

**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 2016/97/EU, as amended, 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**

**Legal Entity Identifier (LEI): O2RNE8IBXP4R0TD8PU41**

**FINAL TERMS DATED 20 MARCH 2019**

**Issue of EUR 1,250,000,000 1.750 per cent. Senior Non-Preferred Notes due 22 March 2029**

**(the Notes)**

**under the**

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

**(the Programme)**

Series no.: PA-90/19-03

Tranche no.: 1

Issue Price: 99.773 per cent.

**Société Générale Corporate & Investment Banking**

**(the Joint Lead Manager and Bookrunner)**

**CaixaBank S.A.**

**Landesbank Hessen-Thüringen Girozentrale**

**Standard Chartered Bank**

**(together with the Joint Lead Manager and Bookrunner, the Joint Lead Managers)**

**DZ BANK AG Deutsche Zentral-Genossenschaftsbank Frankfurt am Main**

**Norddeutsche Landesbank – Girozentrale –**

**(the Co-Managers and, together with 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 21 December 2018 which received *visa* no.18-579 on 21 December 2018 from the *Autorité des marchés financiers* (the **AMF**), as supplemented by the supplements dated 11 February 2019 and 14 March 2019 which received *visa* no.19-043 and 19-099 from the AMF on 11 February 2019 and on 14 March 2019 (together the **Base Prospectus**), which 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 or superseded (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:                             | PA-90/19-03   |
|    | (ii) | Tranche Number:                            | 1   |
| 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:                               | 99.773 per cent. of the Aggregate Nominal Amount of the Tranche                                 |
| 5. | (i)  | Specified Denomination:                    | EUR 100,000   |
| 6. |      | Issue Date and Interest Commencement Date: | 22 March 2019   |
| 7. |      | Maturity Date:                             | 22 March 2029   |
| 8. |      | Interest Basis:                            | 1.750 per cent. Fixed Rate<br>(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 <i>Code Monétaire et Financier</i> |
|     | (ii) Date of corporate authorisations for issue of the Notes: | Resolution of the Board of Directors dated 6 February 2019 and decision of the Issuer dated 19 March 2019.       |

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

- |     |                                   |  |
|-----|-----------------------------------|--|
| 13. | <b>Fixed Rate Note Provisions</b> | Applicable   |
|     | (i) Rate(s) of Interest:          | 1.750 per cent. <i>per annum</i> payable annually in arrear  |
|     | (ii) Interest Payment Date(s):    | Applicable<br><br>22 March in each year from and including 22 March 2020 up to and including the Maturity Date |
|     | (iii) Business Day Convention:    | Not Applicable   |
|     | (iv) Additional Business Centres: | Not Applicable   |
|     | (v) Fixed Coupon Amount(s):       | EUR 1,750 per Note of EUR 100,000 Specified Denomination   |
|     | (vi) Day Count Fraction:          | Actual/Actual (ICMA)   |
|     | (vii) Broken Amount(s):           | Not Applicable   |
|     | (viii) Resetable Notes            | Not Applicable   |
|     | (ix) Determination Date(s):       | 22 March in each year  |
| 14. | Floating Rate Note Provisions     | 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:	
	(i) Form:	Dematerialised Notes
		Bearer form ( <i>au porteur</i> )
24.	Additional Financial Centre(s) for the purposes of Condition 4(e) of the French Law Conditions:	Not Applicable
25.	Payments on non-Payment Business Days (Condition 4(e) of the French Law Conditions)	As per Conditions
26.	Talons for further Coupons to be attached to Definitive Bearer Notes:	Not Applicable
27.	Redenomination applicable:	Not Applicable
28.	Consolidation applicable:	Not Applicable
29.	Meeting and Voting Provisions Condition 12 of the French Law Conditions:	No Masse
30.	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 PA-90/19-03, 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: BBB+
	Moody's Investors Service Ltd.: Baa2
	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. ESTIMATED TOTAL EXPENSES

- (i) Estimated total expenses: EUR 12,575 (including the AMF fees)

### 5. YIELD

Indication of yield: Applicable

1.775 per cent. *per annum*

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

## 6. OPERATIONAL INFORMATION

- |       |  |                          |
|-------|--|--------------------------|
| (i)   | ISIN:  | FR0013410818             |
| (ii)  | Common Code:   | 196761608                |
| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, SA 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           |

## 7. DISTRIBUTION

- |      |                                 |   |
|------|---------------------------------|---|
| (i)  | Method of distribution:         | Syndicated  |
| (ii) | If syndicated:                  |   |
| (a)  | Names of the Managers:          | <b>Joint Lead Manager and Bookrunner</b><br><br>Société Générale<br><br><b>Joint Lead Managers</b><br><br>CaixaBank S.A.<br>Landesbank Hessen-Thüringen Girozentrale<br>Standard Chartered Bank<br><br><b>Co-Managers</b><br><br>DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main<br>Norddeutsche Landesbank – Girozentrale – |
| (b)  | Date of Subscription Agreement: | 20 March 2019   |

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