**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 2002/92/EC (IMD), 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.



# SOCIÉTÉ GÉNÉRALE

## **FINAL TERMS DATED 2 MARCH 2018**

Issue of EUR 1,000,000,000 Senior Non-Preferred Floating Rate Notes due 2023 (the Notes)

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

Series no.: PA 76 / 18-03

Tranche no.: 1 Issue Price: 100.00 per cent.

Société Générale Corporate & Investment Banking (the Sole Bookrunner)

Crédit Agricole CIB Danske Bank A/S Erste Group Bank AG (the Joint Lead Managers)

# Banca Akros S.p.A. Gruppo Banco BPM Banco Sabadell Bankinter, S.A. First Abu Dhabi Bank (the Co-Managers and, together with the Sole Bookrunner and the Joint Lead Managers, 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 20 December 2017 which received *visa* no.17-0646 on 20 December 2017 from the *Autorité des marchés financiers* (the **AMF**), as supplemented by the supplements dated 4 January 2018, 15 January 2018 and 12 February 2018 which received *visa* no. 18-0001, no. 18-0016 and no. 18-0037 from the AMF on 4 January 2018, 15 January 2018 and 12 February 2018, 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) and of the Issuer (http://prospectus.socgen.com).

1.	(i)	Series Number:	76
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(ii) Tranche Number: 1

**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: 100.00 per cent. of the Aggregate Nominal

Amount of the Tranche

**5.** Specified Denomination: EUR 100,000

6. Issue Date and Interest 6 March 2018

Commencement Date:

7. Maturity Date: The Interest Payment Date scheduled to fall on

or nearest to 6 March 2023

8. Interest Basis: 3-month EURIBOR + 0.45 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 7 February 2018 and decision of the Issuer dated

01 March 2018.

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. Fixed Rate Note Provisions Not Applicable

14. Floating Rate Note Provisions Applicable

(i) Interest Payment Date(s): 6 June, 6 September, 6 December, 6 March in

each year, commencing on 6 June 2018, until (and including) 6 March 2023, subject in each case to adjustment pursuant to the Business Day

Convention specified below.

(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):

(vi) Screen Rate Determination:

Not Applicable

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): + 0.45 per cent. per annum

(ix) Minimum Rate of Interest: As per Conditions

(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. Make-Whole Redemption Option: Not Applicable

**18.** Residual Maturity Redemption Option: Not Applicable

19. Clean-up Redemption Option: Not Applicable

20. Redemption at the Option of the

Noteholders:

Not Applicable

21. Final Redemption Amount: EUR 100,000 per Note of EUR 100,000 Specified

Denomination

22. Early Redemption Amount: EUR 100,000 per Note of EUR 100,000 Specified

Denomination

**GENERAL PROVISIONS APPLICABLE TO THE NOTES** 

23. Form of Notes: Dematerialised Notes

Form: Bearer form (au porteur)

24. Additional Financial Centre(s) for the

purposes of Condition 4(d) of the

Not Applicable

Terms and Conditions of the French Law Notes:

25. Talons for further Coupons to be

attached to Definitive Bearer Notes:

Not Applicable

**26.** Redenomination applicable:

Not Applicable

**27.** Consolidation applicable:

Not Applicable

**28.** Meeting and Voting Provisions

Condition 12 of the Terms and Conditions of the French Law Notes):

No Masse

**29.** 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 76, 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 are expected to be rated:

S&P Global Ratings:

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) 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 9,450 (including the AMF fees)

#### 5. **HISTORIC INTEREST RATES**

**Applicable** 

Details of historic EURIBOR rates can be obtained from Reuters.

#### 6. **OPERATIONAL INFORMATION**

(i) ISIN: FR0013321791

178899163 (ii) Common Code:

(iii) Any clearing system(s) other Not Applicable than Euroclear Bank S.A./N.V., Clearstream Banking, S.A. or Euroclear France, SIX Swiss Exchange and the relevant identification number(s):

(iv) Delivery: Delivery against payment

Names and addresses of (v) Additional Paying Agent(s) (if any):

Not Applicable

(vi) Name and address of Swiss Not Applicable Paying Agent:

#### 7. **DISTRIBUTION**

(i) Method of distribution: Syndicated

If syndicated: (ii)

> (a) Names of the Managers: Sole Bookrunner

> > Société Générale

**Joint Lead Managers** 

Crédit Agricole Corporate and Investment Bank

Danske Bank A/S Erste Group Bank AG

Co-Managers

Banca Akros S.p.A. Gruppo Banco BPM

Banco de Sabadell, S.A.

Bankinter, S.A.

First Abu Dhabi Bank PJSC

(b) Date of Agreement:

Subscription 2 March 2018

- (c) Stabilising Manager (if Société Générale any):
- (iii) If non-syndicated, name of the Not Applicable relevant Dealer:
- (iv) U.S. selling restrictions: Regulation S compliance category 2 TEFRA Not Applicable
- (v) Prohibition of Sales to EEA Applicable Retail Investors:
- (vi) Additional selling restrictions: Not Applicable