

## **SG Issuer**

(Incorporated in Luxembourg with limited liability)

### **ANNOUNCEMENT**

#### **Proposed Issue of 4,000,000 European Style Cash Settled Long Certificates relating to the SGI 7x Daily Leveraged Index on MSCI Singapore Index**

#### **Introduction**

SG Issuer (the “**Issuer**”) wishes to announce the launch of the proposed issuance of 4,000,000 European Style Cash Settled Long Certificates (the “**Certificates**”) relating to the SGI 7x Daily Leveraged Index on MSCI Singapore Index (the “**Leveraged Index**”) unconditionally and irrevocably guaranteed by Société Générale (the “**Guarantor**”). Société Générale has been appointed as the designated market maker (the “**Designated Market Maker**”) and The Central Depository (Pte) Limited (“**CDP**”) has been appointed as the warrant agent (the “**Warrant Agent**”) for the Certificates.

The Certificates are cash-settled warrants which entitle a certificate holder (the “**Certificate Holder**”) to be paid a cash settlement amount (the “**Cash Settlement Amount**”) less any exercise expense (if positive) in accordance with the terms and conditions of the Certificates.

Further details of the Certificates are set out below.

#### **Exercise of the Certificates**

The issue price and the notional amount per Certificate (the “**Notional Amount**”) are S\$2.50. The daily leverage embedded within the Leveraged Index is 7 times.

The Certificates have a strike level of zero (the “**Strike Level**”) and may only be exercised on 14 January 2021 (the “**Expiry Date**”).

#### **Cash Settlement Amount**

The Certificates may only be exercised on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, in a Board Lot or integral multiples thereof. Certificate Holders shall not be required to deliver an exercise notice. Exercise of Certificates shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses (which has the meaning given to it in the terms and conditions of the Certificates)) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in the terms and conditions of the Certificates. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately

preceding Business Day, and Certificate Holders shall not be entitled to receive any payment from the Issuer in respect of the Certificates.

A “**Business Day**” is a day on which the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore.

The “**Board Lot**” of the Certificates is 100.

The Cash Settlement Amount in respect of each Certificate is the amount (if positive) equal to:

Closing Level multiplied by the Notional Amount

Where

Closing Level: In respect of each Certificate shall be calculated as follows:

$$\left( \frac{\text{Final Reference Level} \times \text{Final Exchange Rate}}{\text{Initial Reference Level} \times \text{Initial Exchange Rate}} - \text{Strike Level} \right) \times \text{Hedging Fee Factor}$$

Final Reference Level: The closing level of the Leveraged Index on the Valuation Date which is floored at zero and subject to the Air Bag Mechanism.

Air Bag Mechanism: Refers to the mechanism built in the Leveraged Index and which is designed to reduce the Leveraged Index’s exposure to the Underlying Reference Index during extreme market conditions. If the Underlying Reference Index falls by 10% or more during the trading day (which represents an approximately 70% loss after a 7 times leverage), the Air Bag Mechanism is triggered and the Leveraged Index is adjusted intra-day. The Air Bag Mechanism reduces the impact on the Leveraged Index if the Underlying Reference Index falls further, but will also maintain a reduced exposure to the Underlying Reference Index in the event the Underlying Reference Index starts to rise after the Air Bag Mechanism is triggered, thereby reducing its ability to recoup losses. Further details of the Air Bag Mechanism will be set out in the “Description of Air Bag Mechanism” section of the supplement listing document relating to the Certificates to be dated on or about 23 January 2018 (the “**Supplement Listing Document**”).

“**Underlying Reference Index**” refers to MSCI Singapore Free Net Total Return Index as published on Thomson Reuters page .MISG0000FNNSG or any successor page.

Valuation Date: 13 January 2021 or if such day is not an Index Business Day, the immediately preceding Index Business Day.

An “**Index Business Day**” means a day on which the value of the Leveraged Index is published by the sponsor of the Leveraged Index or, as the case may be, the successor sponsor of the Leveraged Index.

Final Exchange Rate: 1

Initial Reference Level: The closing level of the Leveraged Index on 23 January 2018 which will be specified in the Supplemental Listing Document.

Initial Exchange Rate: 1

Hedging Fee Factor: In respect of each Certificate, shall be an amount calculated as follows:

Product (for t from 1 to Valuation Date) of  $(1 - \text{Management Fee} \times (\text{ACT}(t-1;t) \div 360)) \times (1 - \text{Gap Premium}(t-1) \times (\text{ACT}(t-1;t) \div 360))$ , where:

“t” refers to “**Observation Date**” which means each Index Business Day from (and including) the Index Business Day immediately preceding 24 January 2018 to the Valuation Date; and

“**ACT (t-1;t)**” means the number of calendar days between the Index Business Day immediately preceding the Observation Date (which is “t-1”) (included) and the Observation Date (which is “t”) (excluded).

