

Supplemental Listing Document

If you are in any doubt as to any aspect of this document, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, accountant or other professional adviser.

Application has been made to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for permission to deal in and for quotation of the Certificates (as defined below). The SGX-ST takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document. Admission to the Official List of the SGX-ST is not to be taken as an indication of the merits of SG Issuer, Société Générale, the Certificates, or the Company (as defined below).

**8,000,000 European Style Cash Settled Long Certificates
relating to the ordinary shares of City Developments Limited
with a Daily Leverage of 5x**

**issued by
SG Issuer
(Incorporated in Luxembourg with limited liability)
unconditionally and irrevocably guaranteed by
Société Générale**

Issue Price: S\$1.00 per Certificate

This document is published for the purpose of obtaining a listing of all the above certificates (the “**Certificates**”) to be issued by SG Issuer (the “**Issuer**”) unconditionally and irrevocably guaranteed by Société Générale (the “**Guarantor**”), and is supplemental to and should be read in conjunction with a base listing document dated 17 June 2022 including such further base listing documents as may be issued from time to time (the “**Base Listing Document**”) for the purpose of giving information with regard to the Issuer, the Guarantor and the Certificates. Information relating to the Company (as defined below) is contained in this document.

This document does not constitute or form part of any offer, or invitation, to subscribe for or to sell, or solicitation of any offer to subscribe for or to purchase, Certificates or other securities of the Issuer, nor is it calculated to invite, nor does it permit the making of, offers by the public to subscribe for or purchase for cash or other consideration the Certificates or other securities of the Issuer.

Restrictions have been imposed on offers and sales of the Certificates and on distributions of documents relating thereto in Singapore, Hong Kong, the European Economic Area, the United Kingdom and the United States (see “Placing and Sale” contained herein).

The Certificates are complex products. You should exercise caution in relation to them. 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. The price of the Certificates also depends on the supply and

demand for the Certificates in the market and the price at which the Certificates is trading at any time may differ from the underlying valuation of the Certificates because of market inefficiencies. It is not possible to predict the secondary market for the Certificates. Although the Issuer, the Guarantor and/or any of their affiliates may from time to time purchase the Certificates or sell additional Certificates on the market, the Issuer, the Guarantor and/or any of their affiliates are not obliged to do so. Investors should also note that there are leveraged risks because the Certificates integrate a leverage mechanism and the Certificates will amplify the movements in the increase, and in the decrease, of the value of the Underlying Stock (as defined below) and if the investment results in a loss, any such loss will be increased by the leverage factor of the Certificates. As such, investors could lose more than they would if they had invested directly in the Underlying Stock.

The Certificates are classified as capital markets products other than prescribed capital markets products¹ and Specified Investment Products (SIPs)², and may only be sold to retail investors with enhanced safeguards, including an assessment of such investors' investment knowledge or experience.

The Certificates constitute general unsecured obligations of the Issuer (in the case of any substitution of the Issuer in accordance with the Conditions of the Certificates, the Substituted Obligor as defined in the Conditions of the Certificates) and of no other person, and the guarantee dated 17 June 2022 (the "**Guarantee**") and entered into by the Guarantor constitutes direct unconditional unsecured senior preferred obligations of the Guarantor and of no other person, and if you purchase the Certificates, you are relying upon the creditworthiness of the Issuer and the Guarantor and have no rights under the Certificates against any other person.

Application has been made to the SGX-ST for permission to deal in and for quotation of the Certificates and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Certificates. It is expected that dealings in the Certificates will commence on or about 28 February 2023.

As of the date hereof, the Guarantor's long term credit rating by S&P Global Ratings is A, and by Moody's Investors Service, Inc. is A1.

The Issuer is regulated by the Luxembourg Commission de Surveillance du Secteur Financier on a consolidated basis and the Guarantor is regulated by, *inter alia*, the Autorité des Marchés Financiers, the Autorité de Contrôle Prudentiel et de Résolution and the European Central Bank.

27 February 2023

¹ As defined in the Securities and Futures (Capital Markets Products) Regulations 2018.

² As defined in the MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products.

Subject as set out below, the Issuer and the Guarantor accept full responsibility for the accuracy of the information contained in this document and the Base Listing Document in relation to themselves and the Certificates. To the best of the knowledge and belief of the Issuer and the Guarantor (each of which has taken all reasonable care to ensure that such is the case), the information contained in this document and the Base Listing Document for which they accept responsibility (subject as set out below in respect of the information contained herein with regard to the Company) is in accordance with the facts and does not omit anything likely to affect the import of such information. The information with regard to the Company as set out herein is extracted from publicly available information. The Issuer and the Guarantor accept responsibility only for the accurate reproduction of such information. No further or other responsibility or liability in respect of such information is accepted by the Issuer and the Guarantor.

No person has been authorised to give any information or to make any representation other than those contained in this document in connection with the offering of the Certificates, and, if given or made, such information or representations must not be relied upon as having been authorised by the Issuer or the Guarantor. Neither the delivery of this document nor any sale made hereunder shall under any circumstances create any implication that there has been no change in the affairs of the Issuer, the Guarantor or their respective subsidiaries and associates since the date hereof.

This document does not constitute an offer or invitation by or on behalf of the Issuer or the Guarantor to purchase or subscribe for any of the Certificates. The distribution of this document and the offering of the Certificates may, in certain jurisdictions, be restricted by law. The Issuer and the Guarantor require persons into whose possession this document comes to inform themselves of and observe all such restrictions. In particular, the Certificates and the Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended or any state securities law, and trading in the Certificates has not been approved by the United States Commodity Futures Trading Commission (the “CFTC”) under the United States Commodity Exchange Act of 1936, as amended and the Issuer will not be registered as an investment company under the United States Investment Company Act of 1940, as amended, and the rules and regulations thereunder. None of the Securities and Exchange Commission, any state securities commission or regulatory authority or any other United States, French or other regulatory authority has approved or disapproved of the Certificates or the Guarantee or passed upon the accuracy or adequacy of this document. Accordingly, Certificates, or interests therein, may not at any time be offered, sold, resold, traded, pledged, exercised, redeemed, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons, nor may any U.S. person at any time trade, own, hold or maintain a position in the Certificates or any interests therein. In addition, in the absence of relief from the CFTC, offers, sales, re-sales, trades, pledges, exercises, redemptions, transfers or deliveries of Certificates, or interests therein, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons, may constitute a violation of United States law governing commodities trading and commodity pools. Consequently, any offer, sale, resale, trade, pledge, exercise, redemption, transfer or delivery made, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. person will not be recognised. A further description of certain restrictions on offering and sale of the Certificates and distribution of this document is given in the section headed “Placing and Sale” contained herein.

The SGX-ST has made no assessment of, nor taken any responsibility for, the financial soundness of the Issuer or the Guarantor or the merits of investing in the Certificates, nor have they verified the accuracy or the truthfulness of statements made or opinions expressed in this document.

The Issuer, the Guarantor and/or any of their affiliates may repurchase Certificates at any time on or after the date of issue and any Certificates so repurchased may be offered from time to time in one or more transactions in the over-the-counter market or otherwise at prevailing market prices or in negotiated transactions, at the discretion of the Issuer, the Guarantor and/or any of their affiliates. Investors should not therefore make any assumption as to the number of Certificates in issue at any time.

References in this document to the “**Conditions**” shall mean references to the Terms and Conditions of the European Style Cash Settled Long/Short Certificates on Single Equities contained in the Base Listing Document. Terms not defined herein shall have the meanings ascribed thereto in the Conditions.

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RISK FACTORS

The following are risk factors relating to the Certificates:

- (a) investment in Certificates involves substantial risks including market risk, liquidity risk, and the risk that the Issuer and/or the Guarantor will be unable to satisfy its/their obligations under the Certificates. Investors should ensure that they understand the nature of all these risks before making a decision to invest in the Certificates. You should consider carefully whether Certificates are suitable for you in light of your experience, objectives, financial position and other relevant circumstances. Certificates are not suitable for inexperienced investors;
- (b) the Certificates constitute general unsecured obligations of the Issuer (in the case of any substitution of the Issuer in accordance with the Conditions of the Certificates, the Substituted Obligor as defined in the Conditions of the Certificates) and of no other person, and the Guarantee constitutes direct unconditional unsecured senior preferred obligations of the Guarantor and of no other person. In particular, it should be noted that the Issuer issues a large number of financial instruments, including Certificates, on a global basis and, at any given time, the financial instruments outstanding may be substantial. If you purchase the Certificates, you are relying upon the creditworthiness of the Issuer and the Guarantor and have no rights under the Certificates against any other person;
- (c) since the Certificates relate to the price of the Underlying Stock, certain events relating to the Underlying Stock may cause adverse movements in the value and the price of the Underlying Stock, as a result of which, the Certificate Holders (as defined in the Conditions of the Certificates) may, in extreme circumstances, sustain a significant loss of their investment if the price of the Underlying Stock has fallen sharply;
- (d) due to their nature, the Certificates can be volatile instruments and may be subject to considerable fluctuations in value. The price of the Certificates may fall in value as rapidly as it may rise due to, including but not limited to, variations in the frequency and magnitude of the changes in the price of the Underlying Stock, the time remaining to expiry, the currency exchange rates and the creditworthiness of the Issuer and the Guarantor;
- (e) if, whilst any of the Certificates remain unexercised, trading in the Underlying Stock is suspended or halted on the relevant stock exchange, trading in the Certificates may be suspended for a similar period;
- (f) as indicated in the Conditions of the Certificates and herein, a Certificate Holder must tender a specified number of Certificates at any one time in order to exercise. Thus, Certificate Holders with fewer than the specified minimum number of Certificates in a particular series will either have to sell their Certificates or purchase additional Certificates, incurring transactions costs in each case, in order to realise their investment;
- (g) investors should note that in the event of there being a Market Disruption Event (as defined in the Conditions) determination or payment of the Cash Settlement Amount (as defined in the Conditions) may be delayed, all as more fully described in the Conditions;
- (h) certain events relating to the Underlying Stock require or, as the case may be, permit the Issuer to make certain adjustments or amendments to the Conditions. Investors may refer to the Conditions 4 and 6 on pages 29 to 33 and the examples and illustrations of adjustments set out in the "Information relating to the European Style Cash Settled Long Certificates on Single Equities" section of this document for more information;
- (i) the Certificates are only exercisable on the Expiry Date and may not be exercised by Certificate Holders prior to such Expiry Date. Accordingly, if on the Expiry Date the Cash Settlement Amount is zero, a Certificate Holder will lose the value of his investment;

- (j) the total return on an investment in any Certificate may be affected by the Hedging Fee Factor (as defined below), Management Fee (as defined below) and Gap Premium (as defined below);
- (k) investors holding their position overnight should note that they would be required to bear the annualised cost which consists of the Management Fee and Gap Premium, which are calculated daily and applied to the value of the Certificates, as well as certain costs embedded within the Leverage Strategy (as described below) including the Funding Cost (as defined below) and Rebalancing Cost (as defined below);
- (l) investors should note that there are leveraged risks because the Certificates integrate a leverage mechanism and the Certificates will amplify the movements in the increase, and in the decrease, of the value of the Underlying Stock and if the investment results in a loss, any such loss will be increased by the leverage factor of the Certificates. As such, investors could lose more than they would if they had invested directly in the Underlying Stock;
- (m) when held for longer than a day, the performance of the Certificates could be more or less than the leverage factor that is embedded within the Certificates. The performance of the Certificates each day is locked in, and any subsequent returns are based on what was achieved the previous day. This process, referred to as compounding, may lead to a performance difference from 5 times the performance of the Underlying Stock over a period longer than one day. This difference may be amplified in a volatile market with a sideways trend, where market movements are not clear in direction, whereby investors may sustain substantial losses;
- (n) the Air Bag Mechanism (as defined below) is triggered only when the Underlying Stock is calculated or traded, which may not be during the trading hours of the Relevant Stock Exchange for the Certificates (as defined below);
- (o) investors should note that the Air Bag Mechanism reduces the impact on the Leverage Strategy if the Underlying Stock falls further, but will also maintain a reduced exposure to the Underlying Stock in the event the Underlying Stock starts to rise after the Air Bag Mechanism is triggered, thereby reducing its ability to recoup losses;
- (p) there is no assurance that the Air Bag Mechanism will prevent investors from losing the entire value of their investment, in the event of (i) an overnight fall in the Underlying Stock, where there is a 20% or greater gap between the previous day closing price and the opening price of the Underlying Stock the following day, as the Air Bag Mechanism will only be triggered when market opens (including the pre-opening session) the following day or (ii) a sharp intraday fall in the price of the Underlying Stock of 20% or greater within the 15 minutes Observation Period compared to the reference price, being: (1) if air bag has not been previously triggered on the same day, the previous closing price of the Underlying Stock, or (2) if one or more air bag have been previously triggered on the same day, the latest New Observed Price. Investors may refer to pages 49 to 50 of this document for more information;
- (q) In the case of extreme market conditions or where the Air Bag Mechanisms are triggered simultaneously, trading in the Certificates may be suspended for an extended period, which may be up to an additional 15 minutes, to facilitate the intra-day adjustment under the Air Bag Mechanism;
- (r) certain events may, pursuant to the terms and conditions of the Certificates, trigger (i) the implementation of methods of adjustment or (ii) the early termination of the Certificates. The Issuer will give the investors reasonable notice of any early termination. If the Issuer terminates the Certificates early, then the Issuer will, if and to the extent permitted by applicable law, pay an amount to each Certificate Holder in respect of each Certificate held by such holder equal to the fair market value of the Certificate less the cost to the Issuer of unwinding any underlying related

hedging arrangements, all as determined by the Issuer in its sole and absolute discretion. 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. Investors should note that the amount repaid by the Issuer may be less than the amount initially invested. Investors may refer to the Condition 13 on pages 34 to 36 of this document for more information;

- (s) there is no assurance that an active trading market for the Certificates will sustain throughout the life of the Certificates, or if it does sustain, it may be due to market making on the part of the Designated Market Maker. The Issuer acting through its Designated Market Maker may be the only market participant buying and selling the Certificates. Therefore, the secondary market for the Certificates may be limited and you may not be able to realise the value of the Certificates. Do note that the bid-ask spread increases with illiquidity;
- (t) in the ordinary course of their business, including without limitation, in connection with the Issuer or its appointed designated market maker's market making activities, the Issuer, the Guarantor and any of their respective subsidiaries and affiliates may effect transactions for their own account or for the account of their customers and hold long or short positions in the Underlying Stock. In addition, in connection with the offering of any Certificates, the Issuer, the Guarantor and any of their respective subsidiaries and affiliates may enter into one or more hedging transactions with respect to the Underlying Stock. In connection with such hedging or market-making activities or with respect to proprietary or other trading activities by the Issuer, the Guarantor and any of their respective subsidiaries and affiliates, the Issuer, the Guarantor and any of their respective subsidiaries and affiliates may enter into transactions in the Underlying Stock which may affect the market price, liquidity or value of the Certificates and which may affect the interests of Certificate Holders;
- (u) various potential and actual conflicts of interest may arise from the overall activities of the Issuer, the Guarantor and/or any of their subsidiaries and affiliates.

