# **Supplemental Listing Document**

If you are in any doubt as to any aspect of this document, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, accountant or other professional adviser.

Application has been made to the Singapore Exchange Securities Trading Limited (the "SGX-ST") for permission to deal in and for quotation of the Certificates (as defined below). The SGX-ST assumes no responsibility for the correctness of any statements made or opinions or reports expressed in this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document. Admission to the Official List of the SGX-ST is not to be taken as an indication of the merits of SG Issuer, Societe Generale, the Certificates, or the Index (as defined below).

6,000,000 European Style Cash Settled Long Certificates
relating to the S&P 500 Net Total Return Index
with a Daily Leverage of 7x

issued by

**SG** Issuer

(Incorporated in Luxembourg with limited liability)
unconditionally and irrevocably guaranteed by
Societe Generale

**Issue Price: S\$2.50 per Certificate** 

This document is published for the purpose of obtaining a listing of all the above certificates (the "Certificates") to be issued by SG Issuer (the "Issuer") unconditionally and irrevocably guaranteed by Societe Generale (the "Guarantor"), and is supplemental to and should be read in conjunction with a base listing document dated 13 June 2025 including such further base listing documents as may be issued from time to time (the "Base Listing Document") for the purpose of giving information with regard to the Issuer, the Guarantor and the Certificates. Information relating to the S&P 500 Net Total Return Index (the "Index") is contained in this document.

This document does not constitute or form part of any offer, or invitation, to subscribe for or to sell, or solicitation of any offer to subscribe for or to purchase, Certificates or other securities of the Issuer, nor is it calculated to invite, nor does it permit the making of, offers by the public to subscribe for or purchase for cash or other consideration the Certificates or other securities of the Issuer.

Restrictions have been imposed on offers and sales of the Certificates and on distributions of documents relating thereto in Singapore, Hong Kong, the European Economic Area, the United Kingdom and the United States (see "Placing and Sale" contained herein).

The Certificates are complex products. You should exercise caution in relation to them. Investors are warned that the price of the Certificates may fall in value as rapidly as it may rise and

holders may sustain a total loss of their investment. The price of the Certificates also depends on the supply and demand for the Certificates in the market and the price at which the Certificates is trading at any time may differ from the underlying valuation of the Certificates because of market inefficiencies. It is not possible to predict the secondary market for the Certificates. Although the Issuer, the Guarantor and/or any of their affiliates may from time to time purchase the Certificates or sell additional Certificates on the market, the Issuer, the Guarantor and/or any of their affiliates are not obliged to do so. Investors should also note that there are leveraged risks because the Certificates integrate a leverage mechanism and the Certificates will amplify the movements in the increase, and in the decrease, of the value of the Index, or the securities or derivatives comprised in the Index and if the investment results in a loss, any such loss will be increased by the leverage factor of the Certificates. As such, investors could lose more than they would if they had invested directly in the Index, or the securities or derivatives comprised in the Index.

The Certificates are classified as capital markets products other than prescribed capital markets products<sup>1</sup> and Specified Investment Products (SIPs)<sup>2</sup>, and may only be sold to retail investors with enhanced safeguards, including an assessment of such investors' investment knowledge or experience.

The Certificates constitute general unsecured obligations of the Issuer (in the case of any substitution of the Issuer in accordance with the Conditions of the Certificates, the Substituted Obligor as defined in the Conditions of the Certificates) and of no other person, and the guarantee dated 13 June 2025 (the "Guarantee") and entered into by the Guarantor constitutes direct unconditional unsecured senior preferred obligations of the Guarantor and of no other person, and if you purchase the Certificates, you are relying upon the creditworthiness of the Issuer and the Guarantor and have no rights under the Certificates against any other person.

Application has been made to the SGX-ST for permission to deal in and for quotation of the Certificates and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Certificates. It is expected that dealings in the Certificates will commence on or about 23 December 2025.

As of the date hereof, the Guarantor's long term credit rating by S&P Global Ratings is A, and by Moody's Investors Service, Inc. is A1.

The Issuer is regulated by the Luxembourg Commission de Surveillance du Secteur Financier on a consolidated basis and the Guarantor is regulated by, *inter alia*, the Autorité des Marchés Financiers, the Autorité de Contrôle Prudentiel et de Résolution and the European Central Bank.

22 December 2025

<sup>&</sup>lt;sup>1</sup> As defined in the Securities and Futures (Capital Markets Products) Regulations 2018.

<sup>&</sup>lt;sup>2</sup> As defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products.

Subject as set out below, the Issuer and the Guarantor accept full responsibility for the accuracy of the information contained in this document and the Base Listing Document in relation to themselves and the Certificates. To the best of the knowledge and belief of the Issuer and the Guarantor (each of which has taken all reasonable care to ensure that such is the case), the information contained in this document and the Base Listing Document for which they accept responsibility (subject as set out below in respect of the information contained herein with regard to the Index) is in accordance with the facts and does not omit anything likely to affect the import of such information. The information with regard to the Index as set out herein is extracted from publicly available information. The Issuer and the Guarantor accept responsibility only for the accurate reproduction of such information. No further or other responsibility or liability in respect of such information is accepted by the Issuer and the Guarantor.

No person has been authorised to give any information or to make any representation other than those contained in this document in connection with the offering of the Certificates, and, if given or made, such information or representations must not be relied upon as having been authorised by the Issuer or the Guarantor. Neither the delivery of this document nor any sale made hereunder shall under any circumstances create any implication that there has been no change in the affairs of the Issuer, the Guarantor or their respective subsidiaries and associates since the date hereof.

This document does not constitute an offer or invitation by or on behalf of the Issuer or the Guarantor to purchase or subscribe for any of the Certificates. The distribution of this document and the offering of the Certificates may, in certain jurisdictions, be restricted by law. The Issuer and the Guarantor require persons into whose possession this document comes to inform themselves of and observe all such restrictions. In particular, the Certificates and the Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended or any state securities law, and trading in the Certificates has not been approved by the United States Commodity Futures Trading Commission (the "CFTC") under the United States Commodity Exchange Act of 1936, as amended and the Issuer has not been and will not be registered as an investment company under the United States Investment Company Act of 1940, as amended, and the rules and regulations thereunder. None of the Securities and Exchange Commission, any state securities commission or regulatory authority or any other United States, French or other regulatory authority has approved or disapproved of the Certificates or the Guarantee or passed upon the accuracy or adequacy of this document. Accordingly, Certificates, or interests therein, may not at any time be offered, sold, resold, traded, pledged, exercised, redeemed, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons, nor may any U.S. person at any time trade, own, hold or maintain a position in the Certificates or any interests therein. In addition, in the absence of relief from the CFTC, offers, sales, re-sales, trades, pledges, exercises, redemptions, transfers or deliveries of Certificates, or interests therein, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons, may constitute a violation of United States law governing commodities trading and commodity pools. Consequently, any offer, sale, resale, trade, pledge, exercise, redemption, transfer or delivery made, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. person will not be recognised. A further description of certain restrictions on offering and sale of the Certificates and distribution of this document is given in the section headed "Placing and Sale" contained herein.

The SGX-ST has made no assessment of, nor taken any responsibility for, the financial soundness of the Issuer or the Guarantor or the merits of investing in the Certificates, nor have they verified the accuracy or the truthfulness of statements made or opinions expressed in this document.

The Issuer, the Guarantor and/or any of their affiliates may repurchase Certificates at any time on or after the date of issue and any Certificates so repurchased may be offered from time to time in one or more transactions in the over-the-counter market or otherwise at prevailing market prices or in negotiated transactions, at the discretion of the Issuer, the Guarantor and/or any of their affiliates.

Investors should not therefore make any assumption as to the number of Certificates in issue at any time.

References in this document to the "Conditions" shall mean references to the Terms and Conditions of the European Style Cash Settled Long/Short Certificates contained in the Base Listing Document. Terms not defined herein shall have the meanings ascribed thereto in the Conditions.

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#### **RISK FACTORS**

The following are risk factors relating to the Certificates:

- (a) investment in Certificates involves substantial risks including market risk, liquidity risk, and the risk that the Issuer and/or the Guarantor will be unable to satisfy its/their obligations under the Certificates. Investors should ensure that they understand the nature of all these risks before making a decision to invest in the Certificates. You should consider carefully whether Certificates are suitable for you in light of your experience, objectives, financial position and other relevant circumstances. Certificates are not suitable for inexperienced investors;
- (b) the Certificates constitute general unsecured obligations of the Issuer (in the case of any substitution of the Issuer in accordance with the Conditions of the Certificates, the Substituted Obligor as defined in the Conditions of the Certificates) and of no other person, and the Guarantee constitutes direct unconditional unsecured senior preferred obligations of the Guarantor and of no other person. In particular, it should be noted that the Issuer issues a large number of financial instruments, including Certificates, on a global basis and, at any given time, the financial instruments outstanding may be substantial. If you purchase the Certificates, you are relying upon the creditworthiness of the Issuer and the Guarantor and have no rights under the Certificates against any other person;
- (c) since the Certificates relate to the level of an index, certain events relating to the Index or Index components may cause adverse movements in the value and the level of the Index or Index components, as a result of which, the Certificate Holders (as defined in the Conditions of the Certificates) may, in extreme circumstances, sustain a significant loss of their investment if the level of the Index has fallen sharply;
- (d) due to their nature, the Certificates can be volatile instruments and may be subject to considerable fluctuations in value. The price of the Certificates may fall in value as rapidly as it may rise due to, including but not limited to, variations in the frequency and magnitude of the changes in the level of the Index and options or futures relating to the Index, the time remaining to expiry, the currency exchange rates and the creditworthiness of the Issuer and the Guarantor;
- (e) given only the futures contracts over the Index (but not the constituents of the Index) are trading during the SGX-ST trading hours, the market price of the Certificates may be affected by the price of such futures contract (which may deviate from the published levels of the Index). Consequentially the market price of the Certificates during SGX-ST trading hours may deviate from the published levels of the Index and/or the Air Bag Trigger Levels during the US trading hours on the same day;
- (f) if, whilst any of the Certificates remain unexercised, trading in the securities or derivatives relating to or constituting the Index is suspended, trading of options or futures relating to the Index or PR Index, as the case may be, on any options or futures exchanges is suspended, or options or futures generally on any options and/or futures exchanges on which options or futures relating to the Index or the PR Index are traded is suspended, or if the Index or PR Index for whatever reason is not calculated, published and disseminated, trading in the Certificates may be suspended for a similar period;
- (g) as indicated in the Conditions of the Certificates and herein, a Certificate Holder must tender a specified number of Certificates at any one time in order to exercise. Thus, Certificate Holders with fewer than the specified minimum number of Certificates in a particular series will either

have to sell their Certificates or purchase additional Certificates, incurring transactions costs in each case, in order to realise their investment;

- (h) investors should note that in the event of there being a Market Disruption Event (as defined in the Conditions) determination or payment of the Cash Settlement Amount (as defined in the Conditions) may be delayed, all as more fully described in the Conditions;
- (i) the Issuer will determine the adjustment to the Cash Settlement Amount necessary to take into account any material change in the method of calculation of the Index;
- (j) certain events relating to the PR Index or the Index or PR Index components or Index components permit the Issuer to make certain determinations in respect of the PR Index or the Index or PR Index components or Index components and thus, permit the Issuer to make certain adjustments or amendments to the Conditions. Investors may refer to the Conditions 4 and 6 on pages 31 to 35 of this document for more information;
- (k) a level for the Index may be published by the index sponsor at a time when one or more securities or derivatives comprised in the Index are not trading. If this occurs on a Valuation Date or an Observation Date, as the case may be, and there is no Market Disruption Event under the terms of the relevant Certificates then the value of such securities or derivatives may not be included in the closing level of the Index. In addition, certain events relating to the Index (including a material change in the formula or the method of calculating the Index or a failure to publish the Index) permits the Issuer to determine the level of the Index on the basis of the formula or method last in effect prior to such change of formula;
- (I) the Certificates are only exercisable on the Expiry Date and may not be exercised by Certificate Holders prior to such Expiry Date. Accordingly, if on the Expiry Date the Cash Settlement Amount is zero, a Certificate Holder will lose the value of his investment;
- (m) the total return on an investment in any Certificate may be affected by the Hedging Fee Factor (as defined below), Management Fee (as defined below) and Gap Premium (as defined below);
- (n) investors holding their position beyond market close of the SGX-ST should note that they would be required to bear the annualised cost which consists of the Management Fee and Gap Premium, which are calculated daily and applied to the value of the Certificates, as well as certain costs embedded within the Leverage Strategy (as described below) including the Funding Cost (as defined below) and Rebalancing Cost (as defined below). Due to the difference in trading hours of the SGX-ST and the Relevant Stock Exchange(s) for the Index, unless investors exit their position within the same SGX-ST trading day, they would bear the annualised costs;
- (o) investors should note that there may be an exchange rate risk relating to the Certificates where the Cash Settlement Amount is converted from a foreign currency into Singapore dollars.

Exchange rates between currencies are determined by forces of supply and demand in the foreign exchange markets. These forces are, in turn, affected by factors such as international balances of payments and other economic and financial conditions, government intervention in currency markets and currency trading speculation. Fluctuations in foreign exchange rates, foreign political and economic developments, and the imposition of exchange controls or other foreign governmental laws or restrictions applicable to such investments may affect the foreign currency market price and the exchange rate-adjusted equivalent price of the Certificates. Fluctuations in the exchange rate of any one currency may be offset by fluctuations in the exchange rate of other relevant currencies;

- (p) investors should note that there are leveraged risks because the Certificates integrate a leverage mechanism and the Certificates will amplify the movements in the increase, and in the decrease, of the value of the securities or derivatives comprised in the Index and if the investment results in a loss, any such loss will be increased by the leverage factor of the Certificates. As such, investors could lose more than they would if they had invested directly in the securities or derivatives comprised in the Index;
- (q) when held for longer than a day, the performance of the Certificates could be more or less than the leverage factor that is embedded within the Certificates. The performance of the Certificates each day is locked in, and any subsequent returns are based on what was achieved the previous trading day. This process, referred to as compounding, may lead to a performance difference from 7 times the performance of the securities or derivatives comprised in the Index over a period longer than one day. This difference may be amplified in a volatile market with a sideway trend, where market movements are not clear in direction, whereby investors may sustain substantial losses;
- (r) the Index and the PR Index to which the Certificates relate are only quoted during US trading hours. This means that the Air-Bag mechanism can only be triggered when the SGX-ST is not open for trading. There is therefore a specific risk that overnight, investors in the Certificates incur a significant or even entire loss of the amounts invested in the Certificates, without being able to exit their investments in the Certificates;
- (s) the Leverage Strategy underlying the Certificates refers to both the Index and the PR Index. Index providers generally publish several versions of the same index, with various mechanisms to take into account the impact of dividends distributed by index constituents. Under the Certificates, "PR Index" refers to a so-called "price return" version of the Index, which does not take into account the ordinary dividends distributed by the constituents of the index. The Index, on the other hand, considers a theoretical reinvestment of the dividends distributed by the Index constituents, such reinvestment being with or without taking into account a theoretical withholding tax. Although the Index and the PR Index should exhibit the same intraday performance, investors in the Certificates should note that the Issuer cannot guarantee that they will always correspond. This falls under the responsibility of the index sponsor:
- (t) investors should note that the Air Bag Mechanism (as defined below) reduces the impact on the Leverage Strategy if the PR Index falls further, but will also maintain a reduced exposure to the Index in the event the Index starts to rise after the Air Bag Mechanism is triggered, thereby reducing its ability to recoup losses;
- (u) there is no assurance that the Air Bag Mechanism will prevent investors from losing the entire value of their investment. In particular, a total loss may occur, (i) if the Index or the PR Index loses an approximately 14% or more of its value within a short period of time or (ii) there is an approximately 14% or greater gap between the previous trading day closing level and the opening level of the Index or the PR Index the following trading day of the Relevant Stock Exchange(s) for the Index. Investors should note that the Air Bag Mechanism may only be triggered during the trading of the Relevant Stock Exchange(s) for the Index. Investors may refer to pages 51 to 52 of this document for more information;
- (v) investors should note that the Certificates are issued over an Index and/or a PR Index the constituents of which are listed on an exchange with different trading hours from the SGX-ST. There may be a risk arising from the time difference between the calculation hours of the Index and/or PR Index and the trading hours of the SGX-ST. As such, (i) the Index calculation may not be available during the trading of the Certificates on SGX-ST; (ii) Air Bag Mechanism may be triggered during the calculation hours of the Index and/or PR Index, which would not be

during SGX-ST trading hours; and (iii) the trigger of an Air Bag Mechanism, when the Certificates are not open for trading, will lead to a different Leverage Strategy Closing Level, i.e. the value of the Certificates subsequently during the SGX-ST trading hours will be based on a different Leverage Strategy Closing Level reference for the purpose of the Leveraged Return calculation compared to a case where no Air Bag Mechanism would have been triggered. There is therefore a specific risk that investors in the Certificates may incur a significant or even entire loss of the amounts invested in the Certificates, without being able to exit their investments in the Certificates. Investors may refer to pages 51 to 52 of this document for more information;

- (w) certain events may, pursuant to the terms and conditions of the Certificates, trigger (i) the implementation of methods of adjustment or (ii) the early termination of the Certificates. The Issuer will give the investors reasonable notice of any early termination. If the Issuer terminates the Certificates early, then the Issuer will, if and to the extent permitted by applicable law, pay an amount to each Certificate Holder in respect of each Certificate held by such holder equal to the fair market value of the Certificate less the cost to the Issuer of unwinding any underlying related hedging arrangements, all as determined by the Issuer in its sole and absolute discretion. The performance of this commitment shall depend on (i) general market conditions and (ii) the liquidity conditions of the underlying instrument(s) and, as the case may be, of any other hedging transactions. Investors should note that the amount repaid by the Issuer may be less than the amount initially invested. Investors may refer to the Condition 11 on pages 37 to 39 of this document for more information;
- there is no assurance that an active trading market for the Certificates will sustain throughout the life of the Certificates, or if it does sustain, it may be due to market making on the part of the Designated Market Maker. The Issuer acting through its Designated Market Maker may be the only market participant buying and selling the Certificates. Therefore, the secondary market for the Certificates may be limited and you may not be able to realise the value of the Certificates. Do note that the bid-ask spread increases with illiquidity;
- (y) in the ordinary course of their business, including without limitation, in connection with the Issuer or its appointed designated market maker's market making activities, the Issuer, the Guarantor and any of their respective subsidiaries and affiliates may effect transactions for their own account or for the account of their customers and hold long or short positions in the components of the Index, or related securities or derivatives. In addition, in connection with the offering of any Certificates, the Issuer, the Guarantor and any of their respective subsidiaries and affiliates may enter into one or more hedging transactions with respect to the components of the Index, or related securities or derivatives. In connection with such hedging or market-making activities or with respect to proprietary or other trading activities by the Issuer, the Guarantor and any of their respective subsidiaries and affiliates, the Issuer, the Guarantor and any of their respective subsidiaries and affiliates may enter into transactions in the components of the Index, or related securities or derivatives which may affect the market price, liquidity or value of the Certificates and which may affect the interests of Certificate Holders;
- (z) various potential and actual conflicts of interest may arise from the overall activities of the Issuer, the Guarantor and/or any of their subsidiaries and affiliates.

The Issuer, the Guarantor and any of their subsidiaries and affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, brokerage, funds management, hedging transactions and investment and other activities for their own account or the account of others. In addition, the Issuer, the Guarantor and any of their subsidiaries and affiliates, in connection

with their other business activities, may possess or acquire material information about the securities or derivatives related to the Index, and/or the Index. Such activities and information may involve or otherwise affect issuers of the securities or derivatives related to the Index and/or the Index in a manner that may cause consequences adverse to the Certificate Holders or otherwise create conflicts of interests in connection with the issue of Certificates by the Issuer. Such actions and conflicts may include, without limitation, the exercise of voting power, the purchase and sale of securities, financial advisory relationships and exercise of creditor rights. The Issuer, the Guarantor and any of their subsidiaries and affiliates have no obligation to disclose such information about the securities or derivatives related to the Index and/or the Index or such activities. The Issuer, the Guarantor and any of their subsidiaries and affiliates and their officers and directors may engage in any such activities without regard to the issue of Certificates by the Issuer or the effect that such activities may directly or indirectly have on any Certificate;

(aa) legal considerations which may restrict the possibility of certain investments:

Some investors' investment activities are subject to specific laws and regulations or laws and regulations currently being considered by various authorities. All potential investors must consult their own legal advisers to check whether and to what extent (i) they can legally purchase the Certificates (ii) the Certificates can be used as collateral security for various forms of borrowing (iii) if other restrictions apply to the purchase of Certificates or their use as collateral security. Financial institutions must consult their legal advisers or regulators to determine the appropriate treatment of the Certificates under any applicable risk-based capital or similar rules;

- (bb) the credit rating of the Guarantor is an assessment of its ability to pay obligations, including those on the Certificates. Consequently, actual or anticipated declines in the credit rating of the Guarantor may affect the market value of the Certificates;
- (cc) the Certificates are linked to an index and subject to risks broadly similar to those attending any investment in a broadly-based portfolio of assets, the risk that the general level of prices for such assets may decline. The following is a list of some of the significant risks associated with an index:
  - Historical performance of the index does not give an indication of future performance of this index. It is impossible to predict whether the value of the index will fall or rise over the term of the Certificates; and
  - The level of the index or indices may be affected by the economic, financial and political
    events in one or more jurisdictions, including the stock exchange(s) or quotation
    system(s) on which any securities or derivatives comprised in the index or indices may
    be traded.

The policies of the sponsor of an index with regards to additions, deletions and substitutions of the assets underlying the index and the manner in which the index sponsor takes account of certain changes affecting such assets underlying the index may affect the value of the index. The policies of an index sponsor with respect to the calculation of an index could also affect the value of the index. An index sponsor may discontinue or suspend calculation or dissemination of information relating to its index. Any such actions could affect the value of the Certificates.

In addition, indices may be subject to management fees and other fees as well as charges that are payable to the index sponsor(s) and which can reduce the settlement amount payable to holders of the Certificates. Such fees may be paid to index sponsors that are affiliates of the Guarantor;

- (dd) the value of the Certificates depends on the Leverage Strategy performance built in the Certificate. The Calculation Agent will make the Leverage Strategy last closing level and a calculation tool available to the investors on a website;
- (ee) two or more risk factors may simultaneously have an effect on the value of a Certificate such that the effect of any individual risk factor may not be predicted. No assurance can be given as to the effect any combination of risk factors may have on the value of a Certificate;
- (ff) as the Certificates are represented by a global warrant certificate which will be deposited with The Central Depository (Pte) Limited ("CDP"):
  - (i) investors should note that no definitive certificate will be issued in relation to the Certificates;
  - (ii) there will be no register of Certificate Holders and each person who is for the time being shown in the records maintained by CDP as entitled to a particular number of Certificates by way of interest (to the extent of such number) in the global warrant certificate in respect of those Certificates represented thereby shall be treated as the holder of such number of Certificates;
  - (iii) investors will need to rely on any statements received from their brokers/custodians as evidence of their interest in the Certificates; and
  - (iv) notices to such Certificate Holders will be published on the web-site of the SGX-ST.
     Investors will need to check the web-site of the SGX-ST regularly and/or rely on their brokers/custodians to obtain such notices;
- (gg) the US Foreign Account Tax Compliance Act ("FATCA") withholding risk:

FATCA generally imposes a 30 per cent. withholding tax on certain U.S.-source payments to certain non-US persons that do provide certification of their compliance with IRS rules to disclose the identity of their US owners and account holders (if any) or establish a basis for exemption for such disclosure. The Issuer or an investor's broker or custodian may be subject to FATCA and, as a result, may be required to obtain certification from investors that they have complied with FATCA disclosure requirements or have established a basis for exemption from FATCA. If an investor does not provide the Issuer or the relevant broker or custodian with such certification, the Issuer and the Guarantor or other withholding agent could be required to withhold U.S. tax on U.S.-source income (if any) paid pursuant to the Certificates. In certain cases, the Issuer or the relevant broker or custodian could be required to close an account of an investor who does not comply with the FATCA certification procedures.

FATCA IS PARTICULARLY COMPLEX. EACH INVESTOR SHOULD CONSULT ITS OWN TAX ADVISER TO OBTAIN A MORE DETAILED EXPLANATION OF FATCA AND TO DETERMINE HOW THIS LEGISLATION MIGHT AFFECT EACH INVESTOR IN ITS PARTICULAR CIRCUMSTANCES;

## (hh) U.S. withholding tax

The Issuer has determined that while the Certificates are linked to US Underlying Equities, the Certificates track a broad-based index that meets the requirements of a "Qualified Index" set forth in applicable regulations under Section 871(m) of the United States Internal Revenue Code, as discussed in the accompanying Base Listing Document under "TAXATION—TAXATION IN THE UNITED STATES OF AMERICA—Section 871(m) of the U.S. Internal Revenue Code of 1986." Accordingly, the Issuer expects that Section 871(m) will not apply to the Certificates. Such determination is not binding on the IRS, and the IRS may disagree with

this determination. Section 871(m) is complex and its application may depend on a Certificate Holder's particular circumstances, including whether a Certificate Holder enters into other transactions with respect to an Underlying Security. Certificate Holders should consult with their own tax advisers regarding the potential application of Section 871(m) to the Certificates. The Issuer may be restricted in its ability to issue or sell additional Certificates if the status of the underlying index becomes non-qualified in a future year while the Certificate is outstanding;

# (ii) risks arising from the taxation of securities

Tax law and practice are subject to change, possibly with retroactive effect. This may have a negative impact on the value of the Certificates and/or the market price of the Certificates. For example, the specific tax assessment of the Certificates may change compared to its assessment at the time of purchase of the Certificates. This is especially true with regard to derivative Certificates and their tax treatment. Holders of Certificates therefore bear the risk that they may misjudge the taxation of the income from the purchase of the Certificates. However, there is also the possibility that the taxation of the income from the purchase of the Certificates will change to the detriment of the holders.

Holders of the Certificates bear the risk that the specific tax assessment of the Certificates will change. This can have a negative impact on the value of the Certificates and the investor may incur a corresponding loss. The stronger this negative effect, the greater the loss may be; and

# (jj) risk factors relating to the BRRD

French and Luxembourg law and European legislation regarding the resolution of financial institutions may require the write-down or conversion to equity of the Certificates or other resolution measures if the Issuer or the Guarantor is deemed to meet the conditions for resolution.

Directive 2014/59/EU of the European Parliament and of the Council of the European Union dated 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms (the "BRRD") entered into force on 2 July 2014. The BRRD, as amended, has been implemented into Luxembourg law by, among others, the Luxembourg act dated 18 December 2015 on the failure of credit institutions and certain investment firms, as amended (the "BRR Act 2015"). Under the BRR Act 2015, the competent authority is the Luxembourg financial sector supervisory authority (*Commission de surveillance du secteur financier*, the CSSF) and the resolution authority is the CSSF acting as resolution council (*conseil de résolution*).

In April 2023, the EU Commission released a proposal to amend, in particular, the BRRD according to which senior preferred debt instruments would no longer rank pari passu with any non covered non preferred deposits of the Issuer; instead, senior preferred debt instruments would rank junior in right of payment to the claims of all depositors.

This proposal is still subject to further discussions and as a result its precise legal application date is unknown. As such, there may be an increased risk of an investor in senior preferred debt instruments losing all or some of their investment in the context of the exercise of the Bailin Power.

Moreover, Regulation (EU) No. 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism ("SRM") and a Single Resolution Framework (the "SRM Regulation") has established a

centralised power of resolution entrusted to a Single Resolution Board (the "SRB") in cooperation with the national resolution authorities.

Since November 2014, the European Central Bank ("ECB") has taken over the prudential supervision of significant credit institutions in the member states of the Eurozone under the Single Supervisory Mechanism ("SSM"). In addition, the SRM has been put in place to ensure that the resolution of credit institutions and certain investment firms across the Eurozone is harmonised. As mentioned above, the SRM is managed by the SRB. Under Article 5(1) of the SRM Regulation, the SRM has been granted those responsibilities and powers granted to the EU Member States' resolution authorities under the BRRD for those credit institutions and certain investment firms subject to direct supervision by the ECB. The ability of the SRB to exercise these powers came into force at the beginning of 2016.

Societe Generale has been, and continues to be, designated as a significant supervised entity for the purposes of Article 49(1) of Regulation (EU) No 468/2014 of the ECB of 16 April 2014 establishing the framework for cooperation within the SSM between the ECB and national competent authorities and with national designated authorities (the "SSM Regulation") and is consequently subject to the direct supervision of the ECB in the context of the SSM. This means that Societe Generale and SG Issuer (being covered by the consolidated prudential supervision of Societe Generale) are also subject to the SRM which came into force in 2015. The SRM Regulation mirrors the BRRD and, to a large part, refers to the BRRD so that the SRB is able to apply the same powers that would otherwise be available to the relevant national resolution authority.

The stated aim of the BRRD and the SRM Regulation is to provide for the establishment of an EU-wide framework for the recovery and resolution of credit institutions and certain investment firms. The regime provided for by the BRRD is, among other things, stated to be needed to provide the resolution authority designated by each EU Member State (the "Resolution Authority") with a credible set of tools to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of the institution's critical financial and economic functions while minimising the impact of an institution's failure on the economy and financial system (including taxpayers' exposure to losses).

In accordance with the provisions of the SRM Regulation, when applicable, the SRB, has replaced the national resolution authorities designated under the BRRD with respect to all aspects relating to the decision-making process and the national resolution authorities designated under the BRRD continue to carry out activities relating to the implementation of resolution schemes adopted by the SRB. The provisions relating to the cooperation between the SRB and the national resolution authorities for the preparation of the institutions' resolution plans have applied since 1 January 2015 and the SRM has been fully operational since 1 January 2016.

The SRB is the Resolution Authority for the Issuer and the Guarantor.

The powers provided to the Resolution Authority in the BRRD and the SRM Regulation include write-down/conversion powers to ensure that capital instruments (including subordinated debt instruments) and eligible liabilities (including senior debt instruments if junior instruments prove insufficient to absorb all losses) absorb losses of the issuing institution that is subject to resolution in accordance with a set order of priority (the "Bail-in Power"). The conditions for resolution under the SRM Regulation are deemed to be met when: (i) the Resolution Authority determines that the institution is failing or is likely to fail, (ii) there is no reasonable prospect that any measure other than a resolution measure would prevent the failure within a reasonable timeframe, and (iii) a resolution measure is necessary for the achievement of the resolution

objectives (in particular, ensuring the continuity of critical functions, avoiding a significant adverse effect on the financial system, protecting public funds by minimizing reliance on extraordinary public financial support, and protecting client funds and assets) and winding up of the institution under normal insolvency proceedings would not meet those resolution objectives to the same extent.

The Resolution Authority could also, independently of a resolution measure or in combination with a resolution measure, fully or partially write-down or convert capital instruments (including subordinated debt instruments) into equity when it determines that the institution or its group will no longer be viable unless such write-down or conversion power is exercised or when the institution requires extraordinary public financial support (except when extraordinary public financial support is provided in Article 10 of the SRM Regulation). The terms and conditions of the Certificates contain provisions giving effect to the Bail-in Power in the context of resolution and write-down or conversion of capital instruments at the point of non-viability.

The Bail-in Power could result in the full (i.e., to zero) or partial write-down or conversion of the Certificates into ordinary shares or other instruments of ownership, or the variation of the terms of the Certificates (for example, the maturity and/or interest payable may be altered and/or a temporary suspension of payments may be ordered). Extraordinary public financial support should only be used as a last resort after having assessed and applied, to the maximum extent practicable, the resolution measures. No support will be available until a minimum amount of contribution to loss absorption and recapitalization of 8% of total liabilities including own funds has been made by shareholders, holders of capital instruments and other eligible liabilities through write-down, conversion or otherwise.

In addition to the Bail-in Power, the BRRD and the SRM Regulation provide the Resolution Authority with broader powers to implement other resolution measures with respect to institutions that meet the conditions for resolution, which may include (without limitation) the sale of the institution's business, the creation of a bridge institution, the separation of assets, the replacement or substitution of the institution as obligor in respect of debt instruments, modifications to the terms of debt instruments (including altering the maturity and/or the amount of interest payable and/or imposing a temporary suspension on payments), removing management, appointing an interim administrator, and discontinuing the listing and admission to trading of financial instruments.

Before taking a resolution measure, including implementing the Bail-in Power, or exercising the power to write down or convert relevant capital instruments, the Resolution Authority must ensure that a fair, prudent and realistic valuation of the assets and liabilities of the institution is carried out by a person independent from any public authority.

The BRRD, the BRR Act 2015 and the SRM Regulation however also state that, under exceptional circumstances, if the bail-in instrument is applied, the SRB, in cooperation with the CSSF, may completely or partially exclude certain liabilities from the application of the impairment or conversion powers under certain conditions.

Since 1 January 2016, EU credit institutions (such as Societe Generale) and certain investment firms have to meet, at all times, a minimum requirement for own funds and eligible liabilities ("MREL") pursuant to Article 12 of the SRM Regulation. The MREL, which is expressed as a percentage of the total liabilities and own funds of the institution, aims at preventing institutions from structuring their liabilities in a manner that impedes the effectiveness of the Bail-in Power in order to facilitate resolution.

The regime has evolved as a result of the changes adopted by the EU legislators. On 7 June 2019, as part of the contemplated amendments to the so-called "EU Banking Package", the following legislative texts were published in the Official Journal of the EU 14 May 2019:

- Directive (EU) 2019/879 of the European Parliament and of the Council of 20 May 2019 amending the BRRD as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms ("BRRD II"); and
- Regulation (EU) 2019/877 of the European Parliament and of the Council of 20 May 2019 amending the SRM Regulation as regards the loss-absorbing and recapitalisation capacity ("TLAC") of credit institutions and investment firms (the "SRM II Regulation" and, together with the BRRD II, the "EU Banking Package Reforms").

The EU Banking Package Reforms introduced, among other things, the TLAC standard as implemented by the Financial Stability Board's TLAC Term Sheet ("FSB TLAC Term Sheet"), by adapting, among other things, the existing regime relating to the specific MREL with the aim of reducing risks in the banking sector and further reinforcing institutions' ability to withstand potential shocks will strengthen the banking union and reduce risks in the financial system.

The TLAC has been implemented in accordance with the FSB TLAC Term Sheet, which imposes a level of "Minimum TLAC" that will be determined individually for each global systemically important bank ("**G-SIB**"), such as Societe Generale, in an amount at least equal to (i) 16%, plus applicable buffers, of risk weight assets since January 1, 2022 and 18%, plus applicable buffers, thereafter and (ii) 6% of the Basel III leverage ratio denominator since January 1, 2022 and 6.75% thereafter (each of which could be extended by additional firm-specific requirements).

Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms (the "CRR"), as amended notably by Regulation (EU) 2019/876 as regards the leverage ratio, the net stable funding ratio, requirements for own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, exposures to collective investment undertakings, large exposures, reporting and disclosure requirements (the "CRR II") and Regulation (EU) 2022/2036 of the European Parliament and of the Council of 19 October 2022 amending Regulation (EU) No 575/2013 and Directive 2014/59/EU as regards the prudential treatment of global systemically important institutions with a multiple-point-of-entry resolution strategy and methods for the indirect subscription of instruments eligible for meeting the minimum requirement for own funds and eligible liabilities, EU G-SIBs, such as Societe Generale, have to comply with TLAC requirements, on top of the MREL requirements, since the entry into force of the CRR II. As such, G-SIBs, such as Societe Generale have to comply with both the TLAC and MREL requirements.

