

Termsheet

Raymond James Best picks 2017

Delta One on Basket

This Termsheet is available exclusively in English.

The product described in this document ("Notes") does not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA"). Therefore, the Notes are not subject to authorization and supervision by the Swiss Financial Market Supervisory Authority FINMA ("FINMA"), and investors in the Notes will not benefit from protection under the CISA or supervision by FINMA. Investors in the Notes bear a credit risk on the Guarantor.

The Issuer has determined that this Note substantially replicates the economic performance of one or more U.S. Underlying Equities (and as such, for the purposes of IRS Notice 2016-76, such Note is deemed a "delta-one" instrument) and is therefore a Specified Note for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986. Additional information regarding the application of Section 871(m) on the Note is available on request at Société Générale by contacting Sales Support Services - Derivatives at clientsupport-deai@sgcib.com. Section 871(m) Regulations withholding tax will be at a rate of 30 per cent. and will be withheld by Société Générale.

1. PRODUCT DESCRIPTION



Overview

Société Générale is arranging the issue of Notes linked to a portfolio (**Portfolio**) of shares .

Noteholders will not receive any interest/coupon payments under the Notes. For an investor purchasing the Notes on the Issue Date, the profit potential is limited to the positive difference between the Issue Price and the Final Redemption Amount payable on Maturity Date. The Final Redemption Amount is based on the performance of the Portfolio: the higher the level of the Portfolio above the Strike on Valuation Date(T), the higher the return of the Notes and vice versa.

However, attention of the Noteholders is drawn to the fact that (i) financing and, if relevant, transaction costs are taken into account for the calculation of the level of the Portfolio and (ii) some additional costs relating to the Notes will be factored into the calculation of the Final Redemption Amount. Further, the Portfolio Level as of Valuation Date(0) is lower than the Strike set for the purpose of determining the performance of the Portfolio in connection with the calculation of the Final Redemption Amount.

The Final Redemption Amount of the Notes may be less than the amount initially invested. In a worst case scenario, investors could sustain the loss of their entire investment.

Payments due under the Notes are guaranteed by the Guarantor by a first demand guarantee governed by **English law (English Courts** having jurisdiction) without recourse to the Issuer.

SVSP Product Type: 1300 / Tracker Certificate

ISIN Code XS1526201527

Common Code

Issue Size / Aggregate Nominal Amount USD 10 000 000 (subject to the issue of additional Notes)

Specified Denomination USD 1 000

Issue Price 100%

Specified Currency	USD
Capital Protection	No
Guarantor	Société Générale , France (Ratings : A2 (Moody's), A (S&P), A (Fitch), A (high) DBRS as of the Launch Date) / Registered office is located at 29, boulevard Haussmann, Paris, 75009, France. The Guarantor is a credit institution authorized to act as a bank in France and is authorized and supervised by the European Central Bank and the Autorité de Contrôle Prudentiel et de Résolution and regulated by the Autorité des Marchés Financiers.
Issuer	SG Issuer / Head office at 33, boulevard du Prince Henri, L-1724 Luxembourg. The Issuer is not subject to individual prudential supervision in its jurisdiction of incorporation and is not rated. The Issuer is a wholly owned subsidiary of Société Générale Bank & Trust S.A. ("SGBT") (which is a subsidiary of the Guarantor) and as such falls within the perimeter of consolidated supervision over SGBT by the Commission de Surveillance du Secteur Financier in Luxembourg.
Minimum Investment	USD 1 000 (i.e. 1 Note)
Minimum Trading Lot	USD 1 000 (i.e. 1 Note)

