

**FINAL TERMS DATED 1 JUNE 2015**



**SOCIÉTÉ GÉNÉRALE**

**Issue of CNY 1,200,000,000 Callable Fixed to Fixed Resettable Subordinated Tier 2 Notes due 2025**

**(the Notes)**

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

**(the Programme)**

Series no.: PA 039 / 15-06

Tranche no.: 1

Issue Price: 100 per cent.

**Société Générale**

**Standard Chartered Bank**

**(the Joint Global Coordinators and Joint-Bookrunners)**

**ABCI Capital Limited**

**Bank of China Limited**

**China Construction Bank (Asia)**

**Industrial and Commercial Bank Of China (Europe) S.A.**

**Société Générale Bank & Trust**

**(the Joint-Bookrunners and, together with the Joint Global Coordinators and Joint Bookrunners, 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 English Law Notes*" in the base prospectus dated 17 March 2015 which received *visa* no.15-096 on 17 March 2015 from the *Autorité des marchés financiers* (the **AMF**), as supplemented by the supplements dated 26 March 2015 which received *visa* no. 15-112 from the AMF on 26 March 2015 and dated 19 May 2015 which received *visa* no. 15-207 from the AMF on 19 May 2015 (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 (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. However, a summary of the issue of the Notes is annexed to these Final Terms. 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 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>).

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|----|------|----------------------------|---|
| 1. | (i)  | Issuer:                    | Société Générale  |
| 2. | (i)  | Series Number:             | PA 039 / 15-06  |
|    | (ii) | Tranche Number:            | 1   |
| 3. |      | Specified Currency:        | Chinese Yuan ( <b>CNY</b> )   |
|    |      |                            | CNY Currency Event applicable as per Condition 5 (k) and the Relevant Currency is the U.S. dollar |
| 4. |      | Aggregate Nominal Amount:  |   |
|    | (i)  | Series:                    | CNY 1,200,000,000   |
|    | (ii) | Tranche:                   | 1   |
| 5. |      | Issue Price:               | 100 per cent. of the Aggregate Nominal Amount of the Tranche                                      |
| 6. | (i)  | Specified Denomination(s): | CNY 1,000,000   |
|    | (ii) | Calculation Amount:        | CNY 1,000,000   |
| 7. | (i)  | Issue Date:                | 3 June 2015   |

8. Maturity Date: The Interest Payment Date falling on or about 3 June 2025
9. Interest Basis: 5.20 per cent. Fixed Rate  
Resettable  
(further particulars specified below)
10. 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
11. Change of Interest Basis: Applicable  
(see paragraph 14 (vii) below)
12. Put/Call Options: Redemption at the option of the Issuer  
(further particulars specified below)
13. (i) Status: Subordinated Notes  
(ii) Date of corporate authorisations for issue of the Notes: Resolution of the Board of Directors dated 11 February 2015 and decision of the Issuer dated 29 May 2015.

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

14. **Fixed Rate Note Provisions** Applicable
- (i) Rate(s) of Interest: 5.20 per cent. *per annum*, payable semi-annually in arrear until the First Reset Date  
Resettable Notes
- (ii) Interest Payment Date(s): 3 December and 3 June in each year commencing on 3 December 2015 up to and including the Maturity Date in each case adjusted in accordance with the Business Day Convention specified below
- (iii) Business Day Convention: Modified Following Business Day Convention (where Business Day shall be as defined in Condition 4(b))
- (iv) Fixed Coupon Amount(s): Unless previously redeemed, on each Interest Payment Date, the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:  
  
Rate of Interest x Specified Denomination x Day Count Fraction

(v)	Day Count Fraction:	Actual/365 (Fixed)
(vi)	Broken Amount(s):	Not Applicable
(vii)	Resetable Notes	Applicable
	– Initial Rate of Interest	5.20 per cent. <i>per annum</i> payable semi-annually in arrear
	– First Margin	+ 1.95 per cent. <i>per annum</i>
	– Subsequent Margin	+ 1.95 per cent. <i>per annum</i>
	– First Reset Date	The Interest Payment Date falling on or about 3 June 2020
	– Second Reset Date	The Interest Payment Date falling on or about 3 June 2021
	– Subsequent Reset Date(s)	The Interest Payment Date falling on or about 3 June in each year after the Second Reset Date
	– Relevant Screen Page	Reuters CNHHIBORFIX
	– Mid-Swap Rate	Single Mid-Swap Rate
	– Mid-Swap term	1 year
	– Mid-Swap Maturity	1 year
	– Reset Determination Date	The day falling 2 Hong Kong Business Days prior to the relevant Reset Date  (specify in relation to each Reset Date)
	– Relevant Time	11:15 am, Hong Kong time
(viii)	Determination Date(s):	Not Applicable
(ix)	Additional Business Centre(s):	Hong Kong, Beijing, London, New York, TARGET2
<b>15.</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>16.</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

