited)
Net interest income (or equivalent)	N/A	9,892	N/A	10,310
Net fee and commission income	N/A	6,226	N/A	5,588
Net impairment loss on financial assets	(344)	(1,530)	(400)	(1,025)
Net trading income	N/A	10,975	N/A	10,290
Measure of financial performance used by the issuer in the financial statements such as operating profit	2,135	8,316	1,265	6,580
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	1,608	4,200	680	2,493

**Balance sheet**

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

\*\*Taking into account the combined regulatory buffers, the phased-in CET1 ratio level that would trigger the Maximum Distributable Amount (MDA) mechanism would be 10.22% as of 31/03/2025.

(1)Phased-in ratio.

The audit report does not contain any qualification.

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

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

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

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

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

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

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

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

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

- The composition of certain indices to which the Notes are linked, and the methodologies used in relation to these indices, can be determined and selected by Société Générale or one of its related companies. In the choice

of these methodologies, it can be expected that Société Générale or the relevant related company of Société Générale will take into account its own objectives and interests and / or those of the Group, and no guarantee can be given that the methodologies chosen will not be less favorable for the interests of investors than the methodologies used by other index sponsors in comparable circumstances.

If the hedging activities of Société Générale or one of its related companies are disrupted in relation to a particular index, Société Générale or the related company concerned may decide to end the calculations of this index, sooner than would another index sponsor in comparable circumstances. This could cause adjustments, de-indexation, substitution of the Underlying(s), or the early redemption of the Notes.

**-Conflicts of interest in connection with proprietary indices**

Société Générale acts as sponsor of proprietary indices (SGI Indices). These indices are calculated by an external calculation agent in accordance with rules which describe the methodology for determining the composition and calculation of these proprietary indices (the Rules).

[With regard to proprietary indices composed in a discretionary basis by Société Générale or an affiliate of Société Générale to which Notes are linked, Société Générale may face a conflict of interest between its obligations as issuer of these Notes and as a composer of these indices, given that the determination of the composition of these indices may have an impact on the value of the Notes.]

[With regard to proprietary indices composed by a third party to which the Notes are linked, Société Générale may face a conflict of interest between its obligations as issuer of these Notes and as a sponsor of these indices, insofar as it can modify or supplement the Rules, in accordance with the Rules, which may have an impact on the value of the Notes.]

[With regard to proprietary indices composed by the application of a mathematical formula in a non-discretionary manner by Société Générale or any third party, Société Générale may face a conflict of interest between its obligations as issuer of these Notes and as a sponsor of these indices, insofar as it may modify, in accordance with the Rules, certain parameters (such as the funding spread) or provide the assessment of certain components, which may have an impact on the value of the Notes.]

**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):** Czech Republic

**Offer Period:** From 14/01/2026 to 18/02/2026

**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:**

Punctual costs (entry costs), recurrent costs and potential anticipated exit penalties may have an impact on the return the investor may obtain from his investment.

**Distribution plan:** The product is intended for retail investors and will be offered in Czech Republic

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

Société Générale as Dealer

Tour Société Générale - 17 Cours Valmy

92987 Paris La Défense Cedex, France

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

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

Applicable law : French law.

Country of incorporation : France

**WHY IS THIS PROSPECTUS BEING PRODUCED?**

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

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

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

**Estimated net proceeds:** Not Applicable

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

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

Save for fees, if any, payable to the Dealer, and so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. Société Générale will ensure the roles of provider of hedging instruments to the Issuer of the Notes, Calculation Agent of the Notes and sponsor or adviser of the underlying index.

The possibility of conflicts of interest between the different roles of Société Générale on one hand, and between those of Société Générale in these roles and those of the Noteholders on the other hand cannot be excluded. Furthermore, given the banking activities of Société Générale, conflicts may arise between the interests of Société Générale acting in these capacities (including business relationship with the issuers of the financial instruments being underlyings of the Notes or possession of non public information in relation with them) and those of the Noteholders. Finally, the activities of Société Générale on the underlying financial instrument(s), on its proprietary account or on behalf of its customers, or the establishment of hedging transactions, may also have an impact on the price of these instruments and their liquidity, and thus may be in conflict with the interests of the Noteholders.

