

## Terms and Conditions

**2 YEARS**  
**Quanto EUR**  
**Minimum investment : 1,000 EUR**  
**EUSIPA category: 1230**

### Phoenix Plus Worst Of on EURO STOXX 50® and S&P 500 COMPOSITE STOCK PRICE® INDEX

#### Product Details | Product Description

The Phoenix Plus Worst Of is a product that offers an attractive return if on any Valuation Date the Closing Price of all the Underlyings is at or above its respective Knock-In Threshold. In return for this, the Investor takes the risk that he will receive the physical delivery of the worst performing Underlying (or an equivalent cash amount) at the Maturity Date of the product. This will be the case if the Closing Price of at least one of the Underlyings is below the Knock-In Threshold at the last Valuation Date. In this scenario, the Final Redemption Amount will be less than 100% of the Specified Denomination. The downside risk of a Phoenix Plus Worst Of is similar to a share investment in that the investor could lose his total investment if one of the Underlyings values falls to zero.

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.

ISIN Code	XS1235814404
Common Code	123581440
Issue Size / Aggregate Nominal Amount	EUR 1,500,000 (i.e. 1,500 Notes)
Specified Denomination	EUR 1,000
Issue Price	100%
Specified Currency	EUR
Capital Protection	No
Guarantor	Société Générale
Issuer	SG Issuer
Minimum Investment	EUR 1,000 (i.e. 1 Note)
Minimum Trading Lot	EUR 1,000 (i.e. 1 Note)

#### Product Details | Dates

Launch Date	29-Jul-2015
Valuation Date (0)	29-Jul-2015 (i.e. "first Valuation Date")
Issue Date	12-Aug-2015
Valuation Date(i) (i from 1 to 7)	29-Oct-2015; 29-Jan-2016; 29-Apr-2016; 29-Jul-2016; 31-Oct-2016; 30-Jan-2017; 02-May-2017
Valuation Date (8)	31-Jul-2017 (i.e. "last Valuation Date")
Maturity Date	07-Aug-2017

#### Product Details | Key Parameters

Underlying	The following Indices as defined below:					
	k	Underlying	Bloomberg Code	Index Sponsor	Strike	Knock-In Threshold
	1	EURO STOXX 50®	SX5E	STOXX Limited	3,575.530 Pts	2,860.424 Pts
2	S&P 500 COMPOSITE STOCK PRICE® INDEX	SPX	STANDARD AND POOR'S	2,108.570 Pts	1,686.856 Pts	
EURO STOXX 50®: Reuters : .STOXX50E, ISIN: EU0009658145, Exchange: Each exchange on which securities comprised in the Index are traded, from time to time, as determined by the Index Sponsor., Web Site*: www.stoxx.com						
S&P 500 COMPOSITE STOCK PRICE® INDEX: Reuters : .SPX, ISIN: US78378X1072, Exchange: New York Stock Exchange, Web Site*: www.standardandpoors.com						
Performance(i,k) (i from 1 to 8) (k from 1 to 2)	means $(S(i,k) / S(0,k)) - 100\%$ , as defined in Condition 4.1 of the Additional Terms and Conditions relating to Formulae.					
WorstPerformance(i) (i from 1 to 8)	means the Minimum, for k from 1 to 2, of Performance(i,k), as defined in Condition 4.6 of the Additional Terms and Conditions relating to Formulae.					

European Knock-In Event	is deemed to have occurred, as determined by the Calculation Agent, if on the last Valuation Date, the Closing Price S(8,k) of at least one Underlying(k) is lower than its Knock-In Threshold(k)
S(i,k) (k from 1 to 2) (i from 1 to 8)	means in respect of any Valuation Date(i), the Closing Price of the Underlying(k), as defined in Condition 4.0 of the Additional Terms and Conditions relating to Formulae.
Strike (k) (k from 1 to 2)	100% × S(0,k)
Knock-In Threshold(k) (k from 1 to 2)	80% × S(0,k)

## Product Details | Conditional Coupon

Structured Interest Amount(s)	<p>Unless previously redeemed, on each Interest Payment Date(i) (i from 1 to 8), the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:</p> <p><b>Scenario 1:</b> If on Valuation Date(i), WorstPerformance(i) is higher than or equal to -20% , then: Structured Interest Amount(i) = Max(0 ; Specified Denomination × (i × 1.15%) - SumCouponsPaid(i-1))</p> <p><b>Scenario 2:</b> If on Valuation Date(i), WorstPerformance(i) is lower than -20% , then: Structured Interest Amount(i) = 0 SumCouponsPaid(i) = SumCouponsPaid(i-1) + Structured Interest Amount(i)</p>
SumCouponsPaid(i) (i from 1 to 8)	With: SumCouponsPaid(0) = 0
Interest Payment Date(i) (i from 1 to 8)	05-Nov-2015, 05-Feb-2016, 06-May-2016, 05-Aug-2016, 07-Nov-2016, 06-Feb-2017, 09-May-2017 and the Maturity Date

## Product Details | Final Redemption

Final Redemption Amount	<p>Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:</p> <p><b>Scenario 1:</b> If a European Knock-In Event has not occurred, then: Final Redemption Amount = Specified Denomination × 100%</p> <p><b>Scenario 2:</b> If a European Knock-In Event has occurred, then: Final Redemption Amount = Specified Denomination × [100% + WorstPerformance(8)]</p>
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## Product Details | 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:

Automatic Early Redemption Amount(s)	If an Automatic Early Redemption Event has occurred, then the Issuer shall redeem early the Notes on Automatic Early Redemption Date(i) (i from 1 to 7), in accordance with the following provisions in respect of each Note: Automatic Early Redemption Amount(i) = Specified Denomination × 100%
Automatic Early Redemption Date(i) (i from 1 to 7)	05-Nov-2015, 05-Feb-2016, 06-May-2016, 05-Aug-2016, 07-Nov-2016, 06-Feb-2017 and 09-May-2017
Automatic Early Redemption Event	is deemed to have occurred, as determined by the Calculation Agent, if on a Valuation Date(i) (i from 1 to 7), WorstPerformance(i) is higher than or equal to BarrierAutocall(i).
BarrierAutocall(i) (i from 1 to 7)	BarrierAutocall(1) = 0% BarrierAutocall(2) = -5% BarrierAutocall(3) = -5% BarrierAutocall(4) = -5% BarrierAutocall(5) = -10% BarrierAutocall(6) = -10% BarrierAutocall(7) = -10%

## Product Details | General Information

Lead Manager	Société Générale, Paris
Calculation Agent	Société Générale, Paris, Tour Société Générale, 17 cours Valmy, 92987 Paris La Défense Cedex, France

Paying Agent	Société Générale Bank & Trust, 11 avenue Emile Reuter, 2420 Luxembourg, Luxembourg
Governing Law	English Law
Type	Debt Instrument
Type of Structured Notes	Index Linked Notes
Reference of the Product	The provisions of the following Additional Terms and Conditions apply: Additional Terms and Conditions for Index Linked Notes
Public Offering	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.
Listing/Trading	None - only private placement
Selling Restrictions	<b>Switzerland</b> - The Notes may not be publicly offered, sold or advertised, directly or indirectly, in or from Switzerland, and in case of structured products as per article 5 CISA, the Notes may be distributed in or from Switzerland exclusively to Qualified Investors as defined by article 10 CISA and related provisions of the Collective Investment Scheme Ordinance ("CISO") and in strict compliance with applicable Swiss law and regulations. The Notes will not be listed on the SIX Swiss Exchange or on any other exchange or regulated trading facility in Switzerland. Neither this document, nor any other offering or marketing material relating to the Notes constitutes a prospectus as such term is understood pursuant to article 652a or article 1156 of the Swiss Code of Obligations or a listing prospectus pursuant to the listing rules of the SIX Swiss Exchange or any other exchange or regulated trading facility in Switzerland or a simplified prospectus or a prospectus as such term is defined in the CISA. Neither this document nor any other offering or marketing material relating to the Notes may be distributed to non-Qualified Investors or otherwise made publicly available in Switzerland.  For selling restrictions and other details see the Final Terms relating to this issue of this Note together with the Debt Issuance Programme Prospectus and any Supplement(s).
US Selling Restrictions	Permanent Restriction
Payment Business Day Convention	Following Payment Business Day. unadjusted
Financial Centre(s)	TARGET2
Clearing	Euroclear Bank S.A/N.V. / Clearstream Banking
TEFRA Rules	Not Applicable
Secondary Market	Société Générale ensures the secondary market on a daily basis, during the life of the product, under normal market conditions, with a maximum bid-offer of 1% by using a "dirty price" on a 30/360 day count fraction basis.

## Disclaimers | Société Générale Disclaimer

### 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.

BY ITS PURCHASE OF A NOTE, EACH PURCHASER WILL BE DEEMED OR REQUIRED, AS THE CASE MAY BE, TO HAVE AGREED THAT IT MAY NOT RESELL OR OTHERWISE TRANSFER ANY NOTE HELD BY IT, EXCEPT OUTSIDE THE UNITED STATES IN AN "OFFSHORE TRANSACTION" TO A PERSON THAT IS NOT A "U.S. PERSON".

### IMPORTANT INFORMATION FOR INVESTORS

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

*For the products benefiting from a guarantee by Société Générale or by any other entity of the Société Générale group (hereinafter referred to as the "Guarantor"), the due and punctual payment by the principal debtor of any sums owed in respect of these products 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.*

***Credit risk:** By acquiring the product, the investor takes a credit risk on the issuer and its guarantor (if any), i.e. the issuer's and/or guarantor's insolvency may result in the partial or total loss of the invested amount.*

*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)' insolvency may result in the partial or total loss of the invested amount.*

*For products whose payment or redemption formula includes a full or partial capital protection, such protection is only valid at the maturity date. The attention of investors is drawn to the fact that, before the maturity date, the price or value of such products may be lower than the level of this capital protection. As a consequence, the investor may lose part or all of the invested amount if the product is sold before the maturity date.*

*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.*

***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.*

*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.*

*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.*

***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 Notes, 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 Notes. However, this is without prejudice to the investors' rights under the Guarantee of the Guarantor.*

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.

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.

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, Société Générale shall not assume any liability in this respect.

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 or other charges borne by the investor.

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

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).

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 pays 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.

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.

**Authorisation:** Société Générale is a French credit institution (bank) authorised by the Autorité de Contrôle Prudentiel et de Résolution (the French Prudential Control and Resolution Authority)

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.

#### **IMPORTANT WARNING**

Investors must read carefully the information provided in the section "Important information for investors" of the terms and conditions. In particular, the attention of investors is drawn to the following:

**Credit Risk:** By acquiring the product, the investor takes a credit risk on the issuer and its guarantor (if any), i.e. the issuer's and/or guarantor's insolvency may result in the partial or total loss of the invested amount. 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)' insolvency may result in the partial or total loss of the invested amount.

The redemption value of the product described herein may be less than the amount initially invested. In a worst case scenario, investors could sustain the loss of their entire investment.

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.

#### **Warning regarding the Index**

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