

SGIS

SG ISSUER



EXTERNAL PUBLICATION

THIS DOCUMENT IS FOR THE EXCLUSIVE USE OF INVESTORS ACTING ON THEIR OWN ACCOUNT AND CATEGORISED EITHER AS "ELIGIBLE COUNTERPARTIES" OR "PROFESSIONAL CLIENTS" WITHIN THE MEANING OF MARKETS IN FINANCIAL INSTRUMENTS DIRECTIVE 2004/39/CE.

BUILDING TEAM SPIRIT TOGETHER

SG ISSUER AT A GLANCE

SIMPLICITY BROUGHT TO NOTE INVESTING

Societe Generale proposes dedicated investment, hedging and financing solutions for distributors and institutional investors. These solutions are wrapped within the appropriate investment vehicle in order to answer the needs of each investor.

Among Société Générale’s proprietary issuers, SG Issuer is the flagship issuer.

SG Issuer brings simplicity to investing in structured notes as it can issue, within the same programme:

- **Unsecured notes:** Notes guaranteed by Societe Generale based on Societe Generale funding yield;
- **Secured notes:** Notes guaranteed by Societe Generale but also secured by collateral assets chosen by the investor (which decreases funding yield);
- **Bond-Repacked Notes:** Notes which allow investors to calibrate the funding yield of their structure by selecting a bond (the “Reference Bond”) issued by a third-party issuer (the “Reference Bond Issuer”).

SG Issuer Key Points:

European Issuer registered in Luxembourg

Guarantee from Societe Generale (A2/A/A)*

Cross-asset custom-made payoffs

Many eligible underlying assets: credit, equity, rate, FX, commodities...

Ability to issue both secured and unsecured notes

Top-rated independent service providers for collateral custody, valuation and liquidation processes

*As of April 2015



SG ISSUER Note Issuance Capabilities

Type of Notes	UNSECURED NOTES	SECURED NOTES	BOND-REPACKED NOTES
Funding Yield	SG’s funding yield	SG’s funding yield adjusted for cost of collateral assets	Reference Bond Issuer’s yield
What if SG defaults?	If SG defaults, investors receive the recovery value of senior unsecured Note	If SG defaults, investors receive the collateral assets	If SG defaults, investors receive the collateral assets (Reference Bond or eligible assets)
What if the collateral assets defaults?	Not applicable	If the collateral assets default, SG replaces them with new eligible collateral assets	Investors are exposed to the credit risk of the Reference Bond Issuer. They receive full or part of the recovery value of the Reference Bond

SGIS CAPABILITIES

THE BEST OF BOTH WORLDS



ADVANTAGES OF NOTES ISSUANCES

- Tailor-made risk/return profile
- Limited costs compared to funds
- No minimum size requirement

ADVANTAGES OF FUNDS FOR SECURED AND BOND-REPACKED NOTES

- Security interest of holders over the Eligible Assets, to tailor bespoke credit risk
- Pre-defined collateral guidelines, to determine the composition of Eligible Assets
- Independent Service Providers : independent valuation of the Eligible Assets and independent custody

FOR SECURED AND BOND-REPACKED NOTES, INDEPENDENT SERVICE PROVIDERS FOR MORE SECURITY

Société Générale has appointed only independent service providers for the key functions of its Secured and Bond-Repack Note issuances: **Custodian, Trustee, Collateral Monitoring Agent, Disposal Agent and Substitute Paying Agent** are all part of The Bank of New York Mellon Group.

The Bank of New York Mellon, established in 2007 following the merger between The Bank of New York Company, Inc. and Mellon Financial Corporation, is a leading investment management and investment services company.

Bank of New York Mellon: the opportunity to mitigate contagion risk: as a default on Société Générale may lead to a contagion particularly in Europe, Société Générale has favoured a North-American service provider to potentially mitigate the contagion risk.