The Issuer, the Guarantor and any of their subsidiaries and affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, brokerage, funds management, hedging transactions and investment and other activities for their own account or the account of others. In addition, the Issuer, the Guarantor and any of their subsidiaries and affiliates, in connection with their other business activities, may possess or acquire material information about the Underlying Stock. Such activities and information may involve or otherwise affect issuers of the Underlying Stock in a manner that may cause consequences adverse to the Certificate Holders or otherwise create conflicts of interests in connection with the issue of Certificates by the Issuer. Such actions and conflicts may include, without limitation, the exercise of voting power, the purchase and sale of securities, financial advisory relationships and exercise of creditor rights. The Issuer, the Guarantor and any of their subsidiaries and affiliates have no obligation to disclose such information about the Underlying Stock or such activities. The Issuer, the Guarantor and any of their subsidiaries and affiliates and their officers and directors may engage in any such activities without regard to the issue of Certificates by the Issuer or the effect that such activities may directly or indirectly have on any Certificate;

- (v) legal considerations which may restrict the possibility of certain investments:

Some investors' investment activities are subject to specific laws and regulations or laws and regulations currently being considered by various authorities. All potential investors must consult their own legal advisers to check whether and to what extent (i) they can legally purchase the Certificates (ii) the Certificates can be used as collateral security for various forms of borrowing

- (iii) if other restrictions apply to the purchase of Certificates or their use as collateral security. Financial institutions must consult their legal advisers or regulators to determine the appropriate treatment of the Certificates under any applicable risk-based capital or similar rules;
- (w) the credit rating of the Guarantor is an assessment of its ability to pay obligations, including those on the Certificates. Consequently, actual or anticipated declines in the credit rating of the Guarantor may affect the market value of the Certificates;
- (x) the Certificates are linked to the Underlying Stock and subject to the risk that the price of the Underlying Stock may decline. The following is a list of some of the significant risks associated with the Underlying Stock:
 - Historical performance of the Underlying Stock does not give an indication of future performance of the Underlying Stock. It is impossible to predict whether the price of the Underlying Stock will fall or rise over the term of the Certificates; and
 - The price of the Underlying Stock may be affected by the economic, financial and political events in one or more jurisdictions, including the stock exchange(s) or quotation system(s) on which the Underlying Stock may be traded;
- (y) the value of the Certificates depends on the Leverage Strategy performance built in the Certificate. The Calculation Agent will make the Leverage Strategy last closing level and a calculation tool available to the investors on a website;
- (z) two or more risk factors may simultaneously have an effect on the value of a Certificate such that the effect of any individual risk factor may not be predicted. No assurance can be given as to the effect any combination of risk factors may have on the value of a Certificate;
- (aa) as the Certificates are represented by a global warrant certificate which will be deposited with The Central Depository (Pte) Limited (“**CDP**”):
 - (i) investors should note that no definitive certificate will be issued in relation to the Certificates;
 - (ii) there will be no register of Certificate Holders and each person who is for the time being shown in the records maintained by CDP as entitled to a particular number of Certificates by way of interest (to the extent of such number) in the global warrant certificate in respect of those Certificates represented thereby shall be treated as the holder of such number of Certificates;
 - (iii) investors will need to rely on any statements received from their brokers/custodians as evidence of their interest in the Certificates; and
 - (iv) notices to such Certificate Holders will be published on the web-site of the SGX-ST. Investors will need to check the web-site of the SGX-ST regularly and/or rely on their brokers/custodians to obtain such notices;
- (bb) the US Foreign Account Tax Compliance Act (“**FATCA**”) withholding risk:

FATCA generally imposes a 30 per cent. withholding tax on certain U.S.-source payments to certain non-US persons that do not provide certification of their compliance with IRS rules to disclose the identity of their US owners and account holders (if any) or establish a basis for exemption for such disclosure. The Issuer or an investor’s broker or custodian may be subject to FATCA and, as a result, may be required to obtain certification from investors that they have complied with FATCA disclosure requirements or have established a basis for exemption from FATCA. If an investor does not provide the Issuer or the relevant broker or custodian with such certification, the

Issuer and the Guarantor or other withholding agent could be required to withhold U.S. tax on U.S.-source income (if any) paid pursuant to the Certificates. In certain cases, the Issuer or the relevant broker or custodian could be required to close an account of an investor who does not comply with the FATCA certification procedures.

FATCA IS PARTICULARLY COMPLEX. EACH INVESTOR SHOULD CONSULT ITS OWN TAX ADVISER TO OBTAIN A MORE DETAILED EXPLANATION OF FATCA AND TO DETERMINE HOW THIS LEGISLATION MIGHT AFFECT EACH INVESTOR IN ITS PARTICULAR CIRCUMSTANCES;

(cc) U.S. withholding tax

The Issuer has determined that this Certificate is not linked to U.S. Underlying Equities within the meaning of applicable regulations under Section 871(m) of the United States Internal Revenue Code, as discussed in the accompanying Base Listing Document under “TAXATION—TAXATION IN THE UNITED STATES OF AMERICA—Section 871(m) of the U.S. Internal Revenue Code of 1986.” Accordingly, the Issuer expects that Section 871(m) will not apply to the Certificates. Such determination is not binding on the IRS, and the IRS may disagree with this determination. Section 871(m) is complex and its application may depend on a Certificate Holder’s particular circumstances. Certificate Holders should consult with their own tax advisers regarding the potential application of Section 871(m) to the Certificates; and

(dd) risk factors relating to the BRRD

French and Luxembourg law and European legislation regarding the resolution of financial institutions may require the write-down or conversion to equity of the Certificates or other resolution measures if the Issuer or the Guarantor is deemed to meet the conditions for resolution.

Directive 2014/59/EU of the European Parliament and of the Council of the European Union dated 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms (the “**BRRD**”) entered into force on 2 July 2014. The BRRD has been implemented into Luxembourg law by, among others, the Luxembourg act dated 18 December 2015 on the failure of credit institutions and certain investment firms, as amended (the “**BRR Act 2015**”). Under the BRR Act 2015, the competent authority is the Luxembourg financial sector supervisory authority (*Commission de surveillance du secteur financier*, the CSSF) and the resolution authority is the CSSF acting as resolution council (*conseil de résolution*).

Moreover, Regulation (EU) No. 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism (“**SRM**”) and a Single Fund Framework (the “**SRM Regulation**”) has established a centralised power of resolution entrusted to a Single Resolution Board (the “**SRB**”) in cooperation with the national resolution authorities.

Since November 2014, the European Central Bank (“**ECB**”) has taken over the prudential supervision of significant credit institutions in the member states of the Eurozone under the Single Supervisory Mechanism (“**SSM**”). In addition, the SRM has been put in place to ensure that the resolution of credit institutions and certain investment firms across the Eurozone is harmonised. As mentioned above, the SRM is managed by the SRB. Under Article 5(1) of the SRM Regulation, the SRM has been granted those responsibilities and powers granted to the EU Member States’ resolution authorities under the BRRD for those credit institutions and certain investment firms subject to direct supervision by the ECB. The ability of the SRB to exercise these powers came into force at the beginning of 2016.

Societe Generale has been, and continues to be, designated as a significant supervised entity for the purposes of Article 49(1) of Regulation (EU) No 468/2014 of the ECB of 16 April 2014 establishing the framework for cooperation within the SSM between the ECB and national competent authorities and with national designated authorities (the “**SSM Regulation**”) and is consequently subject to the direct supervision of the ECB in the context of the SSM. This means that Societe Generale and SG Issuer (being covered by the consolidated prudential supervision of Societe Generale) are also subject to the SRM which came into force in 2015. The SRM Regulation mirrors the BRRD and, to a large part, refers to the BRRD so that the SRB is able to apply the same powers that would otherwise be available to the relevant national resolution authority.

The stated aim of the BRRD and the SRM Regulation is to provide for the establishment of an EU-wide framework for the recovery and resolution of credit institutions and certain investment firms. The regime provided for by the BRRD is, among other things, stated to be needed to provide the resolution authority designated by each EU Member State (the “**Resolution Authority**”) with a credible set of tools to intervene sufficiently early and quickly in an unsound or failing institution so as to ensure the continuity of the institution’s critical financial and economic functions while minimising the impact of an institution’s failure on the economy and financial system (including taxpayers’ exposure to losses).

In accordance with the provisions of the SRM Regulation, when applicable, the SRB, has replaced the national resolution authorities designated under the BRRD with respect to all aspects relating to the decision-making process and the national resolution authorities designated under the BRRD continue to carry out activities relating to the implementation of resolution schemes adopted by the SRB. The provisions relating to the cooperation between the SRB and the national resolution authorities for the preparation of the institutions’ resolution plans have applied since 1 January 2015 and the SRM has been fully operational since 1 January 2016.

The SRB is the Resolution Authority for the Issuer and the Guarantor.

The powers provided to the Resolution Authority in the BRRD and the SRM Regulation include write-down/conversion powers to ensure that capital instruments (including subordinated debt instruments) and eligible liabilities (including senior debt instruments if junior instruments prove insufficient to absorb all losses) absorb losses of the issuing institution that is subject to resolution in accordance with a set order of priority (the “**Bail-in Power**”). The conditions for resolution under the SRM Regulation are deemed to be met when: (i) the Resolution Authority determines that the institution is failing or is likely to fail, (ii) there is no reasonable prospect that any measure other than a resolution measure would prevent the failure within a reasonable timeframe, and (iii) a resolution measure is necessary for the achievement of the resolution objectives (in particular, ensuring the continuity of critical functions, avoiding a significant adverse effect on the financial system, protecting public funds by minimizing reliance on extraordinary public financial support, and protecting client funds and assets) and winding up of the institution under normal insolvency proceedings would not meet those resolution objectives to the same extent.

The Resolution Authority could also, independently of a resolution measure or in combination with a resolution measure, fully or partially write-down or convert capital instruments (including subordinated debt instruments) into equity when it determines that the institution or its group will no longer be viable unless such write-down or conversion power is exercised or when the institution requires extraordinary public financial support (except when extraordinary public financial support is provided in Article 10 of the SRM Regulation). The terms and conditions of the Certificates contain provisions giving effect to the Bail-in Power in the context of resolution and write-down or conversion of capital instruments at the point of non-viability.

The Bail-in Power could result in the full (i.e., to zero) or partial write-down or conversion of the Certificates into ordinary shares or other instruments of ownership, or the variation of the terms of the Certificates (for example, the maturity and/or interest payable may be altered and/or a temporary suspension of payments may be ordered). Extraordinary public financial support should only be used as a last resort after having assessed and applied, to the maximum extent practicable, the resolution measures. No support will be available until a minimum amount of contribution to loss absorption and recapitalization of 8% of total liabilities including own funds has been made by shareholders, holders of capital instruments and other eligible liabilities through write-down, conversion or otherwise.

In addition to the Bail-in Power, the BRRD provides the Resolution Authority with broader powers to implement other resolution measures with respect to institutions that meet the conditions for resolution, which may include (without limitation) the sale of the institution's business, the creation of a bridge institution, the separation of assets, the replacement or substitution of the institution as obligor in respect of debt instruments, modifications to the terms of debt instruments (including altering the maturity and/or the amount of interest payable and/or imposing a temporary suspension on payments), removing management, appointing an interim administrator, and discontinuing the listing and admission to trading of financial instruments.

Before taking a resolution measure, including implementing the Bail-in Power, or exercising the power to write down or convert relevant capital instruments, the Resolution Authority must ensure that a fair, prudent and realistic valuation of the assets and liabilities of the institution is carried out by a person independent from any public authority.

The BRRD, the BRR Act 2015 and the SRM Regulation however also state that, under exceptional circumstances, if the bail-in instrument is applied, the SRB, in cooperation with the CSSF, may completely or partially exclude certain liabilities from the application of the impairment or conversion powers under certain conditions.

Since 1 January 2016, EU credit institutions (such as Societe Generale) and certain investment firms have to meet, at all times, a minimum requirement for own funds and eligible liabilities ("**MREL**") pursuant to Article 12 of the SRM Regulation. The MREL, which is expressed as a percentage of the total liabilities and own funds of the institution, aims at preventing institutions from structuring their liabilities in a manner that impedes the effectiveness of the Bail-in Power in order to facilitate resolution.

The regime has evolved as a result of the changes adopted by the EU legislators. On 7 June 2019, as part of the contemplated amendments to the so-called "EU Banking Package", the following legislative texts were published in the Official Journal of the EU 14 May 2019:

- Directive (EU) 2019/879 of the European Parliament and of the Council of 20 May 2019 amending the BRRD as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms ("**BRRD II**"); and
- Regulation (EU) 2019/877 of the European Parliament and of the Council of 20 May 2019 amending the SRM Regulation as regards the loss-absorbing and recapitalisation capacity ("**TLAC**") of credit institutions and investment firms (the "**SRM II Regulation**" and, together with the BRRD II, the "**EU Banking Package Reforms**").

The EU Banking Package Reforms introduced, among other things, the TLAC standard as implemented by the Financial Stability Board's TLAC Term Sheet ("**FSB TLAC Term Sheet**"), by adapting, among other things, the existing regime relating to the specific MREL with aim of reducing risks in the banking sector and further reinforcing institutions' ability to withstand potential shocks will strengthen the banking union and reduce risks in the financial system.

The TLAC has been implemented in accordance with the FSB TLAC Term Sheet, which impose a level of “Minimum TLAC” that will be determined individually for each global systemically important bank (“**G-SIB**”), such as Societe Generale, in an amount at least equal to (i) 16%, plus applicable buffers, of risk weight assets since January 1, 2022 and 18%, plus applicable buffers, thereafter and (ii) 6% of the Basel III leverage ratio denominator since January 1, 2022 and 6.75% thereafter (each of which could be extended by additional firm-specific requirements).

Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms (the “**CRR**”), as amended by Regulation (EU) 2019/876 as regards the leverage ratio, the net stable funding ratio, requirements for own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, exposures to collective investment undertakings, large exposures, reporting and disclosure requirements (the “**CRR II**”), EU G-SIBs, such as Societe Generale, have to comply with TLAC requirements, on top of the MREL requirements, since the entry into force of the CRR II. As such, G-SIBs, such as Societe Generale have to comply with both the TLAC and MREL requirements.

Consequently, the criteria for MREL-eligible liabilities have been closely aligned with the criteria for TLAC-eligible liabilities under CRR II, but subject to the complementary adjustments and requirements introduced in the BRRD II. In particular, certain debt instruments with an embedded derivative component, such as certain structured notes, will be eligible, subject to certain conditions, to meet MREL requirements to the extent that they have a fixed or increasing principal amount repayable at maturity that is known in advance with only an additional return permitted to be linked to that derivative component and dependent on the performance of a reference asset.

The level of capital and eligible liabilities required under MREL is set by the SRB for Societe Generale on an individual and/or consolidated basis based on certain criteria including systemic importance and may also be set for SG Issuer. Eligible liabilities may be senior or subordinated, provided, among other requirements, that they have a remaining term of at least one year and, they recognise contractually the Resolution Authority's power to write down or convert the liabilities governed by non-EU law.

The scope of liabilities used to meet MREL includes, in principle, all liabilities resulting from claims arising from ordinary unsecured creditors (non-subordinated liabilities) unless they do not meet specific eligibility criteria set out in BRRD, as amended by BRRD II. To enhance the resolvability of institutions and entities through an effective use of the bail-in tool, the SRB should be able to require that MREL be met with own funds and other subordinated liabilities, in particular where there are clear indications that bailed-in creditors are likely to bear losses in resolution that would exceed the losses that they would incur under normal insolvency proceedings. Moreover the SRB should assess the need to require institutions and entities to meet the MREL with own funds and other subordinated liabilities where the amount of liabilities excluded from the application of the bail-in tool reaches a certain threshold within a class of liabilities that includes MREL-eligible liabilities. Any subordination of debt instruments requested by the SRB for the MREL shall be without prejudice to the possibility to partly meet the TLAC requirements with non-subordinated debt instruments in accordance with the CRR, as amended by the CRR II, as permitted by the TLAC standard. Specific requirements apply to resolution groups with assets above EUR 100 billion (top-tier banks, including Societe Generale).

TERMS AND CONDITIONS OF THE CERTIFICATES

The following are the terms and conditions of the Certificates and should be read in conjunction with, and are qualified by reference to, the other information set out in this document and the Base Listing Document.

The Conditions are set out in the section headed “Terms and Conditions of the European Style Cash Settled Long/Short Certificates on Single Equities” in the Base Listing Document. For the purposes of the Conditions, the following terms shall have the following meanings:

Certificates:	8,000,000 European Style Cash Settled Long Certificates relating to the ordinary shares of City Developments Limited (the “ Underlying Stock ”)
ISIN:	LU2375051823
Company:	City Developments Limited (RIC: CTDM.SI)
Underlying Price ³ and Source:	S\$7.72 (Reuters)
Calculation Agent:	Société Générale
Strike Level:	Zero
Daily Leverage:	5x (within the Leverage Strategy as described below)
Notional Amount per Certificate:	SGD 1.00
Management Fee (p.a.) ⁴ :	0.40%
Gap Premium (p.a.) ⁵ :	6.90%, is a hedging cost against extreme market movements overnight.
Funding Cost ⁶ :	The annualised costs of funding, referencing a publicly published reference rate plus spread.
Rebalancing Cost ⁶ :	The transaction costs (if applicable), computed as a function of leverage and daily performance of the Underlying Stock.
Launch Date:	21 February 2023
Closing Date:	27 February 2023
Expected Listing Date:	28 February 2023

³ These figures are calculated as at, and based on information available to the Issuer on or about 27 February 2023. The Issuer is not obliged, and undertakes no responsibility to any person, to update or inform any person of any changes to the figures after 27 February 2023.

⁴ Please note that the Management Fee is calculated on a 360-day basis and 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. Please refer to “Fees and Charges” below for further details of the fees and charges payable and the maximum of such fees as well as other ongoing expenses that may be borne by the Certificates.

⁵ Please note that the Gap Premium is calculated on a 360-day basis.

⁶ These costs are embedded within the Leverage Strategy.

Last Trading Date:	The date falling 5 Business Days immediately preceding the Expiry Date, currently being 19 February 2025
Expiry Date:	26 February 2025 (if the Expiry Date is not a Business Day, then the Expiry Date shall fall on the preceding Business Day and subject to adjustment of the Valuation Date upon the occurrence of Market Disruption Events as set out in the Conditions of the Certificates)
Board Lot:	100 Certificates
Valuation Date:	25 February 2025 or if such day is not an Exchange Business Day, the immediately preceding Exchange Business Day.
Exercise:	<p>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) 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 Condition 4(c) of the Conditions. 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.</p>
Cash Settlement Amount:	<p>In respect of each Certificate, shall be an amount payable in the Settlement Currency equal to:</p> <p>Closing Level multiplied by the Notional Amount per Certificate</p> <p>Please refer to the “Information relating to the European Style Cash Settled Long Certificates on Single Equities” section on pages 40 to 55 of this document for examples and illustrations of the calculation of the Cash Settlement Amount.</p>
Hedging Fee Factor:	<p>In respect of each Certificate, shall be an amount calculated as: Product (for t from 2 to Valuation Date) of $(1 - \text{Management Fee } x (\text{ACT } (t-1;t) \div 360)) \times (1 - \text{Gap Premium } (t-1) \times (\text{ACT } (t-1;t) \div 360))$, where:</p> <p>“t” refers to “Observation Date” which means each Exchange Business Day (subject to Market Disruption Event) from (and including) the Exchange Business Day immediately preceding the Expected Listing Date to the Valuation Date; and</p>

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

If the Issuer determines, in its sole discretion, that on any Observation Date a Market Disruption Event has occurred, then that Observation Date shall be postponed until the first succeeding Exchange Business Day on which there is no Market Disruption Event, unless there is a Market Disruption Event on each of the five Exchange Business Days immediately following the original date that, but for the Market Disruption Event, would have been an Observation Date. In that case, that fifth Exchange Business Day shall be deemed to be the Observation Date notwithstanding the Market Disruption Event and the Issuer shall determine, its good faith estimate of the level of the Leverage Strategy and the value of the Certificate on that fifth Exchange Business Day in accordance with the formula for and method of calculation last in effect prior to the occurrence of the first Market Disruption Event taking into account, inter alia, the exchange traded or quoted price of the Underlying Stock and the potential increased cost of hedging by the Issuer as a result of the occurrence of the Market Disruption Event.

Please refer to the “Information relating to the European Style Cash Settled Long Certificates on Single Equities” section on pages 40 to 55 of this document for examples and illustrations of the calculation of the Hedging Fee Factor.

Closing Level:

In respect of each Certificate, shall be an amount payable in the Settlement Currency equal to:

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

Initial Reference Level:

1,000

Final Reference Level:

The closing level of the Leverage Strategy (as described below) on the Valuation Date

The calculation of the closing level of the Leverage Strategy is set out in the “Specific Definitions relating to the Leverage Strategy” section on pages 18 to 23 below.

Initial Exchange Rate:

1

Final Exchange Rate:

1

Air Bag Mechanism:

The “**Air Bag Mechanism**” refers to the mechanism built in the Leverage Strategy and which is designed to reduce the Leverage Strategy exposure to the Underlying Stock during extreme market conditions. If the Underlying Stock falls by 15% or more (“**Air Bag Trigger Price**”) during the trading day (which represents an approximately 75% loss after a 5 times leverage), the Air Bag Mechanism is triggered and the Leverage Strategy is adjusted intra-

day. The Air Bag Mechanism reduces the impact on the Leverage Strategy if the Underlying Stock falls further, but will also maintain a reduced exposure to the Underlying Stock in the event the Underlying Stock starts to rise after the Air Bag Mechanism is triggered, thereby reducing its ability to recoup losses.

Trading of Certificates is suspended for at least 30 minutes after the Air Bag is triggered.

The Leverage Strategy is floored at 0 and the Certificates cannot be valued below zero.

Please refer to the “Extraordinary Strategy Adjustment for Performance Reasons (“Air Bag Mechanism”)” section on pages 21 to 23 below and the “Description of Air Bag Mechanism” section on pages 46 to 48 of this document for further information of the Air Bag Mechanism.

Adjustments and Extraordinary Events:	The Issuer has the right to make adjustments to the terms of the Certificates if certain events, including any capitalisation issue, rights issue, extraordinary distributions, merger, delisting, insolvency (as more specifically set out in the terms and conditions of the Certificates) occur in respect of the Underlying Stock. For the avoidance of doubt, no notice will be given if the Issuer determines that adjustments will not be made.
Underlying Stock Currency:	Singapore Dollar (“ SGD ”)
Settlement Currency:	SGD
Exercise Expenses:	Certificate Holders will be required to pay all charges which are incurred in respect of the exercise of the Certificates.
Relevant Stock Exchange for the Certificates:	The Singapore Exchange Securities Trading Limited (the “ SGX-ST ”)
Relevant Stock Exchange for the Underlying Stock:	The SGX-ST
Business Day and Exchange Business Day:	A “ Business Day ” or an “ Exchange Business Day ” is a day on which the SGX-ST is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore.
Warrant Agent:	The Central Depository (Pte) Limited (“ CDP ”)
Clearing System:	CDP
Fees and Charges:	Normal transaction and brokerage fees shall apply to the trading of the Certificates on the SGX-ST. Investors should note that they may be required to pay stamp taxes or other documentary charges in accordance with the laws and practices of the country where the Certificates are transferred. Investors who are in any doubt as to their tax position should consult their own independent tax advisers.

In addition, investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

Investors holding position overnight would also be required to bear the Management Fee and Gap Premium, which are calculated daily and applied to the value of the Certificates, as well as certain costs embedded within the Leverage Strategy including the Funding Cost and Rebalancing Cost. The Management Fee may be increased up to a maximum of 3% p.a. on giving one month's notice to investors in accordance with the terms and conditions of the Certificates. Any increase in the Management Fee will be announced on the SGXNET.

Further Information:

Please refer to the website at dlc.socgen.com for more information on the theoretical closing price of the Certificates on the previous trading day, the closing price of the Underlying Stock on the previous trading day, the Air Bag Trigger Price for each trading day and the Management Fee and Gap Premium.

Specific Definitions relating to the Leverage Strategy

Description of the Leverage Strategy

The Leverage Strategy is designed to track a 5 times daily leveraged exposure to the Underlying Stock.

At the end of each trading day of the Underlying Stock, the exposure of the Leverage Strategy to the Underlying Stock is reset within the Leverage Strategy in order to retain a daily leverage of 5 times the performance of the Underlying Stock (excluding costs) regardless of the performance of the Underlying Stock on the preceding day. This mechanism is referred to as the Daily Reset.

The Leverage Strategy incorporates an air bag mechanism which is designed to reduce exposure to the Underlying Stock during extreme market conditions, as further described below.

Leverage Strategy Formula

LSL_t means, for any Observation Date(t), the Leverage Strategy Closing Level as of such day (t).

Subject to the occurrence of an Intraday Restrike Event, the Leverage Strategy Closing Level as of such Observation Date(t) is calculated in accordance with the following formulae:

On Observation Date(1):

$$LSL_1 = 1000$$

On each subsequent Observation Date(t):

$$LSL_t = \text{Max}[LSL_{t-1} \times (1 + LR_{t-1,t} - FC_{t-1,t} - RC_{t-1,t}), 0]$$

LR_{t-1,t}	means the Leveraged Return of the Underlying Stock between Observation Date(t-1) and Observation Date(t) closing prices, calculated as follows: $LR_{t-1,t} = \text{Leverage} \times \left(\frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right)$
FC_{t-1,t}	means, the Funding Cost between Observation Date(t-1) (included) and Observation Date(t) (excluded) calculated as follows : $FC_{t-1,t} = (\text{Leverage} - 1) \times \frac{\text{Rate}_{t-1} \times \text{ACT}(t-1,t)}{\text{DayCountBasisRate}}$
RC_{t-1,t}	means the Rebalancing Cost of the Leverage Strategy on Observation Date (t), calculated as follows : $RC_{t-1,t} = \text{Leverage} \times (\text{Leverage} - 1) \times \left(\left \frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right \right) \times \text{TC}$
TC	means the Transaction Costs applicable (including Stamp Duty and any other applicable taxes, levies and costs which may be levied on the stock transactions on the Relevant Stock Exchange for the Underlying Stock by the applicable regulatory authorities from time to time) that are currently equal to: 0.04% “Stamp Duty” refers to the applicable rate of stamp duty on the stock transactions in the jurisdiction of the Relevant Stock Exchange for the Underlying Stock, which may be changed by the applicable regulatory authorities from time to time.
Leverage	5
S_t	means, in respect of each Observation Date(t), the Closing Price of the Underlying Stock as of such Observation Date(t), subject to the adjustments and provisions of the Conditions.
Rate_t	means, in respect of each Observation Date(t), a rate calculated as of such day in accordance with the following formula: $\text{Rate}_t = \text{CashRate}_t + \% \text{SpreadLevel}_t$
CashRate_t	means, in respect of each Observation Date(t), the daily Singapore Overnight Rate Average (SORA) provided by the Monetary Authority of Singapore as administrator of the benchmark (or a successor administrator), as published on BLOOMBERG/SIBCSORA Index or any successor page, being the rate as of day (t-2) at 09:00 Singapore time, provided that if such rate is not available, then such rate shall be determined by reference to the last available rate that was published on Refinitiv Screen (SORA=MAST) or any successor page.
%SpreadLevel_t	1.00%, subject to change by the Issuer on giving 10 Business Days' notice to investors via SGXNet.
Rfactor_t	means, in the event Observation Date (t) is an ex-dividend date of the Underlying Stock, an amount determined by the Calculation Agent,

subject to the adjustments and provisions of the Conditions, according to the following formula:

$$Rfactor_t = 1 - \frac{Div_t}{S_{t-1}}$$

where

Div_t is the dividend to be paid out in respect of the Underlying Stock and the relevant ex-dividend date which shall be considered net of any applicable withholding taxes.