Consequently, the criteria for MREL-eligible liabilities have been closely aligned with the criteria for TLAC-eligible liabilities under CRR II, but subject to the complementary adjustments and requirements introduced in the BRRD II. In particular, certain debt instruments with an embedded derivative component, such as certain structured notes, will be eligible, subject to certain conditions, to meet MREL requirements to the extent that they have a fixed or increasing principal amount repayable at maturity that is known in advance with only an additional return permitted to be linked to that derivative component and dependent on the performance of a reference asset.

The level of capital and eligible liabilities required under MREL is set by the SRB for Societe Generale on an individual and/or consolidated basis based on certain criteria including systemic

importance and may also be set for SG Issuer. Eligible liabilities may be senior or subordinated, provided, among other requirements, that they have a remaining term of at least one year and, they recognise contractually the Resolution Authority's power to write down or convert the liabilities governed by non-EU law.

The scope of liabilities used to meet MREL includes, in principle, all liabilities resulting from claims arising from ordinary unsecured creditors (non-subordinated liabilities) unless they do not meet specific eligibility criteria set out in BRRD, as amended notably by BRRD II. To enhance the resolvability of institutions and entities through an effective use of the bail-in tool, the SRB should be able to require that MREL be met with own funds and other subordinated liabilities, in particular where there are clear indications that bailed-in creditors are likely to bear losses in resolution that would exceed the losses that they would incur under normal insolvency proceedings. Moreover the SRB should assess the need to require institutions and entities to meet the MREL with own funds and other subordinated liabilities where the amount of liabilities excluded from the application of the bail- in tool reaches a certain threshold within a class of liabilities that includes MREL-eligible liabilities. Any subordination of debt instruments requested by the SRB for the MREL shall be without prejudice to the possibility to partly meet the TLAC requirements with non-subordinated debt instruments in accordance with the CRR, as amended by the CRR II, as permitted by the TLAC standard. Specific requirements apply to resolution groups with assets above EUR 100 billion (top-tier banks, including Societe Generale).

## TERMS AND CONDITIONS OF THE CERTIFICATES

The following are the terms and conditions of the Certificates and should be read in conjunction with, and are qualified by reference to, the other information set out in this document and the Base Listing Document.

The Conditions are set out in the section headed "Terms and Conditions of the European Style Cash Settled Long/Short Certificates" in the Base Listing Document. For the purposes of the Conditions, the following terms shall have the following meanings:

Certificates: 6,000,000 European Style Cash Settled Long Certificates relating to

the Index

ISIN: LU2079534231

Index: S&P 500 Net Total Return Index published on Thomson Reuters page

.SPXNTR or any successor page.

Index Sponsor: S&P Dow Jones Indices LLC

Calculation Agent: Societe Generale

PR Index: S&P 500 Index as published on Thomson Reuters page .SPX or any

successor page.

Strike Level: Zero

Daily Leverage: 7x (within the Leverage Strategy as described below)

Notional Amount per Certificate: SGD 2.50

Management Fee (p.a.)<sup>3</sup>: 0.40%

Gap Premium (p.a.)<sup>4</sup>: 19.25%, is a hedging cost against extreme market movements

beyond US market close on the same trading day.

Funding Cost<sup>5</sup>: The annualised costs of funding, referencing a publicly published

base rate plus spread.

Rebalancing Cost<sup>5</sup>: The transaction costs (if applicable), computed as a function of

leverage and daily performance of the Index.

Launch Date: 16 December 2025

Closing Date: 22 December 2025

<sup>&</sup>lt;sup>3</sup> Please note that the Management Fee is calculated on a 360-day basis and may be increased up to a maximum of 3% p.a. on giving one month's notice to investors. Any increase in the Management Fee will be announced on the SGXNET. Please refer to "Fees and Charges" below for further details of the fees and charges payable and the maximum of such fees as well as other ongoing expenses that may be borne by the Certificates.

<sup>&</sup>lt;sup>4</sup> Please note that the Gap Premium is calculated on a 360-day basis.

<sup>&</sup>lt;sup>5</sup> These costs are embedded within the Leverage Strategy.

Expected Listing Date: 23 December 2025

Last Trading Date: The date falling 5 Business Days immediately preceding the Expiry

Date, currently being 9 June 2028

Expiry Date: The Business Day immediately following the Valuation Date, currently

being 16 June 2028

Board Lot: 100 Certificates

Valuation Date: 15 June 2028 or if such day is not an Index Business Day, the

immediately following Index Business Day and subject to the Market

Disruption Event provisions.

Exercise: The Certificates may only be exercised on the Expiry Date or if the

Expiry Date is not a Business Day, the immediately preceding Business Day, in a Board Lot or integral multiples thereof. Certificate Holders shall not be required to deliver an exercise notice. Exercise of Certificates shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in Condition 4(c) of the Conditions. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, and Certificate Holders shall not be entitled to receive

any payment from the Issuer in respect of the Certificates.

Cash Settlement Amount: In respect of each Certificate, shall be an amount payable in the

Settlement Currency equal to:

Closing Level multiplied by the Notional Amount per Certificate

Please refer to the "Information relating to the European Style Cash Settled Long Certificates" section on pages 43 to 52 of this document for examples and illustrations of the calculation of the Cash Settlement

Amount.

Hedging Fee Factor: In respect of each Certificate, shall be an amount calculated as:

Product (for t from 2 to Valuation Date) of (1 - Management Fee x) (ACT  $(t-1;t) \div 360$ ) x  $(1 - \text{Gap Premium } (t-1) \times (\text{ACT } (t-1;t) \div 360))$ 

Where:

"t" refers to "Observation Date" which means each Index Business Day (subject to Market Disruption Event) from (and including) the

Index Business Day immediately preceding the Expected Listing Date to the Valuation Date; and

ACT (t-1;t) means the number of calendar days between the Index Business Day immediately preceding the Observation Date (such Observation Date being noted "t-1") (included) and the Observation Date "t" (excluded).

If the Issuer determines, in its sole discretion, that on any Observation Date a Market Disruption Event has occurred, then that Observation Date shall be postponed until the first succeeding Index Business Day on which there is no Market Disruption Event, unless there is a Market Disruption Event on each of the five Index Business Davs immediately following the original date that, but for the Market Disruption Event, would have been an Observation Date. In that case, that fifth Index Business Day shall be deemed to be the Observation Date notwithstanding the Market Disruption Event and the Issuer shall determine, its good faith estimate of the level of the Leverage Strategy and the value of the Certificate on that fifth Index Business Day in accordance with the formula for and method of calculation last in effect prior to the occurrence of the first Market Disruption Event taking into account, inter alia, the published level of the Index or the PR Index, the exchange traded or quoted price of each security comprised in the Index or the PR Index and the potential increased cost of hedging by the Issuer as a result of the occurrence of the Market Disruption Event.

Please refer to the "Information relating to the European Style Cash Settled Long Certificates" section on pages 43 to 52 of this document for examples and illustrations of the calculation of the Hedging Fee Factor.

Closing Level:

In respect of each Certificate, shall be an amount payable in the Settlement Currency equal to:

 $\left(\frac{\text{Final Reference Level} \times \text{Final Exchange Rate}}{\text{Initial Reference Level} \times \text{Initial Exchange Rate}} - \text{Strike Level}\right) \times \text{Hedging Fee Factor}$ 

Initial Reference Level:

1,000

Final Reference Level:

The closing level of the Leverage Strategy (as described below) on the Valuation Date

The calculation of the closing level of the Leverage Strategy is set out in the "Specific Definitions relating to the Leverage Strategy" section on pages 21 to 26 below.

Initial Exchange Rate:

1.2908

Final Exchange Rate:

The rate for the conversion of United States Dollar to Singapore Dollar as at 5:00pm (Singapore Time) on the Valuation Date as shown on Reuters, provided that if the Reuters service ceases to display such

information, as determined by the Issuer by reference to such source(s) as the Issuer may reasonably determine to be appropriate at such a time.

Air Bag Mechanism:

The "Air Bag Mechanism" refers to the mechanism built in the Leverage Strategy and which is designed to reduce the Leverage Strategy exposure to the Index during extreme market conditions. If the PR Index falls by 10% or more ("Air Bag Trigger Level") during the trading day of the Relevant Stock Exchange(s) for the Index (which represents an approximately 70% loss after a 7 times leverage), the Air Bag Mechanism is triggered and the Leverage Strategy is adjusted intra-day during the trading hours of the Relevant Stock Exchange(s) for the Index. The Air Bag Mechanism reduces the impact on the Leverage Strategy if the PR Index falls further, but will also maintain a reduced exposure to the Index in the event the Index starts to rise after the Air Bag Mechanism is triggered, thereby reducing its ability to recoup losses.

The Leverage Strategy is floored at 0 and the Certificates cannot be valued below zero.

Please refer to the "Extraordinary Strategy Adjustment for Performance Reasons ("Air Bag Mechanism")" section on pages 24 to 26 below and the "Description of Air Bag Mechanism" section on pages 49 to 50 of this document for further information of the Air Bag Mechanism.

Adjustments and Extraordinary Events:

The Issuer has the right to make adjustments to the terms of the Certificates if certain events including the following take place: if the Index or the PR Index, as the case may be, is calculated and published by a successor to the Index Sponsor, if the Index or the PR Index, as the case may be, is replaced or modified or if the Index Sponsor fails to calculate and publish the Index or the PR Index on the Valuation Date (as more specifically set out in the terms and conditions of the Certificates). For the avoidance of doubt, no notice will be given if the Issuer determines that adjustments will not be made.

Index Currency: United States Dollar

Settlement Currency: Singapore Dollar

Exercise Expenses: Certificate Holders will be required to pay all charges which are

incurred in respect of the exercise of the Certificates.

Relevant Stock Exchange for T

The Singapore Exchange Securities Trading Limited ("SGX-ST")

the Certificates:

Relevant Stock Exchange(s) for New York Stock Exchange ("NYSE") and NASDAQ the Index:

Related Exchange:

Each exchange or quotation system where trading has a material effect (as determined by the Calculation Agent) on the overall market for options or futures relating to the Index or the PR Index

Business Day, Settlement Business Day and Index Business Day: A "Business Day" or a "Settlement Business Day" is a day on which the SGX-ST is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore.

An "Index Business Day" is a day on which the value of the Index and the value of the PR Index are published by the Index Sponsor or, as the case may be, the successor Index Sponsor and the Relevant Stock Exchange(s) for the Index is(are) open for dealings in the United States of America during its(their) normal trading hours.

Warrant Agent: The Central Depository (Pte) Limited ("CDP")

Clearing System: CDP

Fees and Charges:

Normal transaction and brokerage fees shall apply to the trading of the Certificates on the SGX-ST. Investors should note that they may be required to pay stamp taxes or other documentary charges in accordance with the laws and practices of the country where the Certificates are transferred. Investors who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

Investors holding position beyond market close of the SGX-ST would also be required to bear the Management Fee and Gap Premium, which are calculated daily and applied to the value of the Certificates, as well as certain costs embedded within the Leverage Strategy including the Funding Cost and Rebalancing Cost. The Management Fee may be increased up to a maximum of 3% p.a. on giving one month's notice to investors in accordance with the terms and conditions of the Certificates. Any increase in the Management Fee will be announced on the SGXNET. Due to the difference in trading hours of the SGX-ST and the Relevant Stock Exchange(s) for the Index, unless investors exit their position within the same SGX-ST trading day, they would bear such annualised costs.

Further Information:

Please refer to the website at <u>dlc.socgen.com</u> for more information on the theoretical closing price of the Certificates on the previous trading day, the closing level of the Index on the previous trading day, the Air Bag Trigger Level for each trading day and the Management Fee and Gap Premium.

# Specific Definitions relating to the Leverage Strategy

# Description of the Leverage Strategy

The Leverage Strategy is designed to track a 7 times daily leveraged exposure to the Index.

At the end of each trading day of the Index, the exposure of the Leverage Strategy to the Index is reset within the Leverage Strategy in order to retain a daily leverage of 7 times the performance of the Index (excluding costs) regardless of the performance of the Index on the preceding day. This mechanism is referred to as the Daily Reset.

The Leverage Strategy incorporates an air bag mechanism which is designed to reduce exposure to the Index during extreme market conditions, as further described below.

# Leverage Strategy Formula

**LSL**<sub>t</sub> means, for any Observation Date(t), the Leverage Strategy Closing Level as of such day (t).

Subject to the occurrence of an Intraday Restrike Event, the Leverage Strategy Closing Level as of such Observation Date(t) is calculated in accordance with the following formulae:

On Observation Date(1):

 $LSL_1 = 1000$ 

On each subsequent Observation Date(t):

$$LSL_{t} = Max[LSL_{t-1} \times (1 + LR_{t-1,t} - FC_{t-1,t} - RC_{t-1,t}), 0]$$

 $LR_{t-1,t}$  means the Leveraged Return of the Index between Observation Date(t-1) and Observation Date(t) closing levels, calculated as follows:

$$LR_{t-1,t} = Leverage \times \left(\frac{NTR_t}{NTR_{t-1}} - 1\right)$$

 $FC_{t-1,t}$  means, the Funding Cost between Observation Date(t-1) (included) and Observation Date(t) (excluded) calculated as follows:

$$FC_{t-1,t} = (Leverage - 1) \times \frac{Rate_{t-1} \times ACT(t-1,t)}{DayCountBasisRate}$$

means the Rebalancing Cost of the Leverage Strategy on Observation Date (t), calculated as follows:

$$RC_{t-1,t} = Leverage \times (Leverage - 1) \times \left( \left| \frac{NTR_t}{NTR_{t-1}} - 1 \right| \right) \times TC$$

means the Transaction Costs applicable (including Stamp Duty and any other applicable taxes, levies and costs which may be levied on the stock transactions on the Relevant Stock Exchange(s) for the Index by the applicable regulatory authorities from time to time) that are currently equal to:

0.02%

"Stamp Duty" refers to the applicable rate of stamp duty on the stock transactions in the jurisdiction of the Relevant Stock Exchange(s) for the Index, which may be changed by the applicable regulatory authorities from time to time.

Leverage 7

NTR<sub>t</sub>

 $RC_{t-1,t}$ 

TC

means, in respect of each Observation Date(t), the Closing Price of the Index as of such Observation Date(t), subject to the adjustments and provisions of the Conditions. Rate<sub>t</sub>

means, in respect of each Observation Date(t), a rate calculated as of such day in accordance with the following formula:

 $Rate_t = CashRate_t + %SpreadLevel_t$ 

CashRate<sub>t</sub>

means, in respect of each Observation Date(t), the US SOFR Secured Overnight Financing Rate, as published on Bloomberg Screen SOFRRATE Index page or any successor page, being the rate as of such Observation Date (t), provided that if any of such rates is not available, then that rate shall be determined by reference to the latest available rate that was published on the relevant Bloomberg page.

%SpreadLevel<sub>t</sub>

1.00%, subject to change by the Issuer on giving 10 Business Days' notice to investors via SGXNet.

ACT(t-1,t)

ACT (t-1;t) means the number of calendar days between the Index Business Day immediately preceding the Observation Date (such Observation Date being noted "t-1") (included) and the Observation Date "t" (excluded).

**DayCountBasisRate** 

365

**Benchmark Fallback** 

upon the occurrence or likely occurrence, as determined by the Calculation Agent, of a Reference Rate Event, the Calculation Agent may make adjustments as it may determine appropriate to account for the relevant event or circumstance, including but not limited to using any alternative rates from such date, with or without retroactive effect as the Calculation Agent may in its sole and absolute discretion determine.

**Reference Rate Event** 

means, in respect of the Reference Rate any of the following has occurred or will occur:

- (i) a Reference Rate Cessation;
- (ii) an Administrator/Benchmark Event; or
- (iii) a Reference Rate is, with respect to over-the-counter derivatives transactions which reference such Reference Rate, the subject of any market-wide development formally agreed upon by the International Swaps and Derivative Association (ISDA) or the Asia Securities Industry & Financial Markets Association (ASIFMA), pursuant to which such Reference Rate is, on a specified date, replaced with a risk-free rate (or near risk-free rate) established in order to comply with the recommendations in the Financial Stability Board's paper titled "Reforming Major Interest Rate Benchmarks" dated 22 July 2014.

Reference Rate Cessation means, for a Reference Rate, the occurrence of one or more of the following events:

- (i) a public statement or publication of information by or on behalf of the administrator of the Reference Rate announcing that it has ceased or will cease to provide the Reference Rate permanently or indefinitely, provided that, at the time of the statement or publication, there is no successor administrator that will continue to provide the Reference Rate;
- (ii) a public statement or publication of information by the regulatory supervisor for the administrator of the Reference Rate, the central bank for the currency of the Reference Rate, an insolvency official with

jurisdiction over the administrator for the Reference Rate, a resolution authority with jurisdiction over the administrator for the Reference Rate or a court or an entity with similar insolvency or resolution authority over the administrator for the Reference Rate, which states that the administrator of the Reference Rate has ceased or will cease to provide the Reference Rate permanently or indefinitely, provided that, at the time of the statement or publication, there is no successor administrator that will continue to provide the Reference Rate; or

(iii) in respect of a Reference Rate, a public statement or publication of information by the regulatory supervisor for the administrator of such Reference Rate announcing that (a) the regulatory supervisor has determined that such Reference Rate is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality that such Reference Rate is intended to measure and that representativeness will not be restored and (b) it is being made in the awareness that the statement or publication will engage certain contractual triggers for fallbacks activated by precessation announcements by such supervisor (howsoever described) in contracts;

# Administrator/ Benchmark Event

means, for a Reference Rate, any authorisation, registration, recognition, endorsement, equivalence decision, approval or inclusion in any official register in respect of the Reference Rate or the administrator or sponsor of the Benchmark has not been, or will not be, obtained or has been, or will be, rejected, refused, suspended or withdrawn by the relevant competent authority or other relevant official body, in each case with the effect that either the Issuer, the Calculation Agent or any other entity is not, or will not be, permitted under any applicable law or regulation to use the Reference Rate to perform its or their respective obligations under the Certificates.

#### Reference Rate(s)

means the rate(s) used in the Leverage Strategy Formula, for example SORA and SOFR.

# Extraordinary Strategy Adjustment for Performance Reasons ("Air Bag Mechanism")

# Extraordinary Strategy Adjustment for Performance Reasons

If the Calculation Agent determines that an Intraday Restrike Event has occurred during an Observation Date(t) (the Intraday Restrike Date, noted hereafter IRD), an adjustment (an Extraordinary Strategy Adjustment for Performance Reasons) shall take place during such Observation Date(t) in accordance with the following provisions.

(1) Provided the last Intraday Restrike Observation Period as of such Intraday Restrike Date does not end on the TimeReferenceClosing, the Leverage Strategy Closing Level on the Intraday Restrike Date (LSL<sub>IRD</sub>) should be computed as follows:

$$LSL_{IRD} = Max[ILSL_{IR(n)} \times (1 + ILR_{IR(n),IR(C)} - IRC_{IR(n),IR(C)}), 0]$$

(2) If the last Intraday Restrike Event Observation Period on the relevant Intraday Restrike Date ends on the TimeReferenceClosing:

$$LSL_{IRD} = Max[ILSL_{IR(n)}, 0]$$

 $ILSL_{IR(k)}$ 

means, in respect of IR(k), the Intraday Leverage Strategy Level in accordance with the following provisions:

(1) for 
$$k = 1$$
:

$$ILSL_{IR(1)} = Max[LSL_{IRD-1} \times (1 + ILR_{IR(0),IR(1)} - FC_{IRD-1,IRD} - IRC_{IR(0),IR(1)}), 0]$$

(2) for k > 1

$$\begin{split} \text{ILSL}_{\text{IR}(k)} &= \text{Max}\big[\text{ILSL}_{\text{IR}(k-1)} \\ &\quad \times \big(1 + \text{ILR}_{\text{IR}(k-1),\text{IR}(k)} - \text{IRC}_{\text{IR}(k-1),\text{IR}(k)}\big), 0\big] \end{split}$$

 $ILR_{IR(k-1),IR(k)}$ 

means the Intraday Leveraged Return between IR(k-1) and IR(k), calculated as follows:

$$ILR_{IR(k-1),IR(k)} = Leverage \times \left(\frac{INTR_{IR(k)}}{INTR_{IR(k-1)}} - 1\right)$$

 $IRC_{IR(k-1),IR(k)}$ 

means the Intraday Rebalancing Cost of the Leverage Strategy in respect of IR(k) on a given Intraday Restrike Date, calculated as follows:

$$IRC_{IR(k-1),IR(k)} = Leverage \times (Leverage-1) \times \left( \left| \frac{INTR_{IR(k)}}{INTR_{IR(k-1)}} - 1 \right| \right) \times TC$$

 $INTR_{IR(k)}$ 

means the Intraday Reference Price in respect of IR(k) computed as follows:

(1) for k=0

$$INTR_{IR(0)} = NTR_{IRD-1}$$

(2) for k=1 to n

$$INTR_{IR(k)} = NTR_{IRD-1} \times \frac{IPR_{IR(k)}}{PR_{IRD-1} - Div_{IRD}}$$

Where  $\operatorname{Div}_{\operatorname{IRD}}$  represents the dividend on the Intraday Restrike Date, computed as follows:

$$Div_{IRD} = PR_{IRD-1} - \frac{NTR_{IRD-1} \times PR_{IRD}}{NTR_{IRD}}$$

(3) with respect to IR(C)

$$INTR_{IR(C)} = NTR_{IRD}$$

IPR<sub>IR(k)</sub>

means, in respect of IR(k), the lowest price of the PR Index during the respective Intraday Restrike Observation Period, subject to the adjustments and provisions of the Conditions.

 $PR_{IRD}$ 

means, in respect of an Intraday Restrike Date, the Closing Price of the PR Index as of such Intraday Restrike Date, subject to the adjustments and provisions of the Conditions.

IR(k)

For k=0, means the scheduled close for the Relevant Stock Exchange(s) for the Index (or any successor thereto) on the Observation Day immediately preceding the relevant Intraday Restrike Date;

For k=1 to n, means the k<sup>th</sup> Intraday Restrike Event on the relevant Intraday Restrike Date.

IR(C)

means the scheduled close for the Relevant Stock Exchange(s) for the Index (or any successor thereto) on the relevant Intraday Restrike Date.

n

means the number of Intraday Restrike Events that occurred on the relevant Intraday Restrike Date.

# **Intraday Restrike Event**

means in respect of an Observation Date(t), the decrease at any Calculation Time of the PR Index level by 10% or more compared with the relevant PR Index Reference Level as of such Calculation Time.

## PR Index Reference Level

means in respect of Observation Date(t):

(1) provided no Intraday Restrike Event has previously occurred on such Observation Date(t), the closing price of the PR Index on the immediately preceding Observation Date, subject to the adjustments and provisions of the Conditions:

or

(2) if k Intraday Restrike Events have occurred on the relevant Intraday Restrike Date,  $IPR_{IR(k)}$ .

#### **Calculation Time**

means any time between the TimeReferenceOpening and the TimeReferenceClosing, provided that the relevant data is available to enable the Calculation Agent to determine the Leverage Strategy Level.

#### **TimeReferenceOpening**

means the scheduled opening time for the Relevant Stock Exchange(s) for the Index (or any successor thereto).

# TimeReferenceClosing

means the scheduled closing time for the Relevant Stock Exchange(s) for the Index (or any successor thereto).

# Intraday Restrike Event Observation Period

means in respect of an Intraday Restrike Event, the period starting on and excluding the Intraday Restrike Event Time and finishing on and including the sooner between (1) the time falling 15 minutes after the Intraday Restrike Event Time and (2) the TimeReferenceClosing.

Where, during such period, the Calculation Agent determines that (1) the level of the PR Index is not disseminated by the Index Sponsor or, the Index Calculation Agent, as the case may be or (2) the Relevant Stock Exchange(s) for the Index is not open for continuous trading, the Intraday Restrike Event Observation Period will be extended to the extent necessary until (1) the level of the PR Index is calculated and disseminated by the Index Sponsor or, the Index Calculation Agent, as the case may be and (2) the Relevant Stock Exchange(s) for the Index is open for continuous trading.

# Intraday Restrike Event Time

means in respect of an Intraday Restrike Event, the Calculation Time on which such event occurs.

The Conditions set out in the section headed "Terms and Conditions of the European Style Cash Settled Long/Short Certificates" in the Base Listing Document are set out below. This section is qualified in its entirety by reference to the detailed information appearing elsewhere in this document which shall, to the extent so specified or to the extent inconsistent with the relevant Conditions set out below, replace or modify the relevant Conditions for the purpose of the Certificates.

## **TERMS AND CONDITIONS OF**

#### THE EUROPEAN STYLE CASH SETTLED LONG/SHORT CERTIFICATES

# 1. Form, Status and Guarantee, Transfer and Title

- (a) Form. The Certificates (which expression shall, unless the context otherwise requires, include any further certificates issued pursuant to Condition 10) are issued subject to and with the benefit of:-
  - a master instrument by way of deed poll (the "Master Instrument") dated 13
    June 2025, made by SG Issuer (the "Issuer") and Societe Generale (the "Guarantor"); and
  - (ii) a warrant agent agreement (the "Master Warrant Agent Agreement" or "Warrant Agent Agreement") dated any time before or on the Closing Date, made between the Issuer and the Warrant Agent for the Certificates.

Copies of the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement are available for inspection at the specified office of the Warrant Agent.

The holders of the Certificates (the "Certificate Holders") are entitled to the benefit of, are bound by and are deemed to have notice of all the provisions of the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement.

(b) Status and Guarantee. The Certificates constitute direct, general and unsecured obligations of the Issuer and rank, and will rank, equally among themselves and pari passu with all other present and future unsecured and unsubordinated obligations of the Issuer (save for statutorily preferred exceptions). The Certificates provide for cash settlement on exercise.

The due and punctual payment of any amounts due by the Issuer in respect of the Certificates issued by the Issuer is unconditionally and irrevocably guaranteed by the Guarantor as provided in the Guarantee (each such amount payable under the Guarantee, a "Guarantee Obligation").

The Guarantee Obligations will constitute direct, unconditional, unsecured and unsubordinated obligations of the Guarantor ranking as senior preferred obligations as provided for in Article L. 613-30-3 I 3° of the French Code *Monétaire et Financier* (the "Code").

Such Guarantee Obligations rank and will rank equally and rateably without any preference or priority among themselves and:

 (i) pari passu with all other direct, unconditional, unsecured and unsubordinated obligations of the Guarantor outstanding as of the date of the entry into force of the law no. 2016-1691 (the "Law") on 11 December 2016;

- (ii) pari passu with all other present or future direct, unconditional, unsecured and senior preferred obligations (as provided for in Article L. 613-30-3 I 3° of the Code) of the Guarantor issued after the date of the entry into force of the Law on 11 December 2016;
- (iii) junior to all present or future claims of the Guarantor benefiting from the statutorily preferred exceptions; and
- (iv) senior to all present and future senior non-preferred obligations (as provided for in Article L.613-30-3 I 4° of the Code) of the Guarantor.

In the event of the failure of the Issuer to promptly perform its obligations to any Certificate Holder under the terms of the Certificates, such Certificate Holder may, but is not obliged to, give written notice to the Guarantor at Societe Generale, Tour Societe Generale, 75886 Paris Cedex 18, France marked for the attention of SEGL/JUR/OMF - Market Transactions & Financing.

- (c) Transfer. The Certificates are represented by a global warrant certificate ("Global Warrant") which will be deposited with The Central Depository (Pte) Limited ("CDP"). Certificates in definitive form will not be issued. Transfers of Certificates may be effected only in Board Lots or integral multiples thereof. All transactions in (including transfers of) Certificates, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon registration of the transfer in the records maintained by CDP.
- (d) Title. Each person who is for the time being shown in the records maintained by CDP as entitled to a particular number of Certificates shall be treated by the Issuer, the Guarantor and the Warrant Agent as the holder and absolute owner of such number of Certificates, notwithstanding any notice to the contrary. The expression "Certificate Holder" shall be construed accordingly.
- (e) Bail-In. By the acquisition of Certificates, each Certificate Holder (which, for the purposes of this Condition, includes any current or future holder of a beneficial interest in the Certificates) acknowledges, accepts, consents and agrees:
  - (i) to be bound by the effect of the exercise of the Bail-In Power (as defined below) by the Relevant Resolution Authority (as defined below) on the Issuer's liabilities under the Certificates, which may include and result in any of the following, or some combination thereof:
    - (A) the reduction of all, or a portion, of the Amounts Due (as defined below), on a permanent basis;
    - (B) the conversion of all, or a portion, of the Amounts Due into shares, other securities or other obligations of the Issuer or the Guarantor or another person (and the issue to the Certificate Holder of such shares, securities or obligations), including by means of an amendment, modification or variation of the Conditions of the Certificates, in which case the Certificate Holder agrees to accept in lieu of its rights under the Certificates any such shares, other securities or other obligations of the Issuer or the Guarantor or another person;
    - (C) the cancellation of the Certificates; and/or

(D) the amendment or alteration of the expiration of the Certificates or amendment of the amounts payable on the Certificates, or the date on which the amounts become payable, including by suspending payment for a temporary period; and

that terms of the Certificates are subject to, and may be varied, if necessary, to give effect to the exercise of the Bail-In Power by the Relevant Resolution Authority or the regulator,

# (the "Statutory Bail-In");

- (ii) if the Relevant Resolution Authority exercises its Bail-In Power on liabilities of the Guarantor, pursuant to Article L.613-30-3-I-3 of the French Monetary and Financial Code (the "Code"):
  - (A) ranking:
    - (1) junior to liabilities of the Guarantor benefitting from statutorily preferred exceptions pursuant to Article L.613-30-3-I 1° and 2 of the Code;
    - (2) pari passu with liabilities of the Guarantor as defined in ArticleL.613-30-3-I-3 of the Code; and
    - (3) senior to liabilities of the Guarantor as defined in Article L.613-30-3-I-4 of the Code; and
  - (B) which are not *titres non structurés* as defined under Article R.613-28 of the Code, and
  - (C) which are not or are no longer eligible to be taken into account for the purposes of the MREL (as defined below) ratio of the Guarantor

and such exercise of the Bail-In Power results in the write-down or cancellation of all, or a portion of, the principal amount of, or the outstanding amount payable in respect of, and/or interest on, such liabilities, and/or the conversion of all, or a portion, of the principal amount of, or the outstanding amount payable in respect of, or interest on, such liabilities into shares or other securities or other obligations of the Guarantor or another person, including by means of variation to their terms and conditions in order to give effect to such exercise of Bail-In Power, then the Issuer's obligations under the Certificates will be limited to (i) payment of the amount as reduced or cancelled that would be recoverable by the Certificate Holders and/or (ii) the delivery or the payment of value of the shares or other securities or other obligations of the Guarantor or another person that would be paid or delivered to the Certificate Holders as if, in either case, the Certificates had been directly issued by the Guarantor itself and any Amount Due under the Certificates had accordingly been directly subject to the exercise of the Bail-In Power (the "Contractual Bail-in").

No repayment or payment of the Amounts Due will become due and payable or be paid after the exercise of the Statutory Bail-In with respect to the Issuer or the Guarantor unless, at the time such repayment or payment, respectively, is scheduled to become due, such repayment or payment would be permitted to be made by the Issuer or the Guarantor under the applicable laws and regulations in effect in France or Luxembourg and the European Union applicable to the Issuer or the Guarantor or other members of its group.

No repayment or payment of the Amounts Due will become due and payable or be paid under the Certificates issued by SG Issuer after implementation of the Contractual Bailin.

Upon the exercise of the Statutory Bail-in or upon implementation of the Contractual Bail-in with respect to the Certificates, the Issuer or the Guarantor will provide a written notice to the Certificate Holders in accordance with Condition 9 as soon as practicable regarding such exercise of the Statutory Bail-in or implementation of the Contractual Bail-in. Any delay or failure by the Issuer or the Guarantor to give notice shall not affect the validity and enforceability of the Statutory Bail-in or Contractual Bail-in nor the effects on the Certificates described above.

Neither a cancellation of the Certificates, a reduction, in part or in full, of the Amounts Due, the conversion thereof into another security or obligation of the Issuer or the Guarantor or another person, as a result of the exercise of the Statutory Bail-in or the implementation of the Contractual Bail-in with respect to the Certificates will be an event of default or otherwise constitute non-performance of a contractual obligation, or entitle the Certificate Holder to any remedies (including equitable remedies) which are hereby expressly waived.

The matters set forth in this Condition shall be exhaustive on the foregoing matters to the exclusion of any other agreements, arrangements or understandings between the Issuer, the Guarantor and each Certificate Holder. No expenses necessary for the procedures under this Condition, including, but not limited to, those incurred by the Issuer and the Guarantor, shall be borne by any Certificate Holder.

For the purposes of this Condition:

"Amounts Due" means any amounts due by the Issuer under the Certificates.

"Bail-In Power" means any statutory cancellation, write-down and/or conversion power existing from time to time under any laws, regulations, rules or requirements relating to the resolution of banks, banking group companies, credit institutions and/or investment firms, including but not limited to any such laws, regulations, rules or requirements that are implemented, adopted or enacted within the context of a European Union directive or regulation of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms, or any other applicable laws or regulations, as amended, or otherwise, pursuant to which obligations of a bank, banking group company, credit institution or investment firm or any of its affiliates can be reduced, cancelled, varied or otherwise modified in any way and/or converted into shares or other securities or obligations of the obligor or any other person.

"MREL" means the Minimum Requirement for own funds and Eligible Liabilities as defined in Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms (as amended from time to time).

"Relevant Resolution Authority" means any authority with the ability to exercise the Bail-in Power on Societe Generale or SG Issuer as the case may be.

# 2. Certificate Rights and Exercise Expenses

(a) Certificate Rights. Every Certificate entitles each Certificate Holder, upon due exercise and on compliance with Condition 4, to payment by the Issuer of the Cash Settlement Amount (if any) in the manner set out in Condition 4.

The "Cash Settlement Amount", in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to the Closing Level multiplied by the Notional Amount per Certificate.

The "Closing Level", in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to:

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\left(\frac{\textit{Final Reference Level} \times \textit{Final Exchange Rate}}{\textit{Initial Reference Level} \times \textit{Initial Exchange Rate}} - \textit{Strike Level}\right) \times \textit{Hedging Fee Factor}
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(b) Exercise Expenses. Certificate Holders will be required to pay all charges which are incurred in respect of the exercise of the Certificates (the "Exercise Expenses"). An amount equivalent to the Exercise Expenses will be deducted by the Issuer from the Cash Settlement Amount in accordance with Condition 4. Notwithstanding the foregoing, the Certificate Holders shall account to the Issuer on demand for any Exercise Expenses to the extent that they were not or could not be deducted from the Cash Settlement Amount prior to the date of payment of the Cash Settlement Amount to the Certificate Holders in accordance with Condition 4.

# 3. Expiry Date

Unless automatically exercised in accordance with Condition 4(b), the Certificates shall be deemed to expire at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day (as defined below), the immediately preceding Business Day.