BNY MELLON

Headquartered in New York*

Aa2/AA-/AA- long term debt rating*

USD 26.6 trillion assets under custody and administration*

USD 1.3 trillion assets under management*

Operations in 36 countries and over 100 markets*

*Information taken from www.bnymellon.com as at December 2013 (and such information remains subject to change)

IMPORTANT INFORMATION

Prior to investing in the product, investors should seek independent financial, tax, accounting and legal advice.

Collateralisation and limited recourse: there is no guarantee that following enforcement of the relevant pledge agreement the collateral enforcement proceeds available for distribution (or the value of the eligible assets available to be delivered) in accordance with the order of priority will be sufficient to pay all amounts due to investors in respect of the product. If there is any shortfall in amounts due to an investor then such investor shall have no further claim against the Issuer in respect of such amounts which remain unpaid following enforcement of the relevant pledge agreement (including, for the avoidance of doubt, payments of principal, premium (if any) and/or interest in respect of the product). In addition, no investor shall be entitled to take any steps or proceedings to procure the winding-up, administration or liquidation (any other analogous proceeding) of the Issuer. Nevertheless, the investors will continue to be able to claim against the guarantor for any unpaid amount.

Determination of the market value of the secured notes: investors should note that the market value of the secured notes determined by the Note Valuation Agent can differ from the market value determined by the Calculation Agent in accordance with the relevant terms and conditions of the issuance programme and from the price proposed, as the case may be, by Société Générale, as market maker on the secondary market for a product. As a result, there is no guarantee that following enforcement of the relevant pledge agreement, the collateral enforcement proceeds available for distribution (or the value of the eligible assets available to be delivered) will be sufficient to pay amounts due to investors in respect of the product.

Potential conflicts of interest between investors and the Collateral Manager and Note Valuation Agent: Société Générale will be the counterparty of the issuer under hedging transactions by which the issuer will acquire the assets that are backing and securing the product, and Société Générale will also act as Collateral Manager, Note Valuation Agent, and Calculation Agent (those terms being defined in the issuance programme). As the issuer is an affiliate of Société Générale, potential conflicts of interest may arise between the Collateral Manager, the Note Valuation Agent, the Calculation Agent and the holders of the products, including with respect to the making of certain determinations and the exercise of certain discretions (including as to the calculation of the market value of the secured notes, the Collateral Value and the Required Collateral Value, those terms being defined in the issuance programme).

Credit risk: by acquiring the product, the investor takes a credit risk on the issuer and on the guarantor, i.e. the issuer's and the guarantor's insolvency may result in the partial or total loss of the invested amount. This risk is however mitigated by the assets that are backing and securing the product. For credit derivative transactions or credit linked notes, investors will also be exposed to the credit risk of the reference entity(ies) mentioned in such product, i.e. the reference entity(ies)'s insolvency may result in the partial or total loss of the invested amount.

Market risk: The product may at any time be subject to significant price movement, which may in certain cases lead to the loss of the entire amount invested.

Risks relating to unfavourable market conditions: The fluctuations in the marked-to-market value of the product may require the investor to make provisions or resell the product in whole or in part before maturity, in order to enable the investor to comply with its contractual or regulatory obligations. As a consequence, the investor may have to liquidate the product under unfavourable market conditions, which may result in the partial or total loss of the invested amount. This risk will be even higher if the product includes leverage.

Liquidity risk: Certain exceptional market circumstances may have a negative effect on the liquidity of the product, and even render the product entirely illiquid, which may make it impossible to sell the product and result in the partial or total loss of the invested amount.

Early redemption of the product: In order to take into account the consequences on the product of certain extraordinary events which could affect the underlying instrument(s) of the product, the product's documentation provides for (i) adjustment or substitution mechanisms and, in certain cases, (ii) the early redemption of the product. This may result in losses on the product.

General selling restrictions : It is each investor's responsibility to ascertain that it is authorised to subscribe, or invest into, this product.

Risk factors: Investors should refer to the prospectus and any final terms before any investment in the product. Société Générale recommends that investors read carefully the "risk factors" section of the product's prospectus.

