

**FINAL TERMS DATED 11 OCTOBER 2016**



**SOCIÉTÉ GÉNÉRALE**

**Issue of AUD 150,000,000 4.875 per cent. Subordinated Tier 2 Notes due 13 October 2026**  
(the **Notes**)

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

Series no.: PA-059/16-10

Tranche no.: 1

Issue Price: 100 per cent.

**Lead Manager**

Société Générale Bank & Trust

**Joint Lead Managers**

Australia and New Zealand Banking Group Limited  
Nomura International plc  
The Toronto-Dominion Bank

## 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 14 March 2016 which received *visa* no.16-076 on 14 March 2016 from the *Autorité des marchés financiers* (the **AMF**), as supplemented by the supplements dated 9 May 2016 and 9 August 2016 which received *visa* no. 16-164 and 16-393 from the AMF on 9 May 2016 and 9 August 2016 respectively (together, the **Base Prospectus**).

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>).

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|----|------|--|--|
| 1. | (i)  | Issuer:                                    | Société Générale   |
| 2. | (i)  | Series Number:                             | PA-059/16-10   |
|    | (ii) | Tranche Number:                            | 1  |
| 3. |      | Specified Currency:                        | Australian Dollar ( <b>AUD</b> )   |
| 4. |      | Aggregate Nominal Amount:                  |  |
|    | (i)  | Series:                                    | AUD 150,000,000  |
|    | (ii) | Tranche:                                   | AUD 150,000,000  |
| 5. |      | Issue Price:                               | 100 per cent. of the Aggregate Nominal Amount of the Tranche   |
| 6. | (i)  | Specified Denominations:                   | AUD 200,000 and integral multiples of AUD 2,000 in excess thereof up to and including AUD 398,000. No Notes in definitive form will be issued with a denomination above AUD 398,000. |
|    | (ii) | Calculation Amount:                        | AUD 2,000  |
| 7. |      | Issue Date and Interest Commencement Date: | 13 October 2016  |
| 8. |      | Maturity Date:                             | 13 October 2026  |

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|-----|---|--|
| 9.  | Interest Basis:   | 4.875 per cent. Fixed Rate<br><br><i>(further particulars specified below)</i>   |
| 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<br><br><i>(further particulars specified below)</i> |
| 11. | Change of Interest Basis:                                     | Not Applicable   |
| 12. | Put/Call Options:   | Redemption at the option of the Issuer<br><br><i>(further particulars specified below)</i>   |
| 13. | (i) Status:   | Subordinated Notes   |
|     | (ii) Date of corporate authorisations for issue of the Notes: | Resolution of the Board of Directors dated 10 February 2016 and decision of the Issuer dated 7 October 2016  |

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

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|-----|--------------------------------------|---|
| 14. | <b>Fixed Rate Note Provisions</b>    | Applicable  |
|     | (i) Rate of Interest:                | 4.875 per cent. <i>per annum</i> payable annually in arrear   |
|     | (ii) Interest Payment Dates:         | 13 October in each year up to and including the Maturity Date |
|     | (iii) Business Day Convention:       | Unadjusted  |
|     | (iv) Additional Business Centres:    | Not Applicable  |
|     | (v) Fixed Coupon Amount(s):          | AUD 97.50 per Note of AUD 2,000 Specified Denomination        |
|     | (vi) Day Count Fraction:             | Actual/Actual (ICMA)  |
|     | (vii) Broken Amount:                 | Not Applicable  |
|     | (viii) Resettable Notes              | Not Applicable  |
|     | (ix) Determination Dates:            | 13 October in each year                                       |
| 15. | <b>Floating Rate Note Provisions</b> | Not Applicable  |
| 16. | <b>Zero Coupon Note Provisions</b>   | Not Applicable  |

## PROVISIONS RELATING TO REDEMPTION

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|-----|--|--|
| 17. | Redemption at the option of the Issuer:      | Not Applicable   |
| 18. | Redemption at the option of the Noteholders: | Not Applicable   |
| 19. | Final Redemption Amount:                     | AUD 2,000 per Note of AUD 2,000 Specified Denomination |
| 20. | Early Redemption Amount(s):                  | AUD 2,000 per Note of AUD 2,000 Specified Denomination |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|---|--|
| 21. | 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:   | No   |
| 22. | Additional Financial Centres for the purposes of Condition 5(h) of the Terms and Conditions of the English Law Notes:   | TARGET2, Sydney and London   |
| 23. | Talons for further Coupons to be attached to Definitive Bearer Notes:   | Not Applicable   |
| 24. | Redenomination applicable:  | Not Applicable   |
| 25. | Consolidation applicable:   | Not Applicable   |
| 26. | Clearing System Delivery Period (Condition 13 of the Terms and Conditions of the English Law Notes ( <i>Notices</i> )): | Same Day Delivery  |
| 27. | Governing law:  | The Notes and the Coupons and any non-contractual obligations arising out of or in connection with the Notes and the Coupons will be governed by, and shall be construed in accordance with, English law, except for Condition 3(b) ( <i>Status of the Notes – Subordinated Notes</i> ) which shall be governed by, and 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-059/16-10, 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:

|                                 |      |
|---------------------------------|------|
| 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. 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 10,625

## 5. YIELD

Indication of yield: 4.875 per cent. *per annum*

The yield is calculated at the Issue Date and is not an indication of any future yield.

## 6. HISTORIC INTEREST RATES

Not Applicable

## 7. OPERATIONAL INFORMATION

- (i) ISIN: XS1503159219
- (ii) Common Code: 150315921
- (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

## 8. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
  - (a) Names of Managers:
    - Lead Manager**  
Société Générale Bank & Trust
    - Joint Lead Managers**  
Australia and New Zealand Banking Group Limited  
Nomura International plc  
The Toronto-Dominion Bank
  - (b) Stabilising Manager (if any): Not Applicable

- (iii) If non-syndicated, name of relevant Dealer: Not Applicable
- (iv) U.S. selling restrictions: Regulation S compliance category 2 TEFRA D
- (v) Additional selling restrictions: Not Applicable