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## SHRnutí PRO KONKRÉTNÍ EMISI

### ODDÍL A – ÚVOD VČETNĚ UPOZORNĚNÍ

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Kód ISIN: XS3257240211

**Emitent: SG Issuer**

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

Telefonní číslo: + 352 27 85 44 40

Identifikační označení právnické osoby (LEI): 549300QNMDVBVTHX8H127

**Předkladatel nabídky a/nebo osoba žádající o přijetí k obchodování:**

Société Générale

Tour Société Générale - 17 Cours Valmy

92987 Paříž La Défense Cedex, Francie

Sídlo: 29, boulevard Haussmann, 75009 Paříž, Francie.

Identifikační označení právnické osoby (LEI): O2RNE8IBXP4R0TD8PU41

**Totožnost a kontaktní údaje příslušného orgánu schvalujícího prospekt:**

Schváleno Komisí pro dozor nad finančním sektorem (Commission de Surveillance du Secteur Financier, CSSF)

283, route d'Arlon L-2991, Lucemburk

Telefonní číslo: (352) 26 25 11

E-mail: direction@cssf.lu

Datum schválení prospektu: 30/05/2025

### UPOZORNĚNÍ

Toto shrnutí je třeba číst jako úvod k základnímu prospektu (**Základní prospekt**).

Jakékoliv rozhodnutí investovat do dluhopisů (**Dluhopisy**) by mělo být založeno na tom, že investor zváží Základní prospekt jako celek.

Bude-li u soudu vznesen nárok na základě informací uvedených v Základním prospektu a příslušných Konečných podmínkách, může být žalujícímu investorovi podle vnitrostátního práva členských států uložena povinnost uhradit náklady na překlad Základního prospektu před zahájením soudního řízení.

Občanskoprávní odpovědnost nesou pouze ty osoby, které toto shrnutí včetně jeho překladu předložily, avšak pouze pokud je shrnutí zavádějící, nepřesné nebo v rozporu s ostatními částmi Základního prospektu nebo pokud shrnutí ve spojení s ostatními částmi Základního prospektu neposkytuje klíčové informace, které investorům pomáhají při rozhodování, zda do Dluhopisů investovat.

**Chystáte se koupit produkt, který není jednoduchý a který může být obtížné pochopit.**

### ODDÍL B – KLÍČOVÉ INFORMACE O EMITENTOVÍ

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#### KDO JE EMITENTEM CENNÝCH PAPÍRŮ?

**Emitent: SG Issuer (nebo Emitent)**

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

Právní forma: akciová společnost (*société anonyme*).

Identifikační označení právnické osoby (LEI): 549300QNMDVBVTHX8H127

Právní předpisy, podle nichž Emitent provozuje činnost: lucemburské právo.

Země registrace: Lucembursko.

**Statutární auditoři: PriceWaterhouseCoopers**

Hlavní činností SG Issuer je získávání finančních prostředků vydáváním warrantů a dluhových cenných papírů, které jsou určeny pro prodej institucionálním zákazníkům nebo retailovým zákazníkům prostřednictvím distributorů přidružených k Société Générale. Finanční prostředky získané emisí takových dluhových cenných papírů jsou poté zapůjčovány společnosti Société Générale a dalším členům Skupiny.

Akcie společnosti SG Issuer z 99,8 % vlastní společnost Société Générale Luxembourg a z 0,2 % společnost Société Générale. Jde o plně konsolidovanou společnost.

V souladu s jeho vnitřními předpisy řídí Emitenta představenstvo.

Členy představenstva jsou Laurent Simonet, Thierry Bodson, Yves Cacclin, Olivier Pelsser, Samuel Worobel a Francois Caralp (každý z nich jednotlivě dále jako „Člen představenstva“ a společně jako „Představenstvo“).

Laurent Simonet, Thierry Bodson, Yves Cacclin, Olivier Pelsser, Samuel Worobel a Francois Caralp vykonávají v rámci skupiny Société Générale manažerské funkce na plný úvazek.