# 4. Exercise of Certificates

- (a) Exercise. Certificates may only be exercised on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, in accordance with Condition 4(b).
- (b) Automatic Exercise. Certificate Holders shall not be required to deliver an exercise notice. Exercise of Certificates shall be determined by the Closing Level. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in Condition 4(c) below. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, and Certificate Holders shall not be entitled to receive any payment from the Issuer in respect of the Certificates.
- (c) Settlement. In respect of Certificates which are automatically exercised in accordance with Condition 4(b), the Issuer will pay to the relevant Certificate Holder the Cash Settlement Amount (if any) in the Settlement Currency. The aggregate Cash Settlement Amount (less any Exercise Expenses) shall be despatched as soon as practicable and no later than five Settlement Business Days (as defined in the relevant Supplemental

Listing Document and subject to extension upon the occurrence of a Settlement Disruption Event (as defined below)) following the Expiry Date (subject to extension upon the occurrence of a Market Disruption Event (as defined below)) by way of crossed cheque or other payment in immediately available funds drawn in favour of the Certificate Holder only (or, in the case of joint Certificate Holders, the first-named Certificate Holder) appearing in the records maintained by CDP. Any payment made pursuant to this Condition 4(c) shall be delivered at the risk and expense of the Certificate Holder and posted to the Certificate Holder's address appearing in the records maintained by CDP (or, in the case of joint Certificate Holders, to the address of the first-named Certificate Holder appearing in the records maintained by CDP). If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable.

If the Issuer determines, in its sole discretion, that on any Settlement Business Day during the period of five Settlement Business Days following the Expiry Date a Settlement Disruption Event has occurred, such Settlement Business Day shall be postponed to the next Settlement Business Day on which the Issuer determines that the Settlement Disruption Event is no longer subsisting and such period shall be extended accordingly, provided that the Issuer and/or the Guarantor shall make their best endeavours to implement remedies as soon as reasonably practicable to eliminate the impact of the Settlement Disruption Event on its/their payment obligations under the Certificates and/or the Guarantee.

"Settlement Disruption Event" means the occurrence or existence of any malicious action or attempt initiated to steal, expose, alter, disable or destroy information through unauthorised access to, or maintenance or use of, the Computer Systems of the Issuer, the Guarantor, the Calculation Agent, their respective affiliates (the "SG Group"), their IT service providers, by (and without limitation) the use of malware, ransomware, phishing, denial or disruption of service or cryptojacking or any unauthorized entry, removal, reproduction, transmission, deletion, disclosure or modification preventing the Issuer, the Guarantor and/or the Calculation Agent to perform their obligations under the Certificates, and notwithstanding the implementation of processes, required, as the case may be, by the laws and regulations applicable to the Issuer, the Guarantor, the Calculation Agent and their affiliates, or their IT service providers to improve their resilience to these actions and attempts.

"Computer System" means all the computer resources including, in particular: hardware, software packages, software, databases and peripherals, equipment, networks, electronic installations for storing computer data, including Data. The Computer System shall be understood to be that which (i) belongs to the SG Group and/or (ii) is rented, operated or legally held by the SG Group under a contract with the holder of the rights to the said system and/or (iii) is operated on behalf of the SG Group by a third party within the scope of a contractual relationship and/or (iv) is made available to the SG Group under a contract within the framework of a shared system (in particular cloud computing).

"Data" means any digital information, stored or used by the Computer System, including confidential data.

If the Issuer determines, in its sole discretion, that on the Valuation Date or any Observation Date a Market Disruption Event has occurred, then that Valuation Date or Observation Date shall be postponed until the first succeeding Index Business Day (as

defined below) on which there is no Market Disruption Event, unless there is a Market Disruption Event on each of the five Index Business Days immediately following the original date that, but for the Market Disruption Event, would have been a Valuation Date or an Observation Date. In that case:-

- (i) that fifth Index Business Day shall be deemed to be the Valuation Date or the Observation Date notwithstanding the Market Disruption Event; and
- (ii) the Issuer shall determine the Final Reference Level or the relevant closing level on the basis of its good faith estimate of the Final Reference Level or the relevant closing level that would have prevailed on that fifth Index Business Day but for the Market Disruption Event.

# "Market Disruption Event" means the occurrence or existence of any of:-

- (A) the suspension or limitation of the trading of a material number of securities/commodities from time to time comprising the Underlying Reference Index or the PR Index, as the case may be; or
- (B) the suspension or limitation of the trading of securities/commodities (1) on the Singapore Exchange Securities Trading Limited ("SGX-ST") or the Relevant Stock Exchange or (2) generally; or
- (C) the suspension or limitation of the trading of (1) options or futures relating to the Underlying Reference Index or the PR Index, as the case may be, on any options or futures exchanges or (2) options or futures generally on any options and/or futures exchanges on which options relating to the Underlying Reference Index or the PR Index, as the case may be, are traded; or
- (D) the imposition of any exchange controls in respect of any currencies involved in determining the Cash Settlement Amount; or
- (E) failure from the Index Sponsor or the Underlying Reference Index Sponsor, as the case may be, to compute, publish and disseminate the level of the Index or the PR Index or the Underlying Reference Index, as the case may be, or material limitation to access the level of the PR Index or Index or the Underlying Reference Index, as the case may be.

For the purposes of this definition, (aa) the limitation on the number of hours or days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of any exchange, and (bb) a limitation imposed on trading (including but not limited to unforeseen circumstances such as by reason of the movements in price exceeding the levels permitted by any relevant exchange or any act of God, war, riot, public disorder, explosion, terrorism or otherwise) on the relevant exchange will constitute a Market Disruption Event.

- (d) CDP not liable. CDP shall not be liable to any Certificate Holder with respect to any action taken or omitted to be taken by the Issuer or the Warrant Agent in connection with the exercise of the Certificates or otherwise pursuant to or in connection with these Conditions.
- (e) Business Day. In these Conditions, a "Business Day" shall be a day on which the SGX-ST is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore and an "Index Business Day" shall be a day on which the Leveraged Index or the Index, as the case may be, is published by the Index

Sponsor or, as the case may be, the Successor Index Sponsor (as defined below) and where the Leveraged Index or the Index closes at the normal trading hours.

# 5. Warrant Agent

- (a) Warrant Agent. The Issuer reserves the right, subject to the appointment of a successor, at any time to vary or terminate the appointment of the Warrant Agent and to appoint another Warrant Agent provided that it will at all times maintain a Warrant Agent which, so long as the Certificates are listed on the SGX-ST, shall be in Singapore. Notice of any such termination or appointment and of any change in the specified office of the Warrant Agent will be given to the Certificate Holders in accordance with Condition 9.
- (b) Agent of Issuer. The Warrant Agent will be acting as agent of the Issuer and will not assume any obligation or duty to or any relationship of agency or trust for the Certificate Holders. All determinations and calculations by the Warrant Agent under these Conditions shall (save in the case of manifest error) be final and binding on the Issuer and the Certificate Holders.

## 6. Adjustments

- (a) Successor Sponsor Calculates and Reports Leveraged Index, Underlying Reference Index, Index or PR Index. If the Leveraged Index, the Underlying Reference Index, the Index or the PR Index, as the case may be, is (i) not calculated and announced by the relevant Index Sponsor but is calculated and published by a successor to the relevant Index Sponsor (the "Successor Index Sponsor") acceptable to the Issuer or (ii) replaced by a successor index using, in the determination of the Issuer, the same or a substantially similar formula for and method of calculation as used in the calculation of the Leveraged Index, the Underlying Reference Index, the Index or the PR Index, as the case may be, then the Leveraged Index, the Underlying Reference Index, the Index or the PR Index, as the case may be, will be deemed to be the index so calculated and announced by the relevant Successor Index Sponsor or that successor index, as the case may be.
- (b) Modification and Cessation of Calculation of the Leveraged Index/Underlying Reference Index/Index/PR Index. If:-
  - (i) on or prior to the Valuation Date the Index Sponsor or (if applicable) the Successor Index Sponsor makes a material change in the formula for or the method of calculating the Leveraged Index, the Underlying Reference Index, the Index or the PR Index, as the case may be, or in any other way materially modifies the Leveraged Index, the Underlying Reference Index, the Index or the PR Index, as the case may be, (other than a modification prescribed in that formula or method to maintain the Leveraged Index, the Underlying Reference Index, the Index or the PR Index, as the case may be, in the event of changes in constituent stock, contracts or commodities and other routine events); or
  - (ii) on the Valuation Date the Index Sponsor or (if applicable) the Successor Index Sponsor fails to calculate and publish the Leveraged Index, the Underlying Reference Index, the Index or the PR Index, as the case may be,

then the Issuer shall determine the Final Reference Level using, in lieu of a published level for the Leveraged Index, the Underlying Reference Index, the Index or the PR Index, as the case may be, the level for the Leveraged Index, the Underlying Reference

Index, the Index or the PR Index, as the case may be, as at the Valuation Date as determined by the Issuer in accordance with the formula for and method of calculating the Leveraged Index, the Underlying Reference Index, the Index or the PR Index, as the case may be, last in effect prior to that change or failure, but using only those securities/commodities that comprised the Underlying Reference Index or the PR Index, as the case may be, immediately prior to that change or failure (other than those securities that have since ceased to be listed on the relevant exchange).

(c) FRTB Event. Where a FRTB Event (as defined below) occurs, if the Certificates are not terminated in accordance with Condition 11, the Calculation Agent may substitute the affected index with an index determined by the Calculation Agent as being similar to the benchmark of the affected index or, in the absence of benchmark for the affected index as having an investment strategy similar to the investment strategy of the affected index.

For the purposes of this Condition:

"FRTB Event" means, if the index components of the Leveraged Index, the Underlying Reference Index, the Index or the PR Index comprise, without limitation, one or more securities that are units of trusts or funds, in respect of such units, from 1 January 2023, the trust or the trust service provider, or the fund or the fund service provider (a) does not make publicly available on a voluntary basis or as the case may be, as required by applicable laws and regulations, the FRTB Information and (b) in breach of a bilateral agreement with the Issuer and/or any of its affiliates, if any, does not provide the Issuer and/or any of its affiliates with the FRTB Information and as a consequence, the Issuer or any of its affiliates would incur materially increased (as compared with circumstances existing on the Issue Date of the Certificates) capital requirements pursuant to the Fundamental Review of the Trading Book as implemented into French law, in holding such units.

"FRTB Information" means sufficient information, including relevant sensitivities, in a processable format to enable the Issuer and/or any of its affiliates, as a holder of units of a trust or a fund to calculate its market risk in relation thereto as if it were holding directly the assets of such trust or fund.

- (d) Subdivision or Consolidation of the Certificates. The Issuer reserves the right to subdivide or consolidate the Certificates, provided that such adjustment is considered by the Issuer not to be materially prejudicial to the Certificate Holders generally (without considering the circumstances of any individual Certificate Holder or the tax or other consequences of such adjustment or amendment in any particular jurisdiction) and subject to the approval of the SGX-ST.
- (e) Notice of Determinations. All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Certificate Holders. The Issuer will give, or procure that there is given, notice as soon as practicable of any determinations by publication in accordance with Condition 9. For the avoidance of doubt, no notice will be given if the Issuer determines that adjustments will not be made.

# 7. Purchases

The Issuer, the Guarantor or any of their respective subsidiaries may at any time purchase Certificates at any price in the open market or by tender or by private treaty. Any Certificates so purchased may be held or resold or surrendered for cancellation.

# 8. Meetings of Certificate Holders; Modification

(a) Meetings of Certificate Holders. The Master Warrant Agent Agreement or Warrant Agent Agreement contains provisions for convening meetings of the Certificate Holders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Master Warrant Agent Agreement or Warrant Agent Agreement) of a modification of the provisions of the Certificates or of the Master Warrant Agent Agreement or Warrant Agent Agreement.

At least 21 days' notice (exclusive of the day on which the notice is given and of the day on which the meeting is held) specifying the date, time and place of the meeting shall be given to the Certificate Holders.

Such a meeting may be convened by the Issuer or by Certificate Holders holding not less than ten per cent. of the Certificates for the time being remaining unexercised. The quorum at any such meeting for passing an Extraordinary Resolution will be two or more persons holding or representing not less than 25 per cent. of the Certificates for the time being remaining unexercised, or at any adjourned meeting, two or more persons being or representing Certificate Holders whatever the number of Certificates so held or represented.

A resolution will be an Extraordinary Resolution when it has been passed at a duly convened meeting by not less than three-quarters of the votes cast by such Certificate Holders who, being entitled to do so, vote in person or by proxy.

An Extraordinary Resolution passed at any meeting of the Certificate Holders shall be binding on all the Certificate Holders whether or not they are present at the meeting. Resolutions can be passed in writing if passed unanimously.

(b) Modification. The Issuer may, without the consent of the Certificate Holders, effect (i) any modification of the provisions of the Certificates or the Master Instrument which is not materially prejudicial to the interests of the Certificate Holders or (ii) any modification of the provisions of the Certificates or the Master Instrument which is of a formal, minor or technical nature, which is made to correct an obvious error or which is necessary in order to comply with mandatory provisions of Singapore law. Any such modification shall be binding on the Certificate Holders and shall be notified to them by the Warrant Agent before the date such modification becomes effective or as soon as practicable thereafter in accordance with Condition 9.

# 9. Notices

- (a) Documents. All cheques and other documents required or permitted by these Conditions to be sent to a Certificate Holder or to which a Certificate Holder is entitled or which the Issuer shall have agreed to deliver to a Certificate Holder may be delivered by hand or sent by post addressed to the Certificate Holder at his address appearing in the records maintained by CDP or, in the case of joint Certificate Holders, addressed to the joint holder first named at his address appearing in the records maintained by CDP, and airmail post shall be used if that address is not in Singapore. All documents delivered or sent in accordance with this paragraph shall be delivered or sent at the risk of the relevant Certificate Holder.
- (b) Notices. All notices to Certificate Holders will be validly given if published in English on the web-site of the SGX-ST. Such notices shall be deemed to have been given on the date of the first such publication. If publication on the web-site of the SGX-ST is not

practicable, notice will be given in such other manner as the Issuer may determine. The Issuer shall, at least one month prior to the expiry of any Certificate, give notice of the date of expiry of such Certificate in the manner prescribed above.

#### 10. Further Issues

The Issuer shall be at liberty from time to time, without the consent of the Certificate Holders, to create and issue further certificates so as to form a single series with the Certificates, subject to the approval of the SGX-ST.

#### 11. Early Termination

(a) Early Termination for Illegality and Force Majeure, etc. If the Issuer determines that a Regulatory Event (as defined below) has occurred and, for reasons beyond its control, the performance of its obligations under the Certificates has become illegal or impractical in whole or in part for any reason, or the Issuer determines that, for reasons beyond its control, it is no longer legal or practical for it to maintain its hedging arrangements with respect to the Certificates for any reason, the Issuer may in its discretion and without obligation terminate the Certificates early in accordance with Condition 11(e).

Should any one or more of the provisions contained in the Conditions be or become invalid, the validity of the remaining provisions shall not in any way be affected thereby.

For the purposes of this Condition:

"Regulatory Event" means, following the occurrence of a Change in Law (as defined below) with respect to the Issuer and/or Societe Generale as Guarantor or in any other capacity (including without limitation as hedging counterparty of the Issuer, market maker of the Certificates or direct or indirect shareholder or sponsor of the Issuer) or any of its affiliates involved in the issuer of the Certificates (hereafter the "Relevant Affiliates" and each of the Issuer, Societe Generale and the Relevant Affiliates, a "Relevant Entity") that, after the Certificates have been issued, (i) any Relevant Entity would incur a materially increased (as compared with circumstances existing prior to such event) amount of tax, duty, liability, penalty, expense, fee, cost or regulatory capital charge however defined or collateral requirements for performing its obligations under the Certificates or hedging the Issuer's obligations under the Certificates, including, without limitation, due to clearing requirements of, or the absence of, clearing of the transactions entered into in connection with the issue of, or hedging the Issuer's obligation under, the Certificates, (ii) it is or will become for any Relevant Entity impracticable, impossible (in each case, after using commercially reasonable efforts), unlawful, illegal or otherwise prohibited or contrary, in whole or in part, under any law, regulation, rule, judgement, order or directive of any governmental, administrative or judicial authority, or power, applicable to such Relevant Entity (a) to hold, acquire, issue, reissue, substitute, maintain, settle, or as the case may be, guarantee, the Certificates, (b) to acquire, hold, sponsor or dispose of any asset(s) (or any interest thereof) of any other transaction(s) such Relevant Entity may use in connection with the issue of the Certificates or to hedge the Issuer's obligations under the Certificates, (c) to perform obligations in connection with, the Certificates or any contractual arrangement entered into between the Issuer and Societe Generale or any Relevant Affiliate (including without limitation to hedge the Issuer's obligations under the Certificates) or (d) to hold, acquire, maintain, increase, substitute or redeem all or a substantial part of its direct or indirect shareholding in the Issuer's capital or the capital of any Relevant Affiliate or to directly or indirectly sponsor the Issuer or any Relevant Affiliate, or (iii) there is or may be a material adverse effect on a Relevant Entity in connection with the issue of the Certificates.

"Change in law" means (i) the adoption, enactment, promulgation, execution or ratification of any applicable new law, regulation or rule (including, without limitation, any applicable tax law, regulation or rule) after the Certificates have been issued, (ii) the implementation or application of any applicable law, regulation or rule (including, without limitation, any applicable tax law, regulation or rule) already in force when the Certificates have been issued but in respect of which the manner of its implementation or application was not known or unclear at the time, or (iii) the change of any applicable law, regulation or rule existing when the Certificates are issued, or the change in the interpretation or application or practice relating thereto, existing when the Certificates are issued of any applicable law, regulation or rule, by any competent court, tribunal, regulatory authority or any other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government (including any additional or alternative court, tribunal, authority or entity, to that existing when the Certificates are issued).

- (b) Early Termination for not being able to find a successor to the Index Sponsor or a successor to the Leveraged Index or the Index, as the case may be. If (i) the Index Sponsor is not able to calculate and announce the Leveraged Index or the Index, as the case may be, and the Issuer is not able to find an acceptable successor to the Index Sponsor or (ii) the Leveraged Index or the Index, as the case may be, becomes unavailable and the Issuer is not able to find a successor to the Leveraged Index or the Index, the Issuer may at its sole discretion and without obligation terminate the Certificates in accordance with Condition 11(e).
- (c) Early Termination for Holding Limit Event and FRTB Event. The Issuer may in its discretion and without obligation terminate the Certificates early in accordance with Condition 11(e) where a Holding Limit Event (as defined below) or FRTB Event occurs.

For the purposes of this Condition:

"Holding Limit Event" means, assuming the investor is the Issuer and/or any of its affiliates, the Issuer together with its affiliates, in aggregate hold, an interest in one or more index components of the Leveraged Index, the Underlying Reference Index, the Index or the PR Index, constituting or likely to constitute (directly or indirectly) ownership, control or the power to vote a percentage of any class of voting securities of such index component(s), of such index component(s) in excess of a percentage permitted or advisable, as determined by the Issuer, for the purpose of its compliance with the Bank Holding Company Act of 1956 as amended by Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Volcker Rule), including any requests, regulations, rules, guidelines or directives made by the relevant governmental authority under, or issued by the relevant governmental authority in connection with, such statutes.

(d) Early Termination for other reasons. The Issuer reserves the right (such right to be exercised in the Issuer's sole and unfettered discretion and without any obligation whatsoever) to terminate the Certificates in accordance with Condition 11(e) where an event or events occur which it believes in its sole discretion should, in the context of the issue of the Certificates and the obligations of the Issuer, give rise to such termination provided that such termination (i) is considered by the Issuer not to be

materially prejudicial to the interests of Certificate Holders generally (without considering the circumstances of any individual Certificate Holder or the tax or other consequences of such termination in any particular jurisdiction); or (ii) is otherwise considered by the Issuer to be appropriate and such termination is approved by the SGX-ST.

(e) Termination. If the Issuer terminates the Certificates early, then the Issuer will give notice to the Certificate Holders in accordance with Condition 9. The Issuer will, if and to the extent permitted by applicable law, pay an amount to each Certificate Holder in respect of each Certificate held by such holder equal to the fair market value of a Certificate notwithstanding such illegality, impracticality or the relevant event less the cost to the Issuer of unwinding any underlying related hedging arrangements, all as determined by the Issuer in its sole and absolute discretion. Payment will be made in such manner as shall be notified to the Certificate Holders in accordance with Condition 9.

#### 12. Substitution of the Issuer

The Issuer may be replaced by the Guarantor or any subsidiary of the Guarantor as principal obligor in respect of the Certificates without the consent of the relevant Certificate Holders. If the Issuer determines that it shall be replaced by the Guarantor or any subsidiary of the Guarantor (the "Substituted Obligor"), it shall give at least 90 days' notice (exclusive of the day on which the notice is given and of the day on which the substitution is effected) specifying the date of the substitution, in accordance with Condition 9, to the Certificate Holders of such event and, immediately on the expiry of such notice, the Substituted Obligor shall become the principal obligor in place of the Issuer and the Certificate Holders shall thereupon cease to have any rights or claims whatsoever against the Issuer.

Upon any such substitution, all references to the Issuer in the Conditions and all agreements relating to the Certificates will be to the Substituted Obligor and the Certificates will be modified as required, and the Certificate Holders will be notified of the modified terms and conditions of such Certificates in accordance with Condition 9.

For the purposes of this Condition, it is expressly agreed that by subscribing to, acquiring or otherwise purchasing or holding the Certificates, the Certificate Holders are expressly deemed to have consented to the substitution of the Issuer by the Substituted Obligor and to the release of the Issuer from any and all obligations in respect of the Certificates and all agreements relating thereto and are expressly deemed to have accepted such substitution and the consequences thereof.

## 13. Governing Law

The Certificates, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement will be governed by and construed in accordance with Singapore law. The Issuer and the Guarantor and each Certificate Holder (by its purchase of the Certificates) shall be deemed to have submitted for all purposes in connection with the Certificates, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement to the non-exclusive jurisdiction of the courts of Singapore. The Guarantee shall be governed by and construed in accordance with Singapore law.

## 14. Prescription

Claims against the Issuer for payment of any amount in respect of the Certificates will become void unless made within six years of the Expiry Date and, thereafter, any sums payable in respect of such Certificates shall be forfeited and shall revert to the Issuer.

## 15. Contracts (Rights of Third Parties) Act 2001 of Singapore

Unless otherwise provided in the Global Warrant, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement, a person who is not a party to any contracts made pursuant to the Global Warrant, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any terms of such contracts. Except as expressly provided herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts.

#### **SUMMARY OF THE ISSUE**

The following is a summary of the issue and should be read in conjunction with, and is qualified by reference to, the other information set out in this document and the Base Listing Document. Terms used in this Summary are defined in the Conditions.

Issuer: SG Issuer

Index: S&P 500 Net Total Return Index

The Certificates: European Style Cash Settled Long Certificates relating to the Index

Number: 6,000,000 Certificates

Form: The Certificates will be issued subject to, and with the benefit of, a master

instrument by way of deed poll dated 13 June 2025 (the "Master Instrument") and executed by the Issuer and the Guarantor and a master warrant agent agreement dated 29 May 2017 (the "Master Warrant Agent Agreement") and made between the Issuer, the Guarantor and the Warrant Agent (as amended and/or supplemented from time to time).

Cash Settlement Amount: In respect of each Certificate, is the amount (if positive) equal to:

Notional Amount per Certificate x Closing Level

Denominations: Certificates are represented by a global warrant in respect of all the

Certificates.

Exercise: The Certificates may only be exercised on the Expiry Date or if the Expiry

Date is not a Business Day, the immediately preceding Business Day, in a Board Lot or integral multiples thereof. Certificate Holders will not be required to deliver an exercise notice. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates will be deemed to have been automatically exercised at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in Condition 4(c) of the Conditions. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, and Certificate Holders shall not be entitled to receive any payment

from the Issuer in respect of the Certificates.

**Exercise and Trading** 

Currency:

Singapore Dollar

Board Lot: 100 Certificates

Transfers of Certificates: Certificates may only be transferred in Board Lots (or integral multiples

thereof). All transfers in Certificates, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon

registration of the transfer in the records of CDP.

Listing: Application has been made to the SGX-ST for permission to deal in and

for quotation of the Certificates and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Certificates. Issue of the Certificates is conditional on such listing being granted. It is expected that dealings in the Certificates on the SGX-ST will commence on or about

23 December 2025.

Governing Law: The laws of Singapore

Warrant Agent: The Central Depository (Pte) Limited

4 Shenton Way

#02-01 SGX Centre 2

Singapore 068807

Further Issues: Further issues which will form a single series with the Certificates will be

permitted, subject to the approval of the SGX-ST.

The above summary is qualified in its entirety by reference to the detailed information appearing elsewhere in this document and the Base Listing Document.

#### INFORMATION RELATING TO THE EUROPEAN STYLE CASH SETTLED LONG CERTIFICATES

## What are European Style Cash Settled Long Certificates?

European style cash settled long certificates (the "**Certificates**") are structured products relating to the S&P 500 Net Total Return Index (the "**Index**") and the return on a Certificate is linked to the performance of the Leverage Strategy.

## A) Cash Settlement Amount Payable upon the Exercise of the Certificates at Expiry

Upon the exercise of the Certificates at expiry, the Certificate Holders would be paid a Cash Settlement Amount in respect of each Certificate.

The Cash Settlement Amount, in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to the Closing Level multiplied by the Notional Amount per Certificate.

The Closing Level, in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to (1) divided by (2) less (3) subject to any adjustments such as (4), where:

- (1) is the Final Reference Level multiplied by the Final Exchange Rate;
- (2) is the Initial Reference Level multiplied by the Initial Exchange Rate;
- (3) is the Strike Level; and
- (4) is the Hedging Fee Factor.

If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised and investors will receive a Cash Settlement Amount. If the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired. Please refer to the section headed "Terms and Conditions of the European Style Cash Settled Long/Short Certificates" for further details on the calculation of the Cash Settlement Amount.

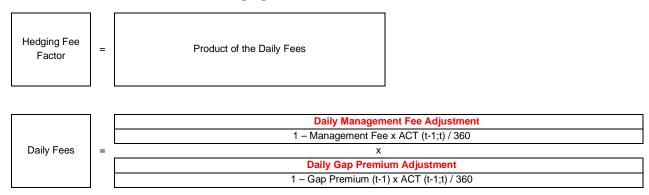
The Certificates are only suitable for investors who believe that the level of the Index will increase and are seeking short-term leveraged exposure to the Index.

## B) Trading the Certificates before Expiry

If the Certificate Holders want to cash out their investments in the Certificates before the expiry of the Certificates, they may sell the Certificates in the secondary market during the life of the Certificates, and would be subject to the following fees and charges:

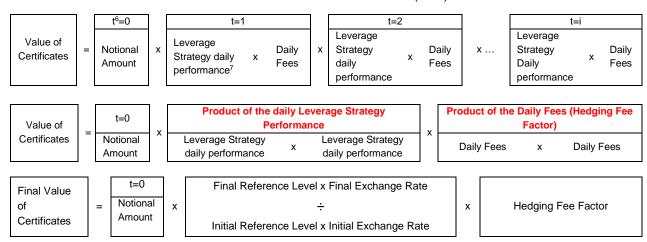
- (i) <u>For Certificate Holders who trade the Certificates intraday</u>: shall pay normal transaction and brokerage fees for the trading of the Certificates on the SGX-ST, and may be required to pay stamp taxes or other documentary charges in accordance with the laws and practices of the country where the Certificates are transferred; and
- (ii) For Certificate Holders who hold the Certificates beyond market close of the SGX-ST: in addition to the normal transaction and brokerage fees and applicable stamp taxes, would also be required to bear the Management Fee and Gap Premium as well as certain costs embedded within the Leverage Strategy including the Funding Cost and Rebalancing Cost. Due to the difference in trading hours of the SGX-ST and the Relevant Stock Exchange(s) for the Index, unless investors exit their position within the same SGX-ST trading day, they would bear the annualised costs.

## Illustration of the Calculation of Hedging Fee Factor



#### Illustration of the Calculation of Cash Settlement Amount

Cash Settlement Amount = Final Value of Certificates - Strike Level (zero)



## Illustration of the applicable fees and charges for an intraday trading scenario

Hedging Fee is implemented overnight in the price of the Certificate. As a consequence, when trading intraday within SGX-ST trading hours, investors will not bear any Hedging Fee.

Investors will only support bid/ask costs, which are the difference between the price at which the Designated Market Maker purchases (bid) and sells (ask) the Certificate at any point of time.

<sup>&</sup>lt;sup>6</sup> "t" refers to "**Observation Date**" which means each Index Business Day (subject to Market Disruption Event) from (and including) the Index Business Day immediately preceding the Expected Listing Date to the Valuation Date on which no Market Disruption Event occurs.

<sup>&</sup>lt;sup>7</sup> Leverage Strategy daily performance is computed as the Leverage Strategy Closing Level on Business Day (t) divided by the Leverage Strategy Closing Level on Business Day (t-1).

## **Example of Calculation of Hedging Fee Factor and Cash Settlement Amount**

The example is purely hypothetical. We include the example to illustrate how the Certificates work, and you MUST NOT rely on them as any indication of the actual return or what the payout on the Certificates might actually be. The example also assumes a product which expires 16 days after listing date, to illustrate the daily calculation of price, costs and fees from listing date to expiry date.

Assuming an investor purchases the following Certificates at the Issue Price:

Index: S&P 500 Net Total Return Index

Expected Listing Date: 03/07/2018

Expiry Date: 18/07/2018

Initial Reference Level: 1,000

Initial Exchange Rate: 1

Final Reference Level: 1,200

Final Exchange Rate: 1

Issue Price: 2.50 SGD

Notional Amount per Certificate: 2.50 SGD

Management Fee (p.a.): 0.40%

Gap Premium (p.a.): 19.25%

Strike Level: Zero

#### **Hedging Fee Factor**

Hedging Fee Factor on the n<sup>th</sup> Index Business Day after issuance of Certificate ("HFF (n)") is calculated as follows:

HFF(0) = 100%

On Next Calendar Day (assuming it is an Index Business Day):

$$\text{HFF (1) = HFF (0)} \times \left(1 - \text{Management Fee} \times \frac{\text{ACT (t-1;t)}}{360}\right) \times \left(1 - \text{Gap Premium} \times \frac{\text{ACT (t-1;t)}}{360}\right)$$

HFF (1) = 100% × 
$$\left(1 - 0.40\% \times \frac{1}{360}\right) \times \left(1 - 19.25\% \times \frac{1}{360}\right)$$

HFF (1) =  $100.0000\% \times 99.9989\% \times 99.9465\% \approx 99.9454\%$ 

Assuming 2<sup>nd</sup> Index Business Day falls 3 Calendar Days after 1<sup>st</sup> Index Business Day:

$$\begin{aligned} & \text{HFF (2)} = \text{HFF (1)} \times \left(1 - \text{Management Fee} \times \frac{\text{ACT (t-1;t)}}{360}\right) \times \left(1 - \text{Gap Premium} \times \frac{\text{ACT (t-1;t)}}{360}\right) \\ & \text{HFF (2)} = 99.9454\% \times \left(1 - 0.40\% \times \frac{3}{360}\right) \times \left(1 - 19.25\% \times \frac{3}{360}\right) \end{aligned}$$

The same principle applies to the following Index Business Days:

HFF (2) =  $99.9454\% \times 99.9967\% \times 99.8396\% \approx 99.7818\%$ 

$$HFF\left(n\right) = HFF\left(n-1\right) \times \left(1 \ - \ Management \ Fee \ \times \ \frac{ACT\left(t-1;t\right)}{360}\right) \times \left(1 \ - \ Gap \ Premium \ \times \ \frac{ACT\left(t-1;t\right)}{360}\right)$$

In this example, the Hedging Fee Factor as of the Valuation Date would be equal to 99.1842% as illustrated below:

Date	HFF
03/07/2018	100.0000%
04/07/2018	99.9454%
05/07/2018	99.8909%
06/07/2018	99.8363%
09/07/2018	99.6729%
10/07/2018	99.6185%
11/07/2018	99.5641%
12/07/2018	99.5097%
13/07/2018	99.4554%
16/07/2018	99.2926%
17/07/2018	99.2384%
18/07/2018	99.1842%

#### **Cash Settlement Amount**

In this example, the Closing Level and the Cash Settlement Amount would be computed as follows:

Closing Level = [(Final Reference Level x Final Exchange Rate) / (Initial Reference Level x Initial Exchange Rate) – Strike Level] x Hedging Fee Factor

$$= [(1200 \times 1) / (1000 \times 1) - 0] \times 99.1842\%$$
$$= 119.02\%$$

Cash Settlement Amount = Closing Level x Notional Amount per Certificate = 119.02% x 2.50 SGD

= 2.976 SGD

#### Illustration on how returns and losses can occur under different scenarios

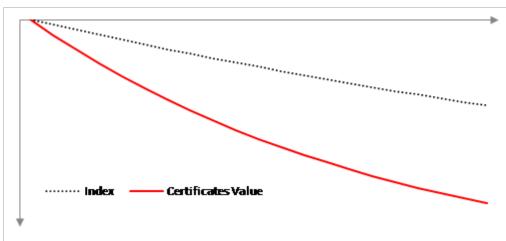
The examples are purely hypothetical and do not take fees and charges payable by investors into consideration. The examples highlight the effect of the Index performance on the value of the Certificates and do not take into account the possible influence of fees or any other market parameters.

## 1. Illustrative examples

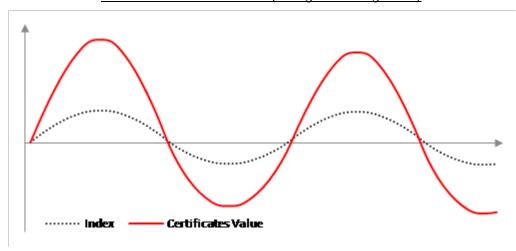
Scenario 1 – Upward Trend (during US trading hours)



Scenario 2 – Downward Trend (during US trading hours)



Scenario 3 - Volatile Market (during US trading hours)



# 2. Numerical Examples

# Scenario 1 – Upward Trend

Index						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		2.0%	2.0%	2.0%	2.0%	2.0%
Value at end of US trading day	10,000.0	10,200.0	10,404.0	10,612.1	10,824.3	11,040.8
Accumulated Return	0.00%	2.00%	4.04%	6.12%	8.24%	10.41%

Value of the Certificates						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		14.0%	14.0%	14.0%	14.0%	14.0%
Value at end of US trading day	2.50	2.85	3.25	3.70	4.22	4.81
Accumulated Return	0.00%	14.00%	29.96%	48.15%	68.90%	92.54%

# Scenario 2 – Downward Trend

Index						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		-2.0%	-2.0%	-2.0%	-2.0%	-2.0%
Value at end of US trading day	10,000.0	9,800.0	9,604.0	9,411.9	9,223.7	9,039.2
Accumulated Return	0.00%	-2.00%	-3.96%	-5.88%	-7.76%	-9.61%

Value of the Certificates						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		-14.0%	-14.0%	-14.0%	-14.0%	-14.0%
Value at end of US trading day	2.50	2.15	1.85	1.59	1.37	1.18
Accumulated Return	0.00%	-14.00%	-26.04%	-36.39%	-45.30%	-52.96%

## Scenario 3 – Volatile Market

Index						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		2.0%	-2.0%	2.0%	-2.0%	2.0%
Value at end of US trading day	10,000.0	10,200.0	9,996.0	10,195.9	9,992.0	10,191.8
Accumulated Return	0.00%	2.00%	-0.04%	1.96%	-0.08%	1.92%

Value of the Certificates						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		14.0%	-14.0%	14.0%	-14.0%	14.0%
Value at end of US trading day	2.50	2.85	2.45	2.79	2.40	2.74
Accumulated Return	0.00%	14.00%	-1.96%	11.77%	-3.88%	9.57%

### **Description of Air Bag Mechanism**

The Certificates integrate an "Air Bag Mechanism" which is designed to reduce exposure to the Index during extreme market conditions.

