

**FINAL TERMS**

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

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

**NOTIFICATION UNDER SECTION 309B(1)(C) OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE (THE SFA)** – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the **CMP Regulations**), the Issuer has determined the classification of the Notes as “prescribed capital markets products” (as defined in the CMP Regulations) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).



**SOCIÉTÉ GÉNÉRALE**

**Legal Entity Identifier (LEI): O2RNE8IBXP4R0TD8PU41**

**FINAL TERMS DATED 16 APRIL 2019**

**Issue of AUD 300,000,000 4.50 per cent. Callable Resettable Subordinated Tier 2 Notes due 2034**

**(the Notes)**

**under the**

**€50,000,000,000 Euro Medium Term Note – Paris Registered Programme**

**(the Programme)**

Series no.: PA-92/19-04

Tranche no.: 1

Issue Price: 100.00 per cent.

**Société Générale Corporate & Investment Banking**  
(the **Global Coordinator and Joint Lead Manager**)

**ANZ**  
**Nomura**  
**TD Securities**

(the **Joint Lead Managers** and, together with the Global Coordinator and Joint Lead Manager, the **Managers**)

**PART A – CONTRACTUAL TERMS**

The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**), or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States or for the account or benefit of U.S. Persons (as defined in Regulation S under the Securities Act), except in certain transactions exempt from the registration requirements of the Securities Act. For a description of certain restrictions on offers and sales of Notes, see section headed "*Subscription and Sale*" in the Base Prospectus.

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the **Conditions**) set forth under the heading "*Terms and Conditions of the French Law Notes*" in the base prospectus dated 21 December 2018 which received *visa* no.18-579 on 21 December 2018 from the *Autorité des marchés financiers* (the **AMF**), as supplemented by the supplements dated 11 February 2019 and 14 March 2019 which received *visa* no. 19-043 and *visa* no. 19-099 from the AMF on 11 February 2019 and 14 March 2019 (together, the **Base Prospectus**), which together constitute a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council dated 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading, as amended or superseded (the **Prospectus Directive**).

This document constitutes the final terms of the Notes (the **Final Terms**) described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. Copies of the Base Prospectus and these Final Terms are available for inspection and obtainable, upon request and free of charge, during usual business hours on any weekday from the head office of the Issuer and the specified offices of the Paying Agents. So long as Notes are outstanding, those documents will also be available on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and of the Issuer (<http://prospectus.socgen.com>).

- |    |      |  |   |
|----|------|--|---|
| 1. | (i)  | Series Number:                             | PA-92/19-04   |
|    | (ii) | Tranche Number:                            | 1   |
| 2. |      | Specified Currency:                        | Australian dollar ( <b>AUD</b> )                                |
| 3. |      | Aggregate Nominal Amount:                  |   |
|    | (i)  | Series:                                    | AUD 300,000,000   |
|    | (ii) | Tranche:                                   | AUD 300,000,000   |
| 4. |      | Issue Price:                               | 100.00 per cent. of the Aggregate Nominal Amount of the Tranche |
| 5. |      | Specified Denomination:                    | AUD 200,000   |
| 6. |      | Issue Date and Interest Commencement Date: | 18 April 2019   |
| 7. |      | Maturity Date:                             | 18 April 2034   |
| 8. |      | Interest Basis:                            | 4.50 per cent. Fixed Rate Resettable                            |

*(further particulars specified below)*

9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount  
*(further particulars specified below)*
10. Change of Interest Basis: Applicable *(see paragraph 13 below)*
11. Put/Call Options: Redemption at the Option of the Issuer  
*(further particulars specified below)*
12. (i) Status: Subordinated Notes
- (ii) Date of corporate authorisations for issue of the Notes: Resolution of the Board of Directors dated 6 February 2019 and decision of the Issuer dated 12 April 2019.

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

13. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 4.50 per cent. *per annum* payable annually in arrear until the First Reset Date  
Resetable Notes
- (ii) Interest Payment Date: Applicable  
18 April in each year from and including 18 April 2020 up to and including the Maturity Date
- (iii) Business Day Convention: Not Applicable
- (iv) Additional Business Centres: Not Applicable
- (v) Fixed Coupon Amount: AUD 9,000 per Note of AUD 200,000 Specified Denomination until the First Reset Date
- (vi) Day Count Fraction: Actual/Actual (ICMA)
- (vii) Broken Amount: Not Applicable
- (viii) Resetable Notes Applicable
- Initial Rate of Interest 4.50 per cent. *per annum* payable annually in arrear until the First Reset Date
- First Margin +2.454 per cent. *per annum*
- Subsequent Margin Not Applicable
- First Reset Date 18 April 2029

