

**PRIIPS REGULATION / 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, as amended (*MiFID II*); (ii) a customer within the meaning of Directive 2016/97/EU, 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 Directive 2003/71/EC (as amended, 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 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 manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

**Final Terms dated 25 April 2019**

**SOCIÉTÉ GÉNÉRALE SCF**

(the *Issuer*)

Issue of € 2,500,000,000 *obligations foncières* due 29 July 2021 extendible up to 29 July 2022

Series 43

Tranche 1

(the *Notes*)

under the € 15,000,000,000 Euro Medium Term Note Programme

Issue Price: 100.39 per cent.

**SOCIÉTÉ GÉNÉRALE CORPORATE & INVESTMENT BANKING**

(the *Dealer*)

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 15 June 2018 which received visa no. 18-248 from the *Autorité des marchés financiers* (the "AMF") on 15 June 2018 as supplemented by the supplement to the base prospectus dated 04 April 2019 which received visa no. 19-137 from the AMF on 04 April 2019 (the "**Base Prospectus**") which together constitute a base prospectus for the purposes of the Directive 2003/71/EC of the European Parliament and of the Council dated 4 November 2003, 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 such Base Prospectus as so supplemented. 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 as so supplemented. The Base Prospectus, the supplement to the Base Prospectus and these Final Terms are available for viewing on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)) during a period of twelve (12) months from the date of approval of the Base Prospectus and (b) the Issuer (<http://prospectus.socgen.com/>) and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

1.	(a)	Series Number:	43
	(b)	Tranche Number:	1
2.		Specified Currency or Currencies:	Euro (€)
3.		Aggregate Nominal Amount of Notes:	
	(a)	Series:	€2,500,000,000
	(b)	Tranche:	€2,500,000,000
4.		Issue Price:	100.39 per cent. of the Aggregate Nominal Amount
5.		Specified Denomination(s):	€100,000
6.	(a)	Issue Date:	29 April 2019
	(b)	Interest Commencement Date:	Issue Date
7.		Maturity Date:	29 July 2021
8.		Extended Maturity Date:	29 July 2022
9.		Interest Basis/rate of Interest:	0.00 per cent. Fixed Rate <i>(further particulars specified below)</i>
10.		Redemption/Payment Basis:	Redemption at par <i>(further particulars specified below)</i>
11.		Change of Interest Basis:	Not Applicable
12.		Redemption at the Option of the Issuer:	Applicable
13.		Date of corporate authorisations for issuance of Notes obtained:	Decisions of the Board of Directors ( <i>Conseil d'administration</i> ) of the Issuer dated 20 March 2019

(i) approving the issuance programme of *obligations foncières* for a period of one year as from 20 March 2019, (ii) granting authority to the Chief Executive Officer (*Directeur Général*) of the Issuer and to the Deputy Chief Executive Officer (*Directeur Général Délégué*) of the Issuer, acting jointly or separately, to decide the issue of *obligations foncières* within certain limits and (iii) approving the quarterly issuance programme of the *obligations foncières* for the second quarter 2019.

Decision of Mr. Vincent Robillard, Deputy Chief Executive Officer (*Directeur Général Délégué*) of the Issuer dated 19 April 2019 deciding the issue of the Notes.

**14.** Method of distribution: Non-syndicated

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

<b>15.</b>	<b>Fixed Rate Notes Provisions:</b>	Applicable
	(i) Rate of Interest:	0.00 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date[(s)]:	29 July in each year from (and including) 29 July 2019 up to and including the Maturity Date and up to and including the Extended Maturity Date (Unadjusted)
		There will be a short first coupon for the Interest Period from (and including) the Interest Commencement Date to (but excluding) 29 July 2019 (the <b>Short First Coupon</b> ).
	(iii) Fixed Coupon Amount(s):	€0.00 per €100,000 in Specified Denomination
	(iv) Broken Amount(s):	€ 0.00 payable on the Interest Payment Date falling on 29 July 2019
	(v) Day Count Fraction:	Actual/Actual-ICMA
	(vi) Determination Dates:	29 July in each year
<b>16.</b>	<b>Floating Rate Notes Provisions:</b>	Not Applicable
<b>17.</b>	<b>Fixed/Floating Rate Notes Provisions:</b>	Not Applicable
<b>18.</b>	<b>Zero Coupon Notes Provisions:</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

<b>19.</b>	<b>Call Option:</b>	Applicable
	(i) Optional Redemption Date(s):	Each TARGET 2 and Paris Business Day, subject to the Notice Period