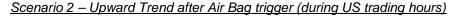
When the Air Bag triggers, the following events occur:

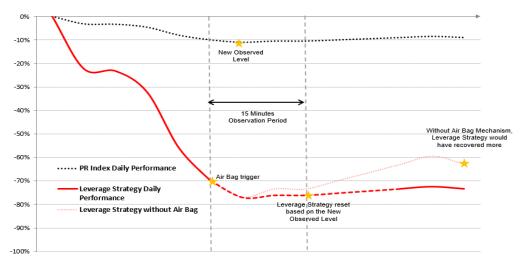
- Observation Period: during 15 minutes after the Air Bag trigger, the level of the Index is observed and its minimum level is recorded; and thereafter
- Reset Period: the Leverage Strategy is reset using the minimum level of the Index during the Observation Period as the New Observed Level. The New Observed Level replaces the last closing level of the Index in order to compute the performance of the Leverage Strategy after the reset.

Illustrative examples of the Air Bag Mechanism8

0% -10% New Observed Level -20% 15 Minutes Observation Period -60% ····· PR Index Daily Performance Air Bag trigger -70% Leverage Strategy Daily Performance -80% Leverage Strategy reset based on the New Observed Level Leverage Strategy (without Air Bag) Without Air Bag -90% Mechanism, Leverage Strategy would have reached 0 -100%

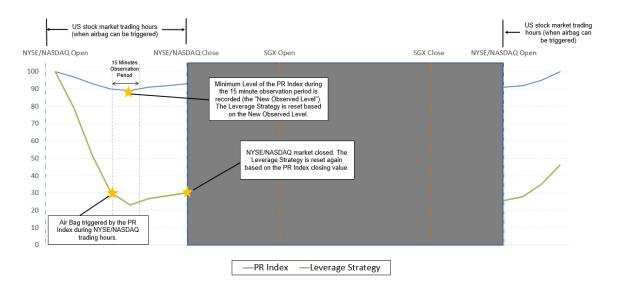
Scenario 1 – Downward Trend after Air Bag trigger (during US trading hours)





<sup>&</sup>lt;sup>8</sup> The illustrative examples are not exhaustive. The illustrative examples above is designed to illustrate the impact of the Air Bag Mechanism on the assumption that there will be a residual value in the Certificates following the Air Bag triggers. Please refer to "Scenarios where the investor may lose the entire value of the investment" on pages 51 to 52 on hypothetical scenarios when investors may lose their entire value of the investment.

• The Air Bag Mechanism can only be triggered during trading hours of the Relevant Stock Exchange(s) for the Index

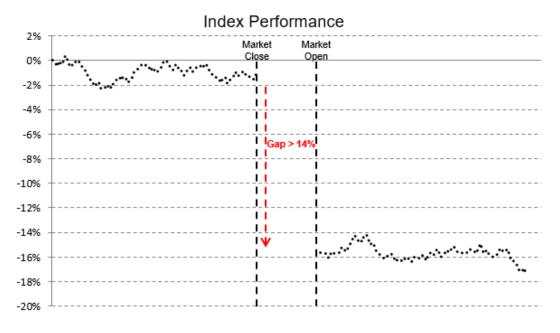


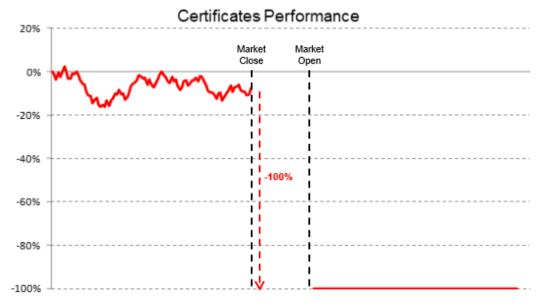
#### Scenarios where the investor may lose the entire value of the investment

The scenarios below are purely hypothetical and do not take fees and charges payable by investors into consideration. The scenarios highlight cases where the Certificates may lose 100% of their value.

#### Scenario 1 -Fall of the Index or the PR Index outside of US trading hours

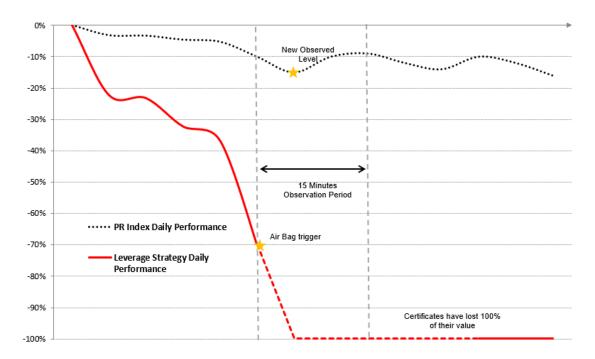
On any Index Business Day, the opening level of the Index or the PR Index may be higher or lower than the closing level on the previous trading day of the Relevant Stock Exchange(s) for the Index. The difference between the previous closing level and the opening level of the Index or the PR Index is termed a "gap". If the opening level of the Index or the PR Index is approximately 14% or more below the closing level on the previous trading day of the Relevant Stock Exchange(s) for the Index, the Air Bag Mechanism may only be triggered during the trading of the Relevant Stock Exchange(s) for the Index, and the Certificates would lose their entire value in such event. In such case, as the Certificates became valueless during the US trading hours, at subsequent SGX-ST open, the DMM may not provide any quotation on the Certificates and the Issuer may apply to suspend trading of the Certificates.





### Scenario 2 - Sharp intraday fall of the Index or the PR Index during US trading hours

Although the Air Bag Mechanism is designed to reduce the exposure to the Index or the PR Index during extreme market conditions, the Certificates can lose 100% of their value in the event the Index or the PR Index loses approximately 14% or more of its value within a short period of time. The Certificates would lose their entire value in such event. In such case, as the Certificates became valueless during the US trading hours, at subsequent SGX-ST open, the DMM may not provide any quotation on the Certificates and the Issuer may apply to suspend trading of the Certificates.



#### INFORMATION RELATING TO THE INDEX

All information contained in this document regarding the Index is derived from publicly available information which appears on the web-site of S&P Dow Jones Indices LLC at <a href="https://us.spindices.com/">https://us.spindices.com/</a>. The Issuer has not independently verified any of such information.

#### **Description of the Index**

The S&P 500 Net Total Return Index is a float-adjusted market capitalisation-weighted index, published since 1957, of prices of 500 large-cap common stocks actively traded in the United States. The stocks included in the S&P 500 Index are those of large publicly held companies that trade on either of the two largest American stock market companies (the NYSE Euronext and the NASDAQ OMX).

The Index reinvests regular cash dividends at the close on the ex-date after the deduction of applicable withholding taxes.

Additional information on the Index, its composition, calculation and rules for periodic review and rebalancing and on the general methodology behind the Index can be found on <a href="https://us.spindices.com">https://us.spindices.com</a>.

#### **Disclaimer of the Index Sponsor**

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#### INFORMATION RELATING TO THE DESIGNATED MARKET MAKER

Societe Generale has been appointed the designated market maker ("DMM") for the Certificates. The DMM will provide competitive buy and sell quotes for the Certificates continuously during the trading hours of the SGX-ST on the following basis:

(a) Maximum bid and offer spread : (i) when the best bid price of the Certificate is S\$10 and below: 10 ticks or S\$0.20 whichever is greater; and

(ii) when the best bid price of the Certificate is above S\$10: 5% of the best bid price of the Certificate.

Minimum quantity subject to bid and : 10,000 Certificates (b) offer spread

(c) Last Trading Day for Market Making : The date falling 5 Business Days immediately

preceding the Expiry Date

In addition, the DMM may not provide a quotation in the following circumstances:

- during the pre-market opening and five minutes following the opening of the SGX-ST on any (i) trading day;
- (ii) if the Certificates are valueless (where the Issuer's bid price is below the minimum bid size for such securities as prescribed by the SGX-ST);
- (iii) when trading in the shares or securities relating to or constituting the Index is suspended or limited in a material way for any reason (including price quote limits activated by the Relevant Stock Exchange(s) for the Index or otherwise<sup>9</sup>), for the avoidance of doubt, the DMM is not obliged to provide quotation for the Certificate at any time when the shares or securities relating to or constituting the Index are not traded for any reason during the last trading session of the Relevant Stock Exchange(s) for the Index;
- (iv) when trading of options or futures relating to the Index or PR Index on any Related Exchange is suspended or limited in a material way for any reason (including price quote limits activated by the Related Exchange on such options or futures or otherwise);
- (v) where the Certificates are suspended from trading for any reason including, but without limitation, as a result of trading in the options or futures relating to the Index or PR Index on any Related Exchange being suspended, or options or futures generally on any Related Exchange being suspended;
- (vi) market disruption events, including, without limitation, (i) any suspension of or limitation imposed on trading (including but not limited to unforeseen circumstances such as by reason of movements in price exceeding limits permitted by the SGX-ST or the Relevant Stock Exchange(s) for the Index<sup>9</sup> or any Related Exchange on options or futures relating to the Index or the PR Index, or any act of God, war, riot, public disorder, explosion, terrorism or otherwise)

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<sup>&</sup>lt;sup>9</sup> Price quote limits activated by the Relevant Stock Exchange(s) for the Index are not applicable to the market making of the Certificates (as defined herein).

in securities or derivatives relating to or constituting the Index, options or futures relating to the Index or PR Index on any Related Exchange and (ii) any failure from the Index Sponsor to compute, publish and disseminate the level of the Index or the PR Index, or material limitation to access the level of the PR Index or Index, as the case may be;

- (vii) where the Issuer or the DMM faces technical problems affecting the ability of the DMM to provide bids and offer quotations;
- (viii) where the ability of the Issuer to source a hedge or unwind an existing hedge, as determined by the Issuer in good faith, is materially affected by the prevailing market conditions, and the Issuer informs the SGX-ST of its inability to do so as soon as practicable;
- (ix) in cases where the Issuer has no Certificates to sell, then the DMM will only provide bid quotations. The DMM may provide intermittent offer quotations when it has inventory of the Certificates;
- (x) if the SGX-ST, the Relevant Stock Exchange(s) for the Index or any Related Exchange experiences exceptional price movement and volatility;
- (xi) when all Related Exchanges on options or futures relating to the Index or PR Index and the Relevant Stock Exchange(s) for the Index are not open for dealings concurrently; and
- (xii) when it is a public holiday in Singapore and the SGX-ST is not open for dealings.

The last trading day on which the DMM will provide competitive quotations for the Certificates would be the fifth Business Day immediately preceding the Expiry Date.

#### SUPPLEMENTAL INFORMATION RELATING TO THE ISSUER

The information set out in Appendix I of this document is a reproduction of the Issuer's condensed interim financial statements as at and for the six-month period ended 30 June 2025.

The information below sets out the updated information relating to the Issuer and supersedes in its entirety the section in Appendix 2 of the Base Listing Document entitled "**4. Management and Supervision**":

"Pursuant to SG Issuer's Articles of Association, SG Issuer is managed by a board of directors under the supervision of a supervisory board. The members of the board of directors as at 12 August 2025 are Yves Cacclin, Thierry Bodson, Olivier Pelsser, François Caralp, Laurent Simonet and Samuel Worobel (each individually a "**Director**" and collectively the "**Board of Directors**"). The members of the supervisory board as at 12 August 2025 are Peggy Veniant Cottin, Laurent Weil, Emanuele Maiocchi, Faouzi Borgi and Gregory Claudy. Save for Gregory Claudy who is an independent director, all members of the Board of Directors and the Supervisory Board hold full-time positions within the Societe Generale Group.

The business address of Yves Cacclin, Thierry Bodson, Olivier Pelsser, Peggy Veniant Cottin and Emanuele Maiocchi as at 12 August 2025 is 11, avenue Emile Reuter, L-2420 Luxembourg. The business address of François Caralp, Laurent Simonet, Samuel Worobel, Laurent Weil and Faouzi Borgi as at 12 August 2025 is Tour Societe Generale, 17, Cours Valmy, F-92897 Paris-La Défense 7, France. The business address of Gregory Claudy as at 12 August 2025 is 225a, rue du Burgknapp, B-6717 Heinstert."

## SUPPLEMENTAL INFORMATION RELATING TO THE GUARANTOR

The information set out in Appendix II of this document is a reproduction of the press release dated 30 October 2025 containing the Guarantor's consolidated financial results for the third quarter ended 30 September 2025.

On 6 November 2025, the share capital of Societe Generale changed to EUR 958,618,482.50, divided into 766,894,786 ordinary shares with a nominal value of EUR 1.25 each.

#### SUPPLEMENTAL GENERAL INFORMATION

The information set out herein is supplemental to, and should be read in conjunction with, the information set out in the Base Listing Document.

- Save as disclosed in this document and the Base Listing Document, neither the Issuer nor the Guarantor is involved in any legal or arbitration proceedings (including any proceedings which are pending or threatened of which the Issuer or the Guarantor is aware) which may have or have had in the previous 12 months a significant effect on the financial position of the Issuer or the Guarantor in the context of the issuance of the Certificates.
- Settlement of trades done on a normal "ready basis" on the SGX-ST generally take place on the second Business Day following the transaction. Dealing in the Certificates will take place in Board Lots in Singapore dollars. For further details on the transfer of Certificates and their exercise, please refer to the section headed "Summary of the Issue" above.
- 3. It is not the current intention of the Issuer to apply for a listing of the Certificates on any stock exchange other than the SGX-ST.
- 4. Save as disclosed in the Base Listing Document and herein, there has been no material adverse change in the financial position or prospects of the Issuer since 30 June 2025 or the Guarantor since 30 September 2025, in the context of the issuance of Certificates hereunder.
- 5. The following contracts, relating to the issue of the Certificates, have been or will be entered into by the Issuer and/or the Guarantor and may be material to the issue of the Certificates:
  - (a) the Guarantee;
  - (b) the Master Instrument; and
  - (c) the Master Warrant Agent Agreement.

None of the directors of the Issuer and the Guarantor has any direct or indirect interest in any of the above contracts.

6. The reports of the Auditors of the Issuer and the Guarantor were not prepared exclusively for incorporation into this document.

The Auditors of the Issuer and the Guarantor have no shareholding in the Issuer or the Guarantor or any of its subsidiaries, nor do they have the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities of the Issuer or the Guarantor or any of its subsidiaries.

- 7. The Issuer has appropriate risk management capabilities to manage the issue of the Certificates.
- 8. Societe Generale, Singapore Branch, currently of 8 Marina Boulevard, #12-01 Marina Bay Financial Centre Tower 1, Singapore 018981, has been authorised to accept, on behalf of the Issuer and the Guarantor, service of process and any other notices required to be served on the Issuer or the Guarantor. Any notices required to be served on the Issuer or the Guarantor should be sent to Societe Generale at the above address for the attention of Societe Generale Legal Department.
- 9. Copies of the following documents may be inspected during usual business hours on any weekday (Saturdays, Sundays and holidays excepted) at the offices of Societe Generale,

Singapore Branch at 8 Marina Boulevard, #12-01 Marina Bay Financial Centre Tower 1, Singapore 018981, during the period of 14 days from the date of this document:

- (a) the Memorandum and Articles of Association of the Issuer and the Constitutional Documents of the Guarantor;
- (b) the latest financial reports (including the notes thereto) of the Issuer;
- (c) the latest financial reports (including the notes thereto) of the Guarantor;
- (d) the Base Listing Document (which can also be viewed at: <a href="https://www.sgx.com/securities/prospectus-circulars-offer-documents">https://www.sgx.com/securities/prospectus-circulars-offer-documents</a>);
- (e) this document; and
- (f) the Guarantee.

#### **PLACING AND SALE**

#### General

No action has been or will be taken by the Issuer that would permit a public offering of the Certificates or possession or distribution of any offering material in relation to the Certificates in any jurisdiction where action for that purpose is required. No offers, sales or deliveries of any Certificates, or distribution of any offering material relating to the Certificates may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws or regulations and will not impose any obligation on the Issuer. In the event that the Issuer contemplates a placing, placing fees may be payable in connection with the issue and the Issuer may at its discretion allow discounts to placees.

Each Certificate Holder undertakes that it will inform any subsequent purchaser of the terms and conditions of the Certificates and all such subsequent purchasers as may purchase such securities from time to time shall deemed to be a Certificate Holder for the purposes of the Certificates and shall be bound by the terms and conditions of the Certificates.

#### **Singapore**

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Certificates may not be circulated or distributed, nor may Certificates be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, any applicable provision of the Securities and Futures Act 2001 of Singapore.

## **Hong Kong**

Each dealer has represented and agreed, and each further dealer appointed in respect of the Certificates and each other purchaser will be required to represent and agree, that:

- (a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Certificates (except for Certificates which are a "structured product" as defined in the Securities and Futures Ordinance (Cap.571) of Hong Kong ("SFO")) other than (i) to "professional investors" as defined in the SFO and any rules made under the SFO; or (ii) in other circumstances which do not result in the document being a "prospectus", as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong ("CWUMPO") or which do not constitute an offer to the public within the meaning of the CWUMPO; and
- (b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Certificates, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Certificates which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

#### **European Economic Area**

Each dealer represents and agrees, and each further dealer appointed in respect of the Certificates will be required to represent and agree, that it has not offered, sold or otherwise made

available and will not offer, sell, or otherwise make available any Certificates which are the subject of the offering as contemplated by this document to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression "retail investor" means a person who is one (or more) of the following:
  - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or
  - (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
  - (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended and superseded, the Prospectus Regulation); and
- (b) the expression "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Certificates to be offered so as to enable an investor to decide to purchase or subscribe for the Certificates.

#### **United Kingdom**

Each dealer represents and agrees, and each further dealer appointed in respect of the Certificates will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Certificates which are the subject of the offering as contemplated by this document to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is one (or more) of the following:
  - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of 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, 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 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 domestic law by virtue of the EUWA; and
- (b) the expression an "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Certificates to be offered so as to enable an investor to decide to purchase or subscribe for the Certificates.

Each dealer further represents and agrees, and each further dealer appointed in respect of the Certificates will be required to further represent and agree, that:

(a) in respect to Certificates having a maturity of less than one year: (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and (ii) it has not offered or sold and will not offer or sell any Certificates other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of

- investments (as principal or agent) for the purposes of their businesses where the issue of the Certificates would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Certificates in circumstances in which section 21(1) of the FSMA does not apply to the Issuer or the Guarantor; and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Certificates in, from or otherwise involving the United Kingdom.

#### **United States**

The Certificates and the Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or any state securities law, and trading in the Certificates has not been approved by the United States Commodity Futures Trading Commission (the "CFTC") under the United States Commodity Exchange Act of 1936, as amended (the "Commodity Exchange Act") and the Issuer has not been and will not be registered as an investment company under the United States Investment Company Act of 1940, as amended, and the rules and regulations thereunder. None of the Securities and Exchange Commission, any state securities commission or regulatory authority or any other United States, French or other regulatory authority has approved or disapproved of the Certificates or the Guarantee or passed upon the accuracy or adequacy of this document. Accordingly, Certificates, or interests therein, may not at any time be offered, sold, resold, traded, pledged, exercised, redeemed, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons, nor may any U.S. person at any time trade, own, hold or maintain a position in the Certificates or any interests therein. In addition, in the absence of relief from the CFTC, offers, sales, re-sales, trades, pledges, exercises, redemptions, transfers or deliveries of Certificates, or interests therein, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons, may constitute a violation of United States law governing commodities trading and commodity pools. Consequently, any offer, sale, resale, trade, pledge, exercise, redemption, transfer or delivery made, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. person will not be recognised.

Each dealer has represented and agreed, and each further dealer will be required to represent and agree, that it has not and will not at any time offer, sell, resell, trade, pledge, exercise, redeem, transfer or deliver, directly or indirectly, Certificates in the United States or to, or for the account or benefit of, any U.S. person or to others for offer, sale, resale, trade, pledge, exercise, redeem, transfer or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any such U.S. person. Any person purchasing Certificates of any tranches must agree with the relevant dealer or the seller of such Certificates that (i) it is not a U.S. Person, (ii) it will not at any time offer, sell, resell, trade, pledge, exercise, redeem, transfer or deliver, directly or indirectly, any Certificates in the United States or to, or for the account or benefit of, any U.S. person or to others for offer, sale, resale, trade, pledge, exercise, redemption, transfer or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person, and (iii) it is not purchasing any Certificates, directly or indirectly, in the United States or for the account or benefit of any U.S. person.

Exercise or otherwise redemption of Certificates will be conditional upon certification that each person exercising or otherwise redeeming a Certificate is not a U.S. person or in the United States and that the Certificate is not being exercised or otherwise redeemed on behalf of a U.S. person. No payment will be made to accounts of holders of the Certificates located in the United States.

As used in the preceding paragraphs, the term "United States" includes the territories, the possessions and all other areas subject to the jurisdiction of the United States of America, and the term "U.S. person" means any person who is (i) a U.S. person as defined under Regulation S under the Securities Act, (ii) a U.S. person as defined in paragraph 7701(a)(30) of the Internal Revenue Code of 1986, (iii) a person who comes within any definition of U.S. person for the purposes of the United States Commodity Exchange Act of 1936, as amended (the "CEA") or any rules thereunder of the CFTC (the "CFTC Rules"), 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 qualified eligible persons who are not "Non-United States persons", shall be considered a U.S. person), or (iv) 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.

## **APPENDIX I**

# REPRODUCTION OF THE ISSUER'S CONDENSED INTERIM FINANCIAL STATEMENTS AS AT AND FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2025

The information set out below is a reproduction of the Issuer's condensed interim financial statements as at and for the six-month period ended 30 June 2025.

## SG Issuer Société Anonyme

Condensed interim financial statements,
Report of the Executive Board and Corporate Governance Statement and
Report of the Réviseur d'entreprises agréé on review of the condensed interim financial statements

As at and for the six-month period ended 30 June 2025

10 Porte de France, L-4360 Esch-Sur-Alzette R.C.S. Luxembourg: B121.363

## SG Issuer S.A.

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#### **Executive Board Members**

As at 30 June 2025

## **EXECUTIVE BOARD MEMBERS**

#### Chairman:

#### **Mr Yves CACCLIN**

Employee of Société Générale Luxembourg 11, avenue Emile Reuter, L-2420 Luxembourg

#### **Members:**

#### **Mr Thierry BODSON**

Employee of Société Générale Luxembourg 11, avenue Emile Reuter, L-2420 Luxembourg

#### Mr Julien BOUCHAT (until 17 April 2025)

Employee of Société Générale Luxembourg 11, avenue Emile Reuter, L-2420 Luxembourg

#### Mr François CARALP

Employee of Société Générale Tour Société Générale, 17, cours Valmy, F-92987 Paris-La Défense 7, France

#### Mr Youenn LE BRIS (until 1 August 2025)

Employee of Société Générale Luxembourg 11, avenue Emile Reuter, L-2420 Luxembourg

## Mr Olivier PELSSER (since 30 April 2025 and replacing Julien BOUCHAT)

Employee of Société Générale Luxembourg 11, avenue Emile Reuter, L-2420 Luxembourg

#### **Mr Laurent SIMONET**

Employee of Société Générale Tour Société Générale, 17, cours Valmy, F-92987 Paris-La Défense 7, France

#### Mr Samuel WOROBEL

Employee of Société Générale Tour Société Générale, 17, cours Valmy, F-92987 Paris-La Défense 7, France

## **Supervisory Board Members**

As at 30 June 2025

## **SUPERVISORY BOARD MEMBERS**

## Chairman:

#### **Mr Laurent WEIL**

Employee of Société Générale Tour Société Générale, 17, cours Valmy, F-92987 Paris-La Défense 7, France

#### **Vice-president:**

## **Mrs Peggy VENIANT COTTIN**

Employee of Société Générale Luxembourg 11, avenue Emile Reuter, L-2420 Luxembourg

## Members:

#### Mr Faouzi BORGI

Employee of Société Générale Tour Société Générale, 17, cours Valmy, F-92987 Paris - La Défense 7, France

## Mr Gregory CLAUDY

Independent Director 225A, rue du Burgknapp, B-6717 Heinstert, Belgium

#### Mr Emanuele MAIOCCHI

Employee of Société Générale Luxembourg 11, avenue Emile Reuter, L-2420 Luxembourg

#### **Audit Committee Members**

As at 30 June 2025

## **AUDIT COMMITTEE MEMBERS**

## **Chairman:**

## Mr Gregory CLAUDY

Independent Director 225A, rue du Burgknapp, B-6717 Heinstert, Belgium

## Members:

#### Mr Emanuele MAIOCCHI

Employee of Société Générale Luxembourg 11, avenue Emile Reuter, L-2420 Luxembourg

## **Mrs Peggy VENIANT COTTIN**

Employee of Société Générale Luxembourg 11, avenue Emile Reuter, L-2420 Luxembourg

#### Management and administration

As at 30 June 2025

#### MANAGEMENT AND ADMINISTRATION

#### Issuer

SG Issuer

10 Porte de France, L-4360 Esch-Sur-Alzette, Luxembourg

#### Guarantor (if applicable, as specified in the Final Terms)

Société Générale

29, boulevard Haussmann, F-75009 Paris, France

## **Arranger and Dealer**

Société Générale

Tour Société Générale, 17, cours Valmy, F-92987 Paris - La Défense 7, France

#### **Security Trustee and Security Agent Trustee**

The Bank of New York Mellon Corporate Trustee Services Limited One Canada Square, London E14 5AL, United Kingdom

#### **Collateral Custodian**

The Bank of New York Mellon S.A., Luxembourg Branch Vertigo Building, Polaris, 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Luxembourg

## **Collateral Monitoring Agent**

The Bank of New York Mellon London Branch One Canada Square, London E14 5AL, United Kingdom

#### Custodian Agent, Issuing and Paying Agent, Registrar, Exchange Agent and Transfer Agent

Société Générale Luxembourg

11, avenue Emile Reuter, L-2420 Luxembourg, Luxembourg

#### **Paying Agents**

Société Générale

29, boulevard Haussmann, F-75009 Paris, France

&

Société Générale, New York Branch

1221, avenue of the Americas, New York NY 10020, United States of America

#### **Warrant Agent**

Société Générale Luxembourg

11, avenue Emile Reuter, L-2420 Luxembourg, Luxembourg

## Legal advisers and Réviseur d'entreprises agréé

As at 30 June 2025

## LEGAL ADVISERS AND RÉVISEUR D'ENTREPRISES AGRÉÉ

#### **Legal advisers**

<u>To the Arranger as to English, French and U.S. laws</u>

Allen & Overy LLP

52, avenue Hoche, CS 90005, 75379 Paris Cedex 08, France

#### To the Trustee as to English Law

Allen & Overy LLP

1 Bishops Square, London E1 6AD, United Kingdom

## To the Arranger as to Luxembourg Law

Allen & Overy Luxembourg

5, avenue John F. Kennedy, L-1855 Luxembourg, Luxembourg

## Independent Auditor (Réviseur d'entreprises agréé)

PricewaterhouseCoopers Assurance, Société coopérative

2, rue Gerhard Mercator L-2182 Luxembourg

As at 30 June 2025

## REPORT OF THE EXECUTIVE BOARD AND CORPORATE GOVERNANCE STATEMENT

The Directors of SG Issuer (the "Company" or "SGIS") (each a « Director », collectively the « Executive Board ») present the condensed interim financial statements and the Report of the Executive Board and Corporate Governance Statement of the Company for the period from 1 January 2025 to 30 June 2025.

#### 1. ACTIVITIES AND REVIEW OF THE DEVELOPMENT OF THE BUSINESS

The purpose of SG Issuer is to issue Notes and Warrants with all types of underlying including, without restriction, Shares, Index, Interest Rate, Dividend, Credit Risk, Foreign Exchange, Commodities, Funds, Warrants, allowing investors to access to the full pricing capabilities of Société Générale Group, which proposes an extensive range of investment strategies linked to these various asset classes.

Notes and Warrants issued by the Company can be sold in either Private Placements or Public Offerings.

- Notes are mainly Debt Securities, Bonds, and Certificates. Issuing proceeds raised by the sale of the Notes will be transferred to Société Générale S.A. ("Société Générale") through a Fully Funded Swap ("FFS"), which perfectly hedges SGIS for the full issue size.
- Warrants are financial products like Turbos, inline Warrants, daily Leverage Certificates, which aim to replicate the same financial exposure as buying (Call) or selling (Put) an asset such as a share or an index, at a predetermined price (strike price) on a predetermined date (expiry) and to offer different pay-off or exposures to investors. Positions in warrants are systematically hedged through an option with Société Générale, with strictly identical characteristics.

Payments in respect of the Notes and Warrants issued by the Company are unconditionally and irrevocably guaranteed by Société Générale.

On request of investors, the Company can issue Collateralised Notes or Warrants (respectively "secured Notes" or "secured Warrants") in order to propose an additional layer of protection to investors in case of default of Société Générale.

Notes and Warrants issuances are governed by the programs prepared by Société Générale.

The main programs for Notes are (i) the Debt Instruments Issuance Program, the Base Prospectus of which has been updated and approved by the CSSF on 30 May 2025 and (ii) the "Programme d'Emission de Titres de Créance", the Base Prospectus of which has been updated and approved by the CSSF on 12 June 2025. Similarly, the main program for Warrants is the Warrants Issuance Program, for which the last updates have been approved by the CSSF on 26 June 2025.

In addition, (i) the UK Debt Instrument Issuance Program has been approved by the FCA on 30 May 2025, ii) The German Debt Instruments Issuance Program has been approved by the CSSF on 5 June 2025 and iii) the Swiss Securities Issuance Program on 3 July 2025 by the SIX Exchange Regulation Ltd.

The state of business of the Company at the closing of the six-month period ended 30 June 2025 is adequately presented in the condensed interim financial statements published hereby.

As at 30 June 2025

During the six-month period ended 30 June 2025, 30 441 new Notes were issued (among which 2 155 new secured Notes) and 749 new Warrants were issued<sup>1</sup>. The net loss for the period from 1 January 2025 to 30 June 2025 amounts to KEUR 156.

During the six-month period ended 30 June 2024, 11 427 new Notes were issued (among which 57 new secured Notes) and 1 395 new Warrants were issued. The net loss for the period from 1 January 2024 to 30 June 2024 amounts to KEUR 8.

The Company did not exercise any research and development activity, does not have any branch, and did not acquire any own shares.

#### 2. RISKS AND UNCERTAINTIES

The risks associated with the investment in the Notes or Warrants depend on several factors. Such factors will vary depending on the characteristics of the Notes or Warrants issued, in particular depending on the underlying type, the maturity, the secured / unsecured status of the Notes or Warrants, the interest rates incurred, the volatility of the underlying.

For each Note, the Company systematically hedges its position by contracting a FFS with Société Générale, with strictly identical characteristics. Also, for each Warrant, the Company systematically hedges its position by contracting an option with Société Générale, with strictly identical characteristics.

The legal documentation and the derivative instruments have been put in place in order to make sure that the assets match the liabilities at any time. Therefore, no market risk is supported by the Company. The risk management in relation to the Notes and Warrants is also described in Note 11 of the condensed interim financial statements.

## 3. FUTURE DEVELOPMENTS AND PERSPECTIVES

Further to the transfer of some notes from another vehicle of the Société Générale Group, the Company pursue its note issuance activity in 2025. In 2025, the Company also pursue its warrant issuances activity on the Asian markets.

## 4. INFORMATION ON LITIGATIONS

During the year ended 31 December 2020, SG Issuer, as the Issuer of Notes linked to the credit risk of a French corporate, and Société Générale, as the Guarantor, were brought before the Courts of Paris (alongside other French financial institutions) by end investors to obtain compensation for the financial loss they suffered on their investment in these securities. The French corporate was the subject of a "safeguard procedure", which constitutes a credit event under the terms of the Notes which had a strong impact on the value of the Notes. These investors rely on unfounded allegations according to which SG Issuer and Société Générale were aware of the difficulties of the French corporate when setting up and marketing these Notes and that in doing so, they failed to meet their regulatory obligations (to act in an honest, fair and professional manner, to provide information on the product risks and to determine the suitability of the Notes for retail investors).

For this litigation, along with any other litigation relating to securities issued by SG Issuer, SG Issuer is entitled to an indemnification by Société Générale in respect of any sum due by SG Issuer regarding potential damages or attorneys' fees.

<sup>&</sup>lt;sup>1</sup> The number of issued Notes and Warrants does not take into account the issuances which have been issued and cancelled during the same financial period.

As at 30 June 2025

#### 5. CORPORATE GOVERNANCE STATEMENT

The Executive Board of the Company is committed to maintain the standards of corporate governance enforced at the level of the European Union and at level of the Société Générale Group. This statement describes the Company's governance principles and practices.

In compliance with its status, the Company is governed by an Executive Board and supervised by a dedicated Supervisory Board.

#### 5.1. Executive board

The Executive Board supervises and controls the management and operations of the Company and is responsible for the Company system of risk management and internal control.

The Executive Board meetings are held on demand several times during the year.

The Board has quorum when more than half of its members are present. An opinion supported by more than half of the members present becomes a decision.

Key tasks of the Executive Board:

- Ensures that the supervision of accounting is organised and monitored appropriately;
- Reviews and approves the Company's financial statements and condensed interim financial statements;
- Supervises and controls operative management.

#### 5.2. Supervisory board

The Supervisory Board ensures permanently and by all necessary means the control of the management of the Company carried out by the Executive Board. However, this supervision has to be translated in no way by an intervention in the management of the Company. The Supervisory Board can mandate advisory committees comprised of members of the Supervisory Board and/or of other non-members to lead different missions. The Supervisory Board can confer power or mandates permanently or temporary to these advisory committees. These advisory committees cannot have the effect of restricting the powers of the Executive Board.

#### 5.3. Audit committee

The mission of the Audit Committee is to monitor the issues related to the preparation and control of accounting and financial information, to monitor the independence of the statutory auditors, as well as to monitor the efficiency of the internal control, measurement, supervision and risk control systems related to the accounting and financial processes. If needed, it gives recommendations and its opinion to the Supervisory Board.

An Audit Committee took place on 28 April 2025, during which the financial statements for the financial period ended 31 December 2024 and the external audit results were presented. At least one member of the committee must be independent, which is the case of the Chairman of the Company's Audit Committee.

As at 30 June 2025

#### 5.4. Internal audit

The Internal Audit of both Société Générale Luxembourg S.A. ("SG Luxembourg") and Société Générale Group support the Company's Executive Board in overseeing the Company's activities and securing its operations by carrying out internal audits and providing consultative assistance. The objective of Internal Audit is to add value by making recommendations designed to improve the Company's functioning. Internal Audit is an independent function, and its activities are based on international professional internal audit standards and rules of ethics.

The central task of Internal Audit is to audit the functioning of SG Issuer on a regular basis and evaluate its internal controls, risk management, and administrative function. The areas to be audited are determined by the projected financial and operational risks concerned. Internal Audit can also carry out special assignments at the request of management.

Internal Audit does not have any direct authority over the activities it reviews.

#### 5.5. Controls framework

First level of controls is related to the execution of the procedures, guidelines and instructions established to ensure the proper and efficient functioning of the Company. They are executed by the involved teams in charge of the production.

