



**SOCIÉTÉ GÉNÉRALE**

**FINAL TERMS DATED 19 DECEMBER 2016**

**Issue of EUR 1,000,000,000 Senior Non Preferred 1.00 per cent. Notes due 1 April 2022**  
(the **Notes**)

**under the**

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

Series no.: PA061/16-12

Tranche no.: 1

Issue Price: 99.781 per cent.

**Lead Manager**

Société Générale Bank & Trust

**Sole Bookrunner**

Société Générale

**Joint Lead Managers**

Banco Bilbao Vizcaya Argentaria, S.A.

Banco Santander, S.A.

Deutsche Bank AG London Branch

ING Bank N.V. Belgian Branch

Natixis

UniCredit Bank AG

**Co-Lead Manager**

DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main

## 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 12 December 2016 which received *visa n°16-578* on 12 December 2016 from the *Autorité des marchés financiers* (the **AMF**), which constitutes 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 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)   | Series Number:                           | PA061/16-12       |
|    | (ii)  | Tranche Number:                          | 1                 |
|    | (iii) | Date on which the Notes become fungible: | Not Applicable    |
| 2. |       | Specified Currency:                      | Euro ("EUR")      |
| 3. |       | Aggregate Nominal Amount:                |                   |
|    | (i)   | Series:                                  | EUR 1,000,000,000 |

	(ii) Tranche:	EUR 1,000,000,000
4.	Issue Price:	99.781 per cent. of the Aggregate Nominal Amount of the Tranche
5.	(i) Specified Denomination:	EUR 100,000
	(ii) Calculation Amount:	EUR 100,000
6.	Issue Date and Interest Commencement Date:	21 December 2016
7.	Maturity Date:	1 April 2022
8.	Interest Basis:	1.00 per cent. Fixed Rate <i>(further particulars specified below)</i>
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 <i>(further particulars specified below)</i>
10.	Change of Interest Basis:	Not Applicable
11.	Put/Call Options:	Not Applicable
12.	(i) Status:	Senior Non Preferred Notes pursuant to Article L. 613-30-3-I-4° of the French <i>Code Monétaire et Financier</i>
	(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 16 December 2016

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

13.	Fixed Rate Note Provisions	Applicable
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(i)	Rate(s) of Interest:	1.00 per cent. <i>per annum</i> payable annually in arrear
(ii)	Interest Payment Date(s):	Applicable  1 April of each year commencing on 1 April 2017 and up to and including the Maturity Date. There will be a short first coupon in respect of the first Interest Period, from and including the Issue Date up to, but excluding, 1 April 2017.
(iii)	Business Day Convention:	Not Applicable
(iv)	Additional Business Centres:	Not Applicable
(v)	Fixed Coupon Amount(s):	EUR 1,000 per Note of EUR 100,000 Specified Denomination
(vi)	Day Count Fraction:	Actual /Actual (ICMA)
(vii)	Broken Amount(s):	EUR 276.71 per Specified Denomination payable on the Interest Payment Date falling on 1 April 2017
(viii)	Resettable Notes	Not Applicable
(ix)	Determination Dates:	1 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

#### **PROVISIONS RELATING TO REDEMPTION**

<b>16.</b>	Redemption at the option of the Issuer:	Not Applicable
<b>17.</b>	Redemption at the option of the Noteholders:	Not Applicable

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|------------|--------------------------|--|
| <b>18.</b> | Final Redemption Amount: | EUR 100,000 per Note of EUR 100,000 Specified Denomination |
| <b>19.</b> | Early Redemption Amount: | EUR 100,000 per Note of EUR 100,000 Specified Denomination |

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

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|------------|---|---|
| <b>20.</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:   | Yes   |
| <b>21.</b> | Additional Financial Centre(s) for the purposes of Condition 5(h) of the Terms and Conditions of the English Law Notes: | Not Applicable  |
| <b>22.</b> | Talons for further Coupons to be attached to Definitive Bearer Notes:   | Not Applicable  |
| <b>23.</b> | Redenomination applicable:  | Not Applicable  |
| <b>24.</b> | Consolidation applicable:   | Not Applicable  |
| <b>25.</b> | Clearing System Delivery Period (Condition 13 of the Terms and Conditions of the English Law Notes ( <i>Notices</i> )): | Same Day Delivery   |
| <b>26.</b> | <i>Masse</i> :  | Not Applicable  |
| <b>27.</b> | Governing law:  | The Notes, 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 ( <i>Status of the 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 PA061/16-12, 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 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 Issue Date or at all.

### 2. RATINGS

Ratings: The Notes to be issued have been rated:

Standard and Poor's Ratings Services:	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. 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. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking

transactions with, and may perform other services for, the Issuer and any of their affiliates in the ordinary course of the business for which they may receive fees.

#### **4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND ESTIMATED TOTAL EXPENSES**

- |        |                           |   |
|--------|---------------------------|---|
| (i)    | Reasons for the offer:    | See " <i>Use of Proceeds</i> " wording in Base Prospectus |
| (ii)   | Estimated net proceeds:   | Not Applicable  |
| (iii)] | Estimated total expenses: | EUR 6,600   |

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

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|----------------------|---|
| Indication of yield: | 1.043 per cent. <i>per annum</i>  |
|                      | 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**

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|-------|--|--------------------------|
| (i)   | ISIN:  | XS1538867760             |
| (ii)  | Common Code:   | 153886776                |
| (iii) | Swiss security number (Valoren number):  | Not Applicable           |
| (iv)  | Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A. or Euroclear France, SIX Swiss Exchange and the relevant identification number(s): | Not Applicable           |
| (v)   | Delivery:  | Delivery against payment |



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|--------|---|---|
| (vi)   | Names and addresses of Additional Paying Agent(s) (if any):               | Not Applicable  |
| (vii)  | Name and address of Swiss Paying Agent:                                   | Not Applicable  |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility: | <p>Yes</p> <p>Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.</p> |

## 8. DISTRIBUTION

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|------|-------------------------|--|
| (i)  | Method of distribution: | Syndicated   |
| (ii) | If syndicated:          |  |
|      | (a) Names of Managers:  | <p><b>Lead Manager</b><br/>Société Générale Bank &amp; Trust</p> <p><b>Sole Bookrunner</b><br/>Société Générale</p> <p><b>Joint Lead Managers</b><br/>Banco Bilbao Vizcaya Argentaria, S.A.<br/>Banco Santander, S.A.<br/>Deutsche Bank AG, London Branch<br/>ING Bank N.V. Belgian Branch<br/>Natixis<br/>UniCredit Bank AG</p> <p><b>Co-Lead Manager</b><br/>DZ BANK AG Deutsche Zentral-<br/>Genossenschaftsbank, Frankfurt am Main</p> |

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|-------|---|---|
| (b)   | Stabilising Manager (if any):                   | Société Générale on behalf of Société Générale Bank & Trust |
| (iii) | If non-syndicated, name of the relevant Dealer: | Not Applicable  |
| (iv)  | U.S. selling restrictions:                      | Regulation S compliance category 2<br><br>TEFRA D           |
| (v)   | Additional selling restrictions:                | Not Applicable  |