Dates

Launch Date	11/01/2017
Valuation Date(0) (DD/MM/YYYY)	12/01/2017 (or if a Portfolio Disruption Event exists on such date, the next following Calculation Date, as defined in the Additional Terms and Conditions for Portfolio Linked Notes)
Issue Date (DD/MM/YYYY)	26/01/2017
Valuation Date(t); (t from 1 to T)	means each Scheduled Calculation Date (as specified in the Annex – Part 1 attached hereto) on which no Portfolio Disruption Event exists from (and including) Valuation Date(1) to (and including) Valuation Date(T). If one or more Portfolio Disruption Event(s) exist on such Scheduled Calculation Date, the Valuation Date(t) shall be postponed in accordance with the Additional Terms and Conditions for Portfolio Linked Notes. Valuation Date(1) is the Valuation Date(t) immediately following Valuation Date(0). Valuation Date(T) is the 12/12/2017.
Optional Redemption Valuation Date (or Valuation Date(t1))	means the date specified in the notice given by the Issuer to the Noteholders as per Condition 5.5 or by the Noteholders to the Issuer as per Condition 5.7, and in either case, if such date is not a Valuation Date, the immediately following Valuation Date(t) pursuant to the Additional Terms and Conditions for Portfolio Linked Notes.
Maturity Date (DD/MM/YYYY)	26/12/2017

Underlying Portfolio

Underlying	A static Portfolio composed of the Portfolio Components set out in the Annex – Part 1 attached hereto.
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Final Redemption

Final Redemption Amount	Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date in accordance with the following provisions in respect of each Note: Final Redemption Amount = Specified Denomination x [Level(T, Strike) x Hedging Fees Factor (T)]
Strike	means $PL(0) \times (1 + 2.20\%)$
Level (t, Strike)	means Portfolio Level (t) / Strike In summary, Portfolio Level (t) is calculated based on the Portfolio Level (t-1) plus the performance of the Portfolio Components between Valuation Date(t-1) and Valuation Date(t), taking into account financing costs and (if any) transactions costs related to the Portfolio and occurred between Valuation Date(t-1) and Valuation Date(t), all as per the Additional Terms and Conditions for Portfolio Linked Notes and as further summarized in the Annex – Part 2 attached hereto.
Hedging Fees Factor (t) (t from 1 to T)	means $\text{Product}(\text{for } i \text{ from } 1 \text{ to } t) (1 - (\text{Factor_2}(i-1)) \times (\text{Act}(i-1;i) / 360))$
Factor_2(t) (t from 0 to T)	means 0.25%, which is an annual commission rate deducted from the value of the Notes. .

Act(t-1,t) means, in respect of Calculation Date (t), the number of calendar days between the Calculation Date (t-1) (included) and Calculation Date (t) (excluded).

Early Redemption

In addition to any redemption of the Notes prior to the Maturity Date for (special) tax or regulatory reasons or in case of an Event of Default (in each case as further set out in the Conditions as defined below) or upon the occurrence of an early redemption or termination event as specified in the relevant Additional Terms and Conditions(if any) in the Base Prospectus, in each case at an early redemption amount further specified in the Final Terms, the Notes will be redeemed early as follows:

Early Trigger Level Redemption Amount	Unless previously redeemed, at the option of the Issuer if the Aggregate Outstanding Nominal Amount of the Notes equals to, or falls below, the Outstanding Amount Trigger Level, the Notes may be early redeemed after a notice period of not less than 15 Business Days at an amount equal to the Market Value (as defined in Condition 5.9 of the Terms and Conditions of the English Law Notes set out in the Base Prospectus).
Outstanding Amount Trigger Level	10% of the Aggregate Nominal Amount initially issued
Optional Redemption Amount(s)	Unless previously redeemed, at the option of the Issuer, the Notes may be early redeemed on the Optional Redemption Date in accordance with the following provisions in respect of each Note: Optional Redemption Amount = Specified Denomination x [Level(t1, Strike) x Hedging Fees Factor(t1)]
Optional Redemption Date(s)	Means the later of: (a) the first (1st) Business Day following the Issue Date; and (b) the fifth (5th) Business Day following the Optional Redemption Valuation Date.
Notice Period	A Notice may be served by the Issuer on any Business Day. Any notice given to the Noteholders as per Condition 5.5 shall be given at least 15 Business Days prior to the Optional Redemption Valuation Date specified therein.
Optional Redemption Amount(s)	Unless previously redeemed, at the option of the Noteholders, the Notes held by the Noteholder exercising the option may be early redeemed on the Optional Redemption Date in accordance with the following provisions in respect of each Note: Optional Redemption Amount = Specified Denomination x [Level(t1, Strike) x Hedging Fees Factor(t1)]
Optional Redemption Date(s)	Means the later of: (a) the first (1st) Business Day following the Issue Date; and (b) the fifth (5th) Business Day following the Optional Redemption Valuation Date.
Notice Period	A Put Notice may be served by any Noteholder on any Business Day. Any Put Notice served by the Noteholders as per Condition 5.7 shall be given at least 15 Business Days prior to the Optional Redemption Valuation Date specified therein.
Exercise Agent	Société Générale, Zurich Branch, Talacker 50, 8021 Zurich, Switzerland