ACT(t-1,t)	ACT (t-1;t) means the number of calendar days between the Exchange Business Day immediately preceding the Observation Date (which is “t-1”) (included) and the Observation Date (which is “t”) (excluded).
DayCountBasisRate	365
Benchmark Fallback	upon the occurrence or likely occurrence, as determined by the Calculation Agent, of a Reference Rate Event, the Calculation Agent may make adjustments as it may determine appropriate to account for the relevant event or circumstance, including but not limited to using any alternative rates from such date, with or without retroactive effect as the Calculation Agent may in its sole and absolute discretion determine.
Reference Rate Event	<p>means, in respect of the Reference Rate any of the following has occurred or will occur:</p> <ul style="list-style-type: none"> (i) a Reference Rate Cessation; (ii) an Administrator/Benchmark Event; or (iii) a Reference Rate is, with respect to over-the-counter derivatives transactions which reference such Reference Rate, the subject of any market-wide development formally agreed upon by the International Swaps and Derivative Association (ISDA) or the Asia Securities Industry & Financial Markets Association (ASIFMA), pursuant to which such Reference Rate is, on a specified date, replaced with a risk-free rate (or near risk-free rate) established in order to comply with the recommendations in the Financial Stability Board’s paper titled “Reforming Major Interest Rate Benchmarks” dated 22 July 2014.
Reference Rate Cessation	<p>means, for a Reference Rate, the occurrence of one or more of the following events:</p> <ul style="list-style-type: none"> (i) a public statement or publication of information by or on behalf of the administrator of the Reference Rate announcing that it has ceased or will cease to provide the Reference Rate permanently or indefinitely, provided that, at the time of the statement or publication, there is no successor administrator that will continue to provide the Reference Rate; (ii) a public statement or publication of information by the regulatory supervisor for the administrator of the Reference Rate, the central bank for the currency of the Reference Rate, an insolvency official with

jurisdiction over the administrator for the Reference Rate, a resolution authority with jurisdiction over the administrator for the Reference Rate or a court or an entity with similar insolvency or resolution authority over the administrator for the Reference Rate, which states that the administrator of the Reference Rate has ceased or will cease to provide the Reference Rate permanently or indefinitely, provided that, at the time of the statement or publication, there is no successor administrator that will continue to provide the Reference Rate; or

(iii) in respect of a Reference Rate, a public statement or publication of information by the regulatory supervisor for the administrator of such Reference Rate announcing that (a) the regulatory supervisor has determined that such Reference Rate is no longer, or as of a specified future date will no longer be, representative of the underlying market and economic reality that such Reference Rate is intended to measure and that representativeness will not be restored and (b) it is being made in the awareness that the statement or publication will engage certain contractual triggers for fallbacks activated by pre-cessation announcements by such supervisor (howsoever described) in contracts;

Administrator/Benchmark Event	means, for a Reference Rate, any authorisation, registration, recognition, endorsement, equivalence decision, approval or inclusion in any official register in respect of the Reference Rate or the administrator or sponsor of the Benchmark has not been, or will not be, obtained or has been, or will be, rejected, refused, suspended or withdrawn by the relevant competent authority or other relevant official body, in each case with the effect that either the Issuer, the Calculation Agent or any other entity is not, or will not be, permitted under any applicable law or regulation to use the Reference Rate to perform its or their respective obligations under the Certificates.
Reference Rate(s)	means the rate(s) used in the Leverage Strategy Formula, for example SORA, SOFR and US Federal Funds Effective Rate.

Extraordinary Strategy Adjustment for Performance Reasons (“Air Bag Mechanism”)

Extraordinary Strategy Adjustment for Performance Reasons If the Calculation Agent determines that an Intraday Restrike Event has occurred during an Observation Date(t) (the **Intraday Restrike Date**, noted hereafter **IRD**), an adjustment (an **Extraordinary Strategy Adjustment for Performance Reasons**) shall take place during such Observation Date(t) in accordance with the following provisions.

(1) Provided the last Intraday Restrike Observation Period as of such Intraday Restrike Date does not end on the TimeReferenceClosing, the Leverage Strategy Closing Level on the Intraday Restrike Date (LSL_{IRD}) should be computed as follows :

$$LSL_{IRD} = \text{Max}[\text{ILSL}_{IR(n)} \times (1 + \text{ILR}_{IR(n),IR(C)} - \text{IRC}_{IR(n),IR(C)}), 0]$$

(2) If the last Intraday Restrike Event Observation Period on the relevant Intraday Restrike Date ends on the TimeReferenceClosing:

$$LSL_{IRD} = \text{Max}[\text{ILSL}_{IR(n)}, 0]$$

ILSL_{IR(k)}	<p>means, in respect of IR(k), the Intraday Leverage Strategy Level in accordance with the following provisions:</p> <p>(1) for k = 1 :</p> $ILSL_{IR(1)} = \text{Max}[LSL_{IRD-1} \times (1 + ILR_{IR(0),IR(1)} - FC_{IRD-1,IRD} - IRC_{IR(0),IR(1)}), 0]$ <p>(2) for k > 1 :</p> $ILSL_{IR(k)} = \text{Max}[ILSL_{IR(k-1)} \times (1 + ILR_{IR(k-1),IR(k)} - IRC_{IR(k-1),IR(k)}), 0]$
ILR_{IR(k-1),IR(k)}	<p>means the Intraday Leveraged Return between IR(k-1) and IR(k), calculated as follows:</p> $ILR_{IR(k-1),IR(k)} = \text{Leverage} \times \left(\frac{IS_{IR(k)}}{IS_{IR(k-1)}} - 1 \right)$
IRC_{IR(k-1),IR(k)}	<p>means the Intraday Rebalancing Cost of the Leverage Strategy in respect of IR(k) on a given Intraday Restrike Date, calculated as follows:</p> $IRC_{IR(k-1),IR(k)} = \text{Leverage} \times (\text{Leverage} - 1) \times \left(\left \frac{IS_{IR(k)}}{IS_{IR(k-1)}} - 1 \right \right) \times TC$
IS_{IR(k)}	<p>means the Underlying Stock Price in respect of IR(k) computed as follows:</p> <p>(1) for k=0</p> $iS_{IR(0)} = S_{IRD-1} \times Rfactor_{IRD}$ <p>(2) for k=1 to n</p> <p>means in respect of IR(k), the lowest price of the Underlying Stock during the respective Intraday Restrike Observation Period</p> <p>(3) with respect to IR(C)</p> $iS_{IR(C)} = S_{IRD}$ <p>In each case, subject to the adjustments and provisions of the Conditions.</p>
IR(k)	<p>For k=0, means the scheduled close for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on the Observation Date immediately preceding the relevant Intraday Restrike Date;</p> <p>For k=1 to n, means the kth Intraday Restrike Event on the relevant Intraday Restrike Date.</p>
IR(C)	<p>means the scheduled close for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on the relevant Intraday Restrike Date.</p>
n	<p>means the number of Intraday Restrike Events that occurred on the relevant Intraday Restrike Date.</p>
Intraday Restrike Event	<p>means in respect of an Observation Date(t) :</p> <p>(1) provided no Intraday Restrike Event has previously occurred on such Observation Date (t), the decrease at any Calculation Time of the Underlying</p>

Stock price by 15% or more compared with the relevant Underlying Stock Price $iS_{IR(0)}$ as of such Calculation Time.

(2) if k Intraday Restrike Events have occurred on the relevant Intraday Restrike Date, the decrease at any Calculation Time of the Underlying Stock price by 15% or more compared with the relevant Underlying Stock Price $iS_{IR(k)}$ as of such Calculation Time.

Calculation Time	means any time between the TimeReferenceOpening and the TimeReferenceClosing, provided that the relevant data is available to enable the Calculation Agent to determine the Leverage Strategy Level.
TimeReferenceOpening	means the scheduled opening time (including pre-opening session) for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto).
TimeReferenceClosing	means the scheduled closing time (including closing auction session) for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto).
Intraday Restrike Event Observation Period	<p>means in respect of an Intraday Restrike Event, the period starting on and excluding the Intraday Restrike Event Time and finishing on and including the sooner between (1) the time falling 15 minutes after the Intraday Restrike Event Time and (2) the TimeReferenceClosing.</p> <p>Where, during such period, the Calculation Agent determines that (1) the trading in the Underlying Stock is disrupted or subject to suspension or limitation or (2) the Relevant Stock Exchange for the Underlying Stock is not open for continuous trading, the Intraday Restrike Event Observation Period will be extended to the extent necessary until (1) the trading in the Underlying Stock is no longer disrupted, suspended or limited and (2) the Relevant Stock Exchange for the Underlying Stock is open for continuous trading.</p>
Intraday Restrike Event Time	means in respect of an Intraday Restrike Event, the Calculation Time on which such event occurs.

The Conditions set out in the section headed “Terms and Conditions of the European Style Cash Settled Long/Short Certificates on Single Equities” in the Base Listing Document are set out below. This section is qualified in its entirety by reference to the detailed information appearing elsewhere in this document which shall, to the extent so specified or to the extent inconsistent with the relevant Conditions set out below, replace or modify the relevant Conditions for the purpose of the Certificates.

TERMS AND CONDITIONS OF THE EUROPEAN STYLE CASH SETTLED LONG/SHORT CERTIFICATES ON SINGLE EQUITIES

1. Form, Status and Guarantee, Transfer and Title

- (a) *Form.* The Certificates (which expression shall, unless the context otherwise requires, include any further certificates issued pursuant to Condition 11) are issued subject to and with the benefit of:-
- (i) a master instrument by way of deed poll (the “**Master Instrument**”) dated 17 June 2022, made by SG Issuer (the “**Issuer**”) and Société Générale (the “**Guarantor**”); and
 - (ii) a warrant agent agreement (the “**Master Warrant Agent Agreement**” or “**Warrant Agent Agreement**”) dated any time before or on the Closing Date, made between the Issuer and the Warrant Agent for the Certificates.

Copies of the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement are available for inspection at the specified office of the Warrant Agent.

The holders of the Certificates (the “**Certificate Holders**”) are entitled to the benefit of, are bound by and are deemed to have notice of all the provisions of the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement.

- (b) *Status and Guarantee.* The Certificates constitute direct, general and unsecured obligations of the Issuer and rank, and will rank, equally among themselves and *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer (save for statutorily preferred exceptions). The Certificates provide for cash settlement on exercise. The Certificates do not entitle Certificate Holders to the delivery of any Underlying Stock, are not secured by the Underlying Stock and do not entitle Certificate Holders to any interest in any Underlying Stock.

The due and punctual payment of any amounts due by the Issuer in respect of the Certificates issued by the Issuer is unconditionally and irrevocably guaranteed by the Guarantor as provided in the Guarantee (each such amount payable under the Guarantee, a “**Guarantee Obligation**”).

The Guarantee Obligations will constitute direct, unconditional, unsecured and unsubordinated obligations of the Guarantor ranking as senior preferred obligations as provided for in Article L. 613-30-3 I 3° of the French Code *Monétaire et Financier* (the “**Code**”).

Such Guarantee Obligations rank and will rank equally and rateably without any preference or priority among themselves and:

- (i) *pari passu* with all other direct, unconditional, unsecured and unsubordinated obligations of the Guarantor outstanding as of the date of the entry into force of the law no. 2016-1691 (the “**Law**”) on 11 December 2016;

- (ii) *pari passu* with all other present or future direct, unconditional, unsecured and senior preferred obligations (as provided for in Article L. 613-30-3 I 3° of the Code) of the Guarantor issued after the date of the entry into force of the Law on 11 December 2016;
- (iii) junior to all present or future claims of the Guarantor benefiting from the statutorily preferred exceptions; and
- (iv) senior to all present and future senior non-preferred obligations (as provided for in Article L.613-30-3 I 4° of the Code) of the Guarantor.

In the event of the failure of the Issuer to promptly perform its obligations to any Certificate Holder under the terms of the Certificates, such Certificate Holder may, but is not obliged to, give written notice to the Guarantor at Société Générale, Tour Société Générale, 75886 Paris Cedex 18, France marked for the attention of SEGL/JUR/OMF - Market Transactions & Financing.

- (c) **Transfer.** The Certificates are represented by a global warrant certificate ("**Global Warrant**") which will be deposited with The Central Depository (Pte) Limited ("**CDP**"). Certificates in definitive form will not be issued. Transfers of Certificates may be effected only in Board Lots or integral multiples thereof. All transactions in (including transfers of) Certificates, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon registration of the transfer in the records maintained by CDP.
- (d) **Title.** Each person who is for the time being shown in the records maintained by CDP as entitled to a particular number of Certificates shall be treated by the Issuer, the Guarantor and the Warrant Agent as the holder and absolute owner of such number of Certificates, notwithstanding any notice to the contrary. The expression "**Certificate Holder**" shall be construed accordingly.
- (e) **Bail-In.** By the acquisition of Certificates, each Certificate Holder (which, for the purposes of this Condition, includes any current or future holder of a beneficial interest in the Certificates) acknowledges, accepts, consents and agrees:
 - (i) to be bound by the effect of the exercise of the Bail-In Power (as defined below) by the Relevant Resolution Authority (as defined below) on the Issuer's liabilities under the Certificates, which may include and result in any of the following, or some combination thereof:
 - (A) the reduction of all, or a portion, of the Amounts Due (as defined below), on a permanent basis;
 - (B) the conversion of all, or a portion, of the Amounts Due into shares, other securities or other obligations of the Issuer or the Guarantor or another person (and the issue to the Certificate Holder of such shares, securities or obligations), including by means of an amendment, modification or variation of the Conditions of the Certificates, in which case the Certificate Holder agrees to accept in lieu of its rights under the Certificates any such shares, other securities or other obligations of the Issuer or the Guarantor or another person;
 - (C) the cancellation of the Certificates; and/or
 - (D) the amendment or alteration of the expiration of the Certificates or

amendment of the amounts payable on the Certificates, or the date on which the amounts become payable, including by suspending payment for a temporary period; and

that terms of the Certificates are subject to, and may be varied, if necessary, to give effect to the exercise of the Bail-In Power by the Relevant Resolution Authority or the regulator,

(the “**Statutory Bail-In**”);

- (ii) if the Relevant Resolution Authority exercises its Bail-In Power on liabilities of the Guarantor, pursuant to Article L.613-30-3-I-3 of the French Monetary and Financial Code (the “**M&F Code**”):

(A) ranking:

- (1) junior to liabilities of the Guarantor benefitting from statutorily preferred exceptions pursuant to Article L.613-30-3-I 1° and 2 of the M&F Code;
- (2) *pari passu* with liabilities of the Guarantor as defined in Article L.613-30-3-I-3 of the M&F Code; and
- (3) senior to liabilities of the Guarantor as defined in Article L.613-30-3-I-4 of the M&F Code; and

(B) which are not *titres non structurés* as defined under Article R.613-28 of the M&F Code, and

(C) which are not or are no longer eligible to be taken into account for the purposes of the MREL (as defined below) ratio of the Guarantor

and such exercise of the Bail-In Power results in the write-down or cancellation of all, or a portion of, the principal amount of, or the outstanding amount payable in respect of, and/or interest on, such liabilities, and/or the conversion of all, or a portion, of the principal amount of, or the outstanding amount payable in respect of, or interest on, such liabilities into shares or other securities or other obligations of the Guarantor or another person, including by means of variation to their terms and conditions in order to give effect to such exercise of Bail-In Power, then the Issuer’s obligations under the Certificates will be limited to (i) payment of the amount as reduced or cancelled that would be recoverable by the Certificate Holders and/or (ii) the delivery or the payment of value of the shares or other securities or other obligations of the Guarantor or another person that would be paid or delivered to the Certificate Holders as if, in either case, the Certificates had been directly issued by the Guarantor itself and any Amount Due under the Certificates had accordingly been directly subject to the exercise of the Bail-In Power (the “**Contractual Bail-in**”).