Examples and illustrations of the calculation of the Hedging Fee Factor will be set out in the “Information relating to the European Style Cash Settled Long Certificates” section of the Supplemental Listing Document.

Management Fee: 0.40%  
(p.a.)<sup>1</sup>

Gap Premium (p.a.): 4.20%

Examples and illustrations of the calculation of the Cash Settlement Amount will be set out in the “Information relating to the European Style Cash Settled Long Certificates” section of the Supplemental Listing Document.

The reference level of the Underlying Reference Index used for the pricing of the Certificates is the closing level of the Underlying Reference Index on 23 January 2018, which will be specified in the Supplemental Listing Document.

### **Listing and Trading of the Certificates**

An application will be made to the SGX-ST for the listing of and quotation for the Certificates. The Certificates, when issued, will be represented by a global warrant certificate to be deposited with CDP. The Certificates will be traded on the SGX-ST through the book-entry scripless settlement system of

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<sup>1</sup> Please note that the Management Fee may be increased up to a maximum of 3% p.a. on giving one month’s notice to investors. Any increase in the Management Fee will be announced on the SGXNET.

CDP. It is expected that dealings in the Certificates will commence on or about 24 January 2018 on the SGX-ST. The Certificates will be traded in Singapore Dollar on the SGX-ST.

### **The Designated Market Maker**

The Designated Market Maker will provide competitive buy and sell quotes (the “**Quotations**”) for the Certificates continuously during the trading hours of the SGX-ST (with the spread between the buy and sell quotes not exceeding 10 ticks or S\$0.20 whichever is greater). The minimum quantity of Certificates to which the Quotations will apply is 10,000 Certificates.

Quotations may however not be provided by the Designated Market Maker in the following circumstances:

- (i) during the pre-market opening and five minutes following the opening of the SGX-ST on any trading day;
- (ii) if the Certificates are valueless (where the Issuer’s bid price is below the minimum bid size for such securities as prescribed by the SGX-ST), the Designated Market Maker will not provide the bid price. In such an instance, the Designated Market Maker will provide the offer price only;
- (iii) before the SGX-ST has opened and after the SGX-ST has closed on any trading day and trading in the securities constituting the Underlying Reference Index has ceased for such trading day;
- (iv) when trading in the Underlying Reference Index is suspended or limited in a material way for any reason, for the avoidance of doubt, the Designated Market Maker is not obliged to provide quotations for the Certificates at any time when the Underlying Reference Index is not negotiated/traded for any reason;
- (v) where the Certificates are suspended from trading for any reason including, but without limitation, as a result of trading in the securities or derivatives relating to or constituting the Underlying Reference Index being suspended, trading of options or futures relating to the Underlying Reference Index on any options or futures exchanges being suspended, or options or futures generally on any options and/or futures exchanges on which options relating to the Underlying Reference Index are traded being suspended, or if the Underlying Reference Index for whatever reason is not calculated;
- (vi) market disruption events, including, without limitation, any suspension of or limitation imposed on trading (including but not limited to unforeseen circumstances such as by reason of movements in price exceeding limits permitted by the SGX-ST or any act of God, war, riot, public disorder, explosion, terrorism or otherwise) in securities or derivatives relating to or constituting the Underlying Reference Index, options or futures relating to the Underlying Reference Index on any options or futures exchanges or options or futures generally on any options and/or futures exchanges on which options relating to the Underlying Reference Index are traded;
- (vii) where the Issuer or the Designated Market Maker faces technical problems affecting the ability of the Designated Market Maker to provide bids and offer quotations;
- (viii) where the ability of the Issuer to source a hedge or unwind an existing hedge, as determined by the Issuer in good faith, is materially affected by the prevailing market conditions, and the Issuer informs the SGX-ST of its inability to do so as soon as practicable;

- (ix) in cases where the Issuer has no Certificates to sell, then the Designated Market Maker will only provide the bid price;
- (x) if the stock market experiences exceptional price movement and volatility;
- (xi) when it is a public holiday in Singapore and/or the SGX-ST are not open for dealings; and
- (xii) during the suspension of trading of Certificates after the Air Bag Mechanism has been triggered.

The last trading day on which the Designated Market Maker will provide competitive Quotations for the Certificates would be the fifth Business Day immediately preceding the Expiry Date.

### **Termsheet**

A copy of the termsheet relating to the Certificates is attached as an Appendix to this Announcement.

### **Information on the Issuer**

SG Issuer was incorporated on 16 November 2006 for an unlimited duration as a limited liability company under the laws of Luxembourg. SG Issuer is a 100 percent. subsidiary of the Société Générale Bank & Trust S.A. and a fully consolidated company. SG Issuer has no subsidiaries.