General Information

Lead Manager	Société Générale, Paris
Calculation Agent	Société Générale, 17, cours Valmy 92987 Paris La Défense Cedex, France.
Paying Agent	Société Générale Bank & Trust 11, avenue Emile Reuter, 2420 Luxembourg, Luxembourg.
Jurisdiction	English Courts
Type	Debt Instrument
Type of Structured Notes:	Portfolio Linked Notes
Governing Law	English Law The Additional Terms and Conditions comprise provisions particularly (without limitations) as to the consequences of (market and other) disruption events, adjustment events or other extraordinary events affecting the underlying of the Notes or Société Générale's hedging position.
Reference of the Product	Not Applicable, i.e. the Additional Terms and Conditions relating to Formulae set out in the Base Prospectus do not apply, although some capital terms used herein have the same meaning as given to them in such Additional Terms and Conditions relating to Formulae.

Status	The Notes will be direct, unconditional, unsecured and unsubordinated obligations of the Issuer.
Public Offering	Switzerland
Subscription Period	From 11/01/2017 to 26/01/2017 , 12:00 noon Zurich time
Listing/Trading	No listing
Selling Restrictions	<p>General - No prospectus has been, or will be, approved by the local regulator (if any) and no action has been, or will be, taken in any jurisdiction that would permit a public offering of the Notes, save in countries (if any) explicitly referred to in this document under "Public Offering" and accordingly, the Notes may not be offered or distributed to the public in countries that are not expressly referred to in this document as countries in which the public offering of the Notes is authorized. It is each investor's responsibility to ascertain that it is authorised to subscribe for, or invest into, or to on-sell the Notes described herein. Investors are further advised to read the detailed selling restrictions set out in the SG/SGOE/SGIS Debt Instruments Issuance Programme Base Prospectus effective on Launch Date (the "Base Prospectus") and any Supplement(s) to the Base Prospectus.</p> <p>EEA - For any country of the European Economic Area (i) in which the Notes are 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 Notes is authorised, the NOTES are OFFERED ON A PRIVATE PLACEMENT BASIS and no prospectus has been approved in that country by the local regulator. The Notes 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.</p> <p>U.S. Selling Restrictions ("Regulation S U.S. Person & IRS U.S. Person"): The Notes described herein are not U.S. Exempt Securities. Accordingly, the Notes have not been registered under the U.S. Securities Act of 1933 and may not be offered, sold, pledged or otherwise transferred at any time except in an "offshore transaction" (as defined under Regulation S) to or for the account or benefit of a Permitted Transferee. A "Permitted Transferee" means any person who: (a) is neither a U.S. person as defined in Rule 902(k)(1) of Regulation S nor a U.S. person as defined in paragraph 7701(a)(30) of the Internal Revenue Code; and (b) is not a person who comes within any definition of U.S. person for the purposes of the U.S. Commodity Exchange Act (CEA) or any rule of the U.S. Commodity Futures Trading Commission (CFTC Rule), guidance or order proposed or issued under the CEA (for the avoidance of doubt, any person who is not a "Non-United States person" defined under CFTC Rule 4.7(a)(1)(iv), but excluding, for purposes of subsection (D) thereof, the exception for qualified eligible persons who are not "Non-United States persons," shall be considered a U.S. person). The Notes are available only to, and may only be legally or beneficially owned at any time, by Permitted Transferees.</p>
Payment Business Day Convention	Following Payment Business Day
Financial Centre(s)	New York
Form of Notes	Non-US Registered Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
Clearing	Clearstream/Euroclear
TEFRA Rules	Not Applicable
Secondary Market	Under normal market conditions, Société Générale will endeavor to provide bid and offer prices for the Notes on a regular basis during the term of the Notes. There will be a price difference between the bid and the offer price (spread). Under normal market conditions, and during the US market hours the spread should be 0.50% otherwise the spread should not be more than 1%. However, the spread between bid and offer prices may decrease or increase during the term of the Notes.
Type of quoting	The bid and offer prices will be quoted as "dirty prices", i.e. accrued interest (if any) is already included in the prices.