No repayment or payment of the Amounts Due will become due and payable or be paid after the exercise of the Statutory Bail-In with respect to the Issuer or the Guarantor unless, at the time such repayment or payment, respectively, is scheduled to become due, such repayment or payment would be permitted to be made by the Issuer or the Guarantor under the applicable laws and regulations in effect in France or Luxembourg and the European Union applicable to the Issuer or the Guarantor or other members of its group.

No repayment or payment of the Amounts Due will become due and payable or be paid under the Certificates issued by SG Issuer after implementation of the Contractual Bail-in.

Upon the exercise of the Statutory Bail-in or upon implementation of the Contractual Bail-in with respect to the Certificates, the Issuer or the Guarantor will provide a written notice to the Certificate Holders in accordance with Condition 9 as soon as practicable regarding such exercise of the Statutory Bail-in or implementation of the Contractual Bail-in. Any delay or failure by the Issuer or the Guarantor to give notice shall not affect the validity and enforceability of the Statutory Bail-in or Contractual Bail-in nor the effects on the Certificates described above.

Neither a cancellation of the Certificates, a reduction, in part or in full, of the Amounts Due, the conversion thereof into another security or obligation of the Issuer or the Guarantor or another person, as a result of the exercise of the Statutory Bail-in or the implementation of the Contractual Bail-in with respect to the Certificates will be an event of default or otherwise constitute non-performance of a contractual obligation, or entitle the Certificate Holder to any remedies (including equitable remedies) which are hereby expressly waived.

The matters set forth in this Condition shall be exhaustive on the foregoing matters to the exclusion of any other agreements, arrangements or understandings between the Issuer, the Guarantor and each Certificate Holder. No expenses necessary for the procedures under this Condition, including, but not limited to, those incurred by the Issuer and the Guarantor, shall be borne by any Certificate Holder.

For the purposes of this Condition:

“Amounts Due” means any amounts due by the Issuer under the Certificates.

“Bail-In Power” means any statutory cancellation, write-down and/or conversion power existing from time to time under any laws, regulations, rules or requirements relating to the resolution of banks, banking group companies, credit institutions and/or investment firms, including but not limited to any such laws, regulations, rules or requirements that are implemented, adopted or enacted within the context of a European Union directive or regulation of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms, or any other applicable laws or regulations, as amended, or otherwise, pursuant to which obligations of a bank, banking group company, credit institution or investment firm or any of its affiliates can be reduced, cancelled, varied or otherwise modified in any way and/or converted into shares or other securities or obligations of the obligor or any other person.

“MREL” means the Minimum Requirement for own funds and Eligible Liabilities as defined in Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms (as amended from time to time).

“Relevant Resolution Authority” means any authority with the ability to exercise the Bail-in Power on Societe Generale or SG Issuer as the case may be.

2. Certificate Rights and Exercise Expenses

- (a) *Certificate Rights.* Every Certificate entitles each Certificate Holder, upon due exercise and on compliance with Condition 4, to payment by the Issuer of the Cash Settlement Amount (as defined below) (if any) in the manner set out in Condition 4.

The “**Cash Settlement Amount**”, in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to the Closing Level multiplied by the Notional Amount per Certificate.

The “**Closing Level**”, in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to:

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

If the Issuer determines, in its sole discretion, that on the Valuation Date or any Observation Date a Market Disruption Event has occurred, then that Valuation Date or Observation Date shall be postponed until the first succeeding Exchange Business Day or Underlying Stock Business Day, as the case may be, on which there is no Market Disruption Event, unless there is a Market Disruption Event on each of the five Exchange Business Days or Underlying Stock Business Days, as the case may be, immediately following the original date that, but for the Market Disruption Event, would have been a Valuation Date or an Observation Date. In that case:-

- (i) that fifth Exchange Business Day or Underlying Stock Business Day, as the case may be, shall be deemed to be the Valuation Date or the Observation Date notwithstanding the Market Disruption Event; and
- (ii) the Issuer shall determine the Final Reference Level or the relevant closing level on the basis of its good faith estimate of the Final Reference Level or the relevant closing level that would have prevailed on that fifth Exchange Business Day or Underlying Stock Business Day, as the case may be, but for the Market Disruption Event.

“**Market Disruption Event**” means the occurrence or existence of (i) any suspension of trading on the Relevant Stock Exchange of the Underlying Stock requested by the Company if that suspension is, in the determination of the Issuer, material, (ii) 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 Relevant Stock Exchange or any act of God, war, riot, public disorder, explosion, terrorism or otherwise) on the Relevant Stock Exchange in the Underlying Stock if that suspension or limitation is, in the determination of the Issuer, material, or (iii) the closing of the Relevant Stock Exchange or a disruption to trading on the Relevant Stock Exchange if that disruption is, in the determination of the Issuer, material as a result of the occurrence of any act of God, war, riot, public disorder, explosion or terrorism.

- (b) *Exercise Expenses.* Certificate Holders will be required to pay all charges which are incurred in respect of the exercise of the Certificates (the “**Exercise Expenses**”). An amount equivalent to the Exercise Expenses will be deducted by the Issuer from the Cash Settlement Amount in accordance with Condition 4. Notwithstanding the foregoing, the Certificate Holders shall account to the Issuer on demand for any Exercise Expenses to the extent that they were not or could not be deducted from the Cash Settlement Amount prior to the date of payment of the Cash Settlement Amount to the Certificate Holders in accordance with Condition 4.
- (c) *No Rights.* The purchase of Certificates does not confer on the Certificate Holders any right (whether in respect of voting, dividend or other distributions in respect of the Underlying Stock or otherwise) which the holder of an Underlying Stock may have.

3. Expiry Date

Unless automatically exercised in accordance with Condition 4(b), the Certificates shall be deemed to expire at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day (as defined below), the immediately preceding Business Day.

4. Exercise of Certificates

- (a) *Exercise.* 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 accordance with Condition 4(b).
- (b) *Automatic Exercise.* 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) 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 Condition 4(c) below. 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.
- (c) *Settlement.* In respect of Certificates which are automatically exercised in accordance with Condition 4(b), the Issuer will pay to the relevant Certificate Holder the Cash Settlement Amount (if any) in the Settlement Currency. The aggregate Cash Settlement Amount (less any Exercise Expenses) shall be despatched as soon as practicable and no later than five Business Days following the Expiry Date by way of crossed cheque or other payment in immediately available funds drawn in favour of the Certificate Holder only (or, in the case of joint Certificate Holders, the first-named Certificate Holder) appearing in the records maintained by CDP. Any payment made pursuant to this Condition 4(c) shall be delivered at the risk and expense of the Certificate Holder and posted to the Certificate Holder's address appearing in the records maintained by CDP (or, in the case of joint Certificate Holders, to the address of the first-named Certificate Holder appearing in the records maintained by CDP). If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable.
- (d) *CDP not liable.* CDP shall not be liable to any Certificate Holder with respect to any action taken or omitted to be taken by the Issuer or the Warrant Agent in connection with the exercise of the Certificates or otherwise pursuant to or in connection with these Conditions.
- (e) *Business Day.* In these Conditions, a "**Business Day**" shall be a day on which the SGX-ST is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore.

5. Warrant Agent

- (a) *Warrant Agent.* The Issuer reserves the right, subject to the appointment of a successor, at any time to vary or terminate the appointment of the Warrant Agent and to appoint another Warrant Agent provided that it will at all times maintain a Warrant Agent which, so long as the Certificates are listed on the SGX-ST, shall be in Singapore. Notice of any such termination or appointment and of any change in the specified office of the Warrant Agent will be given to the Certificate Holders in accordance with Condition 9.
- (b) *Agent of Issuer.* The Warrant Agent will be acting as agent of the Issuer and will not assume any obligation or duty to or any relationship of agency or trust for the Certificate Holders. All determinations and calculations by the Warrant Agent under these Conditions shall (save in the case of manifest error) be final and binding on the Issuer and the Certificate Holders.

6. Adjustments

- (a) *Potential Adjustment Event.* Following the declaration by a Company of the terms of any Potential Adjustment Event (as defined below), the Issuer will determine whether such Potential Adjustment Event has a dilutive or concentrative or other effect on the theoretical value of the Underlying Stock and, if so, will (i) make the corresponding adjustment, if any, to any one or more of the Conditions as the Issuer determines appropriate to account for that dilutive or concentrative or other effect, and (ii) determine the effective date of that adjustment. The Issuer may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of such Potential Adjustment Event made by an exchange on which options or futures contracts on the Underlying Stock are traded.
- (b) *Definitions.* “**Potential Adjustment Event**” means any of the following:
 - (i) a subdivision, consolidation, reclassification or other restructuring of the Underlying Stock (excluding a Merger Event) or a free distribution or dividend of any such Underlying Stock to existing holders by way of bonus, capitalisation or similar issue;
 - (ii) a distribution or dividend to existing holders of the Underlying Stock of (1) such Underlying Stock, or (2) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the Company equally or proportionately with such payments to holders of such Underlying Stock, or (3) share capital or other securities of another issuer acquired by the Company as a result of a “spin-off” or other similar transaction, or (4) any other type of securities, rights or warrants or other assets, in any case for payment (in cash or otherwise) at less than the prevailing market price as determined by the Issuer;
 - (iii) an extraordinary dividend;
 - (iv) a call by the Company in respect of the Underlying Stock that is not fully paid;
 - (v) a repurchase by the Company of the Underlying Stock whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;
 - (vi) with respect to a Company an event that results in any shareholder rights pursuant to a shareholder rights agreement or other plan or arrangement of the type commonly referred to as a “poison pill” being distributed, or becoming

separated from shares of common stock or other shares of the capital stock of such Company (provided that any adjustment effected as a result of such an event shall be readjusted upon any redemption of such rights); or

- (vii) any other event that may have, in the opinion of the Issuer, a dilutive or concentrative or other effect on the theoretical value of the Underlying Stock.
- (c) *Merger Event, Tender Offer, Nationalisation and Insolvency.* If a Merger Event, Tender Offer, Nationalisation or Insolvency occurs in relation to the Underlying Stock, the Issuer may take any action described below:
- (i) determine the appropriate adjustment, if any, to be made to any one or more of the Conditions to account for the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, and determine the effective date of that adjustment. The Issuer may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of the Merger Event, Tender Offer, Nationalisation or Insolvency made by an options exchange to options on the Underlying Stock traded on that options exchange;
 - (ii) cancel the Certificates by giving notice to the Certificate Holders in accordance with Condition 9. If the Certificates are so cancelled, the Issuer will pay an amount to each Certificate Holder in respect of each Certificate held by such Certificate Holder which amount shall be the fair market value of a Certificate taking into account the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, less the cost to the Issuer and/or any of its affiliates of unwinding any underlying related hedging arrangements, all as determined by the Issuer in its reasonable discretion. Payment will be made in such manner as shall be notified to the Certificate Holders in accordance with Condition 9; or
 - (iii) following any adjustment to the settlement terms of options on the Underlying Stock on such exchange(s) or trading system(s) or quotation system(s) as the Issuer in its reasonable discretion shall select (the “**Option Reference Source**”) make a corresponding adjustment to any one or more of the Conditions, which adjustment will be effective as of the date determined by the Issuer to be the effective date of the corresponding adjustment made by the Option Reference Source. If options on the Underlying Stock are not traded on the Option Reference Source, the Issuer will make such adjustment, if any, to any one or more of the Conditions as the Issuer determines appropriate, with reference to the rules and precedents (if any) set by the Option Reference Source, to account for the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, that in the determination of the Issuer would have given rise to an adjustment by the Option Reference Source if such options were so traded.

Once the Issuer determines that its proposed course of action in connection with a Merger Event, Tender Offer, Nationalisation or Insolvency, it shall give notice to the Certificate Holders in accordance with Condition 9 stating the occurrence of the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, giving details thereof and the action proposed to be taken in relation thereto. Certificate Holders should be aware that due to the nature of such events, the Issuer will not make an immediate determination of its proposed course of action or adjustment upon the announcement or occurrence of a Merger Event, Tender Offer, Nationalisation or Insolvency.