### **KTERÉ FINANČNÍ INFORMACE O EMITENTOVÍ JSOU KLÍČOVÉ?**

#### Výsledovka

(v tis. EUR)	31. prosinec 2024 (auditováno)	31. prosinec 2023 (auditováno)
Provozní zisk/ztráta	234	15

#### Rozvaha

(v tis. EUR)	31. prosinec 2024 (auditováno)	31. prosinec 2023 (auditováno)
Čistý finanční dluh (dlouhodobý dluh plus krátkodobý dluh minus hotovost) *	-15 575	5 990
Ukazatel likvidity (oběžná aktiva/krátkodobé závazky)	N/A	N/A
Poměr dluhů k vlastnímu kapitálu (celkové závazky/celkový vlastní kapitál)	N/A	N/A
Ukazatel úrokového krytí (provozní zisk/úrokové náklady)	N/A	N/A

\*Čistý finanční dluh se vypočítá na základě následujících prvků:

Čistý finanční dluh	31/12/2024	31/12/2023
Dluhopis přeměnitelný na akcii (1)	48 000	48 000
Peněžní prostředky a peněžní ekvivalenty (2)	-63 575	-42 010
Celkem	-15 575	5 990

(1) klasifikováno v rámci řádku Finanční závazky v zůstatkové hodnotě, viz vysvětlivka 4.3 účetní závěrky za rok 2024 a zkrácených mezitímních účetních výkazů za rok 2023

(2) klasifikováno v Rozvaze.

#### Peněžní toky

(v tis. EUR)	31. prosinec 2024 (auditováno)	31. prosinec 2023 (auditováno)
Čisté peněžní toky z provozních činností	55 941	28 259
Čisté peněžní toky použité ve financování	34 376	22 425
Čisté peněžní toky z investičních činností	0	0

### **JAKÁ JSOU HLAVNÍ RIZIKA, KTERÁ JSOU SPECIFICKÁ PRO DANÉHO EMITENTA?**

V případě neplnění nebo úpadku Emitenta má investor právo postihu pouze vůči Société Générale a existuje riziko úplné nebo částečné ztráty investované částky nebo převedení na cenné papíry (kapitálové nebo dluhové) nebo odložení splatnosti, v případě rekapitalizace z vnitřních zdrojů mající dopad na cenné papíry Emitenta nebo strukturované Dluhopisy Société Générale, bez jakékoli záruky nebo náhrady.

### **ODDÍL C – KLÍČOVÉ INFORMACE O CENNÝCH PAPIRECH**

#### **JAKÉ JSOU HLAVNÍ RYSY CENNÝCH PAPÍRŮ?**

Kód ISIN: XS3257240211 Počet Dluhopisů: až 15 000

Měna produktu	CZK	Měna vypořádání	CZK
Listing	Žádný	Nominální hodnota	10 000 CZK za jeden dluhopis
Minimální investice	10 000 CZK	Cena emise	100% z Nominální hodnoty
Den splatnosti	25.2.2031	Minimální náhrada	100 % z Nominální hodnoty při splatnosti
Konečná bariéra	100%	Maximální výnos	50%

Referenční podkladové aktivum	Identifikátor	ISIN	Měna	Webové stránky
SGI Global Nuclear VT	SGMDNCR8	DE000SL0PSM9	EUR	<a href="https://sgi.sgmarkets.com/en/index-">https://sgi.sgmarkets.com/en/index-</a>

8 Index	Index		details/SGMDNCR8
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SGI Global Nuclear VT 8 Index („Referenční Podkladové Aktivum“) obsahuje funkci navrženou ke zvýšení stability během období tržních turbulencí, která udržuje volatilitu blízko 8 % úpravou expozice vůči indexu SGI Global Nuclear Index Net Total Return („Referenční Podindex“). SGI Global Nuclear Index si klade za cíl zachytit výkonnost koše akcií společností působících v celém odvětví jaderného dodavatelského řetězce, od těžby uranu po jaderná zařízení a energetické služby.

SGI Global Nuclear VT 8 Index („Referenční Podkladové Aktivum“) se počítá jako index s výnosem typu Excess Return. Tak se označuje výnos, kterého mohou investoři dosáhnout investicí do tohoto indexu po odečtení výnosu z bezrizikové investice.

SGI Global Nuclear VT 8 Index zahrnuje měnové riziko, protože hodnoty jeho sledovaných aktiv kótované v cizích měnách se přepočítávají do eur. Výkonnost podkladového indexu tak může být významně ovlivněna, a to pozitivně nebo negativně, v závislosti na vývoji směnného kurzu těchto cizích měn vůči euru.