Commissions and Remunerations

Distribution Fees	<p>Société Générale shall pay to its relevant distributor(s), a remuneration of up to 2.20% per annum (calculated on the basis of the term of the Notes) of the nominal amount of Notes effectively placed by such distributor(s).</p> <p>If under any applicable laws or regulations (including, if applicable, the Markets in Financial Instruments Directive (MiFID) 2004/39/EC) a distributor (the "Interested Party") is required to disclose to prospective investors in the Notes further information on any remuneration that Société Générale pays to, or receives from, such Interested Party in respect of the Notes, the Interested Party shall be responsible for compliance with such laws and regulations and investors may request such further information from the</p>
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Subscription fees or purchase fees:	Interested Party. In addition, Société Générale may provide further information to its own clients upon request. Up to 2.20% of Specified Denomination per Note, paid by the purchaser to the distributor.
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Swiss Taxes

Swiss Federal Stamp Duty	Primary market transactions concerning the product are not subject to Swiss stamp transfer tax. Secondary market transactions concerning the product are not subject to Swiss stamp transfer tax. The cash redemptions of the product are not subject to Swiss stamp transfer tax.
Swiss Federal Income Tax	This product is classified for Swiss tax purposes as a pure derivative financial instrument. As a result, any gain on the disposal/redemption of the product is tax-free for Swiss resident individual investors holding the product for private investment purposes. A capital loss is not tax-deductible.
Swiss Withholding Tax	The product is not subject to Swiss withholding tax. The summary on Swiss Taxation does not purport to address all tax consequences linked to the products that may be relevant to a decision to purchase, own or dispose of the products and does not constitute, and should not be construed to constitute, tax advice. No representation as to the tax consequences to any particular person is made hereby. Investors are advised to consult their own tax adviser in light of their particular circumstances as to the tax consequences of purchasing, holding or disposing of the products. Tax laws and tax doctrine may change, possibly with retroactive effect.

Product Documentation

Product Documentation	<p>This document serves as and fulfils the requirements of a (indicative, if applicable) simplified prospectus in accordance with article 5 CISA.</p> <p>This document is of summary nature and full information on the legally binding terms and conditions of the Notes is only available on the basis of the combination of the applicable Final Terms, the Base Prospectus and any Supplement(s) to the Base Prospectus (the Final Terms, the Base Prospectus and the Supplements, together, the “Prospectus”). Consequently, this document must be read in conjunction with such Prospectus. Unless the context requires otherwise, capitalised terms used in this document have the meaning given to them in the Prospectus (including the relevant Additional Terms and Conditions set out in the Base Prospectus) and definitions set out herein (partially in summarised form) are given for ease of reference only.</p> <p>In case of discrepancy or inconsistency between this document and the Prospectus, the Prospectus shall prevail.</p> <p>This document, the applicable Final Terms, the Base Prospectus and any Supplement(s) to the Base Prospectus, together with the Guarantee, if any, will be available, free of charge, upon request, at the office of Société Générale, Paris, Zurich Branch, Talacker 50, 8021 Zurich, Switzerland (Telephone : +41-44-272-33-00). The (final) Termsheet and the Prospectus will also be available in electronic form on the website of Société Générale on http://prospectus.socgen.com.</p> <p>This document does not constitute a prospectus pursuant to article 652a or article 1156 of the Swiss Code of Obligations. This document is not the result of a financial analysis and therefore, this document is not subject to the “Directives on the Independence of Financial Research” of the Swiss Bankers Association.</p> <p>Notices Notice to Noteholders will be given pursuant to the provisions of the “Terms and Conditions of the English Law Notes” (the “Conditions”) via the clearing systems.</p> <p>Such notice will also be available on the website of Société Générale on http://prospectus.socgen.com.</p> <p>Establishment in Switzerland Société Générale, Paris, Zurich Branch, Talacker 50, 8021 Zurich, Switzerland.</p>
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2. PROSPECTS OF PROFIT AND LOSSES

Market Expectation	Investors purchasing the Notes expect the level of the Portfolio to increase.
Risk Tolerance	Investors purchasing the Notes should be experienced investors and familiar with both derivative products and the equity market. Equity returns can be highly volatile. Investors should be able to tolerate significant fluctuations and to withstand significant losses.