Information on commissions, remunerations paid to, or received from third parties : If, under applicable laws and regulations, any person (the "Interested Party") is required to disclose to prospective investors in the product any commission or remuneration that Société Générale and/or the issuer pay(s) to, or receive(s) from, such Interested Party in respect of the product, the Interested Party shall be solely responsible for compliance with such laws and regulations.

Commercial nature of the document: This document is of a commercial and not of a regulatory nature.

No offer to contract: This document does not constitute an offer, or an invitation to make an offer, from Société Générale to purchase or sell the product referred to herein.

Authorisation: Société Générale is a French credit institution (bank) authorised by the Autorité de Contrôle Prudentiel (the French Prudential Control Authority). This document is issued in the U.K. by the London Branch of Société Générale. Société Générale is subject to limited regulation by the Financial Services Authority in the U.K. Details of the extent of our regulation by the Financial Services Authority are available from us on request.

Guarantee by Société Générale or a third party: The product benefits from a guarantee by Société Générale (hereinafter referred to as the "Guarantor"). The due and punctual payment by the principal debtor of any sums owed in respect of the product is guaranteed by the Guarantor, according to the terms and subject to the conditions set forth in such a guarantee, available at the Guarantor's office on request. Consequently, the investor bears a credit risk on the Guarantor.

Leverage : This product includes embedded leverage, which amplifies the variation, upwards or downwards, in the value of the underlying instrument(s), which may result, in a worst case scenario, in the partial or total loss of the invested amount.

No liquid market: There is no liquid market on which this product can be easily traded and this may have a material adverse effect on the price at which this product might be sold. As a consequence, the investor may lose part or all of the invested amount.

Private placement: For any country of the European Economic Area (i) in which the product is not admitted to trading on a regulated market and (ii) not expressly referred to, in this document, as a country in which a public offer of the product is authorised, this PRODUCT IS OFFERED ON A PRIVATE PLACEMENT BASIS and no prospectus has been approved in that country by the local regulator. The product cannot thus be distributed in that country by way of an offer, or an invitation to make an offer of securities to the public, as defined in Article 2.1(d) of Directive 2003/71, as amended from time to time (the "Prospectus Directive"), save in those circumstances (commonly called "private placement") set out in Article 3.2 of the Prospectus Directive.

Availability of the documentation for the product: The legal documentation relating to this product may be obtained from Société Générale at the address stated in this document, upon request.

U.S. permanent selling restrictions : THE NOTES DESCRIBED HEREIN ARE DESIGNATED AS PERMANENTLY RESTRICTED NOTES. AS A RESULT, THEY MAY NOT BE LEGALLY OR BENEFICIALLY OWNED AT ANY TIME BY ANY "U.S. PERSON" (AS DEFINED IN REGULATION S) AND ACCORDINGLY ARE BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES TO PERSONS THAT ARE NOT "U.S. PERSONS" IN RELIANCE OF REGULATION S.

Information on products with underlying(s) in foreign currency(ies) or multi-currency products without protection against currency exchange risk: When the underlying asset(s) is/are quoted and/or expressed in a foreign currency and/or, in the case of an index or an asset basket, it contains components expressed and/or quoted in one or several foreign currency(ies), the value of the investment may increase or decrease as a result of the value of such currency(ies) against the euro or any other currency in which the product is expressed, unless the product includes a currency exchange guarantee.

Confidentiality: This document is confidential and may be neither communicated to any third party (with the exception of external advisors on the condition that they themselves respect this confidentiality undertaking) nor copied in whole or in part, without the prior written consent of Société Générale.

Information on data and/or figures drawn from external sources: The accuracy, completeness or relevance of the information which has been drawn from external sources is not guaranteed although it is drawn from sources reasonably believed to be reliable. Subject to any applicable law, neither Société Générale nor the issuer shall assume any liability in this respect.

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Société Générale is authorised by the Autorité du Contrôle Prudentiel et de Résolution