A second level of control is ensured by SG Luxembourg: Outsourced Essential Services ("OES") supervision (ensured by the Corporate department), Market Risk and Operational Risk (ensured by the Risk department), "Level 2 permanent control" activity (monitoring and assessment of the level 1 permanent control system)."

The Chief Financial Officer of the Company ensures the completeness of the procedural framework.

## 5.6. New products committee

All the new activities and businesses of the Company are analysed and authorised by a dedicated New Products Committee (NPC). All involved departments within SG Luxembourg are represented (operations, finance, risk, accounting standards, etc...) to assess the impact for the Company.

As at 30 June 2025

## 5.7. Service level agreements

The Company and several of its service providers are subsidiaries of the Société Générale Group.

Service Level Agreements ("SLAs") were signed by the Company with SG Luxembourg and with Société Générale. The SLAs govern the relations between the entities as well as their respective obligations. The services supplied by SG Luxembourg and Société Générale are listed in the appendices of the agreements (mainly General services, legal services, business continuity management services and financial services from SG Luxembourg and operational services – Middle Office and Back Office – from Société Générale). In particular, the calculation of the remuneration related to the issuance of the Notes is delegated to Société Générale Paris Middle office within the framework of the SLA.

Luxembourg, 25 September 2025 For the Executive Board

DocuSigned by:

7831052D58254D9... Yves CACCLIN

Chairman of the Executive Board

DocuSigned by:

Thicry Bodson
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Thierry BODSON

Member of the Executive Board

## Global Statement for the condensed interim financial statements

As at 30 June 2025

To the best of our knowledge, these condensed interim financial statements gives a true and fair view of the financial position of the Company as at 30 June 2025, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union, and the Report of the Executive Board (management report) includes a fair presentation of the development and performance of the business and the position of the Company, together with a description of the main risks and uncertainties that it faces.

Luxembourg, 25 September 2025

Executive Board Member For the Executive Board

DocuSigned by:

—7831052D58254D9... Yves CACCLIN

Chairman of the Executive Board

DocuSigned by:

Thierry Bodson

FA6BBE7F77A249C...
Thierry BODSON

Member of the Executive Board



## **Report on Review of Condensed Interim Financial Statements**

To the Executive Board of **SG Issuer S.A.** 

We have reviewed the accompanying condensed interim financial statements of SG Issuer S.A. (the "Company"), which comprise interim statement of financial position as at 30 June 2025, and the interim statement of profit or loss and other comprehensive income, interim statement of changes in equity and interim statement of cash flows for the six-month period then ended, and material accounting policy information and other explanatory information.

## Executive Board responsibility for the condensed interim financial statements

The Executive Board is responsible for the preparation and presentation of these condensed interim financial statements in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union, and for such internal control as the Executive Board determines is necessary to enable the preparation of condensed interim financial statements that are free from material misstatement, whether due to fraud or error.

## Responsibility of the Réviseur d'entreprises agréé

Our responsibility is to express a conclusion on these condensed interim financial statements based on our review. We conducted our review in accordance with International Standard on Review Engagements (ISRE 2410 "Review of interim financial information performed by the independent auditor of the entity") as adopted for Luxembourg by the "Institut des Réviseurs d'Entreprises". This standard requires us to comply with relevant ethical requirements and conclude whether anything has come to our attention that causes us to believe that the condensed interim financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework.

A review of condensed interim financial statements in accordance with ISRE 2410 is a limited assurance engagement. The Réviseur d'entreprises agréé performs procedures, primarily consisting of making inquiries of management and others within the Company, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these condensed interim financial statements.



## Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim financial statements are not prepared, in all material respects, in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union.

Luxembourg, 25 September 2025

PricewaterhouseCoopers Assurance, Société coopérative Represented by

Signed by: 278961A3782F4BE...

Franck Pansera

# **Condensed interim financial statements**

As at 30 June 2025

# Interim statement of financial position

	Note	('000 EUR) 30.06.2025	('000 EUR) 31.12.2024
Cash and cash equivalents	3, 11.4, 11.5	60,072	63,575
Financial assets at fair value through profit or loss			
- Mandatorily measured at fair value through profit or loss	4.1, 11.4, 11.5	52,760,662	49,117,912
- Trading derivatives at fair value through profit or loss	4.1, 11.4, 11.5	190,710	77,950
Loans and receivables	5	50,005	50,026
Other assets	6	427,975	292,904
Total assets		53,489,424	49,602,367
	_		
Financial liabilities at amortised cost	4.3, 11.4, 11.5	67,523	96,621
Financial liabilities at fair value through profit or loss			
- Designated at fair value through profit or loss	4.2, 11.4, 11.5	52,750,893	49,120,262
- Trading derivatives at fair value through profit or loss	4.2, 10, 11.4, 11.5	190,724	76,896
Other liabilities	6	478,235	306,067
Tax liabilities	7	5	87
Total liabilities	_	53,487,380	49,599,933
Share capital	8.1	2,000	2000
Share premium	8.1	2,000	2000
Legal reserve	8.2.1	200	200
Other reserves	8.2.2	-	-
Profit for the financial period/year	0.2.2	(156)	234
Total equity	_	2,044	2,434
	<del>-</del>		
Total equity and liabilities	<u> </u>	53,489,424	49,602,367

# Condensed interim financial statements (continued)

As at 30 June 2025

# Interim statement of profit or loss and other comprehensive income

	Note	('000 EUR) 1 <sup>st</sup> half of 2025	('000 EUR) 1 <sup>st</sup> half of 2024
Interest income		1,288	2,025
Commission income	9.1	25,320	21,689
Total revenues	_	26,608	23,714
Interest expenses Net result from financial instruments at fair value through profit or loss	9.2	(19,772) (163)	(15,052) (2)
Personnel expenses Other operating expenses		(99) (6,725)	(96) (8,567)
Total expenses	_	(26,759)	(23,717)
Profit or (loss) before tax	_	(151)	(3)
Income tax	7	(5)	(5)
Profit or (loss) for the interim period		(156)	(8)
Total comprehensive income for the interim period	_	(156)	(8)

# **Condensed interim financial statements (continued)**

As at 30 June 2025

# Interim statement of changes in equity

	('000 EUR)	('000 EUR)	('000 EUR)	('000 EUR)	('000 EUR)	('000 EUR) Profit or (loss) for	('000 EUR)
	Share capital	Share premium	Legal reserve	Other reserves	Total reserves	the financial year/interim period	Total equity
As at 31 December 2023	2,000	-	200	-	200	15	2,215
Allocation of the result of the previous year before dividend distribution	-	-	-	15	15	(15)	-
Capital increase / Allocation to the share premium account (Note 8.1)	-	34,361	-	-	-	-	34,361
Dividend paid (Note 8.1)	-	-	-	(15)	(15)		(15)
Reimbursement of the share premium (Note 8.1)	-	(34,361)	-	-	-	-	(34,361)
Profit and other comprehensive income for the period from 1 January 2024 to 30 June 2024	-	-	-	-	-	(8)	(8)
As at 30 June 2024	2,000	-	200	-	200	(8)	2,192
Profit and other comprehensive income for the period from 1 July 2024 to 31 December 2024	-	-	-	-	-	242	242
As at 31 December 2024	2,000	-	200	-	200	234	2,434
Allocation of the result of the previous year before dividend distribution	-	-	-	234	234	(234)	-
Capital increase / Allocation to the share premium account (Note 8.1)	-	27,071	-	-	-	-	27,071
Dividend paid (Note 8.1)	-	-	-	(234)	(234)		(234)
Reimbursement of the share premium (Note 8.1)	-	(27,071)	-	-	-	-	(27,071)
Profit and other comprehensive income for the period from 1 January 2025 to 30 June 2025	-	-	-	-	-	(156)	(156)
As at 30 June 2025	2,000	-	200	-	200	(156)	2,044

# Condensed interim financial statements (continued)

As at 30 June 2025

## Interim statement of cash flows

	Notes	('000 EUR) 1 <sup>st</sup> half of 2025	('000 EUR) 1 <sup>st</sup> half of 2024
OPERATING ACTIVITIES			
Profit or (loss) for the financial period		(156)	(8)
Net change in fair value and foreign exchange difference	4.1, 4.2	15,480	(1,921)
Net (increase)/decrease in financial assets	4.1	(1,703,963)	(769,038)
Net increase/(decrease) in financial liabilities	4.2	1,648,355	755,560
(Increase)/decrease in other assets		(135,071)	1,899,589
Increase/(decrease) in tax liabilities and other liabilities		199,244	(1,853,149)
Taxes paid	8	(87)	(13)
NET CASH FLOWS FROM OPERATING ACTIVITIES	<u>-</u>	23,802	31,020
FINANCING ACTIVITIES			
Payment of capital surplus*	8.1	(27,071)	(34,361)
Dividend paid	0.1	(234)	(15)
NET CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES	_	(27,305)	(34,376)
	_		
Cash and cash equivalents as at the beginning of the period	3	63,575	42,010
Net increase/(decrease) in cash and cash equivalents		(3,503)	(3,356)
Cash and cash equivalents as at the end of the period	_	60,072	38,654
Additional information on operational cash flows from interest and dividends			
Interest paid		24,735	35,388
Interest received		2,685	2,025
Dividend received		-	-

<sup>\*</sup> KEUR 27,071 for the period ended 30 June 2025 (and KEUR 34,361 for the period ended 30 June 2024) represent the share premium reimbursed by the Company to the shareholder (refer to Note 8.1).

#### Notes to the condensed interim financial statements

As at 30 June 2025

## **NOTE 1 - CORPORATE INFORMATION**

SG Issuer (hereafter the "Company" or "SGIS") is a Luxembourg company incorporated on 16 November 2006 as a public limited liability company (Société Anonyme) for an unlimited period.

Since April 2013, the Company's corporate objects are to issue debt securities, bonds, certificates, warrants and any other debt securities or acknowledgements of debts or financial securities, whether or not accompanied by guarantees, with any type of underlying security, including, without limitation, company stock, any other capital security or security other than capital, index, currency, exchange rate, interest rate, dividend, credit risk, fund unit, investment company stock, term deposit, life assurance contract, loan, merchandise, term contract, option, warrant or option coupons, allocated or unallocated precious metals, unit of account, basket or any other factor or any other type of underlying securities and any combination of the latter.

To that effect, the Company may purchase, hold, dispose of, lend, loan or resell, by any means, including in particular the use of trusts, in trust or repurchase, any type of assets whatever their names and forms and whether or not accompanied by guarantees, in particular financial instruments (financial securities - stocks, fund units, bonds, certificates, warrants - or financial contracts - swaps, options or other) or any other debt securities, acknowledgements of debts or capital securities, receive or issue monetary loans (including loans convertible into shares of the Company) - within the group of companies to which the Company belongs - and to supply guarantees in any form (actual guarantees such as pledges, securities, mortgages or other - personal guarantees or any other form of guarantee) for their own account, for the account of the group of companies to which the Company belongs or on behalf of third parties.

The Company's financial year begins on 1 January and ends on 31 December each year.

The Company's capital is divided into 50,012 shares, of which 49,912 are held by Société Générale Luxembourg (hereafter "SG Luxembourg" or "SGL") and 100 are held by Société Générale S.A. (hereafter "Société Générale" or the "Parent Company").

The accounts of the Company are included in the consolidated accounts of Société Générale S.A., whose head-office is located at 29, boulevard Haussmann, 75009 Paris, France. It constitutes the largest as well as the smallest grouping of undertakings to which the Company belongs as a subsidiary.

As at 30 June 2025

#### **NOTE 2 - MATERIAL ACCOUNTING POLICIES**

## 2.1 Basis of preparation

#### 2.1.1 Statement of compliance

The condensed interim financial statements as at and for the six-month period ended 30 June 2025 have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" as adopted by the European Union. The condensed interim financial statements as at and for the six-month period ended 30 June 2025 were approved and authorised for issue by the Supervisory Board on 25 September 2025.

The condensed interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual financial statements as at 31 December 2024. The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the adoption of new and amended standards as set out in 2.2.

## 2.1.2 Basis of measurement of financial assets and financial liabilities

Financial assets and financial liabilities linked to the activity of the Company are measured at fair value through profit or loss (see notes 4.1, 4.2, 11.4, 11.5). Other financial assets and financial liabilities are measured at amortised cost (see note 4.3).

## 2.1.3 Functional and presentation currency

The financial statements are prepared in Euro ("EUR"), which is the Company's functional currency and the currency of its share capital. Unless stated otherwise, the amounts in the financial statements are expressed in thousands of EUR (KEUR). The value "0" indicates the presence of a number, which is rounded to zero, while "-" represents the value nil.

#### 2.1.4 Use of estimates and judgments

The preparation of the Company's condensed interim financial statements requires the Executive Board to make judgments, estimates and assumptions that affect the reported amount of figures recorded in the statement of profit or loss and Other Comprehensive Income, on the unrealised or deferred gains and losses, on the valuation of assets and liabilities in the statement of financial position, and on information disclosed in the notes to the condensed interim financial statements.

In order to make these assumptions and estimates, the Executive Board uses information available at the date of preparation of the condensed interim financial statements and can exercise its judgment. By nature, valuations based on estimates include risks and uncertainties relating to their occurrence in the future. Consequently, actual future results may differ from these estimates and may then have a significant impact on the condensed interim financial statements.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. In the process of applying the Company's accounting policies, the Executive Board has made the following judgments and assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Existing circumstances and assumptions about future developments may change due to circumstances beyond Company's control and are reflected in the assumptions if and when they occur. Items with the most significant effect on the amounts recognised in the condensed interim financial statements with substantial Executive Board judgment and/or estimates are listed below with respect to judgments/estimates involved.

As at 30 June 2025

The use of significant estimates and judgment mainly concerns the following topics:

- Fair value in the interim statement of financial position of financial instruments not quoted in an active market which are classified as financial assets and liabilities at fair value through profit or loss (see Notes 4.1 and 4.2);
- The analysis of the contractual cash flow characteristics of financial assets (see Note 2.3.3.1);
- The amount of impairment and provisions for credit risk related to financial assets measured at amortised cost (see Note 5).

## 2.1.5 Segment reporting

No dedicated management reporting information is presented for SGIS to a chief decision maker; only the annual financial statements and the condensed interim financial statements are presented to the Executive Board of SGIS in analysing the performance of the Company. The Company has mainly one geographical area related to its revenue, which is France.

The business of the Company is not seasonal. Therefore, the additional disclosure of financial information for the twelve months up to the end of the interim period and comparative information for the prior twelve-month period, encouraged in IAS 34.21, are not necessary and not provided.

## 2.2 New accounting standards and amendments

## 2.2.1 New accounting standards applicable as at 1 January 2025

Amendments to IAS 21 "Impacts to variations in foreign currency rates"

Published on 15 August 2023

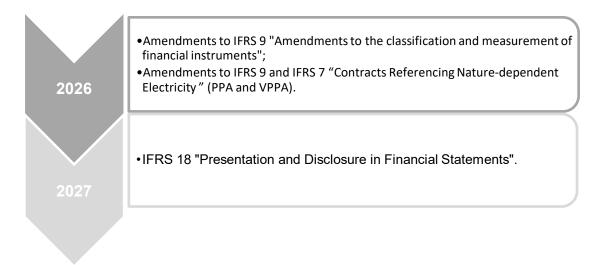
These amendments specify the circumstances in which a currency is regarded as convertible as well as the methods for evaluating the exchange rate of a non-convertible currency. They also supplement the information to be disclosed in the annexes to the financial statements in cases where a currency is not convertible.

The provisions of these amendments have been already applied since 2024 to the preparation of the Company's financial statements.

## 2.2.2 Accounting standards, amendments or interpretations to be applied by the Company in the future

The IASB published accounting standards and amendments, some of which have not been adopted by the European Union as at 30 June 2025. Their application is required for the financial years beginning on or after 1 January 2026 at the earliest or on the date of their adoption by the European Union. They have thus not been applied to the Company as at 30 June 2025. These standards are expected to be applied according to the following schedule:

As at 30 June 2025



## Amendments to IFRS 9 "Amendments to the classification and measurement of financial instruments"

Adopted by the European Union on 27 May 2025.

These amendments clarify the classification of financial assets, in particular on how to assess the consistency of the contractual flows of a financial asset under a standard loan contract. They clarify the classification of financial assets that feature environmental, social and governance (ESG) or similar aspects.

They also clarify the classification of financial instruments linked by contract and financial assets guaranteed solely by collateral.

In addition, these amendments clarify the derecognition of financial liabilities settled by electronic payment systems.

New disclosures are also required for equity instruments designated at their creation in order to be measured at fair value through other comprehensive income as well as for financial assets and liabilities with contingent features such as instruments comprising ESG features.

The amendments are not expected to have a material impact on the Company's interim condensed financial statements.

## Amendments to IFRS 9 and IFRS 7 "Contracts referencing nature-dependent electricity" (PPA and VPPA)

Adopted by the European Union on 30 June 2025

The IASB issued amendments to IFRS 9 and IFRS 7 relating to contracts referencing nature-dependent electricity the produced quantity of which is subject to hazard and variability.

The contracts concerned may be unwound:

- through contracts to buy or sell nature-dependent electricity: Power Purchase Agreements (PPA);
- virtually settled net for the difference between the contractually agreed price and the market price: Virtual Power Purchase Agreements (VPPA).

These amendments clarify the conditions for the application of the "own use" exemption which allows for the exclusion of the Société Générale Group-owned PPAs from the application scope of IFRS 9.

## Notes to the condensed interim financial statements (continued)

As at 30 June 2025

The amendments are not expected to have a material impact on the Company's interim condensed financial statements.

#### IFRS 18 "Presentation and disclosure in financial statements"

Published on 9 April 2024.

This standard will replace IAS 1 "Presentation of Financial Statements".

It will not change the rules for recognising assets, liabilities, income and expenses, nor their measurement; it only addresses their presentation in the Primary financial statements and in their related Notes.

The main changes introduced by this new standard affect the income statement. The latter will have to be structured by mandatory sub-totals and articulated in three categories of income and expenses: the operating income and expenses, investment income and expenses, and financing income and expenses.

For entities, for which investing in particular types of assets or providing financing to customers is one of their main business activities, such as banking and insurance entities, the standard provides for an appropriate presentation of the income and expenses relating to these activities under the operating income and expenses.

IFRS 18 also requires presenting in the Notes annexed to the financial statements of Management-defined performance measures (MPMs) that are used in financial communication (justification for the use of these MPMs, calculation method, reconciliation between the MPMs and the sub-totals required by the standard).

Finally, the standard provides guidance on how to aggregate and disaggregate material information in the primary financial statements and in the related Notes.

The application of IFRS 18 will be required for annual periods beginning on 1 January 2027; this application will be retrospective with a restatement of comparative information.

The impact of this standard on the Company's financial statements is currently being analysed as not yet in force at the date of these financial statements.

# 2.3 Summary of material accounting policies

## 2.3.1 Foreign currency transactions

The Company maintains its books in EUR, which is its functional currency.

Assets and liabilities denominated in foreign currencies are translated into EUR at the exchange rates ruling at the reporting date. Foreign exchange differences arising on translation and realized exchange gains and losses are recognised in the interim statement of profit or loss and Other Comprehensive Income in the caption "Net results from financial instruments at fair value through profit or loss".

Revenues and expenses in foreign currencies are translated into EUR at the exchange rates prevailing at the date of the transactions.

As at 30 June 2025

The most important foreign currency positions for the Company are USD, JPY, GBP, HKD and CHF. The following foreign exchange rates were used:

	USD	JPY	GBP	HKD	CHF
30.06.2025	1.1720	169.17	0.85550	9.2001	0.9347
31.12.2024	1.0389	163.06	0.82918	8.0686	0.9412
30.06.2024	1.0705	171.94	0.84638	8.3594	0.9634

## 2.3.2 Cash and Cash equivalents

Cash and cash equivalents comprise only cash repayable on demand.

Cash and cash equivalents in the Company are subject to impairment under IFRS 9 and are presented net of impairment (cf. Note 2.3.3.3).

#### 2.3.3 Financial instruments

## 2.3.3.1. Classification of financial instruments

## Classification of financial assets

Financial assets are classified under IFRS 9 based on the characteristics of their contractual cash flows and on how they are managed (business models).

For the debt instruments held, SGIS has defined its business model as "held to collect" for the Fully Funded Swaps, for Cash and cash equivalents and for Loans and receivables. These assets are acquired in order to collect the contractual cash-flows attached to the assets. No sale has been made in the past years and no sale is anticipated in the future.

The Fully Funded Swaps (hereafter "FFS") are economically assimilated to loans with embedded derivatives (the swap embedded in the FFS). This type of financial asset complies with the IFRS Accounting Standards definition of debt instruments (fixed maturity, coupon calculated as a rate, no right nor interest/control in an entity). As these financial assets of SGIS contain embedded derivatives that modify the cash flows of the entire contract, the contract does not pass the Solely Payments of Principles and Interest (or "SPPI") test and consequently these financial assets are mandatorily measured at Fair Value through Profit or Loss ("FVTPL").

Cash and cash equivalents and Loans and receivables are SPPI compliant and are thus measured at amortised cost. Cash and cash equivalents and Loans and receivables are subject to impairment under IFRS 9 and are presented net of impairment.

The Options held, covering the Warrants issued, are Trading derivatives and thus measured at FVTPL.

Purchases and sales of financial assets recorded under financial assets at fair value through profit or loss and Financial assets at fair value through other comprehensive income are recognised in the statement of financial position at the delivery-settlement date. Changes in fair value between the trade and settlement dates are recorded in the income statement or booked to shareholders' equity depending on the accounting category of the relevant financial assets. Loans and receivables are recorded in statement of financial position on the date they are paid or at the maturity date for invoiced services. The trade date is the date on which the contractual commitment becomes binding and irrevocable for the Company.

## Notes to the condensed interim financial statements (continued)

As at 30 June 2025

## Classification of financial liabilities

Financial liabilities are classified into one of the following two categories:

• Financial liabilities at fair value through profit or loss:

These are financial liabilities held for trading purposes, which by default include derivative financial liabilities not qualifying as hedging instruments and non-derivative financial liabilities designated by the Company upon initial recognition to be carried at fair value through profit or loss in accordance with the fair value option.

The Company has designated at fair value through profit or loss the notes issued because mirror transactions (Fully Funded Swaps or "FFS") that are used to mirror those notes are measured mandatorily at fair value through profit or loss and thus reduce the accounting mismatch.

• Financial liabilities at amortised cost:

These include the other non-derivative financial liabilities and are measured at amortised cost.

#### 2.3.3.2. Valuation of financial instruments

#### Definition of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In the absence of observable prices for identical assets or liabilities, the fair value of financial instruments is determined using another measurement technique that maximises the use of observable market input based on assumptions that market operators would use to set the price of the instrument in question.

#### Fair value hierarchy

The fair values of financial instruments include accrued interest as applicable.

For information purposes, in the notes to the condensed interim financial statements, the fair value of financial instruments is classified using a fair value hierarchy that reflects the significance of the inputs used according to the following levels:

# Level 1 (L1): instruments valued on the basis of quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 1 instruments carried at fair value on the statement of financial position include in particular shares listed in an active market, government or corporate bonds priced directly by external brokers/dealers, derivatives traded on organised markets (futures, options), and units of funds (including UCITS) whose net asset value is available on the statement of financial position date.

A financial instrument is considered as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and if they reflect actual and regular market transactions on an arm's length basis.

Determining whether a market is inactive requires the use of indicators such as a sharp decline in trading volume and the level of activity in the market, a sharp disparity in prices over time and among the various above-mentioned market participants, or the fact that the latest transactions conducted on an arm's length basis did not take place recently enough.

## Notes to the condensed interim financial statements (continued)

As at 30 June 2025

Where a financial instrument is traded in several markets to which the Company has immediate access, its fair value is represented by the market price at which volumes and activity levels are highest for the instrument in question.

Transactions resulting from involuntary liquidations or distressed sales are usually not taken into account to determine the market price.

# Level 2 (L2): instruments valued using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

These are instruments measured using a financial model based on observable market inputs. Prices published by an external source derived from the valuation of similar instruments are considered as data derived from prices.

Level 2 instruments include in particular non derivative financial instruments carried at fair value on the statement of financial position that are not directly quoted or do not have a quoted price on a sufficiently active market (e.g. corporate bonds, repos transactions, mortgage-backed securities, units of funds), and firm derivatives and options traded over-the-counter: interest rate swaps, caps, floors, swaptions, equity options, index options, foreign exchange options, commodity options and credit derivatives. The maturities of these instruments are linked to ranges of terms commonly traded in the market, and the instruments themselves can be simple or offer a more complex remuneration profile (e.g. barrier options, products with multiple underlying instruments), with said complexity remaining limited however. The valuation techniques used in this category are based on common methods shared by the main market participants.

# Level 3 (L3): instruments valued using inputs that are not based on observable market data (referred to as unobservable inputs)

Level 3 instruments carried at fair value on the interim statement of financial position are predominantly instruments for which the sales margin is not immediately recognised in profit or loss.

In the context of SGIS, this sales margin is not applicable and hence not recognised because there is a corresponding offsetting margin on the funded swap.

Accordingly, Level 3 financial instruments include derivatives with longer maturities than those usually traded and/or with specifically tailored return profiles. Similarly, debt measured at fair value is classified as Level 3 where the valuation of the associated embedded derivatives is also based on unobservable inputs.

The main L3 complex derivatives are:

• Equity derivatives: options with long maturities and/or incorporating bespoke remuneration mechanisms. These instruments are sensitive to market inputs (volatility, dividend rates, correlations, etc.). In the absence of market depth and an objective approach made possible by regularly observed prices, their valuation is based on proprietary methods (e.g. extrapolation from observable data, historical analysis). Hybrid equity instruments (i.e. having at least one non-equity underlying instrument) are also classified as L3 insofar as correlations between the different underlying are generally unobservable;

## Notes to the condensed interim financial statements (continued)

As at 30 June 2025

- Interest rate derivatives: long-term and/or exotic options, products sensitive to correlation between different interest rates, different exchange rates, or between interest rates and exchange rates, for example for quanto products (in which the instrument is settled in a currency different from the currency of the underlying); they are liable to be classified as L3 because the valuation inputs are unobservable due to the liquidity of the correlated pair and the residual maturity of the transactions (e.g. exchange rate correlations are deemed unobservable for the USD/JPY);
- Credit derivatives: L3 credit derivatives mainly include baskets of instruments exposed to time to default correlation ("N to
  default" products in which the buyer of the hedge is compensated as of the N<sup>th</sup> default, which are exposed to the credit
  quality of the issuers comprising the basket and to their correlation, or CDO Bespoke products, which are Collateralised
  Debt Obligations created specifically for a group of investors and structured according to their needs), as well as products
  subject to credit spread volatility;
- Commodity derivatives: this category includes products involving unobservable volatility or correlation inputs (i.e. options on commodity swaps or instruments based on baskets of underlying).

At the level of SG Group, valuation models are determined in order to fully embed the impact of IFRS 13 as described above and use appropriate parameters and methodologies in order to determine L3 instruments valuation. Counterparty credit risk estimates relies on Credit Value Adjustments (CVA) and Debit Value Adjustments (DVA) calculations.

Different calculation methods can exist regarding the CVA-DVA / OCA (Own Credit Adjustment) impact calculation: derived from the yield discounting methodology, other from the Monte-Carlo EPE/ENE (Expected Positive / Negative Exposure). The methodology for calculation of CVA-DVA (OCA not applicable to the Company) applied to SGIS (the same as the SG Group) is the yield discounting methodology.

The valuation methods used by the Company to establish the fair value of financial instruments are detailed below.

The fair values of financial instruments include accrued interest as applicable.

• For Unsecured Notes and Fully Funded Swaps

The fair value for both the unsecured Notes (liabilities) and the Fully Funded Swap (FFS) (assets) is calculated by discounting the expected future cash flows with the risk-free curve. To take the credit adjustment into account, the risk-free curve is adjusted with Société Générale Group's credit spread curve. A dedicated process has been implemented using Société Générale Group and SGIS operational teams' input. This process is fully functional, constantly monitored as of today.

• For Secured and Repack Notes

Secured Notes are Notes which are collateralised with assets deposited on segregated or pooled accounts with external custodian (The Bank of New York Mellon S.A., Luxembourg Branch, hereafter "BNY Mellon Luxembourg") and pledged in favour of the Note holders.

Repack Notes are Notes which allow investors to calibrate the funding yield of their structure by selecting a bond (the "Reference Bond") issued by a third-party issuer (the "Reference Bond Issuer").

The collateral assets are composed of eligible securities.

As at 30 June 2025

Should Société Générale defaults, the pledge on the assets is to be enforced; the Notes holders are exposed to credit risk of the collateral (external securities). Therefore, as Société Générale and SGIS act solely as intermediary for risk transfer, the credit risk premium (external bonds issuers) shall not be adjusted with Société Générale credit spread. Thus, no additional credit adjustment is needed for the secured Notes.

The fair value of the Secured Notes and the Repack Notes and the associated FFS is computed, for each accounting period, by discounting the expected future cash flows by a composite Repo rate curve.

## • For Warrants and Options

For financial instruments recognised at fair value in the interim statement of financial position, fair value is determined primarily on the basis of the prices quoted in an active market. These prices can be adjusted if none are available on the interim statement of financial position date or if the clearing value does not reflect transaction prices.

However, due especially to the varied characteristics of financial instruments traded over the counter on the financial markets, a large number of financial products traded by the Company does not have quoted prices in the markets.

The base models may not fully capture all factors relevant to the valuation of SGIS on these financial instruments such as credit risk (Credit Valuation Adjustment CVA), own credit (Debt Valuation Adjustment DVA) and/or funding costs (Funding Valuation Adjustment FVA). Therefore, SGIS applies various techniques (from the Group) to estimate the credit risk associated with its financial instruments measured at fair value.

The revaluation differences attributable to the Company's credit risk are thus determined using valuation models which take into account the most recent financing terms and conditions on the markets along with the residual maturity of the related liabilities.

- For secured notes issued by the Company, as investors are not exposed to the Company's risk, no own credit risk should impact the fair value of the instruments and as such, no adjustment has to be calculated;
- For unsecured notes, investors are not contractually exposed to the Company's credit risk but to Société Générale Group's own credit risk.

SGIS valuation models therefore reflects the absence of credit risk, and structured bonds are not impacted by Own Credit Adjustments within the entity.

# Deferred margin related to main unobservable inputs

The Company does not apply deferred margin related to its main unobservable inputs as margin on Notes and Warrants issued are offset by a similar margin on Fully Funded Swaps and Options purchased.

## 2.3.3.3. Impairments and provisions

Some financial assets involve credit risk which exposes the Company to a potential loss if the counterparties were to be unable to respect their financial commitments. The Company is remunerated for bearing this risk by a portion of the contractual interest that it receives on those assets; this is known as the credit margin.

This potential loss, or expected credit loss, is recognised in profit or loss without waiting for the occurrence of a default event on a specific counterparty.

As at 30 June 2025

For loans and receivables measured at amortised cost or fair value through other comprehensive income, the expected credit loss, as assessed by the Company, is recognised in profit or loss. On the interim statement of financial position, this potential loss is recognised as an impairment that reduces the carrying amount of assets measured at amortised cost. Impairments are written-back in case of a subsequent decrease of credit risk. No significant impairment is recognised on cash and cash equivalents, as the credit risk is immaterial. The Company does not have loan commitments or financial guarantees contracts.

The group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

## Impairment and provisions for credit risk

To determine the amount of impairment or loss allowances to be recorded at each reporting date, these exposures are classified into one of three categories based on the increase in credit risk observed since initial recognition. An impairment or loss allowance shall be recognised for the exposures in each category as follows:

- Exposures classified in Stage 1: At the initial recognition date, the exposures are systematically classified in Stage 1, unless they are underperforming/credit-impaired on acquisition. Stage 1 exposures are impaired for the amount of credit losses that the Company expects to incur within 12 months (12-month expected credit losses), based on past data and the current situation;
- Exposures classified in Stage 2: To identify Stage 2 exposures, the significant increase in credit risk is assessed by the Company, taking into account the counterparty's credit risk rating, the magnitude of the change in the counterparty's credit rating and the existence of payments delays of more than 30 days;
- Exposures classified in Stage 3 (doubtful outstanding): The Company determines whether or not there is objective evidence of impairment (default event).

Stage 2 and 3 exposures are impaired for the amount of credit losses that the Company expects to incur over the life of the exposures (lifetime expected credit losses), taking into consideration past data, the present situation and reasonable forecast changes in economic conditions, and relevant macroeconomic factors through to maturity.

## Impairments / Reversal of impairments

Impairments / Reversal of impairments include net reversals of impairment and loss allowances for credit risk, losses on irrecoverable loans and amounts recovered on amortised receivables.

## 2.3.3.4. Offsetting financial assets and financial liabilities

A financial asset and a financial liability are offset and the net amount presented on the interim statement of financial position when the Company has a legally enforceable right to set off the recognised amounts and intends either to settle the asset and liability on a net basis, or to realise the asset and settle the liability simultaneously. The legal right to set off the recognised amounts must be enforceable in all circumstances, in both the normal course of business and in the event of default of one of the counterparties.

The financial instruments issued by the Company are subscribed by the investors through Société Générale as a lead manager during the issuance period and as a market maker for a secondary market. The instruments which are unsold are held by SG.

As at 30 June 2025

The treatment is applied based on IAS 32 Paragraph 42: "A financial asset and a financial liability shall be offset and the net amount presented in the statement of financial position when, and only when, an entity:

- Currently has a legally enforceable right to set off the recognised amounts; and
- Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously."

In December 2014, a cash netting clause was added in the legal framework with Société Générale (Société Anonyme) and the Company consequently acquired a legally enforceable right to offset the recognised amount with the same counterparty (Société Générale). The assets (the Fully Funded Swaps) and the liabilities (the Notes) are settled (and intended to be settled) simultaneously.

In June 2017, the Company added a new cash netting clause in the legal framework with Société Générale and the Company consequently acquired a legally enforceable right to offset the recognised amount with the same counterparty (Société Générale). The assets (OTC Options) and the liabilities (the Warrants) are settled (and intended to be settled) simultaneously.

In application of IAS 32 - Offsetting a financial asset and a financial liability, the Company proceeds to the accounting netting of the non-sold amounts. The impact of the off-setting for the non-sold Notes and the corresponding Fully Funded Swaps and impact of the off-setting for the non-sold Warrants and the corresponding options are described in Note 4.1 and Note 4.2.

#### 2.3.4 Other asset and other liabilities

Settlement accounts for trades are included in other assets or other liabilities and are presented separately in distinctive captions on assets or liabilities side (cf. Note 6).

#### 2.3.5 Shareholders' equity

Equity are the resources contributed to the Company by external shareholders as capital, as well as the cumulative and undistributed results (retained earnings).

The statement "Changes in Shareholders' Equity" presents the various changes that affect the components of equity over the reporting period.

# 2.3.6 Interest income and interest expense

Interest is recognized as expense or income over the life of the financing service granted or received, proportionally to the principal amount outstanding.

Interest income and expense are recorded in the statement of profit or loss and Other Comprehensive Income under Interest and similar income and Interest and similar expense for all financial instruments measured using the effective interest method (instruments at amortised cost and debt instruments at fair value through other comprehensive income).

The effective interest rate is taken to be the rate used to net discount future cash inflows and outflows over the expected life of the instrument in order to establish the net book value of the financial asset or liability. The calculation of this rate considers the future cash flows estimated on the basis of the contractual provisions of the financial instrument without taking account of possible future credit losses and also includes commissions paid or received between the parties where these may be assimilated to interest, directly linked transaction costs, and all types of premiums and discounts.