(ii)	Optional Redemption Amount(s) of each Note:	€100,000 per Note of €100,000 Specified Denomination
(iii)	If redeemable in part:	
(a)	Minimum Redemption Amount:	€100,000 per Note of €100,000 Specified Denomination
(b)	Maximum Redemption Amount:	€100,000 per Note of €100,000 Specified Denomination
<b>20.</b>	<b>Redemption by Instalments:</b>	Not Applicable
<b>21.</b>	<b>Final Redemption Amount of each Note:</b>	€100,000 per Note of €100,000 Specified Denomination
<b>22.</b>	<b>Early Redemption Amount:</b>	
	Early Redemption Amount(s) of each Note payable on early redemption:	€100,000 per Note of €100,000 Specified Denomination

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

<b>23.</b>	<b>Form of Notes:</b>	Dematerialised Notes
(i)	Form of Dematerialised Notes:	Bearer form ( <i>au porteur</i> )
(ii)	Registration Agent:	Not Applicable
(iii)	Temporary Global Certificate:	Not Applicable
<b>24.</b>	<b>Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 7(g):</b>	Paris
	<b>Adjusted Payment Date (Condition 7(g)):</b>	Applicable
<b>25.</b>	<b>Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):</b>	Not Applicable
<b>26.</b>	<b>Redenomination, renominalisation and reconventioning provisions:</b>	Not Applicable
<b>27.</b>	<b>Consolidation provisions:</b>	Not Applicable
<b>28.</b>	<b>Meeting and Voting Provisions (Condition 10):</b>	No <i>Masse</i> shall apply

**GENERAL**

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [ ● ] per cent. producing a sum of:	Not Applicable
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**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on Euronext of the Notes described herein pursuant to the Euro 15,000,000,000 Euro Medium Term Note Programme of SOCIÉTÉ GÉNÉRALE SCF.

**THIRD PARTY INFORMATION**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of SOCIÉTÉ GÉNÉRALE SCF:

By: Vincent ROBILLARD, Deputy Chief Executive Officer

Duly authorised

**PART B – OTHER INFORMATION**

**1. LISTING AND ADMISSION TO TRADING**

- (a) Listing(s): Euronext Paris
- (b) (i) Admission to trading: Application has been made by the Issuer for the Notes to be admitted to trading on Euronext Paris with effect from 29 April 2019.
- (ii) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: Not Applicable
- (c) Estimate of total expenses related to admission to trading: € 7,575 (including AMF fees)
- (d) Additional publication of Base Prospectus and Final Terms: The Base Prospectus as so supplemented is published on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (b) the Issuer ([prospectus.socgen.com](http://prospectus.socgen.com)). These Final Terms will be published on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (b) the Issuer ([prospectus.socgen.com](http://prospectus.socgen.com)).

**2. RATINGS**

- Ratings: The Notes are expected to be rated:  
S & P: AAA  
Moody's: Aaa

Each of Standard and Poor's and Moody's is established in the European Union and is registered under European Regulation 1060/2009/EC of 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. SPECIFIC CONTROLLER**

The Specific Controller (*contrôleur spécifique*) of the Issuer has certified that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *Privilège* defined in Article L.513-11 of the French Monetary and Financial Code, after settlement of this issue and of the issues which have been the subject of previous attestations.

**4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has a material interest in the offer.

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

Not applicable

**6. Fixed Rate Notes only – YIELD**

Indication of yield: -0.174%  
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**7. OPERATIONAL INFORMATION**

ISIN Code: FR0013416823

Common Code: 198790273

Depositaries:

(i) Euroclear France to act as Central Depositary: Yes

(ii) Common Depositary for Euroclear Bank and Clearstream Banking, S.A.: No

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

Delivery: Delivery against payment

Name and address of initial Paying Agents: **Fiscal Agent and Principal Paying Agent:**  
**Société Générale**  
BP 81236  
32, rue du Champ de Tir  
44312 Nantes Cedex 3  
France

**Luxembourg Paying Agent:**  
**Société Générale Bank & Trust**  
11, avenue Emile Reuter  
L-2420 Luxembourg

Name and address of Calculation Agent: **Société Générale**  
BP 81236  
32, rue du Champ de Tir  
44312 Nantes Cedex 3  
France

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

**8. DISTRIBUTION**

(a) Method of distribution: Non-syndicated

- (b) If syndicated, names of Managers: Not Applicable
- (c) Stabilising Manager(s) (including addresses) (if any): Not Applicable
- (d) If non-syndicated, name of Dealer: Société Générale
- (e) U.S. Selling Restrictions: The Issuer is Category 2 for the purposes of Regulation S under the Securities Act.  
TEFRA not Applicable
- (f) Prohibition of Sales to EEA Retail Investors<sup>1</sup>: Applicable

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<sup>1</sup> The expression "Retail Investor" means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("**MiFID II**"); (ii) a customer within the meaning of Directive 2016/97/EU, 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.