Odkaz na zvláštní stránku indexu: <https://sgi.sgmarkets.com/en/index-details/SGMDNCR8>

Odkaz na zvláštní stránku podindexu: <https://sgi.sgmarkets.com/en/index-details/SGIXNCRU>

Tento produkt je nezajištěný dluhový instrument, který se řídí Anglickým právem.

Produkt je investicí s pevnou splatností, který je určen k vytváření zisku, jehož výše závisí na výkonnosti Referenčního podkladového aktiva. Tento produkt poskytuje plnou kapitálovou ochranu pouze při splatnosti.

Konečné splacení:

Pokud je Konečná úroveň Referenčního podkladového aktiva na úrovni Konečné bariéry nebo nad ní, obdržíte:

(1) 100 % Nominální hodnoty plus

(2) výkonnost Referenčního podkladového aktiva, která je omezena hodnotou Maximálního výnosu.

Jinak obdržíte 100% Nominální hodnoty.

Dodatečné informace:

- Úroveň Referenčního podkladového aktiva znamená procentuální úroveň jeho hodnoty vztažené k jeho Počáteční hodnotě.

- Počáteční hodnota Referenčního podkladového aktiva je jeho závěrečná hodnota k Datu stanovení počáteční hodnoty.

- Konečná úroveň Referenčního podkladového aktiva je jeho nejvyšší úroveň zaznamenaná k Datům konečného pozorování.

- Výkonnost Referenčního podkladového aktiva je vypočítána jako jeho Konečná úroveň mínus 100%. Výkonnost je vynásobena Nominální hodnotou.

- Mimořádné okolnosti mohou vést ke změnám podmínek produktu nebo jeho předčasnému ukončení a mohou vyústit ve ztráty ve vztahu k vaší investici.

- Produkt je k dispozici prostřednictvím veřejné nabídky během příslušného nabídkového období v následující jurisdikci: Česká republika.

<b>Den emise</b>	25/02/2026
<b>Datum stanovení Počáteční hodnoty</b>	19/02/2026
<b>Data konečného pozorování</b>	19/05/2026 ; 19/08/2026 ; 19/11/2026 ; 19/02/2027 ; 19/05/2027 ; 19/08/2027 ; 19/11/2027 ; 21/02/2028 ; 19/05/2028 ; 21/08/2028 ; 20/11/2028 ; 19/02/2029 ; 21/05/2029 ; 20/08/2029 ; 19/11/2029 ; 19/02/2030 ; 20/05/2030 ; 19/08/2030 ; 19/11/2030 ; 19/02/2031
<b>Den splatnosti</b>	25/02/2031

**Vzdání se práv na započtení:**

Majitelé dluhopisů se v rozsahu umožněném zákonem vzdávají veškerých práv na započtení, náhradu a zadržení ve vztahu k Dluhopisům.

**Podřízení se příslušnosti soudů:**

Emitent přijímá příslušnost anglických soudů ve vztahu k jakémukoli sporu s Emitentem, ale přijímá, že Majitelé Dluhopisů mohou svou žalobu podat u jakéhokoli jiného příslušného soudu.

**Pořadí:**

Dluhopisy budou představovat přímé, bezpodmínečné, nezajištěné a nepodřízené závazky Emitenta a budou mít alespoň stejné pořadí jako veškeré ostatní nesplněné přímé, bezpodmínečné, nezajištěné a nepodřízené, současné i budoucí závazky Emitenta.

Majitelé dluhopisů berou na vědomí, že v případě řešení krize podle směrnice 2014/59/EU ve vztahu k Emitentovým závazkům nebo k nepodřízeným, seniorním preferovaným, strukturovaným závazkům a LMEE způsobilým závazkům Sociétés Générale mohou Dluhopisy podléhat trvalému, úplnému nebo částečnému snížení splatných částek, úplnému nebo částečnému převedení splatných částek na akcie nebo jiné cenné papíry Emitenta nebo Ručitele nebo jiné osoby, zrušení a/nebo změně splatnosti Dluhopisů nebo změně kalendáře nebo částky úroků.