- (d) *Definitions.* “**Insolvency**” means that by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting a Company (i) all the Underlying Stock of that Company is required to be transferred to a trustee, liquidator or other similar official or (ii) holders of the Underlying Stock of that Company become legally prohibited from transferring them. “**Merger Date**” means the closing date of a Merger Event or, where a closing date cannot be determined under the local law applicable to such Merger Event, such other date as determined by the Issuer. “**Merger Event**” means, in respect of the Underlying Stock, any (i) reclassification or change of such Underlying Stock that results in a transfer of or an irrevocable commitment to transfer all of such Underlying Stock outstanding to another entity or person, (ii) consolidation, amalgamation, merger or binding share exchange of a Company with or into another entity or person (other than a consolidation, amalgamation, merger or binding share exchange in which such Company is the continuing entity and which does not result in reclassification or change of all of such Underlying Stock outstanding), (iii) takeover offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Underlying Stock of the Company that results in a transfer of or an irrevocable commitment to transfer all such Underlying Stock (other than such Underlying Stock owned or controlled by such other entity or person), or (iv) consolidation, amalgamation, merger or binding share exchange of the Company or its subsidiaries with or into another entity in which the Company is the continuing entity and which does not result in a reclassification or change of all such Underlying Stock outstanding but results in the outstanding Underlying Stock (other than Underlying Stock owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding Underlying Stock immediately following such event, in each case if the Merger Date is on or before the Valuation Date. “**Nationalisation**” means that all the Underlying Stock or all or substantially all of the assets of a Company are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof. “**Tender Offer**” means a takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10 per cent. and less than 100 per cent. of the outstanding voting shares of the Company, as determined by the Issuer, based upon the making of filings with governmental or self-regulatory agencies or such other information as the Issuer deems relevant.
- (e) *Other Adjustments.* Except as provided in this Condition 6 and Conditions 10 and 12, adjustments will not be made in any other circumstances, subject to the right reserved by the Issuer (such right to be exercised in the Issuer's sole discretion and without any obligation whatsoever) to make such adjustments and amendments as it believes appropriate in circumstances where an event or events occur which it believes in its sole discretion (and notwithstanding any prior adjustment made pursuant to the above) should, in the context of the issue of the Certificates and the obligations of the Issuer, give rise to such adjustment or, as the case may be, amendment provided that such adjustment or, as the case may be, amendment is considered by the Issuer not to be materially prejudicial to the Certificate Holders generally (without considering the circumstances of any individual Certificate Holder or the tax or other consequences of such adjustment or amendment in any particular jurisdiction).
- (f) *Notice of Adjustments.* All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Certificate Holders. The Issuer will give, or procure that

there is given, notice as soon as practicable of any adjustment and of the date from which such adjustment is effective by publication in accordance with Condition 9. For the avoidance of doubt, no notice will be given if the Issuer determines that adjustments will not be made.

7. Purchases

The Issuer, the Guarantor or any of their respective subsidiaries may at any time purchase Certificates at any price in the open market or by tender or by private treaty. Any Certificates so purchased may be held or resold or surrendered for cancellation.

8. Meetings of Certificate Holders; Modification

- (a) *Meetings of Certificate Holders.* The Master Warrant Agent Agreement or Warrant Agent Agreement contains provisions for convening meetings of the Certificate Holders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Master Warrant Agent Agreement or Warrant Agent Agreement) of a modification of the provisions of the Certificates or of the Master Warrant Agent Agreement or Warrant Agent Agreement.

At least 21 days' notice (exclusive of the day on which the notice is given and of the day on which the meeting is held) specifying the date, time and place of the meeting shall be given to the Certificate Holders.

Such a meeting may be convened by the Issuer or by Certificate Holders holding not less than ten per cent. of the Certificates for the time being remaining unexercised. The quorum at any such meeting for passing an Extraordinary Resolution will be two or more persons holding or representing not less than 25 per cent. of the Certificates for the time being remaining unexercised, or at any adjourned meeting, two or more persons being or representing Certificate Holders whatever the number of Certificates so held or represented.

A resolution will be an Extraordinary Resolution when it has been passed at a duly convened meeting by not less than three-quarters of the votes cast by such Certificate Holders who, being entitled to do so, vote in person or by proxy.

An Extraordinary Resolution passed at any meeting of the Certificate Holders shall be binding on all the Certificate Holders whether or not they are present at the meeting. Resolutions can be passed in writing if passed unanimously.

- (b) *Modification.* The Issuer may, without the consent of the Certificate Holders, effect (i) any modification of the provisions of the Certificates or the Master Instrument which is not materially prejudicial to the interests of the Certificate Holders or (ii) any modification of the provisions of the Certificates or the Master Instrument which is of a formal, minor or technical nature, which is made to correct an obvious error or which is necessary in order to comply with mandatory provisions of Singapore law. Any such modification shall be binding on the Certificate Holders and shall be notified to them by the Warrant Agent before the date such modification becomes effective or as soon as practicable thereafter in accordance with Condition 9.

9. Notices

- (a) *Documents.* All cheques and other documents required or permitted by these Conditions to be sent to a Certificate Holder or to which a Certificate Holder is entitled or which the Issuer shall have agreed to deliver to a Certificate Holder may be delivered by hand or sent by post addressed to the Certificate Holder at his address appearing in the records

maintained by CDP or, in the case of joint Certificate Holders, addressed to the joint holder first named at his address appearing in the records maintained by CDP, and airmail post shall be used if that address is not in Singapore. All documents delivered or sent in accordance with this paragraph shall be delivered or sent at the risk of the relevant Certificate Holder.

- (b) *Notices.* All notices to Certificate Holders will be validly given if published in English on the web-site of the SGX-ST. Such notices shall be deemed to have been given on the date of the first such publication. If publication on the web-site of the SGX-ST is not practicable, notice will be given in such other manner as the Issuer may determine. The Issuer shall, at least one month prior to the expiry of any Certificate, give notice of the date of expiry of such Certificate in the manner prescribed above.

10. Liquidation

In the event of a liquidation or dissolution of the Company or the appointment of a liquidator (including a provisional liquidator) or receiver or judicial manager or trustee or administrator or analogous person under Singapore or other applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, all unexercised Certificates will lapse and shall cease to be valid for any purpose, in the case of voluntary liquidation, on the effective date of the relevant resolution and, in the case of an involuntary liquidation or dissolution, on the date of the relevant court order or, in the case of the appointment of a liquidator (including a provisional liquidator) or receiver or judicial manager or trustee or administrator or analogous person under Singapore or other applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of law. In the event of the voluntary liquidation of the Company, the Issuer shall make such adjustments or amendments as it reasonably believes are appropriate in the circumstances.

11. Further Issues

The Issuer shall be at liberty from time to time, without the consent of the Certificate Holders, to create and issue further certificates so as to form a single series with the Certificates, subject to the approval of the SGX-ST.

12. Delisting

- (a) *Delisting.* If at any time, the Underlying Stock ceases to be listed on the Relevant Stock Exchange, the Issuer shall give effect to these Conditions in such manner and make such adjustments and amendments to the rights attaching to the Certificates as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Certificate Holders generally are not materially prejudiced as a consequence of such delisting (without considering the individual circumstances of any Certificate Holder or the tax or other consequences that may result in any particular jurisdiction).
- (b) *Issuer's Determination.* The Issuer shall determine, in its absolute discretion, any adjustment or amendment and its determination shall be conclusive and binding on the Certificate Holders save in the case of manifest error. Notice of any adjustments or amendments shall be given to the Certificate Holders in accordance with Condition 9 as soon as practicable after they are determined.

13. Early Termination

- (a) *Early Termination for Illegality and Force Majeure, etc.* If the Issuer determines that a Regulatory Event (as defined below) has occurred and, for reasons beyond its control,

the performance of its obligations under the Certificates has become illegal or impractical in whole or in part for any reason, or the Issuer determines that, for reasons beyond its control, it is no longer legal or practical for it to maintain its hedging arrangements with respect to the Certificates for any reason, the Issuer may in its discretion and without obligation terminate the Certificates early in accordance with Condition 13(d).

Should any one or more of the provisions contained in the Conditions be or become invalid, the validity of the remaining provisions shall not in any way be affected thereby.

For the purposes of this Condition:

“Regulatory Event” means, following the occurrence of a Change in Law (as defined below) with respect to the Issuer and/or Société Générale as Guarantor or in any other capacity (including without limitation as hedging counterparty of the Issuer, market maker of the Certificates or direct or indirect shareholder or sponsor of the Issuer) or any of its affiliates involved in the issuer of the Certificates (hereafter the **“Relevant Affiliates”** and each of the Issuer, Société Générale and the Relevant Affiliates, a **“Relevant Entity”**) that, after the Certificates have been issued, (i) any Relevant Entity would incur a materially increased (as compared with circumstances existing prior to such event) amount of tax, duty, liability, penalty, expense, fee, cost or regulatory capital charge however defined or collateral requirements for performing its obligations under the Certificates or hedging the Issuer’s obligations under the Certificates, including, without limitation, due to clearing requirements of, or the absence of, clearing of the transactions entered into in connection with the issue of, or hedging the Issuer’s obligation under, the Certificates, (ii) it is or will become for any Relevant Entity impracticable, impossible (in each case, after using commercially reasonable efforts), unlawful, illegal or otherwise prohibited or contrary, in whole or in part, under any law, regulation, rule, judgement, order or directive of any governmental, administrative or judicial authority, or power, applicable to such Relevant Entity (a) to hold, acquire, issue, reissue, substitute, maintain, settle, or as the case may be, guarantee, the Certificates, (b) to acquire, hold, sponsor or dispose of any asset(s) (or any interest thereof) of any other transaction(s) such Relevant Entity may use in connection with the issue of the Certificates or to hedge the Issuer’s obligations under the Certificates, (c) to perform obligations in connection with, the Certificates or any contractual arrangement entered into between the Issuer and Société Générale or any Relevant Affiliate (including without limitation to hedge the Issuer’s obligations under the Certificates) or (d) to hold, acquire, maintain, increase, substitute or redeem all or a substantial part of its direct or indirect shareholding in the Issuer’s capital or the capital of any Relevant Affiliate or to directly or indirectly sponsor the Issuer or any Relevant Affiliate, or (iii) there is or may be a material adverse effect on a Relevant Entity in connection with the issue of the Certificates.

“Change in law” means (i) the adoption, enactment, promulgation, execution or ratification of any applicable new law, regulation or rule (including, without limitation, any applicable tax law, regulation or rule) after the Certificates have been issued, (ii) the implementation or application of any applicable law, regulation or rule (including, without limitation, any applicable tax law, regulation or rule) already in force when the Certificates have been issued but in respect of which the manner of its implementation or application was not known or unclear at the time, or (iii) the change of any applicable law, regulation or rule existing when the Certificates are issued, or the change in the interpretation or application or practice relating thereto, existing when the Certificates are issued of any applicable law, regulation or rule, by any competent court, tribunal, regulatory authority or any other entity exercising executive, legislative, judicial, taxing, regulatory or

administrative powers or functions of or pertaining to government (including any additional or alternative court, tribunal, authority or entity, to that existing when the Certificates are issued).

- (b) *Early Termination for Holding Limit Event.* The Issuer may in its discretion and without obligation terminate the Certificates early in accordance with Condition 13(d) where a Holding Limit Event (as defined below) occurs.

For the purposes of this Condition:

“**Holding Limit Event**” means, assuming the investor is the Issuer and/or any of its affiliates, the Issuer together with its affiliates, in aggregate hold, an interest in the Underlying Stock, constituting or likely to constitute (directly or indirectly) ownership, control or the power to vote a percentage of any class of voting securities of the Underlying Stock, of the Underlying Stock in excess of a percentage permitted or advisable, as determined by the Issuer, for the purpose of its compliance with the Bank Holding Company Act of 1956 as amended by Section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Volcker Rule), including any requests, regulations, rules, guidelines or directives made by the relevant governmental authority under, or issued by the relevant governmental authority in connection with, such statutes.

- (c) *Early Termination for other reasons.* The Issuer reserves the right (such right to be exercised in the Issuer’s sole and unfettered discretion and without any obligation whatsoever) to terminate the Certificates in accordance with Condition 13(d) where an event or events occur which it believes in its sole discretion should, in the context of the issue of the Certificates and the obligations of the Issuer, give rise to such termination provided that such termination (i) is considered by the Issuer not to be materially prejudicial to the interests of Certificate Holders generally (without considering the circumstances of any individual Certificate Holder or the tax or other consequences of such termination in any particular jurisdiction); or (ii) is otherwise considered by the Issuer to be appropriate and such termination is approved by the SGX-ST.
- (d) *Termination.* If the Issuer terminates the Certificates early, then the Issuer will give notice to the Certificate Holders in accordance with Condition 9. The Issuer will, if and to the extent permitted by applicable law, pay an amount to each Certificate Holder in respect of each Certificate held by such holder equal to the fair market value of a Certificate notwithstanding such illegality, impracticality or the relevant event less the cost to the Issuer of unwinding any underlying related hedging arrangements, all as determined by the Issuer in its sole and absolute discretion. Payment will be made in such manner as shall be notified to the Certificate Holders in accordance with Condition 9.

14. Substitution of the Issuer

The Issuer may be replaced by the Guarantor or any subsidiary of the Guarantor as principal obligor in respect of the Certificates without the consent of the relevant Certificate Holders. If the Issuer determines that it shall be replaced by the Guarantor or any subsidiary of the Guarantor (the “**Substituted Obligor**”), it shall give at least 90 days’ notice (exclusive of the day on which the notice is given and of the day on which the substitution is effected) specifying the date of the substitution, in accordance with Condition 9, to the Certificate Holders of such event and, immediately on the expiry of such notice, the Substituted Obligor shall become the principal obligor in place of the Issuer and the Certificate Holders shall thereupon cease to have any rights or claims whatsoever against the Issuer.

Upon any such substitution, all references to the Issuer in the Conditions and all agreements relating to the Certificates will be to the Substituted Obligor and the Certificates will be modified as

required, and the Certificate Holders will be notified of the modified terms and conditions of such Certificates in accordance with Condition 9.

For the purposes of this Condition, it is expressly agreed that by subscribing to, acquiring or otherwise purchasing or holding the Certificates, the Certificate Holders are expressly deemed to have consented to the substitution of the Issuer by the Substituted Obligor and to the release of the Issuer from any and all obligations in respect of the Certificates and all agreements relating thereto and are expressly deemed to have accepted such substitution and the consequences thereof.

15. Governing Law

The Certificates, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement will be governed by and construed in accordance with Singapore law. The Issuer and the Guarantor and each Certificate Holder (by its purchase of the Certificates) shall be deemed to have submitted for all purposes in connection with the Certificates, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement to the non-exclusive jurisdiction of the courts of Singapore. The Guarantee shall be governed by and construed in accordance with Singapore law.

16. Prescription

Claims against the Issuer for payment of any amount in respect of the Certificates will become void unless made within six years of the Expiry Date and, thereafter, any sums payable in respect of such Certificates shall be forfeited and shall revert to the Issuer.

17. Contracts (Rights of Third Parties) Act 2001 of Singapore

Unless otherwise provided in the Global Warrant, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement, a person who is not a party to any contracts made pursuant to the Global Warrant, the Master Instrument and the Master Warrant Agent Agreement or Warrant Agent Agreement has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any terms of such contracts. Except as expressly provided herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts.