Profit Potential

For an investor purchasing the Notes on the Issue Date, the profit potential is limited to the positive difference between the Issue Price and the Final Redemption Amount, which is linked to the performance of the Portfolio between Valuation Date(0) and Valuation Date(T). However, the actual initial level of the Portfolio as of Valuation Date(0) is lower than the Strike, and in such case, investors will not participate in any positive performance of the Portfolio as long as the actual level of the Portfolio will be lower than, or equal to, the Strike. In addition, some fees and costs are factored into the calculation of the Portfolio Level and the Final Redemption Amount. Accordingly, Noteholders benefit of a positive performance only if such performance is higher than these fees and costs.

Loss Potential

The Notes are not capital protected. In a worst case scenario, investors may lose their entire investment.

3. SIGNIFICANT RISKS FOR INVESTORS

This section cannot disclose all the risks related to the Notes and must be read in conjunction with the risks set out under “Risk Factors” in the Base Prospectus (including, without limitation, general operational risks, conflicts of interests, and the risk that hedging and trading activities by the Issuer or the Guarantor (or any of their affiliates) may affect the value of the Notes) and the risk disclosure brochure “Special Risks in Securities Trading” (Edition 2008), which is available for free on the Swiss Bankers Association’s website www.swissbanking.org/en/homes/shop.

Structured products such as the Notes described in this document are complex and may involve a high risk of loss. Prior to investing in the product, investors should seek independent financial, tax, accounting and legal advice.

Credit risk: Investors take a credit risk on the Issuer, and ultimately on Société Générale as guarantor of the obligations of the Issuer in respect of the product according to the terms and conditions of the guarantee (available at the Guarantor’s office upon request). Thus Société Générale’s insolvency may result in the partial or total loss of the invested amount. The market value of the product can decrease significantly below its nominal value as a result of Société Générale’s creditworthiness.

For credit linked products, investors will also be exposed to the credit risk of the reference entity(ies) mentioned in such product, i.e. the reference entity’s(ies) insolvency may result in the partial or total loss of the invested amount.

Risk relating to the European Bank Recovery and Resolution Directive (the Directive) – Bail-in tool : From 1 January 2016, the relevant resolution authority may write-down or convert into equity all or part of the nominal amount of the product which may result in a partial or total loss of the invested amount. Moreover, the exercise of any power under the Directive, or any suggestion of such exercise, could materially and adversely affect the rights of investors, the price or value of their investment (in each case, irrespective of any capital protection provided in such product) and/or the ability of the Issuer to satisfy its obligations under the product. All references in the deed of guarantee to sums or amount payable by the Issuer should be to sums or amounts as reduced or modified from time to time resulting from the application of the bail-in tool by any relevant authority.

Recourse limited to the Guarantor: By investing in this product investors acknowledge that they shall have no recourse against the Issuer in the event of a payment default by the Issuer with respect to any amount due under the product, i.e. no investor has the right to institute any proceeding or to otherwise assert a claim against the Issuer of the product to enforce the relevant payment under the product. However, this is without prejudice to the investors’ rights under the guarantee of the Guarantor.

Information when products do not offer capital protection: For products which include a risk of capital loss, the redemption value of such products may be less than the amount initially invested. In a worst case scenario, investors could sustain the loss of their entire investment. Moreover, regardless the formula linked to the redemption amount, the investor may lose part or all of the initially invested amount (i) before the maturity date, if the product is sold by the investor or early redeemed by the Issuer or (ii) at maturity date, if the increased cost of hedging is deducted from any amount due on such date.

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. Investors may be exposed to a further currency risk and the value of the Notes may decrease or increase due to currency fluctuations if the Notes are denominated in a currency other than the currency of the country in which the investor is resident.

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. Certain products may include 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.