### **OMEZENÍ VOLNÉ PŘEVODITELNOSTI CENNÝCH PAPÍRŮ:**

Nepoužije se. Převoditelnost Dluhopisů není omezena, s výjimkou případných omezení prodeje a převodu v některých zemích, včetně omezení vztahujících se na nabídky a prodeje Povolným nabyvatelům nebo na jejich účet nebo v jejich prospěch.

Povolný nabyvatel znamená jakoukoli osobu, která (i) není osoba z USA, jak je definována podle Nařízení S; a (ii) není osoba, která spadá pod jakoukoli definici osoby z USA pro účely CEA nebo jakéhokoli Pravidla CFTC, pokynu nebo příkazu navrženého nebo vydaného podle CEA (pro vyloučení pochybností, každá osoba, která není „Non-United States person“ definovanou podle Pravidla CFTC 4.7(a)(1)(iv), avšak s výjimkou, pro účely poddílu (D) této normy, pro každou kvalifikovanou způsobilou osobu, která není „Non-United States person“, se považuje za osobu z USA); a (iii) není „Osoba z USA“ pro účely konečných pravidel provádějících požadavky pro uchování si kreditního rizika uvedené v § 15G Zákona USA o burzách cenných papírů z roku 1934, v platném znění (**Pravidla USA pro ponechání si rizik**) (**Osoba z USA pro ponechání si rizik**).

### **KDE BUDOU CENNÉ PAPÍRY OBCHODOVÁNY**

#### **Přijetí k obchodování:**

Nepoužije se. Dluhopisy nebyly přijaty k obchodování.

### **JE ZA CENNÉ PAPÍRY POSKYTNUTA ZÁRUKA?**

#### **Povaha a rozsah záruky:**

Dluhopisy jsou bezpodmínečně a neodvolatelně zaručeny společností Sociétés Générale (**Ručitel**) na základě záruky ze dne 30/05/2025, která se řídí francouzským právem (**Záruka**).

Závazky ze Záruky představují přímé, nepodmíněné, nezajištěné a nepodřízené závazky Ručitele a mají pořadí jako seniorní preferované závazky, jak stanoveno v Článku L. 613-30-3-I-3° francouzského měnového a finančního zákoníku, a budou mít alespoň stejné pořadí jako veškeré ostatní existující a budoucí přímé, nepodmíněné, nezajištěné a seniorní preferované závazky Ručitele, včetně těch ve vztahu ke vkladům.

Veškeré odkazy na částky splatné Emitentem, které jsou zaručeny Ručitelem na základě Záruky, jsou odkazy na částky, jak budou přímo sníženy, a/nebo v případě přeměny na vlastní kapitál, jak budou sníženy částkou této přeměny, a/nebo jinak v případě potřeby změněny v důsledku uplatnění pravomoci provést rekapitalizaci z vnitřních zdrojů jakýmkoli příslušným orgánem podle směrnice Evropského parlamentu a Rady 2014/59/EU.

#### **Popis Ručitele:**

Ručitel, Sociétés Générale je mateřskou společností skupiny Sociétés Générale Group.

Sídlo: 29, boulevard Haussmann, 75009 Paříž, Francie.

Právní forma: akciová společnost (sociétés anonyme)

Země registrace: Francie.

Identifikační označení právnické osoby (LEI): O2RNE8IBXP4R0TD8PU41

Ručitel může pravidelně, jak je definováno v podmínkách stanovených Francouzským výborem pro bankovní a finanční regulace, provádět veškeré transakce, kromě těch, které jsou uvedeny výše, zejména včetně pojišťovacího makléřství.

Obecně řečeno může Ručitel svým jménem nebo jménem třetích stran nebo společně vlastnit jakýkoli finanční, obchodní, průmyslový, zemědělský, movitý či nemovitý majetek, který přímo či nepřímo souvisí s výše uvedenými činnostmi, nebo který by mohl přispět k realizaci těchto činností.