SUMMARY OF THE ISSUE

The following is a summary of the issue and should be read in conjunction with, and is qualified by reference to, the other information set out in this document and the Base Listing Document. Terms used in this Summary are defined in the Conditions.

Issuer:	SG Issuer
Company:	City Developments Limited
The Certificates:	European Style Cash Settled Long Certificates relating to the Underlying Stock
Number:	8,000,000 Certificates
Form:	The Certificates will be issued subject to, and with the benefit of, a master instrument by way of deed poll dated 17 June 2022 (the “ Master Instrument ”) and executed by the Issuer and the Guarantor and a master warrant agent agreement dated 29 May 2017 (the “ Master Warrant Agent Agreement ”) and made between the Issuer, the Guarantor and the Warrant Agent.
Cash Settlement Amount:	In respect of each Certificate, is the amount (if positive) equal to: Notional Amount per Certificate x Closing Level
Denominations:	Certificates are represented by a global warrant in respect of all the Certificates.
Exercise:	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 will not be required to deliver an exercise notice. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates will 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 Condition 4(c) of the Conditions. 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.
Exercise and Trading Currency:	SGD
Board Lot:	100 Certificates

Transfers of Certificates:	Certificates may only be transferred in Board Lots (or integral multiples thereof). All transfers in Certificates, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon registration of the transfer in the records of CDP.
Listing:	Application has been made to the SGX-ST for permission to deal in and for quotation of the Certificates and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Certificates. Issue of the Certificates is conditional on such listing being granted. It is expected that dealings in the Certificates on the SGX-ST will commence on or about 28 February 2023.
Governing Law:	The laws of Singapore
Warrant Agent:	The Central Depository (Pte) Limited 11 North Buona Vista Drive #06-07 The Metropolis Tower 2 Singapore 138589
Further Issues:	Further issues which will form a single series with the Certificates will be permitted, subject to the approval of the SGX-ST.

The above summary is qualified in its entirety by reference to the detailed information appearing elsewhere in this document and the Base Listing Document.

INFORMATION RELATING TO THE EUROPEAN STYLE CASH SETTLED LONG CERTIFICATES ON SINGLE EQUITIES

What are European Style Cash Settled Long Certificates on Single Equities?

European style cash settled long certificates on single equities (the “**Certificates**”) are structured products relating to the Underlying Stock and the return on a Certificate is linked to the performance of the Leverage Strategy.

A) Cash Settlement Amount Payable upon the Exercise of the Certificates at Expiry

Upon the exercise of the Certificates at expiry, the Certificate Holders would be paid a Cash Settlement Amount in respect of each Certificate.

The Cash Settlement Amount, in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to the Closing Level multiplied by the Notional Amount per Certificate.

The Closing Level, in respect of each Certificate, shall be an amount payable in the Settlement Currency equal to (1) divided by (2) less (3) subject to any adjustments such as (4), where:

- (1) is the Final Reference Level multiplied by the Final Exchange Rate;
- (2) is the Initial Reference Level multiplied by the Initial Exchange Rate;
- (3) is the Strike Level; and
- (4) is the Hedging Fee Factor.

If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised and investors will receive a Cash Settlement Amount. If the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired. Please refer to the section headed “Terms and Conditions of the European Style Cash Settled Long/Short Certificates on Single Equities” for further details on the calculation of the Cash Settlement Amount.

The Certificates are only suitable for investors who believe that the price of the Underlying Stock will increase and are seeking short-term leveraged exposure to the Underlying Stock.

B) Trading the Certificates before Expiry

If the Certificate Holders want to cash out their investments in the Certificates before the expiry of the Certificates, they may sell the Certificates in the secondary market during the life of the Certificates, and would be subject to the following fees and charges:

- (i) For Certificate Holders who trade the Certificates intraday: shall pay normal transaction and brokerage fees for the trading of the Certificates on the SGX-ST, and may be required to pay stamp taxes or other documentary charges in accordance with the laws and practices of the country where the Certificates are transferred; and
- (ii) For Certificate Holders who hold the Certificates overnight: in addition to the normal transaction and brokerage fees and applicable stamp taxes, would also be required to bear the Management Fee and Gap Premium as well as certain costs embedded within the Leverage Strategy including the Funding Cost and Rebalancing Cost.

Illustration of the Calculation of Hedging Fee Factor

Hedging Fee Factor	=	Product of the Daily Fees
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Daily Fees	=	Daily Management Fee Adjustment	
		1 – Management Fee x ACT (t-1;t) / 360	
		x	
		Daily Gap Premium Adjustment	
		1 – Gap Premium (t-1) x ACT (t-1;t) / 360	

Illustration of the Calculation of Cash Settlement Amount

Cash Settlement Amount = Final Value of Certificates – Strike Level (zero)

Value of Certificates	=	<table border="1"> <tr><td>t'=0</td></tr> <tr><td>Notional Amount</td></tr> </table>	t'=0	Notional Amount	x	<table border="1"> <tr><td>t=1</td></tr> <tr> <td>Leverage Strategy daily performance⁸</td> <td>x</td> <td>Daily Fees</td> </tr> </table>	t=1	Leverage Strategy daily performance ⁸	x	Daily Fees	x	<table border="1"> <tr><td>t=2</td></tr> <tr> <td>Leverage Strategy daily performance</td> <td>x</td> <td>Daily Fees</td> </tr> </table>	t=2	Leverage Strategy daily performance	x	Daily Fees	x ...	<table border="1"> <tr><td>t=i</td></tr> <tr> <td>Leverage Strategy Daily performance</td> <td>x</td> <td>Daily Fees</td> </tr> </table>	t=i	Leverage Strategy Daily performance	x	Daily Fees
			t'=0																			
Notional Amount																						
t=1																						
Leverage Strategy daily performance ⁸	x	Daily Fees																				
t=2																						
Leverage Strategy daily performance	x	Daily Fees																				
t=i																						
Leverage Strategy Daily performance	x	Daily Fees																				

Value of Certificates	=	<table border="1"> <tr><td>t=0</td></tr> <tr><td>Notional Amount</td></tr> </table>	t=0	Notional Amount	x	Product of the daily Leverage Strategy Performance		x	Product of the Daily Fees (Hedging Fee Factor)	
			t=0							
Notional Amount										
<table border="1"> <tr> <td>Leverage Strategy daily performance</td> <td>x</td> <td>Leverage Strategy daily performance</td> </tr> </table>	Leverage Strategy daily performance	x	Leverage Strategy daily performance	<table border="1"> <tr> <td>Daily Fees</td> <td>x</td> <td>Daily Fees</td> </tr> </table>	Daily Fees	x	Daily Fees			
Leverage Strategy daily performance	x	Leverage Strategy daily performance								
Daily Fees	x	Daily Fees								

Final Value of Certificates	=	<table border="1"> <tr><td>t=0</td></tr> <tr><td>Notional Amount</td></tr> </table>	t=0	Notional Amount	x	<table border="1"> <tr> <td>Final Reference Level x Final Exchange Rate</td> <td>÷</td> <td>Initial Reference Level x Initial Exchange Rate</td> </tr> </table>	Final Reference Level x Final Exchange Rate	÷	Initial Reference Level x Initial Exchange Rate	x	<table border="1"> <tr><td>Hedging Fee Factor</td></tr> </table>	Hedging Fee Factor
			t=0									
Notional Amount												
Final Reference Level x Final Exchange Rate	÷	Initial Reference Level x Initial Exchange Rate										
Hedging Fee Factor												

Illustration of the applicable fees and charges for an intraday trading scenario

Hedging Fee is implemented overnight in the price of the Certificate. As a consequence, when trading intraday, investors will not bear any Hedging Fee.

Investors will only support bid/ask costs, which are the difference between the price at which the Designated Market Maker purchases (bid) and sells (ask) the Certificate at any point of time.

⁷ "t" refers to "Observation Date" which means each Exchange Business Day (subject to Market Disruption Event) from (and including) the Exchange Business Day immediately preceding the Expected Listing Date to the Valuation Date.

⁸ Leverage Strategy daily performance is computed as the Leverage Strategy Closing Level on Business Day (t) divided by the Leverage Strategy Closing Level on Business Day (t-1).

Example of Calculation of Hedging Fee Factor and Cash Settlement Amount

The example is purely hypothetical. We include the example to illustrate how the Certificates work, and you MUST NOT rely on them as any indication of the actual return or what the payout on the Certificates might actually be. The example also assumes a product which expires 16 days after listing date, to illustrate the daily calculation of price, costs and fees from listing date to expiry date.

Assuming an investor purchases the following Certificates at the Issue Price:

Underlying Stock:	Ordinary shares of City Developments Limited
Expected Listing Date:	03/07/2018
Expiry Date:	18/07/2018
Initial Reference Level:	1,000
Initial Exchange Rate:	1
Final Reference Level:	1,200
Final Exchange Rate:	1
Issue Price:	1.00 SGD
Notional Amount per Certificate:	1.00 SGD
Management Fee (p.a.):	0.40%
Gap Premium (p.a.):	6.90%
Strike Level:	Zero

Hedging Fee Factor

Hedging Fee Factor on the n^{th} Exchange Business Day after issuance of Certificate ("HFF (n)") is calculated as follows:

$$\text{HFF}(0) = 100\%$$

On Next Calendar Day (assuming it is an Exchange Business Day):

$$\text{HFF}(1) = \text{HFF}(0) \times \left(1 - \text{Management Fee} \times \frac{\text{ACT}(t-1; t)}{360}\right) \times \left(1 - \text{Gap Premium} \times \frac{\text{ACT}(t-1; t)}{360}\right)$$

$$\text{HFF}(1) = 100\% \times \left(1 - 0.40\% \times \frac{1}{360}\right) \times \left(1 - 6.90\% \times \frac{1}{360}\right)$$

$$\text{HFF}(1) = 100\% \times 99.9989\% \times 99.9808\% \approx 99.9797\%$$

Assuming 2nd Exchange Business Day falls 3 Calendar Days after 1st Exchange Business Day:

$$\text{HFF}(2) = \text{HFF}(1) \times \left(1 - \text{Management Fee} \times \frac{\text{ACT}(t-1; t)}{360}\right) \times \left(1 - \text{Gap Premium} \times \frac{\text{ACT}(t-1; t)}{360}\right)$$

$$\text{HFF (2)} = 99.9797\% \times \left(1 - 0.40\% \times \frac{3}{360}\right) \times \left(1 - 6.90\% \times \frac{3}{360}\right)$$

$$\text{HFF (2)} = 99.9797\% \times 99.9967\% \times 99.9425\% \approx 99.9189\%$$

The same principle applies to the following Exchange Business Days:

$$\text{HFF (n)} = \text{HFF (n - 1)} \times \left(1 - \text{Management Fee} \times \frac{\text{ACT (t - 1; t)}}{360}\right) \times \left(1 - \text{Gap Premium} \times \frac{\text{ACT (t - 1; t)}}{360}\right)$$

In this example, the Hedging Fee Factor as of the Valuation Date would be equal to 99.6962% as illustrated below:

Date	HFF
3/7/2018	100.0000%
4/7/2018	99.9797%
5/7/2018	99.9594%
6/7/2018	99.9392%
9/7/2018	99.8784%
10/7/2018	99.8581%
11/7/2018	99.8379%
12/7/2018	99.8176%
13/7/2018	99.7974%
16/7/2018	99.7367%
17/7/2018	99.7165%
18/7/2018	99.6962%

Cash Settlement Amount

In this example, the Closing Level and the Cash Settlement Amount would be computed as follows:

$$\begin{aligned} \text{Closing Level} &= [(\text{Final Reference Level} \times \text{Final Exchange Rate}) / (\text{Initial Reference Level} \times \text{Initial Exchange Rate}) - \text{Strike Level}] \times \text{Hedging Fee Factor} \\ &= [(1200 \times 1) / (1000 \times 1) - 0] \times 99.6962\% \\ &= 119.64\% \end{aligned}$$

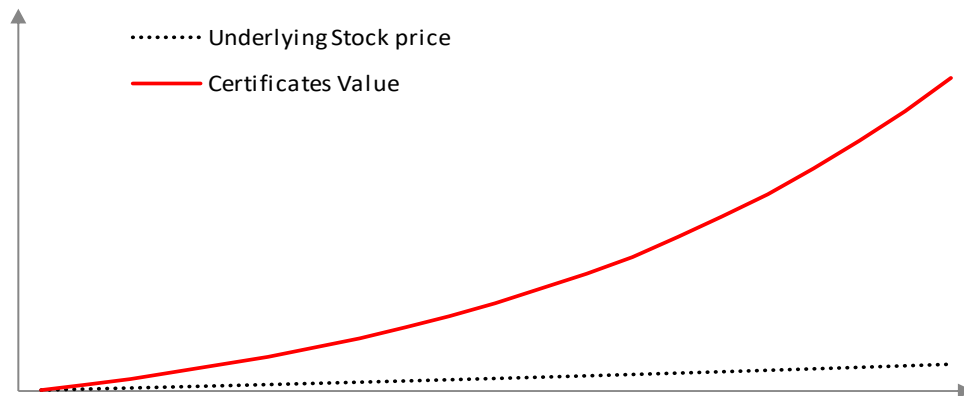
$$\begin{aligned} \text{Cash Settlement Amount} &= \text{Closing Level} \times \text{Notional Amount per Certificate} \\ &= 119.64\% \times 1.00 \text{ SGD} \\ &= \mathbf{1.196 \text{ SGD}} \end{aligned}$$

Illustration on how returns and losses can occur under different scenarios

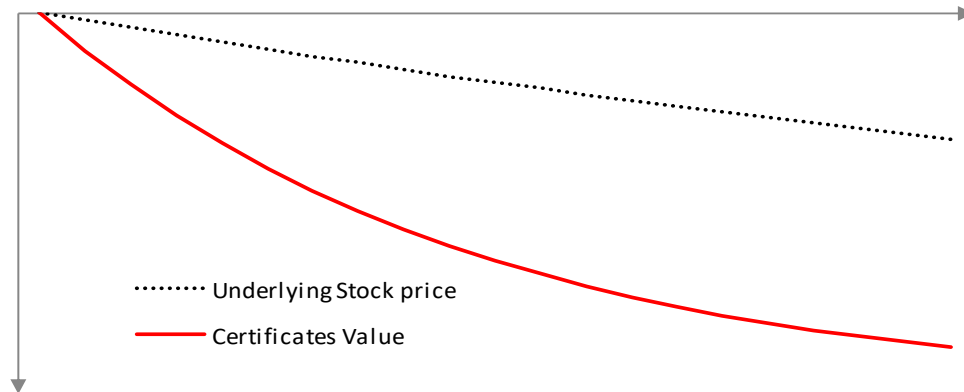
The examples are purely hypothetical and do not take fees and charges payable by investors into consideration. The examples highlight the effect of the Underlying Stock performance on the value of the Certificates and do not take into account the possible influence of fees, exchange rates, dividends, or any other market parameters.