As at 30 June 2025

Where a financial asset is classified in Stage 3 for impairment, subsequent interest income is measured at the effective interest rate applied to the net carrying amount of the financial asset with an offsetting entry equal to the outstanding financial asset before impairment.

## 2.3.7 Fee income and fee expense

Fee income and Fee expense combine fees on services rendered and received, as well as fees on pledged security granted that cannot be assimilated to interest. Fees that can be assimilated to interest are integrated into the effective interest rate on the associated financial instrument and are recorded under Interest income and Interest expenses.

The Company recognizes fee income or expense for an amount equivalent to the remuneration for the service provided and depending on the progress transferring control of these services:

- Fees for ongoing services, such as custody fees and administration costs are recognized as income over the life of the service;
- Fees for one-off services, such as issuance and listing fees are recognized as income when the service is provided.

The possible mismatch between the payment date of the service provided and the date of execution of the service gives assets and liabilities depending on the type of contract and mismatch which are recognized under Other Assets and Other Liabilities. For example: supplier contracts generate trade payables, accrued expenses or prepaid expenses.

Income related to the issuance of Notes and Warrants falls under the scope of IFRS 15 and as such, is considered separately as income generated by two services when the Company performs its activities:

- The issuing fee recognized upfront for the initiation and the structuration of the issuance;
- Account and security servicing during the lifecycle of the security.

# 2.3.8 Other operating expenses

The Company records operating expenses according to the type of services to which they refer.

Other operating expenses mainly include lease payments, building maintenance and other costs, travel and business expenses, outsourcing and advisory fees and marketing and advertising expenses.

## 2.3.9 Income tax

Income tax includes current taxes and deferred taxes:

- Current taxes correspond to the amount of taxes due (or refundable) as calculated according to the taxable profit base for the reporting period;
- Deferred taxes correspond to the amount of taxes resulting from past transactions and that will be payable (or refundable) in a future reporting period.

## Notes to the condensed interim financial statements (continued)

As at 30 June 2025

#### 2.3.9.1. Current tax

Current tax is based on the taxable profit and determined in accordance with the rules established by the local taxation authorities, upon which income taxes are payable. This tax expense also includes net allowances for tax adjustments pertaining to income tax.

Tax credits arising in respect of interest from loans and income from securities are recorded in the relevant interest account as they are applied in settlement of income taxes for the year. The related tax charge is included under Income tax in the statement of profit or loss and Other Comprehensive Income.

The Company is included in the scope of consolidation of the group « Société Générale S.A. ».

Société Générale S.A. is subject to the OECD rules introducing a global minimum tax rate of 15% on the profits of the multinational companies (« Pillar 2 » rules), transposed into the European directive of 22 December 2022 and introduced in Luxembourg by the Law of 22 December 2023 which is in effect in 2024. In 2024, Société Générale S.A. set up dedicated processes to estimate amounts to be booked in relation with above mentioned "Pillar 2" rules. Société Générale S.A. will perform such processes on an annual basis for the subsequent years.

In Luxembourg, SGIS is part of a tax integration group led by SG Luxembourg. The Company has non-significant impact for "Pillar 2" rules for 2025 and 2024.

#### 2.3.9.2. Deferred tax

Deferred taxes are recognized whenever the Company identifies a temporary difference between the accounting base and tax base for assets and liabilities that will affect future tax payments or from tax loss carried forward.

The amount is based on the tax rate enacted or substantively enacted which is expected to apply when the asset is realized, or the liability settled. These deferred taxes are adjusted in the event of changes to tax rates. This amount is not discounted to present value. The Company off-sets its deferred tax assets against liabilities as there is both legal rights to offset its current tax assets and liabilities and it is the Company's intention to settle on a net basis.

#### 2.3.9.3. Other commitments linked to secured Notes

In relation to each Serie of Secured Notes, in order to secure its obligations in respect of such Notes, the Company enters into a pledge agreement which is governed by the Luxembourg act dated 5 August 2005 on financial collateral arrangements, as amended. Under each pledge agreement, the Company grants first ranking security over the Collateral Assets contained in one or more accounts held by the Company with BNY Mellon Luxembourg (or such other custodian or account bank as is specified in the applicable Final Terms, pursuant to the terms of a custodian agreement between, inter alia, the Company and the collateral custodian).

The security granted under each pledge agreement is granted either in favour of:

- (i) in the case of English Law Notes, The Bank of New York Mellon Corporate Trustee Services Limited or such other security trustee as is specified in the applicable Final Terms as security trustee on behalf of itself and the relevant Noteholders and the other relevant Secured Parties (as defined in the Additional Terms and Conditions for Secured Notes) or,
- (ii) in the case of French Law Notes, directly in favour of the relevant Noteholders and the other relevant Secured Parties as represented by The Bank of New York Mellon Corporate Trustee Services Limited or such other security agent as is specified in the applicable Final Terms as security agent.

## Notes to the condensed interim financial statements (continued)

As at 30 June 2025

Following the occurrence of a Secured Note Acceleration Event (as defined in the Additional Terms and Conditions for Secured Notes), all Noteholders whose Notes have become immediately due and payable is first entitled to claim for any outstanding amounts due to them under the terms of the Guarantee. If neither the Issuer nor the Guarantor (pursuant to the terms of the Guarantee) has paid all amounts due to Noteholders within a period of 3 Collateral Business Days following the occurrence of a Secured Note Acceleration Event, Noteholders may send a notice in writing to the Security Trustee (in the case of English Law Notes) or the Security Agent (in the case of French Law Notes) requesting that the relevant Pledge Agreement be enforced in accordance with the terms of the Base Prospectus.

The Company borrows the securities to be pledged from Société Générale Group. In accordance with IFRS 9, the borrowing of the securities to be pledged by the Company is not assimilated to the transfer of assets and thus does not result in recognition in the interim statement of financial position. The risks and rewards associated to the securities remain in Société Générale Group and as such are not presented in the Company's interim statement of financial position.

The pledged securities are accounted as an off balance-sheet commitment "Securities pledged". The committed amount is re-measured at each closing to reflect the value of the securities pledged.

## 2.4 Geopolitical crisis and macroeconomic context

Geopolitical uncertainties and customs tariffs are impacting the global economy. The US dollar continues to be regarded as a reserve currency, but signs of tension are appearing. In the eurozone, question marks over the industrial sector, such as technology gaps and structurally higher energy costs, will weigh heavily over the forecast horizon. The European Central Bank (ECB) is expected to cut interest rates but to continue quantitative tightening until 2026. China is expected to partially offset the impact of customs tariffs with temporary stimulus measures. Geoeconomic fragmentation is leading to a gradual reconfiguring of global value chains. Furthermore, the scenarios adopted assume that there will be no further geographical expansion of the current conflicts.

Against this backdrop, the Group Société Générale updated the macroeconomic scenarios chosen for the preparation of its interim consolidated financial statements.

These macroeconomic scenarios are taken into account in the credit loss measurement models including forward-looking data and are also used in tests of the recoverability of deferred tax assets.

The methodological framework defined by the Group Société Générale is applied at the level of the Company.

## **NOTE 3 - CASH AND CASH EQUIVALENTS**

Cash and cash equivalents amount to KEUR 60,072 as at 30 June 2025 (31 December 2024: KEUR 63,575) and are mainly composed of cash held with SG Luxembourg and Société Générale.

As at 30 June 2025 and 31 December 2025, this caption only contains cash that is repayable on demand.

As at 30 June 2025

## **NOTE 4 - FINANCIAL INSTRUMENTS**

## 4.1. Financial assets at fair value through profit or loss

	<b>30.06.2025</b> ('000 EUR)	<b>31.12.2024</b> ('000 EUR)
Financial assets at fair value through profit or loss - Mandatorily measured at fair value through profit or loss (Fully Funded		
Swaps)	52,760,662	49,117,912
- Trading derivatives (Options)	190,710	77,950
Total	52,951,372	49,195,862

As at 30 June 2025, financial assets mandatorily measured at fair value through profit or loss (Fully Funded Swaps) amount to KEUR 52,760,662 (31 December 2024: KEUR 49,117,912) and replicate all the Notes issued by the Company (see Note 4.2). Differences between Fully Funded Swaps and Notes arise due to late settlements.

As at 30 June 2025, Trading derivatives (Options) amount to KEUR 190,710 (31 December 2024: KEUR 77,950) and replicate all the Warrants issued by the Company (see Note 4.2). Differences between Options and Warrants arise due to late settlements.

As at 30 June 2025, the impact of the offsetting of financial assets and financial liabilities (decrease in the balance sheet) is KEUR 39,404,123 for the non-sold Notes and the corresponding Fully Funded Swaps (31 December 2024: KEUR 36,453,866 and KEUR 6,764,731 for the non-sold Warrants and the corresponding Options (31 December 2024: KEUR 5,492,093) (see Note 4.2).

The movements in financial assets at fair value through profit or loss were as follows:

	('000 EUR) Mandatorily	('000 EUR)	('000 EUR)
	measured at fair value through profit or loss	Trading derivatives	Total
As at 1 January 2025	49,117,912	77,950	49,195,862
Acquisition	13,385,947	143,132	13,529,079
Maturity/Disposal/Liquidation/Cancellation	(11,781,721)	(43,374)	(11,825,095)
Change in fair value and foreign exchange difference	2,038,524	13,002	2,051,526
As at 30 June 2025	52,760,662	190,710	52,951,372

As at 30 June 2025

	('000 EUR) Mandatorily	('000 EUR)	('000 EUR)
	measured at fair value through profit or loss	Trading derivatives	Total
As at 1 January 2024	51,118,092	57,316	51,175,408
Acquisition	19,105,860	52,253	19,158,113
Maturity/Disposal/Liquidation/Cancellation	(19,275,209)	(25,816)	(19,301,025)
Change in fair value and foreign exchange difference	(1,830,831)	(5,803)	(1,836,634)
As at 31 December 2024	49,117,912	77,950	49,195,862

## 4.2. Financial liabilities at fair value through profit or loss

	30.06.2025	31.12.2024
	('000 EUR)	('000 EUR)
Financial liabilities at fair value through profit or loss		
- Designated at fair value through profit or loss (Notes)	52,750,893	49,120,262
- Trading derivatives (Warrants)	190,724	76,896
Total	52,941,617	49,197,158

As at 30 June 2025, the Company has issued secured and unsecured Notes for a total amount of KEUR 52,750,893 (31 December 2024: KEUR 49,120,262):

- 28,286 unsecured Notes were issued (stock) for a total amount of KEUR 46,083,667 (31 December 2024: 24,334 unsecured Notes were issued (stock) for a total amount of KEUR 43,580,459);
- 2,155 secured Notes were issued (stock) for a total amount of KEUR 6,667,216 (31 December 2024: 1,030 secured Notes were issued (stock) for a total amount of KEUR 5,539,803).

In addition to the guarantee on first demand granted by Société Générale on unsecured and secured Notes, subscribers of the secured Notes issued by the Company benefit from additional collateral assets securing the payment due under the Notes terms, structured in form of a pledge governed by Luxembourg Law. This pledge may only be enforced following a default of the Company or Société Générale in its role of Guarantor.

Pledged collateral assets are deposited on an account held in the name of the Company with an authorised custodian not belonging to the Société Générale Group and are pledged in favour of the Notes holders.

As at 30 June 2025, securities deposited at The Bank of New York Mellon S.A./NV, Luxembourg Branch as collateral for secured issuances amount to KEUR 7,911,516 (31 December 2024: KEUR 7,251,220).

As at 30 June 2025, the Company also issued Warrants for a total amount of KEUR 190,724 (31 December 2024: KEUR 76,896). Refer to Note 10 for further details on Off-balance sheet items related to the Warrants activity.

As at 30 June 2025, the impact of the offsetting (decrease in the balance sheet) is KEUR 39,404,123 for the non-sold Notes and the corresponding Fully Funded Swaps (31 December 2024: KEUR 36,453,847 and KEUR 6,764,731 for the non-sold Warrants and the corresponding Options (31 December 2024: KEUR 5,492,093).

As at 30 June 2025

The movements in financial liabilities at fair value through profit or loss were as follows:

	('000 EUR) Designated at fair	('000 EUR)	('000 EUR)
	value through profit or loss	Trading derivatives	Total
As at 1 January 2025	49,120,262	76,896	49,197,158
Acquisition	13,387,906	143,131	13,531,037
Cancelled/Liquidation/Maturity Disposal	(11,811,522)	(42,062)	(11,853,584)
Change in fair value and foreign exchange difference	2,054,247	12,759	2,067,006
As at 30 June 2025	52,750,893	190,724	52,941,617
	('000 EUR)	('000 EUR)	('000 EUR)
	Designated at fair	,	,
	value through	Trading	Total
As at 1 January 2024	profit or loss 51,112,066	derivatives 57,148	Total 51,169,214
As at 1 January 2024			
Acquisition	19,190,860	51,603	19,242,463
Cancelled/Liquidation/Maturity Disposal	(19,269,183)	(25,689)	(19,294,872)
Change in fair value and foreign exchange difference	(1,913,481)	(6,166)	(1,919,647)
As at 31 December 2024	49,120,262	76,896	49,197,158

# 4.3. Financial liabilities at amortised cost

As at 30 June 2025 and 31 December 2024, financial liabilities at amortised cost are mainly composed of a convertible bond of KEUR 48,000 issued by the Company and fully subscribed by SG Luxembourg, with maturity in 2026. Conversion may occur each year.

On this convertible bond, the Company pays to SG Luxembourg both variable interests calculated on Euribor 3M plus a margin of 0.26% (total rate of 2.615 % as at 30 June 2025) and activity related interests. The rate is renewed quarterly and this was the rate used during the 2nd quarter of 2025. Activity related interests mean an amount equal to 100% of the activity related profit generated by the Company.

The convertible bond maturity shall be automatically extended by successive periods of one year, unless either the Issuer or the Holder has exercised its right to terminate the bond on the scheduled maturity date. The conversion option belongs to the Holder.

Estimation of the fair value of financial liabilities at amortised cost is disclosed in Note 11.6.2.

As at 30 June 2025

## **NOTE 5 - LOANS AND RECEIVABLES**

As at 30 June 2025 and 31 December 2024, loans and receivables only consist in term deposits with SG Luxembourg, which represent the reinvestment of the Company's share capital, reserves and other available funds.

As at 30 June 2025, expected credit losses calculated on loans and receivables in accordance with IFRS 9 amounted to EUR 1 854 (31 December 2024: EUR 154).

The fair value of loans and receivables are presented in Note 11.5.

## **NOTE 6 - OTHER ASSETS AND OTHER LIABILITIES**

As at 30 June 2025 and 31 December 2024, other assets and other liabilities are composed of:

	('000 EUR)	('000 EUR)
	30.06.2025	31.12.2024
Settlement accounts on securities transactions	287,139	123,756
Miscellaneous receivables	140,836	169,148
Total other assets	427,975	292,904
	('000 EUR)	('000 EUR)
	30.06.2025	31.12.2024
Settlement accounts on securities transactions	294,021	124,095
Deferred Income	7,217	6,576
Miscellaneous payables	176,997	175,396
Total other liabilities	478,235	306,067

Miscellaneous payables and receivables mainly consist of premium payables on Warrants and receivables on financial instruments replicating the Warrants issued. The variance is linked to the activity of the Company and the early settlement of some balances compared to prior year.

## **NOTE 7 - TAXATION**

The Company is liable for all taxes applicable to Luxembourg commercial companies.

Since 2007, the Company has been part of a tax integration group led by SG Luxembourg with regard to Net Wealth Tax and Income Tax, as authorised by the article 164 bis LIR and has concluded a Tax Sharing Agreement (the "Agreement") with SG Luxembourg. Under the Agreement, the Company pays to SG Luxembourg, with respect to each financial year, an amount equal to the tax which would be levied on the profits of the Company in the absence of any tax consolidation with the Parent.

The rate of current tax applied as of 30 June 2025 is 24.24% (31 December 2024: 24.94%). The current tax rate includes the corporate tax and the municipal tax.

For the period ended 30 June 2025, tax expenses amount to KEUR 5 (30 June 2024: KEUR 5).

As at 30 June 2025

## **NOTE 8 - SHAREHOLDERS' EQUITY**

## 8.1. Share capital and Share premium

On 30 November 2020, 100 shares were sold by SG Luxembourg to Société Générale for a total amount of EUR 4,000. SG Luxembourg still held 49,907 shares amounting to EUR 1,996,280 for which it waived its entire voting rights. As at 31 December 2024, the subscribed and fully paid share capital amounted to EUR 2,000,440, divided into 50,011 shares with nominal value of EUR 40 each.

By resolution adopted on 15 January 2025, the Executive Board decided to increase the capital of the Company from EUR 2,000 440 to EUR 2,000 480 by the issue of a new share with a nominal value of EUR 40, subscribed by SG Luxembourg. In the context of the capital increase, the 2024 activity related interests amounting to KEUR 27,071 (31 December 2024: KEUR 34,361) have been allocated to the Share premium. It was then paid to the shareholders in July 2025.

As at 30 June 2025, the subscribed and fully paid share capital is EUR 2,000,480, divided into 50,012 shares with nominal value of EUR 40 each.

The Company manages its capital to ensure it will be able to continue as a going concern. The capital amount may be increased, subject to the approval of the Shareholders, if the Company's activity evolves, incurring specific additional risks.

## 8.2. Reserves

## 8.2.1 Legal reserve

In accordance with the Luxembourg law, the Company is required to allocate a minimum of 5% of its annual net profit to a Legal reserve until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

As at 30 June 2025, the legal reserve amounts to KEUR 200 (31 December 2024: KEUR 200).

#### 8.2.2 Other reserves

Since 2013, the Company is fiscally integrated in its parent company SG Luxembourg. SG Luxembourg constitutes the Net Wealth Tax reserve for the Company. As a consequence, no Net Wealth Tax reserve has been constituted by the Company since 2013.

During the first half of 2025, a dividend of KEUR 234 has been paid (31 December 2024: KEUR 15).

As at 30 June 2025

# NOTE 9 - INTERIM STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME NOTES

## **NOTE 9.1 - COMMISSION INCOME**

Commission income can be broken down as follows:

	30.06.2025	30.06.2024
	('000 EUR)	('000 EUR)
Issuing upfront fees on Notes	21,938	19,246
Servicing fees on Notes	3,230	2,323
Commission on Warrants	152	120
Total	25,320	21,689

As at 30 June 2025, KEUR 7,217 are retained as deferred income under the caption "other liabilities" (30 June 2024: KEUR 6,366).

# NOTE 9.2 - NET RESULT FROM FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT AND LOSS

	30.06.2025	30.06.2024
	('000 EUR)	('000 EUR)
Net gain on financial assets held for trading	14,698,862	11,872,037
Net gain on financial assets at fair value option	2,307,181	10,239,785
Net loss on financial liabilities held for trading	(14,698,258)	(11,872,025)
Net loss on financial liabilities at fair value option	(2,307,948)	(10,239,799)
Total	(163)	(2)

## Notes to the condensed interim financial statements (continued)

As at 30 June 2025

## **NOTE 10 - OFF-BALANCE SHEET**

As at 30 June 2025, financial instruments to be issued (commitment taken before 30 June 2025 with value date after 30 June 2025) amount to KEUR 12,700,911 (31 December 2024: KEUR 8,583,451).

# Warrants issuance summary

The Warrants issued as at 30 June 2025 and 31 December 2024 break down as follows:

					30-Jun-25			31-Dec-24		
Warrant Type	Category of Underlying	Type of Underlying Optio	Option		Notional	Fair Value	Quantity	Notional	Fair Value	
			Туре		('000 EUR)	('000 EUR)		('000 EUR)	('000 EUR)	
C	Currency	Currency Currency -	Call	-	-	-	-	=	=	
Currency Warrant			Put	-	-	-	-	=	=	
	Equity	Ordinary Share —	Call	410	8,793,118	58,379	136	1,891,844	13,188	
			Put	866	15,743,302	70,686	1,441	35,156,224	55,957	
Equity Warrant		REIT	Call	3	94,750	-	1	31,976	2	
		Mutual Fund	Call	3	132,236	12	3	74,598	298	
	Fund		Put	2	63,264	-	3	40,044	5,991	
Funds	Fund	Fund	Call	-	-	-	-	=	=	
	Equity	Mutual Fund	Call	-	-	-	-	-	-	
		Ordinary Share	Call	-	-	-	-	-	-	
Index Warrant		Equity	Put	-	-	-	-	-	-	
	Fund	Equity	Call	-	-	-	-	=	=	
		Fund	Call	-	=	-	-			
	Index	l m al m v	Call	264	11,392,168	56,930	128	4,815,156	1,078	
	maex	Index	Put	147	7,239,354	4,717	12	318,210	381	
Fund Warrant		Mutual Fun	Mutual Fund	Call	-	-	-	-	-	-
	Fund	iviutuai runu	Put	-	-	-	-	-	-	
		Fund	Call	-	-	-	-	-	-	
Total Call		·	Call	680	20,412,272	115,321	268	6,813,574	14,566	
Total Put			Put	1,015	23,099,920	75,403	1,456	35,514,478	62,330	
Total Warrants				1,695	43,512,192	190,724	1,724	42,328,052	76,896	

As at 30 June 2025

#### **NOTE 11 - RISK MANAGEMENT**

The Company and several of its service providers are subsidiaries of the Société Générale Group and therefore benefit from Société Générale's internal control systems.

For any further information on the risks relating to the Group, investors and/or Noteholders should refer to the "Risk and Capital Adequacy" section of the Registration Document (https://www.societegenerale.com).

## 11.1. Market risk

Market risk is the risk that changes in market prices, such as interest rates, securities prices, and foreign exchange rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

The Company issues Notes and Warrants. The Notes are systematically hedged with Fully Funded Swaps concluded with Société Générale, with strictly identical characteristics. In the same way, the Warrants issued are hedged with Options concluded with Société Générale, with strictly identical characteristics.

The risks associated with the investment in the Notes and Warrants depend on several factors. Such factors vary depending on the characteristics of the Notes and Warrants issued, in particular depending on the underlying, the maturity of the Notes, the secured / unsecured status of the Notes, the interest rates incurred, the volatility of the underlying, etc. The main risks in relation to investments in Notes and Warrants issued by the Company are described in the Base Prospectus under the section "Risk Factor".

Because of its structure (perfect match between the assets and the liabilities), the impact of an immediate change of a market parameter would have no consequence on the net profit of the Company.

The Company is also exposed to structural interest rate risk, namely through the following transactions: reinvestment of available equity by participating interests or loans to the Company's treasury (SG Luxembourg) with hedged interest rate risk (fixed rate contracted with SG Luxembourg). The structural interest rate risk is monitored via the sensitivity of the economic value of the positions measured through modified duration.

Modified duration is calculated based on the change in the net present value of positions subsequent to a 1% change in the rate curve. Exposure monitoring is based on the determination of modified duration over the short (up to one year), medium (one to five years) and long (more than five years) term.

Climate and ESG matters have been considered in the fair value of the financial instruments. These are deemed to have a minor impact.

# 11.2. Foreign currency risk

Foreign currency risk can only arise on financial instruments that are denominated in a currency other than the functional currency in which they are measured. Translation-related risks are therefore not included in the assessment of the Company's exposure to currency risks.

Because of its structure (perfect match between the assets and the liabilities), the impact of an immediate change of a foreign exchange rates would have no consequence on the net profit of the Company.

Following explanation above, foreign currency risk is strictly limited.

Process of control allows to monitor it closely and to confirm that exposure of the entity to foreign currency risk remains in a very conservative limit.

As at 30 June 2025

## 11.3. Credit risk

Credit risk is the risk that a third party will not be able to meet its contractual obligation.

The Company only contracts financial instruments with SG Luxembourg and Société Générale (its parent company). Therefore, the credit risk of the Company is limited to the credit risk on SG Luxembourg and Société Générale. Should this situation evolve, specific limits would be proposed to limit the credit risk incurred.

As at 30 June 2025 and 31 December 2024, no financial assets were past due. An Expected Credit Loss is calculated on deposits, amounting to KEUR (2) as of 30 June 2024 following an allocation of impairment of KEUR 1 on the period.

All the Notes and Warrants issued by the Company benefit from a guarantee provided by Société Générale, meaning that payments in respect of the instruments issued by the Company are unconditionally and irrevocably guaranteed by Société Générale (the Guarantor).

As at 30 June 2025, the rating of Société Générale is: A- from Fitch Ratings, A from R&I, A from Standard & Poor's and A1 from Moody's.

## 11.4. Interest rate risk

Interest rate risk is the risk that changes in market interest rates may adversely affect the value of the assets and liabilities of the Company.

Due to the financial instruments contracted by the Company with Société Générale to hedge the financial instruments issued, the Company is not significantly exposed to interest rate risk.

## 11.5. Liquidity risk

Liquidity risk is the risk that the Company may be unable to meet the payment obligations associated with its financial liabilities when they fall due.

The Company does not face any liquidity risk thanks to the perfect replication between the contractual obligations of:

- i) The financial instruments issued by the Company; and
- ii) The financial assets held for hedging by the Company.

As at 30 June 2025, analysis per remaining maturities is as follows:

30.06.2025 - EUR' 000	< 3 months	From 3 months to 1 year	From 1 to 5 years	> 5 years	Total
Cash and cash equivalents Financial assets at fair value through profit or loss	60,072	-	-	-	60,072
<ul> <li>Mandatorily measured at fair value through profit or loss</li> </ul>	4,568,106	8,664,561	16,709,576	22,818,419	52,760,662
- Trading derivatives	24,947	58,814	102,979	3,950	190,710
Loans and receivables	-	48,203	800	1,002	50,006
Financial liabilities at amortised cost Financial liabilities at fair value through profit or loss	723	66,800	-	-	67,523
- Designated at fair value through profit or loss	4,567,299	8,663,849	16,705,376	22,814,369	52,750,893
- Trading derivatives Tax liabilities	24,970 -	58,813 5	103,250 -	3,691 -	190,724 5

#### Notes to the condensed interim financial statements (continued)

As at 30 June 2025

As at 31 December 2024, analysis per remaining maturities is as follows:

31.12.2024 - EUR' 000	< 3 months	From 3 months to 1 year	From 1 to 5 years	> 5 years	Total
Cash and cash equivalents	63,575	-	-	-	63,575
Financial assets at fair value					
through profit or loss					
<ul> <li>Mandatorily measured at fair value</li> </ul>					
through profit or loss	4,502,308	7,413,592	17,609,084	19,592,928	49,117,912
<ul> <li>Trading derivatives</li> </ul>	17,036	32,857	27,897	160	77,950
Loans and receivables	48,026	200	800	1,000	50,026
Financial liabilities at amortised cost	69,550	27,071	-	-	96,621
Financial liabilities at fair value					
through profit or loss					
<ul> <li>Designated at fair value through</li> </ul>					
profit or loss	4,410,064	7,413,257	17,618,922	19,678,019	49,120,262
- Trading derivatives	16,793	33,124	26,979	-	76,896

#### 11.6. Fair Value measurement

According to the fair value hierarchy established by IFRS 13, Level 3 (L3) comprises products valued using inputs that are not based on observable market data (referred to as unobservable inputs).

For these products, fair value is determined using models based on valuation techniques commonly used by market participants to measure financial instruments, such as discounted future cash flows for Notes or the Black & Scholes formula for certain options and using valuation parameters that reflect current market conditions as at the interim statement of financial position date. These valuation models are validated independently by the experts from the Market Risk Department of the Group's Risk Division.

Furthermore, the parameters used in the valuation models, whether derived from observable market data or not, are checked by the Finance Division of Société Générale, in accordance with the methodologies defined by the Market Risk Department.

The Notes and the related Fully Funded Swaps are classified as Level 3 when the valuation of the associated embedded derivatives (underlyings of the Notes) is also based on unobservable market data.

On each element of an identified list of unobservable parameters, it comes to determining the uncertainty of marking, and cross sensitivities with this uncertainty for a confidence interval of the value of the positions.

In parallel, marking the levels of each of these parameters is collected and reported in the Note.

The methods for determining the level of uncertainty, as well as calculating the confidence interval from sensibilities depend on each parameter.

Transfers from Level 2 to Level 3 are determined at the end of each month and occur in case of a modification within a parameter (e.g. no longer linked to the deal, modification of the observability rule of the parameter).

# Notes to the condensed interim financial statements (continued)

As at 30 June 2025

# 11.6.1 Estimates of Level 3 instruments and other most significant unobservable inputs as at 30 June 2025 (by type of underlying)

Type of underlying	Assets In million EUR	<b>Liabilities</b> In million EUR	Main products	Valuation techniques used	Significant unobservable inputs	Range of inputs Min & Max		
					Equity volatilities	[3.00%; 138.00%]		
					Equity dividends	[0.00%; 8.00%]		
Equity / Funds	18,465	derivatives on f	Simple and complex derivatives on funds,	Various option models on funds, equities or	Unobservable correlations	[-200.00% ; 200.00%]		
Equity / Fullus	10,403	10,400	equities or baskets on stocks	baskets on stocks	Hedge funds volatilities	[N/A]		
					Mutual fund volatilities	[1.70%; 26.80%]		
			Hybrid forex / interest rate or credit / interest rate derivatives	Hybrid forex interest rate or credit interest rate option pricing models	Correlations	[-60.00%; 90.00%]		
		13,009 13,006	Forex derivatives	Forex option pricing models	Forex volatilities	[1.00%; 27.00%]		
Rates and Forex	13,009 13,006		.3,009 13,006	13,009 13,006	13,009 13,006	Interest rate derivatives whose notional is indexed on the prepayment behaviour on European collateral pools	Prepayment modelling	Constant prepayment rates
			Inflation instruments and derivatives	Inflation pricing models	Inflation correlations	[83.00%; 93.00%]		
		Collateralised Debt		Recovery and	Time to default correlations	[0.00%; 100.00%]		
			Obligations and index tranches	base correlation projection models	Recovery rate variance for single name underlying	[0.00%; 100.00%]		
Credit and others	3,160	3,157			Time to default correlations	[0.00%; 100.00%]		
			Other credit derivatives	Credit default models	Quanto correlations	[0.00%; 100.00%]		
					Unobservable credit spreads	[0 bps ; 82.7401 bps]		
Commodity	0	0	Derivatives on commodities baskets	Option models on commodities	Commodities correlations	N/A N/A		
Total	34,634	34,631						

#### SG Issuer S.A.

#### Notes to the condensed interim financial statements (continued)

As at 30 June 2025

Estimates of Level 3 instruments and other most significant unobservable inputs as at 31 December 2024 (by type of underlying)

Type of underlying	Assets In million EUR	<b>Liabilities</b> In million EUR	Main products	Valuation techniques used	Significant unobservable inputs	Range of unobservable inputs Min & Max
					Equity volatilities	[3% ; 166%]
					Equity dividends	[0.0%; 11.0%]
Equity /	16 297	16 295	Simple and complex derivatives on funds,	Various option models on funds,	Unobservable correlations	[-200% ; 200%]
funds	10 237	10 233	equities or baskets on stocks	equities or baskets on stocks	Hedge funds volatilities	N/A
					Mutual funds volatilities	[1.7%; 26.8%]
			Hybrid forex / interest rate or credit / interest rate derivatives	Hybrid forex interest rate or credit interest rate option pricing models	Correlations	[-60%; 90%]
Rates and			Forex derivatives	Forex option pricing models	Forex volatilities	[1% ; 25%]
Forex	9 241	9 241	Interest rate derivatives whose notional is indexed on the prepayment behavior on European collateral pools	Prepayment modeling	Constant prepayment rates	[0.0%; 20.0%]
			Inflation instruments and derivatives	Inflation pricing models	Inflation/ inflation correlations	[81% ; 92%]
			Collateralized Debt	Recovery and base	Time to default correlations	[0%; 100%]
			Obligations and index tranches	correlation projection models	Recovery rate variance for single name underlying	[0%;100%]
Credit	3 780	3 780			Time to default correlations	[0%; 100%]
		Other credit derivatives	Other credit derivatives	Credit default models	Quanto correlations	[0% ; 100%]
					Unobservable credit spreads	[0bps ; 90.8 bps]
Commodity	-	-	Derivatives on commodities baskets	Option models on commodities	Commodities correlations	0
Total	29 318	29 316				

Unobservable inputs add a degree of uncertainty in the valuation of Level 3 instruments. However, by its very nature, and considering mirror transactions are concluded with Société Générale to hedge the financial liabilities issued by the Company, the Company has no market risk exposure. The impact of an immediate change in an unobservable parameter would have no consequence on the net profit or net equity of the Company.

Moreover, changes in an unobservable parameter would have by underlying a mirror effect on both assets and liabilities.

Finally, the Company considers that changes in the unobservable parameters would not a material impact on the profit or loss of the Company considering the mirroring in place for financial instruments (refer to Note 4).