-	Second Reset Date	Not Applicable
-	Subsequent Reset Date	Not Applicable
-	Relevant Screen Page	Bloomberg Screen pages ICAA 1 and ADBBCF5
-	Mid-Swap Rate	Mean Mid-Swap Rate
-	Mid-Swap Rate term	5 years
-	Mid-Swap Maturity	5 years
-	Reset Determination Date	The day falling 2 (two) TARGET 2, London and Sydney Business Days prior to the First Reset Date
-	Relevant Time	11.00 am Sydney time
(ix)	Determination Date(s):	18 April in each year
<b>14.</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>15.</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>16.</b>	<b>Redemption at the Option of the Issuer</b>	Applicable
(i)	Optional Redemption Date:	The First Reset Date
(ii)	Optional Redemption Amount and method, if any, of calculation of such amount:	AUD 200,000 per Note of AUD 200,000 Specified Denomination
(iii)	If redeemable in part:	Not Applicable
(iv)	Notice period (if other than as set out in the Conditions):	Notice periods as set out in the Terms and Conditions of the French Law Notes
<b>17.</b>	<b>Make-Whole Redemption Option</b>	Not Applicable
<b>18.</b>	<b>Residual Maturity Redemption Option</b>	Not Applicable
<b>19.</b>	<b>Clean-up Redemption Option</b>	Not Applicable
<b>20.</b>	<b>Redemption at the Option of the Noteholders</b>	Not Applicable

21. **Final Redemption Amount:** AUD 200,000 per Note of AUD 200,000 Specified Denomination
22. **Early Redemption Amount(s):** AUD 200,000 per Note of AUD 200,000 Specified Denomination

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

23. Form of Notes: Dematerialised Notes
- (i) Form: Bearer form (*au porteur*)
24. Additional Financial Centre(s) for the purposes of Condition 4(e) of the French Law Conditions: Not Applicable
25. Payments on non-Payment Business Days (Condition 4(e) of the French Law Conditions): Modified Following
26. Talons for further Coupons to be attached to Definitive Bearer Notes: Not Applicable
27. Redenomination applicable: Not Applicable
28. Consolidation applicable: Not Applicable
29. Meeting and Voting Provisions (Condition 12 of the French Law Conditions): No Masse
30. Governing law: The Notes and any non-contractual obligations arising out of or in connection with the Notes will be governed by, and shall be construed in accordance with, French law.

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for the issue of the Notes and admission to trading on Euronext Paris by Société Générale pursuant to its €50,000,000,000 Euro Medium Term Note - Paris Registered Programme for which purpose they are hereby submitted.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms prepared in relation to Series PA-92/19-04, Tranche 1.

Signed on behalf of the Issuer:

By:

*Duly authorised*

**PART B – OTHER INFORMATION**

**1. LISTING AND ADMISSION TO TRADING**

(i) Listing: Application has been made for the Notes to be listed on Euronext Paris with effect from 18 April 2019

(ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from 18 April 2019.

There can be no assurance that the listing and trading of the Notes will be approved with effect on 18 April 2019 or at all.

**2. RATINGS**

Ratings: The Notes to be issued are expected to be rated:

S&P Global Ratings:	BBB
Moody's Investors Service Ltd.:	Baa3
Fitch Ratings:	A-

The Credit ratings referred to above have been issued by S&P Global Ratings, Moody's Investors Service Ltd. and Fitch Ratings, each of which is established in the European Union and is registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council dated 16 September 2009 on credit rating agencies, as amended (the **CRA Regulation**) and, as of the date hereof, appears on the list of credit rating agencies published on the website of the European Securities and Markets Authority ([www.esma.europa.eu](http://www.esma.europa.eu)) in accordance with the CRA Regulation.

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

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

**4. ESTIMATED TOTAL EXPENSES**

Estimated total expenses: EUR 9,900

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

Indication of yield: Applicable

4.50 per cent. *per annum* until the First Reset Date. The yield is calculated at the Issue Date and is not an indication of any future yield.

**6. OPERATIONAL INFORMATION**

- (i) ISIN: FR0013415106
- (ii) Common Code: 198326712
- (iii) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, SA or Euroclear France, SIX Swiss Exchange and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery free of payment
- (v) Names and addresses of Additional Paying Agent(s) (if any): Not Applicable
- (vi) Name and address of Swiss Paying Agent: Not Applicable

**7. DISTRIBUTION**

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
  - (a) Names of the Managers: **Global Coordinator and Joint Lead Manager**  
  
Société Générale  
  
**Joint Lead Managers**  
  
Australia and New Zealand Banking Group Limited  
Nomura International plc  
The Toronto-Dominion Bank
  - (b) Date of Subscription Agreement: 16 April 2019
  - (c) Stabilising Manager (if any): Not Applicable
- (iii) If non-syndicated, name of the relevant Dealer: Not Applicable
- (iv) U.S. selling restrictions: Regulation S compliance category 2 TEFRA Not Applicable
- (v) Prohibition of Sales to EEA Retail Investors: Applicable
- (vi) Additional selling restrictions: Not Applicable



***Conformed Copy***