### **Klíčové finanční informace o Ručiteli:**

#### **Výsledovka**

<b>(v milionech EUR)</b>	<b>první čtvrtletí 2025 (auditováno)</b>	<b>31.12.2024 (auditováno)</b>	<b>první čtvrtletí 2024 (auditováno)</b>	<b>31.12.2023 (auditováno)</b>
Čisté úrokové výnosy (nebo ekvivalent)	N/A	9,892	N/A	10,310
Čisté výnosy z poplatků a provizí	N/A	6,226	N/A	5,588
Čistá ztráta ze snížení hodnoty finančních aktiv	(344)	(1,530)	(400)	(1,025)
Čisté výnosy z obchodování	N/A	10,975	N/A	10,290
Měřítka finančního výsledku používané emitentem v účetních výkazech, jako například provozní zisk	2,135	8,316	1,265	6,580
Čistý zisk nebo ztráta (pro konsolidované účetní výkazy čistý zisk nebo ztráta případající držitelům kmenových akcií)	1,608	4,200	680	2,493

mateřské společnosti)				
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**Rozvaha**

(w miliardách EUR)	první čtvrtletí 2025 (auditováno)	31.12.2024 (auditováno)	první čtvrtletí 2024 (auditováno)	31.12.2023 (auditováno)	Hodnota jako výsledek posledního dohledového přezkumu a hodnocení (SREP)
Aktiva celkem (Aktiva celkem)	1,554.4	1,573.5	1,590.6	1,554.0	N/A
Prioritní dluh (Vydané dluhové cenné papíry)	154.3	162.2	166.6	160.5	N/A
Podřízený dluh (Podřízené dluhy)	16.1	17	15.8	15.9	N/A
Úvěry a jiné pohledávky za zákazníky (Úvěry zákazníkům v zůstatkové hodnotě)	447.8	454.6	459.2	485.4	N/A
Vklady zákazníků (Vklady zákazníků)	521.1	531.7	530.9	541.7	N/A
Vlastní kapitál celkem (Vlastní kapitál, mezisoučet vlastního kapitálu, podíl skupiny)	70.6	70.3	67.3	66	N/A
Nesplácené úvěry (na základě čisté účetní hodnoty / Úvěry a jiné pohledávky) (Pochybné úvěry)	14.3	14.4	15	16.1	N/A
Poměr kmenového kapitálu Tier 1 (CET1) (nebo jiný ukazatel obezřetnostní kapitálové přiměřenosti dle emise) (Poměr kmenového kapitálu Tier 1)	13.4% <sup>(1)</sup>	13.3% <sup>(1)</sup>	13.2% <sup>(1)</sup>	13.1% <sup>(1)</sup>	10.22%**
Celkový kapitálový poměr (Celkový kapitálový poměr)	19.1% <sup>(1)</sup>	18.9% <sup>(1)</sup>	18.7% <sup>(1)</sup>	18.2% <sup>(1)</sup>	N/A
Pákový poměr vypočítaný podle příslušného regulačního rámce (Plně použitý)	4.4% <sup>(1)</sup>	4.3% <sup>(1)</sup>	4.2% <sup>(1)</sup>	4.3% <sup>(1)</sup>	N/A

\*\*S přihlédnutím ke kombinovaným regulačním rezervám by úroveň postupně zaváděného poměru CET1, která by spustila mechanismus maximálního rozdělitelného množství (MDA), byla 10,22% k 31.03.2025.

(1)Poměr s fázováním.

Zpráva Auditora je bez výhrady.

**Hlavní rizika, která jsou specifická pro ručitele:**

Vzhledem k tomu, že Société Générale plní roli ručitele a protistrany Emitentových hedgingových transakcí, investoři jsou v zásadě vystaveni úvěrovému riziku Société Générale a v případě neplnění Emitenta nemají vůči Emitentovi žádný rekurz.

**JAKÁ JSOU HLAVNÍ RIZIKA, KTERÁ JSOU SPECIFICKÁ PRO TYTO CENNÉ PAPIŘY?**

Jakýkoli prodej Dluhopisů před plánovaným dnem splatnosti bude mít za následek ztrátu plné ochrany investované částky.

Likviditu produktu mohou nepříznivě ovlivnit některé výjimečné okolnosti. Může se stát, že investor nebude schopen produkt lehce prodat nebo že jej bude muset prodat za cenu, která způsobí celkovou nebo částečnou

ztrátu investované částky.

Tržní hodnota Dluhopisů závisí na vývoji tržních parametrů v době prodeje (cenové úrovni Podkladového nástroje/Podkladových nástrojů, úrokových sazbách, volatilitě a úvěrovém rozpětí), a proto může vyústit v riziko celkové nebo částečné ztráty původně investované částky.

