

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF ANY NOTEHOLDER IS IN ANY DOUBT AS TO THE ACTION IT SHOULD TAKE OR IS UNSURE OF THE IMPACT OF THE IMPLEMENTATION OF ANY PROPOSAL, IT SHOULD SEEK ITS OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM ITS STOCKBROKER, BANK MANAGER, LAWYER, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISER.



SOCIÉTÉ GÉNÉRALE

(a *société anonyme* established under the laws of the Republic of France)
(the “Issuer” or “Société Générale”)

NOTICE OF RESULTS OF CONSENT SOLICITATION to the holders of the following Notes:

U.S.\$1,000,000,000 Subordinated 4.250% Notes due August 19, 2026 (the “2026 Notes”)
U.S.\$500,000,000 Subordinated 5.625% Notes due November 24, 2045 (the “2045 Notes”)
(each a “Series” and, together, the “Notes”)

Description of Notes	Rule 144A ISIN / Common Code / CUSIP	Reg S ISIN / Common Code / CUSIP	Aggregate Principal Amount Outstanding	Early Consent Fee
U.S.\$1,000,000,000 Subordinated 4.250% Notes due August 19, 2026 (the “2026 Notes”)	US83368JKF65 / 148004358 / 83368J KF6	USF43628C650 / 148004374 / F43628 C65	U.S.\$1,000,000,000	U.S.\$2.50 per U.S.\$1,000 principal amount
U.S.\$500,000,000 Subordinated 5.625% Notes due November 24, 2045 (the “2045 Notes”)	US83367TBT51 / 132450668 / 83367T BT5	USF8586CBU56 / 132450684 / F8586C BU5	U.S.\$500,000,000	U.S.\$2.50 per U.S.\$1,000 principal amount

Paris, France, May 26, 2023 – NOTICE IS HEREBY GIVEN to the holders of the Notes (the “**Noteholders**”) that the consent solicitation with respect to the modification of certain conditions of the Notes (such proposal in respect of a Series of Notes, the “**Proposal**”) for approval by the Noteholders (i) by written consent and (ii), to the extent required, by way of an extraordinary resolution (the extraordinary resolution in respect of a Series of Notes, an “**Extraordinary Resolution**”), as further described in the consent solicitation memorandum dated May 16, 2023 prepared by the Issuer (the “**Consent Solicitation Memorandum**”) (each such solicitation in respect of a Series of Notes, a “**Consent Solicitation**”) has been successful. Capitalized terms used in this notice and not otherwise defined shall have the meanings given to them in the Consent Solicitation Memorandum.

As of 5:00 p.m. New York time on May 25, 2023, the Issuer received, in respect of each Series of Notes, written consents in favor of the relevant Proposal from Noteholders representing a majority consisting of more than 50% in aggregate principal amount of the then outstanding Notes of such Series. Consequently, the Proposal in respect of each Series of Notes is deemed to have been approved.

As a result, the Terms and Conditions to the 2026 Notes shall be amended in order to insert a new Condition 19 (*Acknowledgement of Bail-In and Write-Down or Conversion Powers*) and the Terms and Conditions to the 2045 Notes shall be amended in order to insert a new Condition 18 (*Acknowledgement of Bail-In and Write-Down or Conversion Powers*).

The amendments to the Terms and Conditions shall be effective upon the execution of a Supplemental Agency Agreement in respect of each Series of Notes (the date of such execution, the “**Amendment Date**”), which is expected to take place on May 31, 2023.

The relevant Meetings for each Series of Notes will still be held, but the Extraordinary Resolution will not be considered or voted on at these Meetings.

Each Noteholder from whom a valid Voting Instruction (containing their written consent and appointment of proxy to vote in favor of the relevant Proposal) was received by the Information and Tabulation Agent by the Early Voting Deadline (5:00 p.m. New York time, May 25, 2023) will be eligible to receive the Early Consent Fee, subject to the terms and conditions set forth in the Consent Solicitation Memorandum. The Payment Date on which the Early Consent Fee will be paid to relevant Noteholders will be approximately three Business Days after the Amendment Date and is expected to be June 5, 2023.

CONTACT INFORMATION

Further information relating to the Proposals, the Extraordinary Resolution and the Consent Solicitations can be obtained from the Solicitation Agents.

Solicitation Agents

BofA Securities Europe SA

51 Rue La Boétie
75008 Paris
France

Attn: Liability Management Group

Telephone:
+33 1 877 01057 (Europe)
+1 (888) 292-0070 (U.S. Toll Free)
+1 (980) 387-3907 (U.S.)

Email:
DG.LM-EMEA@bofa.com

J.P. Morgan Securities LLC

383 Madison Avenue
New York, New York 10179
United States

U.S. Toll-Free: +1 (866) 834-4666

Collect: +1 (212) 834-4045

J.P. Morgan SE

Taunustor 1 (TaunusTurm)
60310 Frankfurt am Main
Germany

Telephone: +44 20 7134 2468

Email:
liability_management_EMEA@jpmorgan.com

SG Americas Securities, LLC

245 Park Avenue
New York, NY, 10167
United States of America
Attn: Christopher Fernando

Telephone: +1 212 278 4856

Email:
liability.management@sgcib.com

The details of the Information and Tabulation Agent, from whom copies of the Consent Solicitation Memorandum and this notice are available to eligible persons, are set out below.

Information and Tabulation Agent

D.F. King & Co., Inc.

48 Wall Street
New York, NY 10005
United States

Telephone:
Toll Free: +1 800 370-1749
Toll: +1 212 269-5550

Consent Website: <https://sites.dfkingltd.com/SGCIBUS>
Email: SGCIB@dfkingltd.com

SOLICITATION AND DISTRIBUTION RESTRICTIONS

Neither this announcement nor the Consent Solicitation Memorandum constitutes an invitation to participate in the Consent Solicitations in any jurisdiction in which, or to any person to whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws, regulations or otherwise. The distribution of this announcement and of the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law or regulations.

Persons into whose possession this announcement and/or the Consent Solicitation Memorandum comes are required by each of the Issuer, the Solicitation Agents and the Information and Tabulation Agent to inform themselves about, and to observe, any such restrictions. None of the Issuer, the Solicitation Agents or the Information and Tabulation Agent will incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions.

United States

Neither this announcement nor the Consent Solicitation Memorandum is an offer of securities for sale in the United States or to any U.S. person. Securities may not be offered or sold in the United States absent registration or an exemption from registration. The Notes have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, unless an exemption from the registration requirements of the Securities Act is available.

For the purpose of this announcement and the Consent Solicitation Memorandum, “**United States**” means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

Terms used in this paragraph have the meaning given to them by Regulation Act under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”).

General

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase, or the solicitation of an offer to sell, any security in any jurisdiction and participation in the Consent Solicitations by a Noteholder in any circumstances in which such participation is unlawful will not be accepted.

Each Noteholder participating in the Consent Solicitations will be required to represent various matters, including that it is not a Sanctions Restricted Person, as set out in the Consent Solicitation Memorandum.