<b>17.</b>	Issuer's optional redemption (other than for taxation reasons):	Applicable (except in respect of Condition 6(g) of the Terms and Conditions of the English Law Notes)
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|------------|---|--|
| (i)        | Optional Redemption Date(s):  | The First Reset Date   |
| (ii)       | Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):   | CNY 1,000,000 per Note of CNY 1,000,000 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 English Law Notes |
| <b>18.</b> | Redemption at the option of the Noteholders:  | Not Applicable   |
| <b>19.</b> | Final Redemption Amount:  | CNY 1,000,000 per Note of CNY 1,000,000 Specified Denomination                 |
| <b>20.</b> | Early Redemption Amount(s) payable on redemption on Capital Event, Tax Deductibility Event, Withholding Tax Event, Special Tax Event: | CNY 1,000,000 per Note of CNY 1,000,000 Specified Denomination                 |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|------------|---|--|
| <b>21.</b> | Form of Notes:  |  |
| (i)        | Form:   | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event |
| (ii)       | New Global Note:  | Not Applicable   |
| <b>22.</b> | "Payment Business Day" election in accordance with Condition 5(h) of the Terms and Conditions of the English Law Notes or other special provisions relating to Payment Business Days: | Modified Following Payment Business Day  |
| <b>23.</b> | Additional Financial Centre(s) for the purposes of Condition 5(g) of the Terms and Conditions of the English Law Notes:   | Hong Kong, Beijing, London, New York, TARGET2  |
| <b>24.</b> | Talons for further Coupons to be attached to Definitive Bearer Notes:   | Not Applicable   |
| <b>25.</b> | Redenomination applicable:  | Not Applicable   |
| <b>26.</b> | Consolidation applicable:   | Not Applicable   |
| <b>27.</b> | Clearing System Delivery Period (Condition 13 of the Terms and  | Same Day Delivery  |

Conditions of the English Law Notes  
(Notices)):

28. 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, English law except for Condition 3(b) (Status of the Notes) of the English Law Notes which shall 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 039 / 15-06, 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 the Issue Date
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date.
- There can be no assurance that the listing and trading of the Notes will be approved with effect on the Issue Date or at all.

### 2. RATINGS

- Ratings: The Notes to be issued have been rated:
- |   |      |
|---|------|
| Standard and Poor's Ratings Services, a division of the McGraw Hill Companies Inc.: | BBB  |
| Moody's Investors Service Ltd.:   | Baa3 |
| Fitch Ratings:  | A-   |
- The Credit ratings referred to above have been issued by Standard and Poor's Ratings Services, 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. NOTIFICATION

Not Applicable

### 4. 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.

### 5. REASONS FOR THE OFFER AND ESTIMATED TOTAL EXPENSES

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus

- (ii) Estimated total expenses: EUR 5,625
- 6. YIELD (Fixed Rate Notes only)**
- Indication of yield: 5.20 per cent. up to the First Reset Date.
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
- 7. HISTORIC INTEREST RATES (*Floating Rate Notes only*)**
- Not Applicable
- 8. OPERATIONAL INFORMATION**
- (i) ISIN: XS1240913068
- (ii) Common Code: 124091306
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme or Euroclear France, SIX Swiss Exchange and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against/ payment
- (v) Names and addresses of Additional Paying Agent(s) (if any): Not Applicable
- (vi) Name and address of Swiss Paying Agent: Not Applicable
- (vii) Intended to be held in a manner which would allow Eurosystem eligibility: No
- 9. DISTRIBUTION**
- (i) Method of distribution: Syndicated
- (ii) If syndicated:
- (a) Names of Managers: Société Générale
- Société Générale Bank & Trust



Standard Chartered Bank

ABCI Capital Limited

Bank of China Limited

China Construction Bank (Asia)

Industrial and Commercial Bank Of China (Europe)  
S.A.

- |              |   |  |
|--------------|---|--|
| <b>(b)</b>   | Date of Subscription Agreement:             | 1 June 2015                                |
| <b>(c)</b>   | Stabilising Manager (if any):               | Not Applicable                             |
| <b>(iii)</b> | If non-syndicated, name of relevant Dealer: | Not Applicable                             |
| <b>(iv)</b>  | Total commission and concession:            | Not Applicable                             |
| <b>(v)</b>   | U.S. selling restrictions:                  | Regulation S compliance category 2 TEFRA D |
| <b>(vi)</b>  | Additional selling restrictions:            | Not Applicable                             |

## 10. PUBLIC OFFERS

Non-exempt Offer:	Not Applicable
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