Události netýkající se Podkladového nástroje/Podkladových nástrojů (např. změna zákonů, včetně daňových zákonů, vyšší moc, počet cenných papírů v oběhu) mohou vést k předčasnému odkupu Dluhopisů, a tak k úplné nebo částečné ztrátě investované částky.

Události mající vliv na Podkladový nástroj/Podkladové nástroje nebo hedgingové transakce mohou vést k úpravám, ukončení indexace, nahrazení Podkladového nástroje/Podkladových nástrojů, nebo předčasnému splacení Dluhopisů, a v důsledku toho ke ztrátě investované částky, i v případě ochrany kapitálu.

Pokud měna investorových hlavních činností je jiná než měna produktu, investor je vystaven měnovému riziku, zejména v případě měnových omezení, což může snížit investovanou částku.

- Složení některých indexů, na které jsou Dluhopisy navázány, a metodiky používané ve vztahu k těmto indexům může určit a vybrat Société Générale nebo některá z jejích spřízněných společností. Při výběru těchto metodik lze očekávat, že Société Générale nebo příslušná spřízněná společnost Société Générale zohlední své vlastní cíle a zájmy a/nebo zájmy Skupiny, a nelze zaručit, že zvolené metodiky nebudou pro zájmy investorů méně příznivé než metodiky používané jinými organizátory indexů za srovnatelných okolností.

Pokud dojde k narušení zajišťovacích činností Société Générale nebo některé z jejích spřízněných společností ve vztahu k určitému indexu, může se Société Générale nebo příslušná spřízněná společnost rozhodnout ukončit výpočet tohoto indexu dříve, než by to za srovnatelných okolností udělal jiný organizátor indexu. To může způsobit úpravy, deindexaci, nahrazení Podkladového aktiva (Podkladových aktiv) nebo předčasné splacení Dluhopisů.

#### **- Střet zájmů v souvislosti s vlastními indexy**

Société Générale působí jako organizátor vlastních indexů (SGI Indices). Tyto indexy jsou vypočítávány externím agentem pro výpočty v souladu s pravidly, která popisují metodiku pro stanovení složení a výpočet těchto vlastních indexů (dále jen „Pravidla“).

[Pokud jde o vlastní indexy sestavované na základě vlastního uvážení Société Générale nebo přidruženou společností Société Générale, na které jsou Dluhopisy navázány, může Société Générale čelit střetu zájmů mezi svými povinnostmi jako emitenta těchto Dluhopisů a jako sestavovatele těchto indexů, vzhledem k tomu, že určení složení těchto indexů může mít dopad na hodnotu Dluhopisů.]

[Pokud jde o vlastní indexy sestavené třetí stranou, na které jsou Dluhopisy navázány, může Société Générale čelit střetu zájmů mezi svými povinnostmi emitenta těchto Dluhopisů a organizátora těchto indexů, pokud může v souladu s Pravidly měnit nebo doplňovat Pravidla, což může mít dopad na hodnotu Dluhopisů.]

[Pokud jde o vlastní indexy, které Société Générale nebo jakákoli třetí strana sestavuje na základě nediskrečního použití matematického vzorce, může Société Générale čelit střetu zájmů mezi svými povinnostmi emitenta těchto Dluhopisů a organizátora těchto indexů, pokud může v souladu s Pravidly měnit některé parametry (například rozpětí financování) nebo zajišťovat ocenění některých složek, což může mít dopad na hodnotu Dluhopisů.]

## **ODDÍL D - KLÍČOVÉ INFORMACE O VEŘEJNÉ NABÍDCE CENNÝCH PAPÍRŮ NEBO O JEJICH PŘIJETÍ K OBCHODOVÁNÍ NA REGULOVANÉM TRHU**