Risk relating to unfavourable market conditions: The fluctuations in the marked-to-market value of certain products may require the investor to make provisions or resell the products 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 these products under unfavourable market conditions, which may result in the partial or total loss of the invested amount. This risk will be even higher if these products include leverage.

Liquidity risk: For certain products, there is no liquid market on which such products can be easily traded, and this may have a material adverse effect on the price at which such products might be sold. As a consequence, the investor may lose part or all of the invested amount. Certain exceptional market circumstances may also 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.

Bid / offer spread: If Société Générale provides secondary market prices during the term of a product, there will be a difference between the bid and offer prices (spread), and this spread may decrease or increase during the term of the product.

Information in the event of a buy back by Société Générale or of an early termination of the product: Although there is no general undertaking from Société Générale to buy back, terminate early or propose prices for products during the life of such products, Société Générale may expressly commit to do so on a case by case basis. The performance of this commitment shall depend on (i) general market conditions and (ii) the liquidity

conditions of the underlying instrument(s) and, as the case may be, of any other hedging transactions. The price of such products (in particular, the “bid/offer” spread that Société Générale may propose from time to time for the repurchase or early termination of such products) will include, inter alia, the hedging and/or unwinding costs generated by such a buy back for Société Générale. Société Générale and/or its subsidiaries cannot assume any responsibility for such consequences and for their impact on the transactions relating to, or investment into, the relevant products.

Events affecting the underlying instrument(s) or hedging transactions: In order to take into account the consequences of certain events affecting the underlying instrument(s) on the product or hedging transactions, the product’s documentation provides for (a) mechanisms to adjust or substitute underlying instrument(s), (b) the deduction of the increased cost of hedging from any due amount, (c) monetization and accordingly, de-indexation of the pay-off formula for all or part of the amounts payable under the product from the underlying instrument(s), and (d) the early redemption of the product. Any of these measures may result in losses on the product.

DISCLAIMER – IMPORTANT INFORMATION FOR INVESTORS

This document is of summary nature and does not constitute an offer, personal recommendation or solicitation to subscribe for, or purchase, the Notes described herein and should not be construed as giving investment advice. The Issuer has no obligation to issue the Notes, and the Notes described herein will be exclusively subject to the detailed provisions contained in the Final Terms, the Base Prospectus and any Supplement(s) to the Base Prospectus.

General selling restrictions: It is each investor’s responsibility to ascertain that it is authorized to subscribe for, or invest into, or to on-sell this product. Further, the underlying instrument(s) of certain products may not be authorised to be marketed in the country(ies) where such products are offered. The attention of investors is drawn to the fact that the offering of these products in this (these) country(ies) in no way constitutes an offer, or an invitation to make an offer, to subscribe to, or purchase, the underlying instrument(s) in such country(ies).

Section 871(m) of the U.S. Internal Revenue Code of 1986: U.S. Treasury regulations issued under Section 871(m) of the U.S. Internal Revenue Code of 1986 (**Section 871(m) Regulations**) generally impose a 30% withholding tax on dividend equivalents paid or deemed paid to a non-United States holder as defined pursuant to Section 871(m) Regulations (a **Non-U.S. Holder**), without regard to any applicable treaty rate, with respect to certain financial instruments linked to U.S. equities or indices that include U.S. equities (**U.S. Underlying Equities**). Specifically, and subject to the 2017 exemption set out in Notice 2016-76 (**Notice**), Section 871(m) Regulations will generally apply to Notes the pricing date of which occurs from 1 January 2017 and that substantially replicate the economic performance of one or more U.S. Underlying Equity(ies) as determined by the Issuer on the date for such Notes as of which the expected delta of the product is determined by the Issuer (such date being the “pricing date”) based on tests in accordance with the applicable Section 871(m) Regulations (for the purposes of the Notice, such Notes are deemed “delta-one” instruments) (**Specified Notes**). Notes linked to U.S. Underlying Equities which the Issuer has determined not to be a Specified Note will not be subject to withholding tax under Section 871(m) Regulations. In withholding this tax, the Issuer will regularly apply the general tax rate of 30% to the payments subject to U.S. provisions (or amounts deemed payments) without regard to any applicable treaty rate. Therefore, in such cases, an investor’s individual tax situation will not be taken into account. The applicable Final Terms will specify if the Notes are Specified Notes, and if so, whether the Issuer or its withholding agent will withhold tax under Section 871(m) Regulations and the rate of the withholding tax. Investors are advised that the Issuer’s determination is binding on all Non-U.S. Holders of the Notes, but it is not binding on the United States Internal Revenue Service (**IRS**) and the IRS may therefore disagree with the Issuer’s determination. The rules of Section 871(m) Regulations require complex calculations in respect of the instruments that include U.S. Underlying Equities and application of these rules to a specific issue of Notes may be uncertain. Consequently the IRS may determine they are to be applied even if the Issuer initially assumed the rules would not apply. There is a risk in such case that Noteholders are subject to withholding tax ex post. As neither the Issuer nor the withholding agent will be required to gross up any amounts withheld in connection with a Specified Note, Noteholders will receive smaller payments in such case than they would have received without withholding tax being imposed. **Investors should consult their tax adviser regarding the potential application of Section 871(m) Regulations to their investment in the Notes.**