# Notes to the condensed interim financial statements (continued)

As at 30 June 2025

# 11.6.2. Carrying amounts and fair values of assets and liabilities not measured at fair value in the interim statement of financial position

Cash and cash equivalents         60,072         60,072           Financial assets at fair value through profit or loss         - Mandatorily measured at fair value through profit or loss         52,760,662         52,760,662           - Trading derivatives         190,710         190,710           Loans and receivables *         50,005         50,063           Other assets         427,975         775           Total         53,489,424         53,489,482           Financial liabilities at amortised cost *         67,523         67,631           Financial liabilities at fair value through profit or loss         52,750,893         52,750,893           - Designated at fair value through profit or loss         52,750,893         52,750,893           - Trading derivatives         190,724         190,724           Other liabilities         478,235         484,889           Tax liabilities         53,493,834         53,493,934           31.12.2024 - EUR' 000         Carrying amount         Fair value           Cash and cash equivalents         63,575         63,575           Cash and cash equivalents         63,575         63,575           Loans and receivables *         50,026         50,094           Other assets         290,004         290,094	30.06.2025 - EUR' 000	Carrying amount	Fair value	
Mandatorily measured at fair value through profit or loss   52,760,662   52,760,662   52,760,662   77 ding derivatives   190,710   190,710   190,710   100	Cash and cash equivalents	60,072	60,072	
or loss	Financial assets at fair value through profit or loss			
Trading derivatives   190,710   190,710   190,710   100   100,710   100   100,710				
Loans and receivables *         50,005         50,063           Other assets         427,975         427,975           Total         53,489,424         53,489,482           Financial liabilities at amortised cost *         67,523         67,631           Financial liabilities at fair value through profit or loss         52,750,893         52,750,893           - Designated at fair value through profit or loss         52,750,893         52,750,893           - Trading derivatives         190,724         190,724           Other liabilities         478,235         484,689           Total         53,493,834         53,493,943           Total         53,493,834         53,493,943           31.12.2024 - EUR' 000         Carrying amount         Fair value           Cash and cash equivalents         63,575         63,575           Financial assets at fair value through profit or loss         49,117,912         49,117,912           - Mandatorily measured at fair value through profit or loss         49,117,912         49,117,912           Loans and receivables *         50,026         50,094           Other assets         292,904         292,904           Total         49,602,435         49,602,435           Financial liabilities at amortised cost * <th< td=""><td></td><td></td><td>, ,</td></th<>			, ,	
Other assets         427,975         427,975           Total         53,489,424         53,489,422           Financial liabilities at amortised cost *         67,523         67,631           Financial liabilities at fair value through profit or loss         52,750,893         52,750,893           - Designated at fair value through profit or loss         52,750,893         52,750,893           - Trading derivatives         190,724         190,724           Other liabilities         478,235         484,689           Tax liabilities         5         5           Total         53,493,834         53,493,943           Cash and cash equivalents         63,575         63,575           Financial assets at fair value through profit or loss         49,117,912         49,117,912           - Mandatorily measured at fair value through profit or loss         49,117,912         49,117,950           Loans and receivables *         50,026         50,094           Other assets         292,904         292,904           Total         49,602,435         49,602,435           Financial liabilities at fair value through profit or loss         49,120,262         49,120,262           - Designated at fair value through profit or loss         49,120,262         49,120,262 </td <td></td> <td>,</td> <td>•</td>		,	•	
Total         53,489,424         53,489,482           Financial liabilities at amortised cost *         67,523         67,631           Financial liabilities at fair value through profit or loss         52,750,893         52,750,893           - Trading derivatives         190,724         190,724           Other liabilities         478,235         484,689           Tax liabilities         5         5           Total         53,493,834         53,493,943           Carrying amount         Fair value           Carrying amount         Fair va	Loans and receivables *	•		
Financial liabilities at amortised cost * 67,523 67,531  Financial liabilities at fair value through profit or loss  - Designated at fair value through profit or loss 52,750,893 52,750,893 - Trading derivatives 190,724 190,724  Other liabilities 478,235 484,689 Tax liabilities 5 5 5  Total 53,493,834 53,493,943  31.12.2024 - EUR' 000 Carrying amount Fair value  Cash and cash equivalents 63,575 63,575  Financial assets at fair value through profit or loss 49,117,912 49,117,912 77,950  Loans and receivables * 50,026 50,094  Other assets 19,026 50,094  Other assets 19,026 50,094  Financial liabilities at amortised cost * 96,621 96,621 96,728  Financial liabilities at fair value through profit or loss 49,120,262 49,120,262 77,696  Total 70,696 76,896  Other liabilities 31,696 76,896  Other liabilities 31,696 76,896  Other liabilities 31,696 76,896  Other liabilities 31,696 76,896	Other assets		427,975	
Financial liabilities at fair value through profit or loss           - Designated at fair value through profit or loss         52,750,893         52,750,893           - Trading derivatives         190,724         190,724           Other liabilities         478,235         484,689           Tax liabilities         5         5           Total         53,493,834         53,493,943           Carrying amount         Fair value           Cash and cash equivalents         63,575         63,575           Financial assets at fair value through profit or loss           - Mandatorily measured at fair value through profit or loss         49,117,912         49,117,912           - Trading derivatives         77,950         77,950           Other assets         292,904         292,904           Total         49,602,367         49,602,435           Financial liabilities at amortised cost *         96,621         96,728           Financial liabilities at fair value through profit or loss           - Designated at fair value through profit or loss         49,120,262         49,120,262           - Trading derivatives         76,896         76,896           Other liabilities         306,067         306,067	Total	53,489,424	53,489,482	
- Designated at fair value through profit or loss - Trading derivatives 190,724 190,724 Other liabilities 3478,235 1848,689 Tax liabilities 5 5 5 Total  Carrying amount 31.12.2024 - EUR' 000  Cash and cash equivalents 63,575 Financial assets at fair value through profit or loss - Mandatorily measured at fair value through profit or loss 10	Financial liabilities at amortised cost *	67,523	67,631	
Trading derivatives	Financial liabilities at fair value through profit or loss			
Other liabilities         478,235         484,689           Tax liabilities         5         5           Total         53,493,834         53,493,943           31.12.2024 - EUR¹ 000         Carrying amount         Fair value           Cash and cash equivalents         63,575         63,575           Financial assets at fair value through profit or loss         49,117,912         49,117,912           - Mandatorily measured at fair value through profit or loss         49,117,912         49,117,912           Loans and receivables *         50,026         50,094           Other assets         292,904         292,904           Total         49,602,367         49,602,435           Financial liabilities at amortised cost *         96,621         96,728           Financial liabilities at fair value through profit or loss         49,120,262         49,120,262           - Designated at fair value through profit or loss         49,120,262         49,120,262           - Trading derivatives         76,896         76,896           Other liabilities         306,067         306,067	<ul> <li>Designated at fair value through profit or loss</li> </ul>	52,750,893	52,750,893	
Tax liabilities         5         5           Total         53,493,834         53,493,943           Carrying amount         Fair value           31.12.2024 - EUR' 000         Carrying amount         Fair value           Cash and cash equivalents         63,575         63,575           Financial assets at fair value through profit or loss         49,117,912         49,117,912           -         Mandatorily measured at fair value through profit or loss         77,950         77,950           Loans and receivables *         50,026         50,094           Other assets         292,904         292,904           Total         49,602,367         49,602,435           Financial liabilities at amortised cost *         96,621         96,728           Financial liabilities at fair value through profit or loss         49,120,262         49,120,262           -         Designated at fair value through profit or loss         49,120,262         49,120,262           -         Trading derivatives         76,896         76,896           Other liabilities         306,067         306,067	- Trading derivatives	190,724	190,724	
Total         53,493,834         53,493,943           31.12.2024 - EUR' 000         Carrying amount         Fair value           Cash and cash equivalents         63,575         63,575           Financial assets at fair value through profit or loss         49,117,912         49,117,912         49,117,912         49,117,912         - 77,950         77,950         77,950         77,950         77,950         77,950         77,950         77,950         70,995         Other assets         292,904         292,904         292,904         292,904         292,904         796,621         96,728         Financial liabilities at amortised cost *         96,621         96,728         Financial liabilities at fair value through profit or loss         - Designated at fair value through profit or loss         49,120,262         49,120,262         49,120,262         49,120,262         49,120,262         49,120,262         49,120,262         49,120,262         49,120,262         49,120,262         49,120,262 <th colsp<="" td=""><td>Other liabilities</td><td>478,235</td><td>484,689</td></th>	<td>Other liabilities</td> <td>478,235</td> <td>484,689</td>	Other liabilities	478,235	484,689
Trading derivatives  Total  Financial liabilities at fair value through profit or loss  - Designated at fair value through profit or loss  Financial liabilities  - Designated at fair value through profit or loss  - Designated at fair value through profit or loss  - Designated at fair value through profit or loss  - Designated at fair value through profit or loss  - Designated at fair value through profit or loss  - Trading derivatives  - Designated at fair value through profit or loss  - Trading derivatives	Tax liabilities	5	5	
31.12.2024 - EUR' 000         Cash and cash equivalents       63,575       63,575         Financial assets at fair value through profit or loss         - Mandatorily measured at fair value through profit or loss       49,117,912       49,117,912         - Trading derivatives       77,950       77,950         Loans and receivables *       50,026       50,094         Other assets       292,904       292,904         Total       49,602,367       49,602,435         Financial liabilities at amortised cost *       96,621       96,728         Financial liabilities at fair value through profit or loss         - Designated at fair value through profit or loss       49,120,262       49,120,262         - Trading derivatives       76,896       76,896         Other liabilities       306,067       306,067	Total	53,493,834	53,493,943	
Financial assets at fair value through profit or loss  - Mandatorily measured at fair value through profit or loss  - Trading derivatives  - Trading derivatives  Loans and receivables *  Other assets  Other assets  Financial liabilities at amortised cost *  Financial liabilities at fair value through profit or loss  - Designated at fair value through profit or loss  - Trading derivatives  Other liabilities  Other liabilities  Other liabilities  - Trading derivatives  Other liabilities	31.12.2024 - EUR' 000	Carrying amount	Fair value	
Financial assets at fair value through profit or loss  - Mandatorily measured at fair value through profit or loss  - Trading derivatives  Loans and receivables *  Other assets  Financial liabilities at amortised cost *  - Designated at fair value through profit or loss  - Designated at fair value through profit or loss  - Trading derivatives  Other liabilities  Other liabilities  - Other liabilities  - Other liabilities  - Other liabilities  - Mandatorily measured at fair value through profit or loss  - Trading derivatives  Other liabilities  - Oth	Cash and cash equivalents	63,575	63,575	
- Mandatorily measured at fair value through profit or loss 49,117,912 49,117,912 - Trading derivatives 77,950 77,950  Loans and receivables * 50,026 50,094  Other assets 292,904 292,904  Total 49,602,367 49,602,435  Financial liabilities at amortised cost * 96,621 96,728  Financial liabilities at fair value through profit or loss - Designated at fair value through profit or loss 49,120,262 - Trading derivatives 76,896 76,896  Other liabilities				
Loans and receivables *         50,026         50,094           Other assets         292,904         292,904           Total         49,602,367         49,602,435           Financial liabilities at amortised cost *         96,621         96,728           Financial liabilities at fair value through profit or loss         -         Designated at fair value through profit or loss         49,120,262         49,120,262           -         Trading derivatives         76,896         76,896           Other liabilities         306,067         306,067		49,117,912	49,117,912	
Other assets         292,904         292,904           Total         49,602,367         49,602,435           Financial liabilities at amortised cost *         96,621         96,728           Financial liabilities at fair value through profit or loss         -         Designated at fair value through profit or loss         49,120,262         49,120,262           -         Trading derivatives         76,896         76,896           Other liabilities         306,067         306,067	- Trading derivatives	77,950	77,950	
Total  49,602,367 49,602,435  Financial liabilities at amortised cost * 96,621 96,728  Financial liabilities at fair value through profit or loss - Designated at fair value through profit or loss - Trading derivatives  Other liabilities 306,067	Loans and receivables *	50,026	50,094	
Financial liabilities at amortised cost * 96,621 96,728  Financial liabilities at fair value through profit or loss  - Designated at fair value through profit or loss  - Trading derivatives 76,896  Other liabilities 306,067 306,067	Other assets	292,904	292,904	
Financial liabilities at fair value through profit or loss  - Designated at fair value through profit or loss - Trading derivatives  Other liabilities  Other liabilities  49,120,262 49,120,262 49,120,262 49,120,262 306,067	Total	49,602,367	49,602,435	
- Designated at fair value through profit or loss       49,120,262       49,120,262         - Trading derivatives       76,896       76,896         Other liabilities       306,067       306,067	Financial liabilities at amortised cost *	96,621	96,728	
- Designated at fair value through profit or loss       49,120,262       49,120,262         - Trading derivatives       76,896       76,896         Other liabilities       306,067       306,067	Financial liabilities at fair value through profit or loss			
- Trading derivatives       76,896       76,896         Other liabilities       306,067       306,067		49,120,262	49,120,262	
Other liabilities 306,067 306,067		76,896	76,896	
07		306,067	306,067	
		87	87	

**Total** 

49,599,933

Regarding financial instruments at amortised cost with short term maturity (<1 year), the Company considers the difference between fair value and carrying amount as non-material. Regarding other assets and other liabilities, in consideration of their short-term nature, the Company considers the difference between fair value and carrying amount as non-material.

49,600,040

For Loans and receivables and Financial liabilities at amortised cost, the fair values are calculated by discounting the expected future cash flows under a EUR risk-free curve adjusted with Société Générale Group credit spread curve (EUR swap curve from Bloomberg and Société Générale credit spread curve provided by Risk department Paris).

Determining fair value is dependent on many factors and can be an estimate of what value may be obtained in the open market at any point in time.

# Notes to the condensed interim financial statements (continued)

As at 30 June 2025

# 11.6.3. The fair value hierarchy of IFRS 13

As at 30 June 2025, the Company determined the fair values of its financial instruments on the basis of the following hierarchy:

30.06.2025 - EUR' 000	Level 1	Level 2	Level 3	Total
Financial assets at fair value through profit or loss				
- Mandatorily measured at fair value through profit or loss	-	18,138,027	34,622,635	52,760,662
Commodities instruments	-	1,005	=	1,005
Credit derivatives/securities	-	803,807	3,159,643	3,963,450
Equity and index securities	-	15,070,796	18,459,696	33,530,492
Foreign exchange instruments/securities	-	177,925	2,578,508	2,756,433
Interest rate instruments/securities	-	1,985,095	10,037,494	12,022,589
Other financial instruments	-	99,399	387,294	486,693
- Trading derivatives	-	178,750	11,960	190,710
Equity and Index instruments	-	178,738	5,695	184,434
Foreign exchange instruments / securities	-	12	6,264	6,276
Financial liabilities at fair value through profit or loss				
- Designated at fair value through profit or loss	-	18,133,024	34,617,869	52,750,893
Commodities instruments	-	1,005	-	1,005
Credit derivatives/securities	-	803,790	3,156,980	3,960,770
Equity and index securities	-	15,065,849	18,461,944	33,527,793
Foreign exchange instruments / securities	-	177,914	2,578,508	2,756,422
Interest rate instruments/securities	-	1,985,084	10,033,143	12,018,227
Other financial instruments	-	99,382	387,294	486,676
- Trading derivatives	-	178,764	11,960	190,724
Equity and Index instruments		178,752	5,696	184,448
Foreign exchange instruments / securities	-	12	6,264	6,276
Other financial instruments	-	-	-	-

#### SG Issuer S.A.

# Notes to the condensed interim financial statements (continued)

As at 30 June 2025

As at 31 December 2024, the Company determined the fair values of its financial instruments on the basis of the following hierarchy:

31.12.2024 - EUR' 000	Level 1	Level 2	Level 3	Total
Financial assets at fair value through profit or loss				
- Mandatorily measured at fair value through profit or loss	-	19,815,438	29,302,474	49,117,912
Commodities instruments	-	1,546	-	1,546
Credit derivatives/securities	-	1,043,704	3,520,322	4,564,026
Equity and index securities	-	16,721,749	16,287,602	33,009,351
Foreign exchange instruments/securities	-	346,941	1,714,102	2,061,043
Interest rate instruments/securities	-	1,545,087	7,527,010	9,072,097
Other financial instruments	-	156,411	253,438	409,849
- Trading derivatives	-	62,432	15,518	77,950
Equity and Index instruments	-	62,134	9,527	71,661
Foreign exchange instruments / securities	-	298	5,991	6,289
Financial liabilities at fair value through profit or loss				
- Designated at fair value through profit or loss	-	19,819,729	29,300,533	49,120,262
Commodities instruments	-	1,546	0	1,546
Credit derivatives/securities	-	1,043,641	3,520,322	4,563,963
Equity and index securities	-	16,726,121	16,285,388	33,011,509
Foreign exchange instruments/securities	-	346,940	1,714,148	2,061,088
Interest rate instruments/securities	-	1,545,087	7,527,237	9,072,324
Other financial instrument	-	156,394	253,438	409,832
- Trading derivatives	-	61,378	15,518	76,896
Equity and Index instruments	-	61,080	9,527	70,607
Foreign exchange instruments / securities	-	298	5,991	6,289

#### SG Issuer S.A.

# Notes to the condensed interim financial statements (continued)

As at 30 June 2025

The following table describes the variation in Level 3 by financial instruments (in KEUR):

Financial assets at fair value through profit or loss	Balance at 01.01.2025	Acquisitions (issuance)	Change in fair value	Reimbursements	Transfers from L2 to L3	Transfers from L3 to L2	Balance at 30.06.2025
Mandatorily measured at fair value through P&L	29,302,474	7,673,510	2,977,174	(4,803,164)	702,580	(1,229,939)	34,622,635
Equity and index instruments	16,287,602	3,690,838	1,306,100	(2,541,433)	775,796	(1,059,207)	18,459,696
Foreign exchange instruments	1,714,101	1,407,001	(117,627)	(564,100)	145,782	(6,649)	2,578,508
Interest rate instruments	7,527,011	2,243,549	1,721,831	(1,129,757)	(314,258)	(10,882)	10,037,494
Credit derivatives/securities	3,520,322	183,017	80,361	(491,929)	7,209	(139,337)	3,159,643
Other financial instruments	253,438	149,105	(13,491)	(75,945)	88,051	(13,864)	387,294
				<b>4</b>			
Trading derivatives	15,518	-	1,502	(5 060)	-	-	11,960
Equity and index instruments	9,527	-	1,229	(5,060)	-	-	5,696
Other financial instruments	5,991	-	273	-	-	-	6,264

Financial liabilities at fair value through profit or loss	Balance at 01.01.2025	Acquisitions (Issuance)	Change in fair value	Reimbursements	Transfers from L2 to L3	Transfers from L3 to L2	Balance at 30.06.2025
Designated at fair value through P&L	29,300,533	7,675,151	2,907,535	(4,827,166)	703,316	(1,141,500)	34,617,869
Equity and index instruments	16,285,388	3,693,362	1,243,725	(2,565,435)	775,672	(970,768)	18,461,944
Foreign exchange instruments	1,714,148	1,407,000	(117,673)	(564,100)	145,782	(6,649)	2,578,508
Interest rate instruments	7,527,237	2,243,527	1,717,276	(1,129,757)	(314,258)	(10,882)	10,033,143
Credit derivatives/securities	3,520,322	182,157	77,698	(491,929)	8,069	(139,377)	3,156,980
Other financial instruments	253,438	149,105	(13,491)	(75,945)	88,051	(13,864)	387,294
Trading derivatives	15,518	-	1,502	(5,060)	-	-	11,960
Equity and index instruments	9,527	-	1,229	(5,060)	-	-	5,696
Other financial instruments	5,991	-	273	-	-	-	6,264

#### Transfers from Level 3 to Level 2

The consensus data provided by external counterparties are considered observable if the underlying market is liquid and if the prices provided are confirmed by actual transactions. For high maturities these consensus data are not observable. This is the case for the implied volatility used for the valuation of options with maturities of more than five years. However, when the residual maturity of the instrument falls below five years its fair value becomes sensitive to observable parameters.

#### Notes to the condensed interim financial statements (continued)

As at 30 June 2025

#### Transfers from Level 2 to Level 3

Transfers from Level 2 to Level 3 can occur in case of a modification within a parameter (no longer linked to the deal modification of the observability rule of the parameter etc...).

#### 11.7 Operational risk

Operational risk is the risk of loss or fraud caused by defects or failures in internal procedures or systems human error or external events including IT risk and management risk. Particular attention is paid to compliance risk which receives enhanced monitoring.

The Company participates in the effort to strengthen the management and monitoring of operational risk led by the Société Générale Group. This effort is guided by the Operational Risk Department which reports to the Société Générale Group Risk Department and is relayed by different Group operational risk monitoring units responsible for implementing the policies and directives issued by the Société Générale Group and monitoring and controlling operational risks.

The monitoring arrangement mainly relies on four processes supervised by the operational risk departments: periodic risk and control self-assessment (RCSA) collecting internal data on losses due to operational errors with exhaustive real-time reporting of incidents pattern analyses and permanent control system.

These procedures are supplemented by a crisis management unit and a business continuity plan.

#### **NOTE 12 - INFORMATION ON LITIGATIONS**

During the year ended 31 December 2020, SG Issuer, as the Issuer of Notes linked to the credit risk of a French corporate, and Société Générale, as the Guarantor, were brought before the Courts of Paris (alongside other French financial institutions) by end investors to obtain compensation for the financial loss they suffered on their investment in these securities. The French corporate was the subject of a "safeguard procedure", which constitutes a credit event under the terms of the Notes which had a strong impact on the value of the Notes. These investors rely on unfounded allegations according to which SG Issuer and Société Générale were aware of the difficulties of the French corporate when setting up and marketing these Notes and that in doing so, they failed to meet their regulatory obligations (to act in an honest, fair and professional manner, to provide information on the product risks and to determine the suitability of the Notes for retail investors).

On 27 July 2021, the Company received a new letter from end investors in order to obtain compensation for the financial loss they suffered on their investment in securities issued by the Company. This letter relates to the same litigation described above.

For this litigation, along with any other litigation relating to securities issued by SG Issuer, SG Issuer is entitled to an indemnification by Société Générale in respect of any sum due by SG Issuer regarding potential damages or attorneys' fees.

No change on this case compared to 31 December 2024 financial statements.

#### **NOTE 13 - SUBSEQUENT EVENTS**

There was no subsequent event which could have a significant impact on the condensed interim financial information as at 30 June 2025.

# **APPENDIX II**

# REPRODUCTION OF THE PRESS RELEASE DATED 30 OCTOBER 2025 CONTAINING THE GUARANTOR'S CONSOLIDATED FINANCIAL RESULTS FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2025

The information set out below is a reproduction of the press release dated 30 October 2025 containing the Guarantor's consolidated financial results for the third quarter ended 30 September 2025.



# **RESULTS AT 30 SEPTEMBER 2025**

#### Press release

Paris, 30 October 2025 at 6.25 a.m.

ROTE OF 10.5% IN 9M 25, ABOVE THE 2025 TARGET

GROUP NET INCOME OF EUR 4.6BN IN 9M 25, UP +45% VS. 9M 24

STRONG REVENUE GROWTH, UP +6.7% IN 9M 25 VS. 9M 24

COST / INCOME RATIO DECLINING SHARPLY TO 63.3% IN 9M 25

- Group revenues of EUR 20.5bn in 9M 25, strongly up +6.7% vs. 9M 24 excluding asset disposals, above 2025 annual target >>+3%
- Costs down -2.2% in 9M 25 vs. 9M 24 excluding asset disposals, above our 2025 annual target >> -1%
- Cost / income ratio of 63.3% in 9M 25, below the annual target of <65% for 2025
- Contained cost of risk at 25bps in 9M 25, at the lower end of the 2025 annual target of 25 to 30bps
- Group net income of EUR 4.6bn in 9M 25, up +45% vs. 9M 24, ROTE of 10.5%, above the 2025 full-year target of ~9%
- In Q3 25, strong revenue growth of +3.0%<sup>2</sup>, decrease in cost / income ratio to 61.0%, cost of risk within guidance at 26bps, Group net income of EUR 1.5bn and ROTE of 10.7%
- CETI ratio of 13.7% at the end of Q3 25, around 340bps above the regulatory requirement
- Completion of the EUR 1bn additional share buy-back programme on 14 October 2025
- **Continued simplification of the business portfolio** with the completion of the disposals of subsidiaries in Guinea Conakry and Mauritania

#### Slawomir Krupa, Group Chief Executive Officer, commented:

"We are releasing today a very good set of results, which are again driven by strong revenue growth and continued improvement in our operational efficiency and profitability. Quarter after quarter through the cycle, we continue to execute our strategic roadmap with discipline by maintaining a strong capital position, strict cost control and prudent risk management. The very good commercial and financial performance achieved over the first nine months of the year allow us to move forward with confidence to achieve all our annual objectives. This positive dynamic is based above all on the trust of our clients and the collective commitment of our teams. I would like to thank them warmly. We are approaching the coming months with rigour and determination to carry out our strategic plan, in line with our ambition to create sustainable value for all our stakeholders."

<sup>&</sup>lt;sup>1</sup> Excluding asset disposals

<sup>&</sup>lt;sup>2</sup> Revenue growth of +3.0% excluding asset disposals and +7.7% excluding asset disposals and exceptional income received in Q3 24 for ~EUR 0.3bn

#### 1. GROUP CONSOLIDATED RESULTS

In EURm	Q3 25	Q3 24	Cha	ange	9M 25	9M 24	Cha	ange
Net banking income	6,655	6,837	-2.7%	+3.8%*	20,529	20,167	+1.8%	+7.1%*
Operating expenses	(4,060)	(4,327)	-6.2%	-0.5%*	(12,994)	(13,877)	-6.4%	-1.9%*
Gross operating income	2,595	2,511	+3.4%	+11.2%*	7,535	6,290	+19.8%	+27.2%*
Net cost of risk	(369)	(406)	-9.1%	-2.9%*	(1,068)	(1,192)	-10.4%	-4.3%*
Operating income	2,226	2,105	+5.8%	+13.9%*	6,467	5,098	+26.9%	+34.5%*
Net profits or losses from other assets	61	21	x 2.9	x 2.7*	338	(67)	n/s	n/s
Income tax	(483)	(535)	-9.7%	-2.0%*	(1,450)	(1,188)	+22.1%	+31.3%*
Net income	1,812	1,591	+13.9%	+22.1%*	5,369	3,856	+39.3%	+47.0%*
o/w non-controlling interests	291	224	+30.1%	+43.5%*	787	696	+13.0%	+21.6%*
Group net income	1,521	1,367	+11.3%	+18.7%*	4,582	3,160	+45.0%	+52.4%*
ROE	9.4%	8.4%			9.2%	6.2%		
ROTE	10.7%	9.6%	_		10.5%	7.1%	-	
Cost to income	61.0%	63.3%			63.3%	68.8%	-	

Asterisks\* in the document refer to data at constant perimeter and exchange rates

Societe Generale's Board of Directors, at a meeting chaired by Lorenzo Bini Smaghi on 29 October 2025, reviewed the Societe Generale Group's results for the third quarter and first nine months of 2025.

#### **Net banking income**

**Net banking income stood at EUR 6.7 billion,** up +3.0% vs. Q3 24 excluding asset disposals<sup>1</sup>.

**French Retail, Private Banking and Insurance** revenues were up +0.9% compared with Q3 24 and up +4.5% vs. Q3 24 excluding asset disposals. They stood at EUR 2.3 billion in Q3 25. Net interest income grew by +4.7% vs. Q3 24 excluding asset disposals. **Private Banking** assets under management (excluding the disposal of private banking activities in Switzerland and the United Kingdom) and life insurance outstandings rose by +7% and +6% in Q3 25 vs. Q3 24, respectively. Lastly, **BoursoBank** continued its strong commercial momentum with nearly 400,000 new clients during the quarter to reach a total of around 8.3 million clients at end-September 2025.

Global Banking and Investor Solutions reported revenues of EUR 2.5 billion in Q3 25, up +1.6% compared with a very high level in Q3 24. Global Markets posted stable revenues in Q3 25 vs. Q3 24. Despite the solid commercial momentum notably in derivatives, equity revenues were down -6.7% in Q3 25 compared with a very strong Q3 24, in particular driven by day-one accounting base effects, EUR/USD FX impact and volatility patterns. Fixed income and currencies recorded a strong increase in revenues of +12.4% compared with Q3 24, with a solid performance in financing and derivatives. The client activity was notably very sustained in rates and currencies. Securities Services posted a slight decrease in revenues of -1.3%, mainly due to the impact of lower interest rates which conceals a solid commercial performance. In addition, Global Banking & Advisory benefited from a solid performance in financing activities, particularly in the infrastructure and energy sectors, and fund financing. Lastly, despite robust commercial activity with corporate clients, Global Transaction & Payment Services recorded a decrease in revenues of -2.5% compared with Q3 24, also due to the fall in interest rates.

<sup>&</sup>lt;sup>1</sup> Revenue growth of +7.7% excluding asset disposal and exceptional income received in Q3 24 for EUR 287m

In **Mobility, International Retail Banking and Financial Services**, revenues were down -6.2% vs. Q3 24 due to a perimeter effect related to disposals completed over the year. They are up +9.1% excluding asset disposals. **International Retail Banking** recorded a -13.3% fall in revenues vs. Q3 24 to EUR 0.9 billion, due to a perimeter effect related to the disposals completed in Africa (mainly Morocco, Guinea Conakry and Madagascar). They rose +4.6% at constant perimeter and exchange rates. Revenues from **Mobility and Financial Services** were up +1.0% vs. Q3 24, or +12.4% at constant perimeter and exchange rates. Ayvens' revenues grew by +13.2% vs. Q3 24, mainly driven by strongly improved margins. **Consumer Finance** reported a +6.6% increase in revenues, mainly driven by growth in net interest income.

The Corporate Centre recorded revenues of EUR -83 million in Q3 25.

For the first nine months of 2025, net banking income for the Group was up +1.8% vs. 9M 24 and +6.7% excluding asset disposals.

# **Operating expenses**

Operating expenses came to EUR 4,060 million in Q3 25, down -6.2% vs. Q3 24 and -1.1% excluding asset disposals.

The cost-to-income ratio stood at 61.0% in Q3 25, down from Q3-24 (63.3%).

**For the first nine months of 2025**, operating expenses fell significantly by -6.4% vs. 9M 24 and -2.2% excluding asset disposals. The cost-to-income ratio stood at 63.3% in 9M 25, sharply down from 9M 24 (68.8%), above the 2025 guidance of <65%.

#### Cost of risk

The cost of risk for the quarter was 26 basis points, or EUR 369 million, in line with the guidance of between 25 and 30 basis points for 2025. This comprises a EUR 437 million provision for non-performing loans (around 31 basis points) and a reversal of a provision for performing loans for EUR -68 million.

At end-September, the Group had a stock of provisions for performing loans of EUR 2,946 million. The stock of S2 provisions represents 4% of the amount of stage 2 loans outstanding.

The gross non-performing loan ratio stood at 2.77%<sup>1,2</sup> at 30 September 2025 and is stable vs. the level at end-June 2025. The net coverage ratio on the Group's non-performing loans stood at 82%<sup>3</sup> at 30 September 2025 (after netting of guarantees and collateral).

#### **Net profits from other assets**

The Group recorded a net gain of +EUR 61 million in Q3 25, mainly related to the accounting impacts from the disposal of *Société Générale Guinée* completed in August 2025.

#### **Group net income**

Group net income stood at EUR 1,521 million for the quarter, an increase of +11.3%, equating to a Return on Tangible Equity (ROTE) of 10.7%.

In the first nine months of 2025, Group net income stood at EUR 4,582 million, up +45%, equating to a Return on Tangible Equity (ROTE) of 10.5%, higher than the guidance set for 2025 of ~9%.

<sup>&</sup>lt;sup>1</sup> Ratio calculated according to EBA methodology published on 16 July 2019

<sup>&</sup>lt;sup>2</sup> Ratio excluding loans outstanding of companies currently being disposed of in compliance with IFRS 5

<sup>&</sup>lt;sup>3</sup> Ratio of the sum of S3 provisions, guarantees and collaterals over gross outstanding non-performing loans

#### 2. SUSTAINABLE DEVELOPMENT: DELIVERING ON OUR AMBITIONS

The Group is actively pursuing its efforts to promote sustainable finance, ~25% achieved at end-June 2025 on its EUR 500 billion target (2024-2030).

In September 2025, an update to the Sustainable Financing Framework (link) was published to reflect changing market practices and standards. This update refines the scope of eligible projects, for better alignment with the Group's goals.

Supporting its customers during their transition remains a priority for the Group. With this in mind, a programme has been launched that focuses specifically on water. The aim is to build on our expertise in this key area, creating a structured process for engagement with our major corporate clients and co-designing innovative financing solutions with them, so as to assess and manage risks and identify opportunities for adaptation.

As part of its roadmap, the Group is continually developing strategic partnerships. During the quarter, several initiatives illustrated this trend, such as:

- the initiative to unlock private investments in emerging market impact funds through OLGF1, a blended vehicle providing an innovative liquidity guarantee;
- the success of the new USD 500 million sustainable hybrid bond issuance with the West African Development Bank (BOAD);
- the partnership with IFC<sup>2</sup> in Ghana, which aims to increase sustainable production in the cocoa sector and improve market access for smallholder farmers.

<sup>&</sup>lt;sup>1</sup> Octobre Liquidity Guarantee Facility co-founded by Octobre, Innpact, Cardano Development, with the support of the European

<sup>&</sup>lt;sup>2</sup> International Finance Corporation, a member of the World Bank Group

#### 3. THE GROUP'S FINANCIAL STRUCTURE

At 30 September 2025, the Group's **Common Equity Tier 1** ratio stood at 13.7%<sup>1</sup>, or around 340 basis points above the regulatory requirement, and up +15 basis points from 30 June 2025. Regarding liquidity, the Liquidity Coverage Ratio (LCR) was well above regulatory requirements at 147% at end-September 2025 (150% on average for the quarter), and the Net Stable Funding Ratio (NSFR) stood at 117% at end-September 2025.

All liquidity and solvency ratios are well above the regulatory requirements.

	30/09/2025	31/12/2024	Requirements
CET1 <sup>(2)</sup>	13.7%	13.3%	10.26%
Tier 1 ratio <sup>(2)</sup>	16.2%	16.1%	12.18%
Total Capital <sup>(2)</sup>	18.8%	18.9%	14.75%
Leverage ratio <sup>(2)</sup>	4.35%	4.34%	3.60%
TLAC (% RWA) <sup>(2)</sup>	30.3%	29.7%	22.37%
TLAC (% leverage) <sup>(2)</sup>	8.1%	8.0%	6.75%
MREL (% RWA) <sup>(2)</sup>	33.5%	34.2%	27.48%
MREL (% leverage) <sup>(2)</sup>	9.0%	9.2%	6.13%
End of period LCR	147%	162%	>100%
Period average LCR	150%	150%	>100%
NSFR	117%	117%	>100%

In EURbn	30/09/2025	31/12/2024
Total consolidated balance sheet	1,597	1,574
Shareholders' equity, Group share	70	70
Risk-weighted assets	388	390
O.w. credit risk	315	327
Total funded balance sheet	933	952
Customer loans	455	463
Customer deposits	604	614

As of 15 October 2025, the parent company has issued around EUR 17 billion of medium/long-term debt under its 2025 financing programme, including EUR 4.5 billion of pre-financing raised at end-2024. The subsidiaries have issued EUR 2.8 billion.

As of 15 October 2025, the parent company had completed its 2025 financing programme and had raised EUR 1.1 billion in pre-financing under its 2026 programme.

The Group is rated by four rating agencies: (i) FitchRatings - long-term rating "A-", stable outlook, senior preferred debt rating "A", short-term rating "F1"; (ii) Moody's - long-term rating (senior preferred debt) "A1", negative outlook, short-term rating "P-1"; (iii) R&I - long-term rating (senior preferred debt) "A", stable outlook; and (iv) S&P Global Ratings - long-term rating (senior preferred debt) "A", stable outlook, short-term rating "A-1".

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<sup>&</sup>lt;sup>1</sup> Based on a pay-out ratio of 50% of the 9M 25 Group net income restated for non-cash items and after deduction of interest on deeply subordinated notes and undated subordinated notes, pro forma including Q3 25 results. At the end of 9M 25, the total distribution accrual in millions of euros is equivalent to EUR 2.68 per share (taking into account a number of shares based on a completion rate of 76% at the end of September of the additional EUR 1bn share buy-back launched on 4 August 2025 and completed on 14 October 2025). It includes the interim dividend of EUR 0.61 paid in October 2025

<sup>&</sup>lt;sup>2</sup> Including Basel IV phasing

# 4. FRENCH RETAIL, PRIVATE BANKING AND INSURANCE

In EURm	Q3 25	Q3 24	Change		9M 25	9M 24	Ch	ange
Net banking income	2,281	2,260	+0.9%	+4.5%*	6,849	6,406	+6.9%	+10.4%*
Of which net interest income	1,072	1,064	+0.8%	+4.7%	3,170	2,793	+13.5%	+18.0%*
Of which fees	1,021	1,034	-1.2%	+2.1%	3,090	3,079	+0.3%	+3.2%*
Operating expenses	(1,498)	(1,585)	-5.5%	-0.3%*	(4,541)	(4,962)	-8.5%	-4.3%*
Gross operating income	783	675	+16.1%	+15.0%*	2,308	1,444	+59.8%	+58.1%*
Net cost of risk	(189)	(178)	+6.0%	+6.3%*	(505)	(597)	-15.4%	-15.6%*
Operating income	595	497	+19.7%	+18.1%*	1,803	847	x 2.1	x 2.1*
Net profits or losses from other assets	(5)	(1)	n/s	n/s	21	7	x 2.9	x 2.9*
Group net income	439	372	+18.1%	+16.4%*	1,348	643	x 2.1	x 2.1*
RONE	9.9%	8.2%			10.2%	5.1%		
Cost to income	65.7%	70.1%	_		66.3%	77.5%	_	

# **Commercial activity**

# **SG Network, Private Banking and Insurance**

The SG Network's deposits outstanding totalled EUR 221 billion in Q3 25, down -5% vs. Q3 24 and -2% compared with Q2 25 with stable retail deposits and continued growth of retail saving and investment products.