### **ZA JAKÝCH PODMÍNEK A PODLE JAKÉHO ČASOVÉHO ROZVRHU MOHU INVESTOVAT DO TOHOTO CENNÉHO PAPÍRU?**

#### **POPIS PODMÍNEK NABÍDKY:**

**Neosvobozená/Neosvobozené jurisdikce veřejné nabídky:** Česká republika

**Nabídkové období:** Od 14/01/2026 do 18/02/2026

**Nabídkový kurz:** Dluhopisy budou nabízeny za Emisní kurz.

**Podmínky nabídky:** Nabídky Dluhopisů jsou podmíněny jejich vydáním a případnými dalšími podmínkami stanovenými ve standardních obchodních podmínkách finančních zprostředkovatelů, které tyto příslušní finanční zprostředkovatelé oznámí investorům. Emitent si vyhrazuje právo ukončit Nabídkové období před jeho stanoveným koncem z jakéhokoli důvodu. Emitent si vyhrazuje právo kdykoli k Datu emise nebo před tímto datem z jakéhokoli důvodu nabídku stáhnout a emisi Dluhopisů zrušit. Pro vyloučení pochybností se uvádí, že pokud potenciální investor podal jakoukoli žádost a Emitent takové právo uplatní, není žádný potenciální investor oprávněn Dluhopisy upsat ani jinak nabýt. V každém případě bude oznámení investorům o předčasném ukončení nebo odstoupení od smlouvy uveřejněno na internetových stránkách Emitenta

(<http://prospectus.socgen.com>).

**Emisní kurz:** 100 % Celkové nominální částky

**Odhad celkových nákladů spojených s emisí nebo nabídkou, včetně odhadovaných nákladů, které Emitent nebo Osoba nabízející cenné papíry naúčtují investorovi:** Vstupní náklady, opakující se náklady a potenciální očekávané pokuty za odstoupení mohou ovlivnit výnos, který investor získá z této investice.

**Plán distribuce:** Produkt je určen pro drobné investory a bude nabízen v České republice.

## **KDO JE OSOBOU NABÍZEJÍCÍ CENNÉ PAPIRY NEBO OSOBOU ŽÁDAJÍCÍ O PŘIJETÍ K OBCHODOVÁNÍ?**

Société Générale jako Dealer  
Tour Société Générale – 17 Cours Valmy  
92987 Paříž La Défense Cedex, Francie  
Sídlo: 29, boulevard Haussmann, 75009 Paris, France.  
Právní forma: akciová společnost (société anonyme).  
Příslušné právo: francouzské právo  
Země registrace: Francie

## **PROČ JE TENTO PROSPEKT SESTAVOVÁN?**

Tento prospekt je sestavován pro účely veřejné nabídky Dluhopisů.

**Důvody nabídky a použití výnosů:** Čistý výtěžek z každé emise Dluhopisů bude použit na obecné účely financování Skupiny Société Générale, mezi které patří i dosažení zisku.

**Odhad čisté částky výnosů:** Nepoužije se.

**Upisování:** Nabídka je předmětem dohody o upisování na základě pevného závazku převzetí s: Société Générale

### **Zájmy fyzických osob na emisi/nabídce:**

Pokud je Emitentovi známo, kromě případných poplatků splatných Dealerovi žádná osoba zapojená do emise Dluhopisů nemá žádný zájem, který je pro nabídku významný. V rámci běžného obchodního styku se Dealer a jeho spřízněné osoby účastní a v budoucnosti se mohou účastnit investičních bankovních a/nebo komerčních bankovních transakcí s Emitentem a jeho spřízněnými osobami a těmto osobám mohou rovněž poskytovat další služby. Société Générale bude zajišťovat roli poskytovatele hedgingových nástrojů Emitentovi Dluhopisů, Agentu pro výpočty Dluhopisů a organizátora nebo poradce u podkladového indexu. Nelze vyloučit možnost střetu zájmů mezi rozdílnými rolemi Société Générale na jedné straně a mezi zájmy Société Générale v těchto rolích a zájmy Majitelů Dluhopisů na straně druhé.

Navíc, vzhledem k bankovním aktivitám Société Générale mohou vzniknout střety zájmů mezi zájmy Société Générale jednajících v těchto postaveních (včetně obchodního vztahu s emitenty investičních nástrojů, které jsou podkladovými nástroji Dluhopisů, nebo disponování neveřejnými informacemi ve vztahu k nim) a zájmy Majitelů Dluhopisů. Konečně, aktivity Société Générale ve vztahu k podkladovému investičnímu nástroji/podkladovým investičním nástrojům, ať na její vlastní účet nebo na účet jejích zákazníků, nebo uzavření hedgingových transakcí může také mít vliv na cenu těchto nástrojů a jejich likviditu, a proto může být ve střetu se zájmy Majitelů Dluhopisů.