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 receives from, such Interested Party in respect of the product, the Interested Party shall be solely responsible for compliance with such laws and regulations.

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.

Information on simulated past performance and/or on future performance and/or on past performance:

The value of your investment may fluctuate. When simulated past performance or past performance is displayed, the figures relating thereto refer or relate to past periods and are not a reliable indicator of future results. This also applies to historical market data. When future performance is displayed, the figures relating to future performance are a forecast and are not a reliable indicator of future results. Furthermore, where past performance or simulated past performance relies on figures denominated in a currency other than that of the country of residence of an investor, the return for such investor may increase or decrease as a result of currency fluctuations. Finally, when past or future performance or simulated past performance is displayed, the potential return may also be reduced by the effect of commissions, fees, taxes or other charges borne by the investor.

Authorisation: Société Générale is a French credit institution (bank) that is authorised and supervised by the European Central Bank (ECB) and the Autorité de Contrôle Prudentiel et de Résolution (ACPR) (the French Prudential Control and Resolution Authority) and regulated by the Autorité des marchés financiers (the French financial markets regulator) (AMF).

ANNEX

THIS ANNEX FORMS PART OF THE TERMSHEET TO WHICH IT IS ATTACHED – IT IS OF GENERIC AND SUMMARY NATURE ONLY AND MUST BE READ IN CONJUNCTION WITH THE FINAL TERMS AND THE ADDITIONAL TERMS AND CONDITIONS FOR PORTFOLIO LINKED NOTES.

PART 1 – INFORMATION RELATING TO UNDERLYING PORTFOLIO

1. Initial Composition of the Underlying as of Valuation Date(0)

k	Portfolio Component (k)	Bloomberg Ticker	Basket Component Type	Portfolio Component	Portfolio Component Currency (k)	Q(k,0)	Initial Weight(k)
1	Halliburton Co	HAL UN	Equity	Share	USD	See Below	100%/17
2	Avnet Inc	AVT UN	Equity	Share	USD	See Below	100%/17
3	Newell Brands Inc	NWL UN	Equity	Share	USD	See Below	100%/17
4	UnitedHealth Group Inc	UNH UN	Equity	Share	USD	See Below	100%/17
5	Mohawk Industries Inc	MHK UN	Equity	Share	USD	See Below	100%/17
6	Oasis Petroleum Inc	OAS UN	Equity	Share	USD	See Below	100%/17
7	Roper Technologies Inc	ROP UN	Equity	Share	USD	See Below	100%/17
8	ARRIS International PLC	ARRS UW	Equity	Share	USD	See Below	100%/17
9	Wintrust Financial Corp	WTFC UW	Equity	Share	USD	See Below	100%/17
10	CyrusOne Inc	CONE UW	Equity	Share	USD	See Below	100%/17
11	Marathon Oil Corp	MRO UN	Equity	Share	USD	See Below	100%/17
12	Willis Towers Watson PLC	WLTW UW	Equity	Share	USD	See Below	100%/17
13	Bank of the Ozarks Inc	OZRK UW	Equity	Share	USD	See Below	100%/17
14	Monolithic Power Systems Inc	MPWR UW	Equity	Share	USD	See Below	100%/17
15	Microsoft Corp	MSFT UW	Equity	Share	USD	See Below	100%/17
16	O'Reilly Automotive Inc	ORLY UW	Equity	Share	USD	See Below	100%/17
17	Mylan NV	MYL UW	Equity	Share	USD	See Below	100%/17

Q(k,0)

Each Q(k,0) is the quantity (expressed in units) of the Portfolio Component(k) within the Portfolio as of the Valuation Date(0).

