



**SOCIÉTÉ GÉNÉRALE**

**FINAL TERMS DATED 23 MARCH 2017**

**Issue of EUR 1,250,000,000 Senior Non-Preferred Floating Rate Notes due 1 April 2022**  
(the **Notes**)

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

Series no.: PA065/17-03

Tranche no.: 1

Issue Price: 100.00 per cent.

**Sole Bookrunner**

Société Générale Corporate & Investment Banking

**Lead Manager**

Société Générale Bank & Trust

**Joint Lead Managers**

BMO Capital Markets

NatWest Markets

Swedbank

## 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 9 January 2017 which received *visa* no.17-008 on 9 January 2017 from the *Autorité des marchés financiers* (the **AMF**), as supplemented by the supplements dated 13 February 2017 and 10 March 2017 which received *visa* no. 17-057 and 17-091 from the AMF on 13 February 2017 and 10 March 2017, respectively (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. 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:                             | PA065/17-03   |
|    | (ii) Tranche Number:                           | 1   |
|    | (iii) Date on which the Notes become fungible: | Not Applicable  |
| 2. | Specified Currency:                            | Euro ( <b>EUR</b> )   |
| 3. | Aggregate Nominal Amount:                      |   |
|    | (i) Series:                                    | EUR 1,250,000,000   |
|    | (ii) Tranche:                                  | EUR 1,250,000,000   |
| 4. | Issue Price:                                   | 100 per cent. of the Aggregate Nominal Amount of the Tranche              |
| 5. | (i) Specified Denomination(s):                 | EUR 100,000   |
|    | (ii) Calculation Amount:                       | EUR 100,000   |
| 6. | Issue Date and Interest Commencement Date      | 27 March 2017   |
| 7. | Maturity Date:                                 | The Interest Payment Date scheduled to fall on or nearest to 1 April 2022 |
| 8. | Interest Basis:                                | 3-month EURIBOR + 0.85 per cent. Floating                                 |

Rate

(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: 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 *Code Monétaire et Financier*
- (ii) Date of corporate authorisations for issue of the Notes: Resolution of the Board of Directors dated 8 February 2017 and decision of the Issuer dated 22 March 2017.

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

13. Fixed Rate Note Provisions Not Applicable
14. Floating Rate Note Provisions Applicable
- (i) Specified Period(s) (see Condition 4(b)(i)(B) of the Terms and Conditions of the English Law Notes and Condition 3(b)(i)(B) of the Terms and Conditions of the French Law Notes/Interest Payment Date(s): 1<sup>st</sup> January, 1<sup>st</sup> April, 1<sup>st</sup> July and 1<sup>st</sup> October in each year commencing on 3 July 2017 (until and including the Interest Payment Date scheduled to fall on or nearest to 1<sup>st</sup> April 2022), subject in each case to adjustment pursuant to the Business Day Convention specified below.
- There will be a long first coupon in respect of the first Interest Period starting on (and including) the Issue Date an ending on (but excluding) the Interest Payment Date falling on or nearest to 1st June 2017.
- (ii) Business Day Convention: Modified Following Business Day Convention
- (iii) Additional Business Centre(s): TARGET 2
- (iv) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination

- (v) Party responsible for calculating the Rate of Interest and/or Interest Amount (if not the Calculation Agent): Not Applicable
- (vi) Screen Rate Determination:
  - Reference Rate: 3-month EURIBOR
  - Interest Determination Date(s): The second day on which the TARGET2 System is open prior to the start of each Interest Period
  - Specified Time: 11.00 a.m. Brussels time
  - Relevant Screen Page: Reuters EURIBOR01
  - Reference Banks: As selected by the Fiscal Agent
- (vii) ISDA Determination: Not Applicable
- (viii) Margin(s): + 0.85 per cent. *per annum*
- (ix) Minimum Rate of Interest: Zero (0) per cent. *per annum*
- (x) Maximum Rate of Interest: Not Applicable
- (xi) Day Count Fraction: Actual/360
- (xii) Rate Multiplier: Not Applicable

**15. Zero Coupon Note Provisions** Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

- 16.** Redemption at the option of the Issuer: Not Applicable
- 17.** Redemption at the option of the Noteholders: Not Applicable
- 18.** Final Redemption Amount: EUR 100,000 per Note of EUR 100,000 Specified Denomination
- 19.** Early Redemption Amount(s): EUR 100,000 per Note of EUR 100,000 Specified Denomination

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 20.** 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>	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 ( <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 PA065/17-03, Tranche 1.

Signed on behalf of the Issuer:

By: Stéphane Landon, Group Treasurer of Société Générale  
*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 are expected to be 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.

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

Estimated total expenses: EUR 9,000

## 5. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters.

## 6. OPERATIONAL INFORMATION

- |        |  |   |
|--------|--|---|
| (i)    | ISIN:  | XS1586146851  |
| (ii)   | Common Code:   | 158614685   |
| (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  |
| (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> |

## 7. DISTRIBUTION

- |      |                         |   |
|------|-------------------------|---|
| (i)  | Method of distribution: | Syndicated  |
| (ii) | If syndicated:          | <p>(a) Names of the Managers:</p> <p><b>Sole Bookrunner :</b></p> <p>Société Générale</p> <p><b>Lead Manager :</b></p> <p>Société Générale Bank &amp; Trust</p> |

**Joint Lead Managers :**

Bank of Montreal, London branch  
The Royal Bank of Scotland plc (trading as  
NatWest Markets)  
Swedbank AB (Publ)

- |       |   |   |
|-------|---|---|
| (b)   | Date of Subscription Agreement:                 | 23 March 2017   |
| (c)   | 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 TEFR A D                 |
| (v)   | Additional selling restrictions:                | Not Applicable  |





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- 20.** Form of Notes:

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<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
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<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>	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 ( <i>Status of the Notes</i> ) which shall be governed by, and construed in accordance with, French law.

## **PURPOSE OF FINAL TERMS**

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Signed on behalf of the Issuer:

By: Stéphane Landon, Group Treasurer of Société Générale  
*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 are expected to be 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.

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

Estimated total expenses: EUR 9,000

## 5. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters.

## 6. OPERATIONAL INFORMATION

- |        |  |   |
|--------|--|---|
| (i)    | ISIN:  | XS1586146851  |
| (ii)   | Common Code:   | 158614685   |
| (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  |
| (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> |

## 7. DISTRIBUTION

- |      |                            |   |
|------|----------------------------|---|
| (i)  | Method of distribution:    | Syndicated  |
| (ii) | If syndicated:             |   |
|      | (a) Names of the Managers: | <p><b>Sole Bookrunner :</b></p> <p>Société Générale</p> <p><b>Lead Manager :</b></p> <p>Société Générale Bank &amp; Trust</p> |

**Joint Lead Managers :**

Bank of Montreal, London branch  
The Royal Bank of Scotland plc (trading as  
NatWest Markets)  
Swedbank AB (Publ)

- |       |   |   |
|-------|---|---|
| (b)   | Date of Subscription Agreement:                 | 23 March 2017   |
| (c)   | 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 TEFR A D                 |
| (v)   | Additional selling restrictions:                | Not Applicable  |