The SG Network's loans outstanding increased by +1% vs. Q3 24 to EUR 194 billion. Meanwhile, home loan production saw an increase of +74% vs. Q3 24.

The loan to deposit ratio stood at 88% in Q3 25.

**Private Banking** saw net inflows of EUR 1.9 billion in Q3 25, with annualised inflows in 9M 25 representing 7% of assets under management. Assets under management<sup>1</sup> grew by +7% vs. Q3 24 to a record level of EUR 135 billion in Q3 25. Net banking income amounted to EUR 312 million for the quarter, up by +1.5% at constant perimeter<sup>1</sup> and exchange rates. It came to EUR 981 million for the first nine months of the year, up +1.7% vs. 9M 24 at constant perimeter<sup>1</sup> and exchange rates.

**Insurance**, which covers activities in and outside France, once again posted a very strong commercial performance. Savings life insurance net inflows amounted to EUR 1.6 billion in Q3 25. Savings life insurance outstandings increased by +6% vs. Q3 24 to reach EUR 153 billion in Q3 25. The share of unit-linked products remained high at 41%.

#### BoursoBank

BoursoBank reached a total of around 8.3 million clients in Q3 25. The threshold of 8 million clients was reached in July 2025, around 18 months ahead of the target set in the Capital Markets Day strategic plan presented in September 2023. In Q3 25, the bank recorded a +22% increase in the number of clients vs. Q3 24, bringing growth in the number of clients to +1.5 million year on year, driven by a still high level of client acquisition during the quarter (nearly 400,000 new clients in Q3 25), while the churn rate remained low, at less than 4%.

Outstanding savings, including deposits and financial savings, reached EUR 75.6 billion in Q3 25, up +18% vs. Q3 24. Outstanding deposits rose sharply by +17% vs. Q3 24 to EUR 46 billion. Life insurance outstandings increased by +11% vs. Q3 24 to EUR 14 billion, with net inflows up 4x vs. Q3 24. Brokerage recorded a strong increase in stock market orders of +38% vs. Q3 24.

Loans outstanding rose by +8% compared with Q3 24, at EUR 16.9 billion in Q3 25.

<sup>&</sup>lt;sup>1</sup> Excluding asset disposals (Switzerland and the United Kingdom)

# **Net banking income**

**During the quarter,** revenues amounted to EUR 2,281 million (including PEL/CEL provision), up +0.9% from Q3 24 and +4.5% excluding asset disposals. Net interest income grew by +4.7% vs. Q3 24 excluding asset disposals. Fees were up +2.1% compared with Q3 24 excluding asset disposals.

For the first nine months of 2025, revenues totalled EUR 6,849 million (including PEL/CEL provision), up +6.9% compared with 9M 24 and +10.4% excluding asset disposals. Net interest income grew by +13.5% vs. 9M 24. It was up by +2.0% excluding asset disposals and the impact of short-term hedges in 9M 24. Fee income rose +3.2% vs. 9M 24 excluding asset disposals.

#### **Operating expenses**

**During the quarter,** operating expenses came to EUR 1,498 million, down -5.5% vs. Q3 24 and down -0.3% excluding asset disposals. The cost-to-income ratio stood at 65.7% in Q3 25, an improvement of 4.5 percentage points compared with Q3 24.

**For the first nine months of 2025,** operating expenses amounted to EUR 4,541 million, down -8.5% compared with 9M 24 and -4.3% excluding asset disposals. The cost-to-income ratio was 66.3%, an improvement of 11.2 percentage points compared with 9M 24.

#### Cost of risk

**During the quarter,** the cost of risk amounted to EUR 189 million or 33 basis points, compared to 25 basis points in Q2 25.

For the first nine months of 2025, the cost of risk was EUR 505 million, or 29 basis points.

# **Group net income**

**During the quarter,** the Group net income totalled EUR 439 million. RONE stood at 9.9% in Q3 25.

In the first nine months of 2025, Group net income totalled EUR 1,348 million. RONE stood at 10.2% in 9M 25.

#### 5. GLOBAL BANKING AND INVESTOR SOLUTIONS

In EUR m	Q3 25	Q3 24	Cha	Change		9M 24	Cha	inge
Net banking income	2,469	2,429	+1.6%	+4.1%*	8,012	7,689	+4.2%	+5.0%*
Operating expenses	(1,482)	(1,494)	-0.8%	+1.3%*	(4,868)	(4,898)	-0.6%	+0.1%*
Gross operating income	987	936	+5.5%	+8.6%*	3,144	2,791	+12.6%	+13.7%*
Net cost of risk	(51)	(27)	+88.4%	+88.4%*	(187)	(29)	x 6.5	x 6.5*
Operating income	936	909	+3.0%	+6.1%*	2,957	2,763	+7.0%	+8.0%*
Reported Group net income	734	704	+4.3%	+7.4%*	2,340	2,178	+7.5%	+8.4%*
RONE	17.4%	16.9%			17.6%	17.8%		
Cost to income	60.0%	61.5%			60.8%	63.7%		

# **Net banking income**

**Global Banking and Investor Solutions** reported solid results for the quarter, with revenues of EUR 2,469 million, up +1.6% from the high level in Q3 24.

For the first nine months of 2025, revenues were up +4.2% compared with 9M 24 (EUR 8,012 million vs. EUR 7,689 million).

**Global Markets and Investor Services** reported revenues of EUR 1,587 million, up +0.3% for the quarter compared with Q3 24. In the first nine months of 2025, they amounted to EUR 5,262 million, up +3.7% vs. 9M-24.

**Global Markets** recorded a +0.5% rise in revenues to EUR 1,421 million during the quarter compared with a high level of revenues in Q3 24. For the first nine months of 2025, revenues totalled EUR 4,756 million, up +4.2% vs. 9M 24.

**Equities** recorded a -6.7% fall for the quarter, compared with a very strong Q3 24, mainly due to day-one accounting base effect, EUR/USD FX impact and volatility patterns. In addition, commercial activity was sound in derivatives. Revenues amounted to EUR 824 million for the quarter. For the first nine months of 2025, they totalled EUR 2,847 million, up +3.7% vs. 9M 24.

**Fixed Income and Currencies** strongly improved during the quarter at +12.4%, with revenues of EUR 597 million, driven by a sustained commercial momentum. There was a strong performance during the quarter for financing and derivatives activities and it leverages on a higher client activity in rates and currency products. In the first nine months of 2025, revenues were up +5.0% from 9M 24 at EUR 1,910 million.

**Revenues from Securities Services** were slightly down -1.3% compared with Q3 24 at EUR 167 million, affected by lower interest rates. Revenues were down -1.1% in the first nine months of 2025. Assets under custody and assets under administration amounted to EUR 5,449 billion and EUR 650 billion, respectively.

Revenues for the **Financial and Advisory business** totalled EUR 882 million for the quarter, an increase of +4.2% compared with Q3 24. For the first nine months of 2025, they totalled EUR 2,750 million, up +5.2% vs. 9M 24.

**Global Banking & Advisory** posted significant revenues for the quarter, up +6.9% from Q3 24, mainly driven by a dynamic activity in financing, particularly in key sectors of infrastructure and energy, as well as in fund financing. Activities in capital markets, both equity and debt, continued to grow as well as the volume of originated and distributed loans. In the first nine months of 2025, revenues grew by +7.1% vs. 9M 24.

**Global Transaction & Payment Services** posted a -2.5% fall in revenues for the quarter due to lower interest rates, partially offset by the solid commercial performance with corporate clients. In the first nine months of 2025, revenues were stable at +0.2% compared with 9M 24.

# **Operating expenses**

**Operating expenses came to EUR 1,482 million for the quarter**, down -0.8% vs. Q3 24. The cost-to-income ratio stood at 60.0% in Q3 25.

**During the first nine months of 2025**, operating expenses contracted by -0.6% compared with 9M 24, while the cost-to-income ratio reached 60.8%, vs. 63.7% in 9M 24.

#### Cost of risk

**During the quarter**, the cost of risk was EUR 51 million, or 13 basis points vs. 7 basis points in Q3 24.

**During the first nine months of 2025**, the cost of risk was EUR 187 million, or 15 basis points vs. 2 basis points in 9M 24.

# **Group net income**

Group net income increased +4.3% vs. Q3 24 to **EUR 734 million**. In the first nine months of 2025, it rose +7.5% to EUR 2,340 million.

Global Banking and Investor Solutions reported **RONE of 17.4% for the quarter and 17.6% for the first nine months of 2025.** 

# 6. MOBILITY, INTERNATIONAL RETAIL BANKING AND FINANCIAL SERVICES

In EURm	Q3 25	Q3 24	Cha	ange	9M 25	9M 24	Cha	ange
Net banking income	1,988	2,119	-6.2%	+8.7%*	6,024	6,437	-6.4%	+5.7%*
Operating expenses	(1,010)	(1,221)	-17.3%	-3.9%*	(3,249)	(3,832)	-15.2%	-4.1%*
Gross operating income	978	898	+8.9%	+25.7%*	2,775	2,605	+6.5%	+20.0%*
Net cost of risk	(131)	(201)	-35.0%	-25.4%*	(381)	(572)	-33.3%	-22.8%*
Operating income	847	697	+21.6%	+40.5%*	2,394	2,033	+17.7%	+31.6%*
Net profits or losses from other assets	(1)	94	n/s	n/s	(1)	98	n/s	n/s
Non-controlling interests	254	226	+12.5%	+23.8%*	712	632	+12.6%	+21.8%*
Group net income	393	373	+5.3%	+19.2%*	1,115	972	+14.7%	+27.8%*
RONE	14.9%	13.2%			13.8%	11.5%		
Cost to income	50.8%	57.6%			53.9%	59.5%		

# **Commercial activity**

#### **International Retail Banking**

The solid commercial momentum in **International Retail Banking** continued in the third quarter of 2025, with a +4.2%\* increase in loans outstanding vs. Q3 24 to EUR 62 billion and a +2.6%\* increase in deposits vs. Q3 24 to EUR 76 billion.

In **Europe**, the strong growth in loans outstanding continued in both entities (+6.0%\* vs. Q3 24, to EUR 47 billion in Q3 25), both for corporate and individual clients, particularly home loans. Deposits increased by +2.3%\* vs. Q3 24, to EUR 58 billion in Q3 25. The loan to deposit ratio stood at 81% in Q3 25.

The **Africa, Mediterranean Basin and French Overseas Territories** region posted resilient loans outstanding (-1.3%\* vs. Q3 24) at EUR 15 billion, with growth in the retail segment. Deposits outstanding of EUR 18 billion in Q3 25 continue to increase (+3.8%\* vs. T3-24).

#### **Mobility and Financial Services**

The commercial activities of **Mobility and Financial Services** proved resilient this quarter in an environment still challenging globally.

Ayvens' earning assets remained at around EUR 53 billion at end-September 2025. They were broadly stable vs. Q3 24.

Consumer Finance loans outstanding slightly contracted (-2.1% vs. Q3 24), to EUR 22 billion in Q3 25.

#### **Net banking income**

Over the quarter, **Mobility, International Retail Banking and Financial Services** continued to deliver a solid performance during the quarter, with EUR 1,988 million in Q3 25, up 8.7%\* vs. Q3 24. In the first nine months of the year, revenues grew by +5.7%\* vs. 9M 24 to EUR 6,024 million.

**International Retail Banking** revenues increased by +4.6%\* vs. Q3 24 to EUR 923 million in Q3 25, and +3.2%\* vs. 9M 24 to EUR 2,756 million in 9M 25.

**Europe** recorded revenues of EUR 541 million in Q3 25, with an increase of +4.2%\* vs. Q3 24, driven by strong growth in net interest income for both entities.

Revenues in **Africa, Mediterranean Basin and French Overseas Territories** reached EUR 382 million in Q3 25, up +5.2%\* vs. Q3 24, driven by the upward momentum in fees during the quarter.

**Mobility and Financial Services** posted a solid performance with revenues up +12.4%\* vs. Q3 24, to EUR 1,065 million in Q3 25. For the first nine months of the year, the increase was +7.8%\* vs. 9M 24 to EUR 3,268 million.

**Ayvens**' revenues grew by +13.2%<sup>1</sup> vs. Q3 24 (stable<sup>1</sup> excluding depreciation adjustments<sup>2</sup> and non-recurring items<sup>3</sup>), to EUR 833 million in Q3 25. Margins<sup>3</sup> increased sharply to 593 basis points in Q3 25, +72 basis points vs. Q3 24. The normalisation of the used car sales result per unit on the secondary market continued (EUR 1,110<sup>2</sup> in Q3 25 vs. EUR 1,234<sup>2</sup> in Q2 25 and EUR 1,420<sup>2</sup> in Q3 24). At company level, Ayvens reported a marked improvement in cost-to-income ratio of 53%<sup>4</sup> in Q3 25, with higher margins and tight cost management. Synergies are delivering as planned.

Revenues from the **Consumer Finance** business increased by +6.6% vs. Q3 24 to EUR 234 million in Q3 25, with improving margins over the quarter, particularly in France.

# **Operating expenses**

**Over the quarter,** operating expenses strongly declined by -3.9%\* vs. Q3 24 at EUR 1,010 million in Q3 25 (including EUR 30 million in transformation charges). The cost-to-income ratio improved to 50.8% in Q3 25 vs. 57.6% in Q3 24. **In the first nine months of the year,** costs of EUR 3,249 million were down -4.1%\* vs. 9M 24, while the cost-to-income ratio stood at 53.9% vs. 59.5% in 9M 24.

**International Retail Banking** costs amounted to EUR 479 million, up 2.5%\* vs. Q3 24, in a local context that remains inflationary in certain countries. Also of note is the impact of the additional tax for banks in Romania (retroactive from 1 July 2025).

The two business lines of the **Mobility and Financial Services** division posted lower operating expenses (-9.0%\* vs. Q3 24), at EUR 531 million in Q3 25.

#### Cost of risk

**Over the quarter,** the cost of risk amounted to EUR 131 million for the quarter, or 37 basis points, considerably lower than in Q3 24 (48 basis points).

In the first nine months of the year, the cost of risk stood at 34 basis points vs. 45 basis points in 9M 24.

#### **Group net income**

**Over the quarter,** Group net income came to EUR 393 million, up +19.2%\* vs. Q3 24. RONE improved to 14.9% in Q3 25 vs. 13.2% in Q3 24. In International Retail Banking, RONE was 17.9% in 9M 25. It was 12.7% in Q3 25 in Mobility and Financial Services.

In the first nine months of the year, Group net income came to EUR 1,115 million, up +27.8%\* vs. 9M 24. RONE improved to 13.8% in 9M 25 vs. 11.5% in 9M 24. In International Retail Banking, RONE was 16.8%. It was 11.6% in 9M 25 in Mobility and Financial Services.

<sup>&</sup>lt;sup>1</sup> Ayvens revenues at SG level

<sup>&</sup>lt;sup>2</sup> Excluding impacts of prospective depreciation and PPA

<sup>&</sup>lt;sup>3</sup> Excluding non-recurring items, mainly MtM of derivatives, hyperinflation in Turkey

<sup>&</sup>lt;sup>4</sup> As communicated in Ayvens Q3 25 results (excluding used car sales result and non-recurring items) vs. 63% in Q3 24

# 7. CORPORATE CENTRE

In EURm	Q3 25	Q3 24	Change		9M 25	9M 24	Cha	ange
Net banking income	(83)	29	n/s	n/s	(356)	(365)	+2.5%	+2.5%*
Operating expenses	(70)	(27)	x 2.6	+10.2%*	(337)	(185)	+81.9%	+36.3%*
Gross operating income	(154)	2	n/s	n/s	(693)	(550)	-25.9%	-13.2%*
Net cost of risk	2	1	n/s	n/s	6	6	-10.8%	-10.8%*
Net profits or losses from other assets	67	(73)	n/s	n/s	317	(172)	n/s	n/s
Income tax	71	(20)	n/s	n/s	214	137	-56.5%	-40.0%*
Group net income	(45)	(82)	+44.8%	+58.7%*	(221)	(633)	+65.0%	+67.4%*

The Corporate Centre includes:

- the property management of the Group's head office,
- the Group's equity portfolio,
- the Treasury function for the Group,
- certain costs related to cross-functional projects, as well as various costs incurred by the Group that are not re-invoiced to the businesses.

# **Net banking income**

During the quarter, **the Corporate Centre's net banking income totalled EUR -83 million**, vs. EUR +29 million in Q3 24, which included an exceptional income of EUR 287 million received to settle the remaining exposures in Russia linked to the Group's former local presence via Rosbank.

# **Operating expenses**

During the quarter, operating expenses totalled EUR -70 million, vs. EUR -27 million in Q3-24.

#### **Net profits from other assets**

The Corporate Centre recognised EUR +67 million in net profits from other assets during the quarter, mainly related to completion of the disposal of *Societe Generale Guinée*.

#### **Group net income**

During the quarter, the **Corporate Centre's Group net income totalled EUR -45 million**, vs. EUR -82 million in Q3 24.

#### 8. 2025 AND 2026 FINANCIAL CALENDAR

2025 and 2026 Financial communication calendar

6 February 2026 Fourth quarter and full year 2025 results

30 April 2026 First quarter 2026 results 27 May 2026 Combined General Meeting

30 July 2026 Second quarter and half year 2026 results

The Alternative Performance Measures, notably the notions of net banking income for the pillars, operating expenses, cost of risk in basis points, ROE, ROTE, RONE, net assets and tangible net assets are presented in the methodology notes, as are the principles for the presentation of prudential ratios.

This document contains forward-looking statements relating to the targets and strategies of the Societe Generale Group.

These forward-looking statements are based on a series of assumptions, both general and specific, in particular the application of accounting principles and methods in accordance with IFRS (International Financial Reporting Standards) as adopted in the European Union, as well as the application of existing prudential regulations.

These forward-looking statements have also been developed from scenarios based on a number of economic assumptions in the context of a given competitive and regulatory environment. The Group may be unable to:

- anticipate all the risks, uncertainties or other factors likely to affect its business and to appraise their potential consequences;
- evaluate the extent to which the occurrence of a risk or a combination of risks could cause actual results to differ materially from those provided in this document and the related presentation.

Therefore, although Societe Generale believes that these statements are based on reasonable assumptions, these forward-looking statements are subject to numerous risks and uncertainties, including matters not yet known to it or its management or not currently considered material, and there can be no assurance that anticipated events will occur or that the objectives set out will actually be achieved. Important factors that could cause actual results to differ materially from the results anticipated in the forward-looking statements include, among others, overall trends in general economic activity and in Societe Generale's markets in particular, regulatory and prudential changes, and the success of Societe Generale's strategic, operating and financial initiatives.

More detailed information on the potential risks that could affect Societe Generale's financial results can be found in the section "Risk Factors" in our Universal Registration Document filed with the French Autorité des Marchés Financiers (which is available on https://investors.societegenerale.com/en).

Investors are advised to take into account factors of uncertainty and risk likely to impact the operations of the Group when considering the information contained in such forward-looking statements. Other than as required by applicable law, Societe Generale does not undertake any obligation to update or revise any forward-looking information or statements. Unless otherwise specified, the sources for the business rankings and market positions are internal.

# 9. APPENDIX 1: FINANCIAL DATA GROUP NET INCOME BY BUSINESSES

In EURm	Q3 25	Q3 24	Variation	9M 25	9M 24	Variation
French Retail, Private Banking and Insurance	439	372	+18.1%	1,348	643	x 2.1
Global Banking and Investor Solutions	734	704	+4.3%	2,340	2,178	+7.5%
Mobility, International Retail Banking & Financial Services	393	373	+5.3%	1,115	972	+14.7%
Businesses	1,566	1,449	+8.1%	4,804	3,793	+26.7%
Corporate Centre	(45)	(82)	+44.8%	(221)	(633)	+65.0%
Group	1,521	1,367	+11.3%	4,582	3,160	+45.0%

# **MAIN EXCEPTIONAL ITEMS**

In EURm	Q3 25	Q3 24	9M 25	9M 24
Net Banking Income - Total exceptional items	0	287	0	287
Exceptional income received - Corporate Centre	0	287	0	287
Operating expenses - Total one-off items and transformation charges	(57)	(62)	(262)	(541)
Transformation charges	(57)	(62)	(161)	(538)
Of which French Retail, Private Banking and Insurance	(15)	(12)	(48)	(139)
Of which Global Banking & Investor Solutions	(12)	(21)	(15)	(204)
Of which Mobility, International Retail Banking & Financial Services	(30)	(29)	(98)	(148)
Of which Corporate Centre	0	0	0	(47)
One-off items	0	0	(101)	(3)
Global Employee Share Ownership Plan	0	0	(101)	(3)
Other one-off items - Total	61	13	338	13
Net profits or losses from other assets	61	13	338	13
Of which French Retail, Private Banking and Insurance	(5)	0	21	0
Of which Mobility, International Retail Banking & Financial Services	(1)	86	(1)	86
Of which Corporate Centre	67	(73)	317	(73)

# **CONSOLIDATED BALANCE SHEET**

In EUR m	30/09/2025	31/12/2024
Cash, due from central banks	163,999	201,680
Financial assets at fair value through profit or loss	598,387	526,048
Hedging derivatives	7,815	9,233
Financial assets at fair value through other comprehensive income	105,165	96,024
Securities at amortised cost	50,172	32,655
Due from banks at amortised cost	79,974	84,051
Customer loans at amortised cost	443,703	454,622
Revaluation differences on portfolios hedged against interest rate risk	(480)	(292)
Insurance and reinsurance contracts assets	482	615
Tax assets	4,061	4,687
Other assets	74,806	70,903
Non-current assets held for sale	2,954	26,426
Investments accounted for using the equity method	451	398
Tangible and intangible fixed assets	60,157	61,409
Goodwill	5,084	5,086
Total	1,596,730	1,573,545

In EUR m	30/09/2025	31/12/2024
Due to central banks	10,430	11,364
Financial liabilities at fair value through profit or loss	436,932	396,614
Hedging derivatives	13,700	15,750
Debt securities issued	156,776	162,200
Due to banks	103,086	99,744
Customer deposits	528,713	531,675
Revaluation differences on portfolios hedged against interest rate risk	(6,533)	(5,277)
Tax liabilities	2,322	2,237
Other liabilities	92,691	90,786
Non-current liabilities held for sale	2,641	17,079
Insurance and reinsurance contracts liabilities	159,835	150,691
Provisions	4,076	4,085
Subordinated debts	12,592	17,009
Total liabilities	1,517,261	1,493,957
Shareholder's equity	-	-
Shareholders' equity, Group share	-	-
Issued common stocks and capital reserves	20,156	21,281
Other equity instruments	9,762	9,873
Retained earnings	36,162	33,863
Net income	4,582	4,200
Sub-total	70,662	69,217
Unrealised or deferred capital gains and losses	(837)	1,039
Sub-total equity, Group share	69,826	70,256
Non-controlling interests	9,643	9,332
Total equity	79,469	79,588
Total	1,596,730	1,573,545

#### 10. APPENDIX 2: METHODOLOGY

1 -The financial information presented for the third quarter and first nine months of 2025 was examined by the Board of Directors on 29 October 2025 and has been prepared in accordance with IFRS as adopted in the European Union and applicable at that date. This information has not been audited.

#### 2 - Net banking income

The pillars' net banking income is defined on page 38 of Societe Generale's 2025 Universal Registration Document. The terms "Revenues" or "Net Banking Income" are used interchangeably. They provide a normalised measure of each pillar's net banking income taking into account the normative capital mobilised for its activity.

#### 3 - Operating expenses

Operating expenses correspond to the "Operating Expenses" as presented in note 5 to the Group's consolidated financial statements as at December 31<sup>st</sup>, 2024. The term "costs" is also used to refer to Operating Expenses. The Cost/Income Ratio is defined on page 38 of Societe Generale's 2025 Universal Registration Document.

# 4 - Cost of risk in basis points, coverage ratio for doubtful outstandings

The cost of risk is defined on pages 39 and 748 of Societe Generale's 2025 Universal Registration Document. This indicator makes it possible to assess the level of risk of each of the pillars as a percentage of balance sheet loan commitments, including operating leases.

In EURm		Q3 25	Q3 24	9M 25	9M 24
Francis Datail Drivets Development	Net Cost Of Risk	189	178	505	597
French Retail, Private Banking and Insurance	Gross loan Outstandings	231,967	234,420	231,843	236,286
msurance	Cost of Risk in bp	33	30	29	34
Clabal Danking and Investor	Net Cost Of Risk	51	27	187	29
Global Banking and Investor Solutions	Gross loan Outstandings	156,757	163,160	167,133	163,482
Solutions	Cost of Risk in bp	13	7	15	2
Mahiliba Jakamadi ayal Datail	Net Cost Of Risk	131	201	381	572
Mobility, International Retail Banking & Financial Services	Gross loan Outstandings	143,166	168,182	148,874	167,680
Darking & Financial Services	Cost of Risk in bp	37	189     178     505       1,967     234,420     231,843       33     30     29       51     27     187       6,757     163,160     167,133       13     7     15       131     201     381       3,166     168,182     148,874       37     48     34       (2)     (1)     (6)       5,488     25,121     26,161       (3)     (1)     (3)       369     406     1,068	45	
	Net Cost Of Risk	(2)	(1)	(6)	(6)
Corporate Centre	Gross loan Outstandings	26,488	25,121	26,161	24,356
	Cost of Risk in bp	(3)	(1)	(3)	(3)
	Net Cost Of Risk	369	406	1,068	1,192
Societe Generale Group	Gross loan Outstandings	558,378	590,882	574,011	591,804
	Cost of Risk in bp	26	27	25	27

The **gross coverage ratio for doubtful outstandings** is calculated as the ratio of provisions recognised in respect of the credit risk to gross outstandings identified as in default within the meaning of the regulations, without taking account of any guarantees provided. This coverage ratio measures the maximum residual risk associated with outstandings in default ("doubtful").

# 5 - ROE, ROTE, RONE

The notions of ROE (Return on Equity) and ROTE (Return on Tangible Equity), as well as their calculation methodology, are specified on pages 39 and 40 of Societe Generale's 2025 Universal Registration Document. This measure makes it possible to assess Societe Generale's return on equity and return on tangible equity.

RONE (Return on Normative Equity) determines the return on average normative equity allocated to the Group's businesses, according to the principles presented on page 40 of Societe Generale's 2025 Universal Registration Document. Starting from Q1 25 results, with restated historical data, normative return to businesses is based on a 13% capital allocation. The Q1 25 allocated capital includes the regulatory impacts related to Basel IV, applicable since 1 January 2025.

Group net income used for the ratio numerator is the accounting Group net income adjusted for "Interest paid and payable to holders of deeply subordinated notes and undated subordinated notes, issue premium amortisation". For ROTE, income is also restated for goodwill impairment.

Details of the corrections made to the accounting equity in order to calculate ROE and ROTE for the period are given in the table below:

#### **ROTE calculation: calculation methodology**

End of period (in EURm)	Q3 25	Q3 24	9M 25	9M 24
Shareholders' equity Group share	69,826	67,446	69,826	67,446
Deeply subordinated and undated subordinated notes	(9,372)	(8,955)	(9,372)	(8,955)
Interest payable to holders of deeply $\&$ undated subordinated notes, issue premium amortisation $^{(1)}$	(40)	(45)	(40)	(45)
OCI excluding conversion reserves	419	560	419	560
Distribution provision <sup>(2)</sup>	(1,834)	(1,319)	(1,834)	(1,319)
Distribution N-1 to be paid	-	-	-	-
ROE equity end-of-period	58,999	57,687	58,999	57,687
Average ROE equity	58,533	57,368	58,673	56,896
Average Goodwill <sup>(3)</sup>	(4,176)	(4,160)	(4,180)	(4,079)
Average Intangible Assets	(2,740)	(2,906)	(2,787)	(2,933)
Average ROTE equity	51,618	50,302	51,706	49,884
Group net Income	1,521	1,367	4,582	3,160
Interest paid and payable to holders of deeply subordinated notes and undated subordinated notes, issue premium amortisation	(141)	(165)	(528)	(521)
Adjusted Group net Income	1,380	1,202	4,054	2,639
ROTE	10.7%	9.6%	10.5%	7.1%

 $<sup>^2\, \</sup>text{The dividend to be paid is calculated based on a pay-out ratio of 50\%, restated from non-cash items and after deduction of interest on deeply}$ subordinated notes and on undated subordinated notes

<sup>&</sup>lt;sup>3</sup> Excluding goodwill arising from non-controlling interests

# RONE calculation: Average capital allocated to Core Businesses (in EURm)

In EURm	Q3 25	Q3 24	Change	9M 25	9M 24	Change
French Retail , Private Banking and Insurance	17,787	18,222	-2.4%	17,629	16,653	+5.9%
Global Banking and Investor Solutions	16,861	16,680	+1.1%	17,693	16,334	+8.3%
Mobility, International Retail Banking & Financial Services	10,516	11,259	-6.6%	10,810	11,253	-3.9%
Core Businesses	45,164	44,683	+1.1%	46,132	44,240	+4.3%
Corporate Center	13,369	12,685	+5.4%	12,541	12,656	-0.9%
Group	58,533	57,368	+2.0%	58,673	56,896	+3.1%

# 6 - Net assets and tangible net assets

Net assets and tangible net assets are defined in the methodology, page 41 of the Group's 2025 Universal Registration Document. The items used to calculate them are presented below:

End of period (in EURm)	9M 25	H1 25	2024
Shareholders' equity Group share	69,826	68,293	70,256
Deeply subordinated and undated subordinated notes	(9,372)	(8,386)	(10,526)
Interest of deeply $\&$ undated subordinated notes, issue premium amortisation $^{(1)}$	(40)	23	(25)
Book value of own shares in trading portfolio	(26)	(46)	8
Net Asset Value	60,388	59,884	59,713
Goodwill <sup>(2)</sup>	(4,178)	(4,173)	(4,207)
Intangible Assets	(2,704)	(2,776)	(2,871)
Net Tangible Asset Value	53,506	52,935	52,635
Number of shares used to calculate NAPS <sup>(3)</sup>	769,925	776,296	796,498
Net Asset Value per Share	78.4	77.1	75.0
Net Tangible Asset Value per Share	69.5	68.2	66.1

# 7 - Calculation of Earnings Per Share (EPS)

The EPS published by Societe Generale is calculated according to the rules defined by the IAS 33 standard (see pages 40-41 of Societe Generale's 2025 Universal Registration Document). The corrections made to Group net income in order to calculate EPS correspond to the restatements carried out for the calculation of ROE and ROTE.

The calculation of Earnings Per Share is described in the following table:

Average number of shares (thousands)	9M 25	H1 25	2024
Existing shares	796,533	800,317	801,915
Deductions			
Shares allocated to cover stock option plans and free shares awarded to staff	1,970	2,175	4,402
Other own shares and treasury shares	12,966	12,653	2,344
Number of shares used to calculate EPS <sup>(4)</sup>	781,597	785,488	795,169
Group net Income (in EURm)	4,582	3,061	4,200
Interest on deeply subordinated notes and undated subordinated notes (in EURm)	(528)	(387)	(720)
Adjusted Group net income (in EURm)	4,054	2,674	3,481
EPS (in EUR)	5.19	3.40	4.38

1

<sup>&</sup>lt;sup>1</sup> Interest net of tax

<sup>&</sup>lt;sup>2</sup> Excluding goodwill arising from non-controlling interests

<sup>&</sup>lt;sup>3</sup> The number of shares considered is the number of ordinary shares outstanding as at end of period, excluding treasury shares and buy-backs, but including the trading shares held by the Group (expressed in thousands of shares)

<sup>&</sup>lt;sup>4</sup> The number of shares considered is the average number of ordinary shares outstanding during the period, excluding treasury shares and buy-backs, but including the trading shares held by the Group (expressed in thousands of shares)

#### 8 - Solvency and leverage ratios

Shareholder's equity, risk-weighted assets and leverage exposure are calculated in accordance with applicable CRR3/CRD6 rules, transposing the final Basel III text, also called Basel IV, including the procedures provided by the regulation for the calculation of phased-in and fully loaded ratios. The solvency ratios and leverage ratio are presented on a pro-forma basis for the current year's accrued results, net of dividends, unless otherwise stated.

#### 9- Funded balance sheet, loan to deposit ratio

**The funded balance sheet** is based on the Group financial statements. It is obtained in two steps:

- A first step aiming at reclassifying the items of the financial statements into aggregates allowing for a more economic reading of the balance sheet. Main reclassifications:
  - o Insurance: grouping of the accounting items related to insurance within a single aggregate in both assets and liabilities.
  - Customer loans: include outstanding loans with customers (net of provisions and write-downs, including net lease financing outstanding and transactions at fair value through profit and loss); exclude financial assets reclassified under loans and receivables in accordance with IFRS 9 (these positions have been reclassified in their original lines).
  - o Wholesale funding: includes interbank liabilities and debt securities issued. Financing transactions have been allocated to medium/long-term resources and short-term resources based on the maturity of outstanding, more or less than one year.
  - Reclassification under customer deposits of the share of issues placed by French Retail Banking networks (recorded in medium/long-term financing), and certain transactions carried out with counterparties equivalent to customer deposits (previously included in short term financing).
  - Deduction from customer deposits and reintegration into short-term financing of certain transactions equivalent to market resources.
- A second step aiming at excluding the contribution of insurance subsidiaries, and netting derivatives, repurchase agreements, securities borrowing/lending, accruals and "due to central banks".

The Group **loan/deposit ratio** is determined as the ratio of the customer loans by customer deposits as presented in the funded balance sheet.

NB (1) The sum of values contained in the tables and analyses may differ slightly from the total reported due to rounding rules.

(2) All the information on the results for the period (notably: press release, downloadable data, presentation slides and supplement) is available on Societe Generale's website www.societegenerale.com in the "Investor" section.

#### **Societe Generale**

Societe Generale is a top tier European Bank with around 119,000 employees serving more than 26 million clients in 62 countries across the world. We have been supporting the development of our economies for 160 years, providing our corporate, institutional, and individual clients with a wide array of value-added advisory and financial solutions. Our long-lasting and trusted relationships with the clients, our cutting-edge expertise, our unique innovation, our ESG capabilities and leading franchises are part of our DNA and serve our most essential objective - to deliver sustainable value creation for all our stakeholders.

The Group runs three complementary sets of businesses, embedding ESG offerings for all its clients:

- French Retail, Private Banking and Insurance, with leading retail bank SG and insurance franchise, premium private banking services, and the leading digital bank BoursoBank.
- **Global Banking and Investor Solutions**, a top tier wholesale bank offering tailored-made solutions with distinctive global leadership in equity derivatives, structured finance and ESG.
- Mobility, International Retail Banking and Financial Services, comprising well-established universal banks (in Czech Republic, Romania and several African countries), Ayvens (the new ALD I LeasePlan brand), a global player in sustainable mobility, as well as specialized financing activities.

Committed to building together with its clients a better and sustainable future, Societe Generale aims to be a leading partner in the environmental transition and sustainability overall. The Group is included in the principal socially responsible investment indices: DJSI (Europe), FTSE4Good (Global and Europe), Bloomberg Gender-Equality Index, Refinitiv Diversity and Inclusion Index, Euronext Vigeo (Europe and Eurozone), STOXX Global ESG Leaders indexes, and the MSCI Low Carbon Leaders Index (World and Europe).

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