Each Q(k,0) will be determined in order to obtain a target weight in the Portfolio, noted Initial Weight(k), set out in the table hereinabove. Each Q(k,0) will be determined as follows:

$$Q(k,0) = PL(0) \times \text{Initial Weight}(k) / (S(k,0) \times \text{PortfolioFX}(k,0))$$

2. Technical Information



General Technical Information

Scheduled Calculation Dates	Each Monday to Friday between Valuation Date(0) = Calculation Date(0) (included) and Valuation Date(T) (inserted)
Portfolio Currency	USD
Dynamic Portfolio	Not Applicable
Strike	Strike = PL(0) x (1+2.20%)

PART 2 – SUMMARY OF ADDITIONAL DEFINITIONS RELATING TO PORTFOLIOS LINKED NOTES

PL(t) or Portfolio Level (t)	<p>On each Calculation Date(t), the Calculation Agent will – in accordance with the formula set out in the Additional Terms and Conditions for Portfolio Linked Notes – determine the Portfolio Level of the Portfolio as the sum four components: (1) the Portfolio Level as of the Calculation Date(t-1), (2) the Performance Component, (3) the Financing Cost and (4) the Transaction Costs, each of them as described below.</p> <p>PL(0) is equal to the Specified Denomination of the Notes, unless specified differently in Part 1.</p>
Perf(t-1,t) or Performance Component	<p>Means, in respect of each Calculation Date(t), an amount determined as the profit (or loss) realized on the notional Portfolio between Calculation Date(t-1) and Calculation Date(t), after taking into account the impact of (1) any corporate action (or equivalent) relating to a Portfolio Component, (2) (if applicable) the reinvestment of any Gross Ordinary Distribution, (3) (if applicable) the impact of any repo component, and (4) (if FX Hedge is set to Applicable in relation to one or more Portfolio Components) the profit (or loss) realized with respect to a daily FX hedging strategy; in each case as determined by the Calculation Agent in accordance with Condition 2 and (if applicable) Condition 3 of the Additional Terms and Conditions for Portfolio Linked Notes.</p>
Financing Cost	<p>means a notional financing cost embedded in the computation of the Portfolio Level. The Financing Cost will be determined on each Calculation Date(t) by the Calculation Agent as the sum of up to three financing elements:</p> <p>(i) (if any) a cash remuneration (if the Portfolio has a notional net positive cash position in the Portfolio Currency) or a borrowing cost (if the Portfolio has a notional net negative cash position in the Portfolio Currency);</p> <p>(ii) (if any) the combination of (a) cash remunerations resulting from the theoretical sale of Portfolio Components (if the related Portfolio has a notional short position in the related Portfolio Component(s)) or (b) borrowing costs resulting from the theoretical purchase of Portfolio Components (if the related Portfolio has a notional long position in the related Portfolio Component(s))</p> <p>(iii) (if FX Hedge is set to Applicable in relation to one or more Portfolio Components) an add-on relating to the impact of notional cash positions resulting from a daily FX hedge strategy.</p>
Transaction Costs	<p>Means in respect of each Calculation Date(t), an amount determined by the Calculation Agent as the sum of notional transaction costs which apply in case of a Modification Proposal made by the Weighting Advisor. The Transaction Costs in respect of each Portfolio Component will be determined by reference to each TCR(k,t) (if any) set out in the table included to the Annex. For the avoidance of doubt, if any TCR(k,t) is not specified in the table included to the Annex, then the value of such TCR(k,t) shall be deemed to be zero (0).</p>
Re-investment of distributions of Portfolio Components	<p>Gross Ordinary Distributions paid by any Portfolio Component will not be deemed to be re-invested in the relevant Portfolio Component.</p>