SG Issuer's registered address is located at 33, Boulevard Prince Henri, L-1724, Luxembourg. SG Issuer is registered in the Luxembourg trade and companies register under No. B 121.363. SG Issuer has not established a place of business in Singapore.

SG Issuer's purpose and object pursuant to SG Issuer's Articles of Association, is to invest in particular financial instruments, or any other debt securities, acknowledgements of debts or capital securities and to issue debt securities, bonds, certificates, warrants and other debt securities or acknowledgements of debt or financial securities

### **Information on the Guarantor**

Société Générale was founded in France in 1864. It was then nationalized in 1945, but returned to the private sector in July 1987 as a Société Anonyme under the laws of the Republic of France. Its existence has been extended to 31 December 2047.

Société Générale, which is registered under n° 552 120 222 R.C.S. Paris, has its registered office at 29, boulevard Haussmann, 75009 Paris.

The purpose of Société Générale is to engage in banking, finance, insurance brokerage and credit operations in France and outside France with all persons, corporate entities, public and local authorities in accordance with the regulations applicable to établissements de crédit (credit institutions).

Société Générale may also engage on a regular basis in all transactions other than those listed above, including in particular insurance brokerage, under the conditions set by the Comité de la réglementation bancaire et financière (French Banking and Financial Regulations Committee).

Generally, Société Générale may also carry out, on its own account, on behalf of third parties or in a joint venture, all financial, commercial, industrial or agricultural personalty and realty transactions, directly or indirectly related to the above-mentioned activities or likely to facilitate the accomplishment of such activities.

The financial year of Société Générale runs from 1 January to 31 December.

As of the date hereof, the Société Générale's long term credit rating by S&P Global Ratings is A, and by Moody's Investors Service, Inc. is A2.

### **Risk Factors**

Investors are warned that the price of the Certificates may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment.

Prospective purchasers should therefore ensure that they understand the nature of the Certificates and carefully study the risk factors set out in the Base Listing Document dated 21 June 2017 and the Supplemental Listing Document before they invest in the Certificates.

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

The index referred to herein (the "**Leveraged Index**") is the sole and exclusive property of Société Générale. The Leveraged Index rules are available either online on the website [www.sgindex.com](http://www.sgindex.com), or if not online, upon written request made to Société Générale at the following address: 17 cours Valmy, 92987 Paris – La Défense Cedex ,France. Société Générale does not guarantee the accuracy and/or the completeness of the composition, calculation, dissemination and adjustment of the Leveraged Index, nor of the data included therein, and makes no warranty, whether express or implied, relating to (i) the availability of, or correct or timely calculation of, the Leveraged Index and its level, (ii) the merchantability or fitness for a particular purpose of the Leveraged Index, or (iii) the results of the use of the Leveraged Index or any data included therein. Subject to any applicable statutory law, Société Générale shall have no liability for any losses, damages, costs or expenses (including loss of profits) arising, directly or indirectly, from the calculation of the Leveraged Index level, the use of the Leveraged Index or any data included therein. The levels of the Leveraged Index do not represent a valuation or a price for any product referencing such Leveraged Index.

The roles of the different teams involved within Société Générale in creating, structuring and maintaining, or replicating the Leveraged Index have been strictly defined. However, these teams all depend on the same global market business division. Société Générale may engage in trading in the Leveraged Index or underlyings referenced by the Leveraged Index (for hedging reasons, on behalf of third party clients or on own account) which may adversely affect the level of the Leveraged Index.

Additional conflicts of interests may arise due to Société Générale and/or any of its affiliates acting as issuer and calculation agent of the product on one hand, and sponsor of the Leveraged Index on the other hand. Although Société Générale strictly defined the responsibilities of the different teams involved

within Société Générale and its affiliates, such conflicts of interests may trigger negative consequences for investors.

The SGI 7x Daily Leveraged Index on MSCI Singapore Index Family (collectively, the “**Custom Indices**” and each a “**Custom Index**”), is the property of Société Générale. Singapore Exchange Limited and its affiliates (collectively, the “**SGX Group Companies**”) each expressly excludes any guarantee, warranty, condition, term, undertaking or representation of any kind, express or implied, statutory or otherwise, in relation to (a) the SGI 7x Daily Leveraged Index on MSCI Singapore Index Family, (b) the methodology and the components of a Custom Index which may include, but is not limited to, constituent level data such as futures prices, shares outstanding, investable weight factor, and fundamental data such as price/earnings ratios and/or other financial ratio, including calculation of the Custom Indices (“**Underlying Data**”) and (c) the values of any of the Custom Indices (“**Index Values**”), including the condition, satisfactory quality, performance or results, merchantability or fitness for purpose of any of the Custom Indices, Underlying Data or Index Values, or any information or data included in or derived from the Custom Indices, Underlying Data or Index Values at any time.

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Issued by  
**SG Issuer**

15 January 2018