1. Illustrative examples

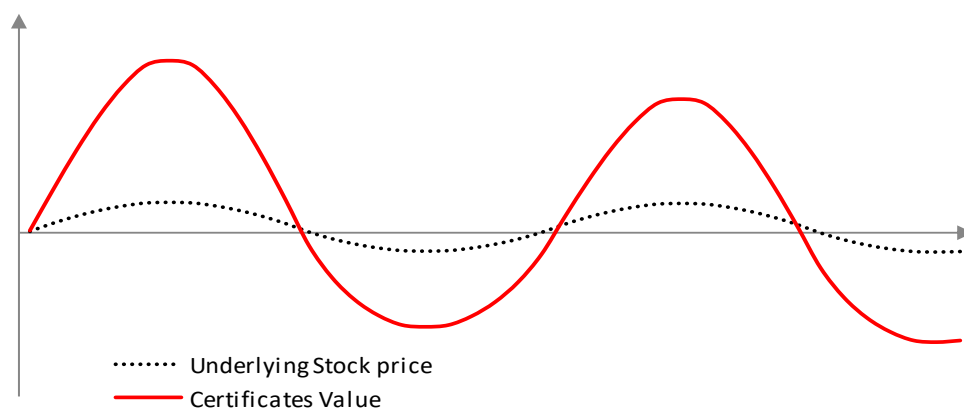
Scenario 1 – Upward Trend



Scenario 2 – Downward Trend



Scenario 3 – Volatile Market



2. Numerical Examples

Scenario 1 – Upward Trend

Underlying Stock						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		2.0%	2.0%	2.0%	2.0%	2.0%
Value at end of day	10,000.0	10,200.0	10,404.0	10,612.1	10,824.3	11,040.8
Accumulated Return		2.00%	4.04%	6.12%	8.24%	10.41%

Value of the Certificates						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		10.0%	10.0%	10.0%	10.0%	10.0%
Price at end of day	1	1.10	1.21	1.33	1.46	1.61
Accumulated Return		10.00%	21.00%	33.10%	46.41%	61.05%

Scenario 2 – Downward Trend

Underlying Stock						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		-2.0%	-2.0%	-2.0%	-2.0%	-2.0%
Value at end of day	10,000.0	9,800.0	9,604.0	9,411.9	9,223.7	9,039.2
Accumulated Return		-2.00%	-3.96%	-5.88%	-7.76%	-9.61%

Value of the Certificates						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		-10.0%	-10.0%	-10.0%	-10.0%	-10.0%
Price at end of day	1	0.90	0.81	0.73	0.66	0.59
Accumulated Return		-10.00%	-19.00%	-27.10%	-34.39%	-40.95%

Scenario 3 – Volatile Market

Underlying Stock						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		2.0%	-2.0%	2.0%	-2.0%	2.0%
Value at end of day	10,000.0	10,200.0	9,996.0	10,195.9	9,992.0	10,191.8
Accumulated Return		2.00%	-0.04%	1.96%	-0.08%	1.92%

Value of the Certificates						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		10.0%	-10.0%	10.0%	-10.0%	10.0%
Price at end of day	1	1.10	0.99	1.09	0.98	1.08
Accumulated Return		10.00%	-1.00%	8.90%	-1.99%	7.81%

Description of Air Bag Mechanism

The Certificates integrate an “Air Bag Mechanism” which is designed to reduce exposure to the Underlying Stock during extreme market conditions.

When the Air Bag triggers, a 30-minute period starts. This period is divided into two sub-periods:

- Observation Period : during 15 minutes after the Air Bag trigger, the price of the Underlying Stock is observed and its minimum price is recorded; and
- Reset Period: after 15 minutes, the Leverage Strategy is reset using the minimum price of the Underlying Stock during the Observation Period as the New Observed Price. The New Observed Price replaces the last closing price of the Underlying Stock in order to compute the performance of the Leverage Strategy, 30 minutes after the Air Bag trigger.

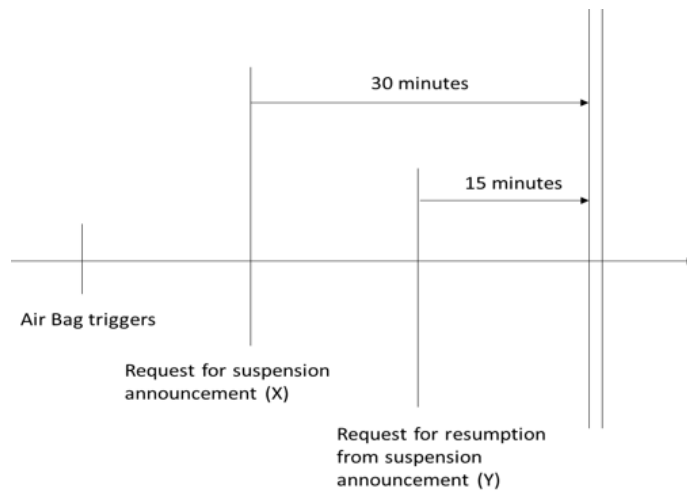
Trading of Certificates is suspended for at least 30 minutes after the Air Bag is triggered and does not take into account the mid-day break. Investors cannot sell or purchase any Certificates during this period.

Air Bag Mechanism timeline

Air Bag Trigger	Observation Period	Resumption of Trading
More than 45 minutes before Market Close	First 15 minutes after Air Bag Trigger	Trading resumes the same day between 30 and 45 minutes after Air Bag Trigger
Less than 45 minutes before Market Close and more than 15 minutes before Market Close		Next trading day at Market Open
15 minutes or less than 15 minutes before Market Close	From Air Bag Trigger to Market Close	

With **Market Close** defined as:

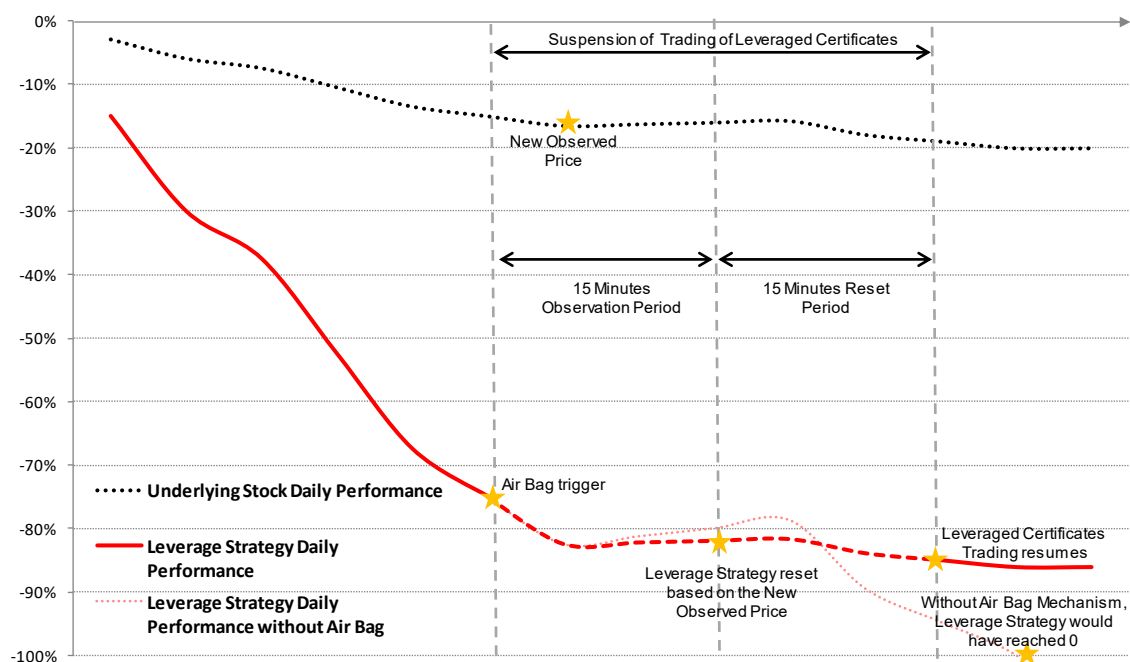
- Underlying Stock closing time with respect to the Observation Period
- The sooner between Underlying Stock closing time and SGX closing time with respect to the Resumption of Trading



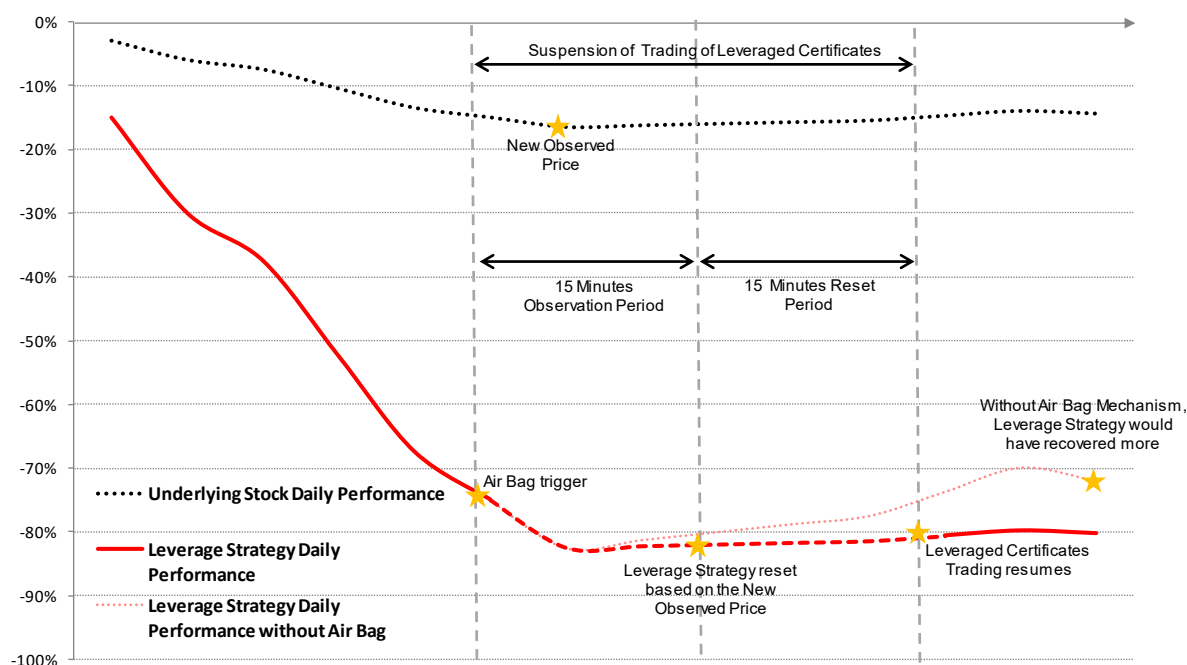
- The later between $X+30$ minutes or $Y+15$ minutes will be the earliest time the Certificates can be resumed, the next quarter-of-an-hour of which will be the scheduled resumption time of the Certificates
- If the scheduled resumption time of the Certificates is at or later than the scheduled closing time of the underlying asset, the Certificates will resume at 9 a.m. on the next SGX-ST trading day

Illustrative examples of the Air Bag Mechanism⁹

Scenario 1 – Downward Trend after Air Bag trigger



Scenario 2 – Upward Trend after Air Bag trigger



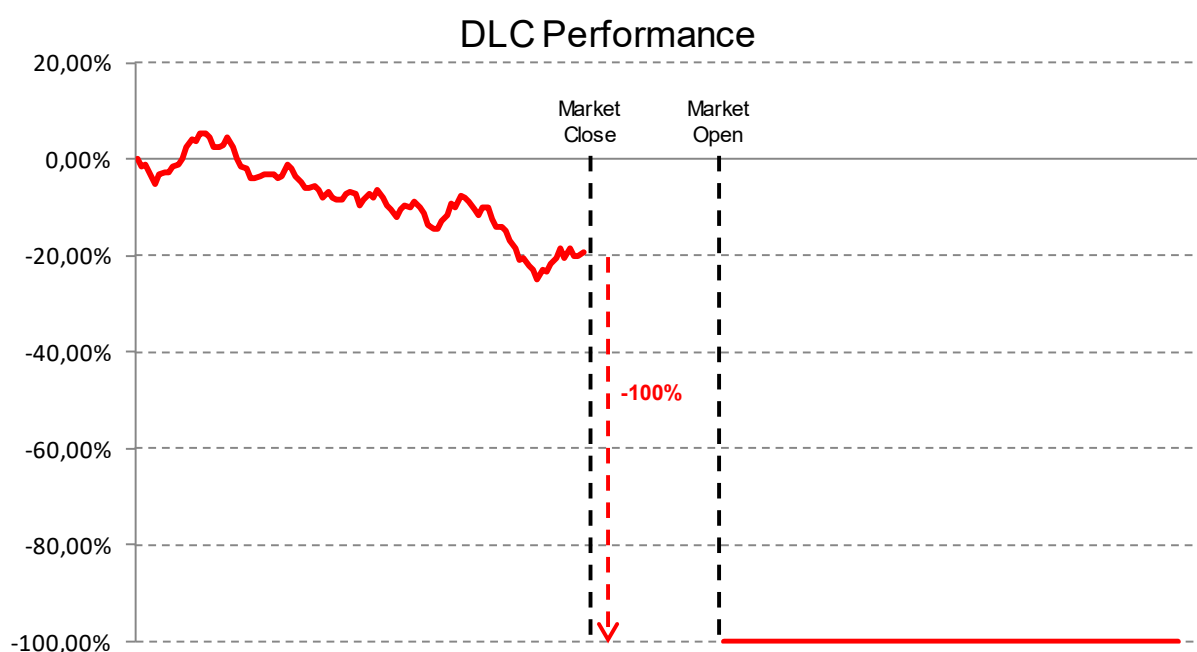
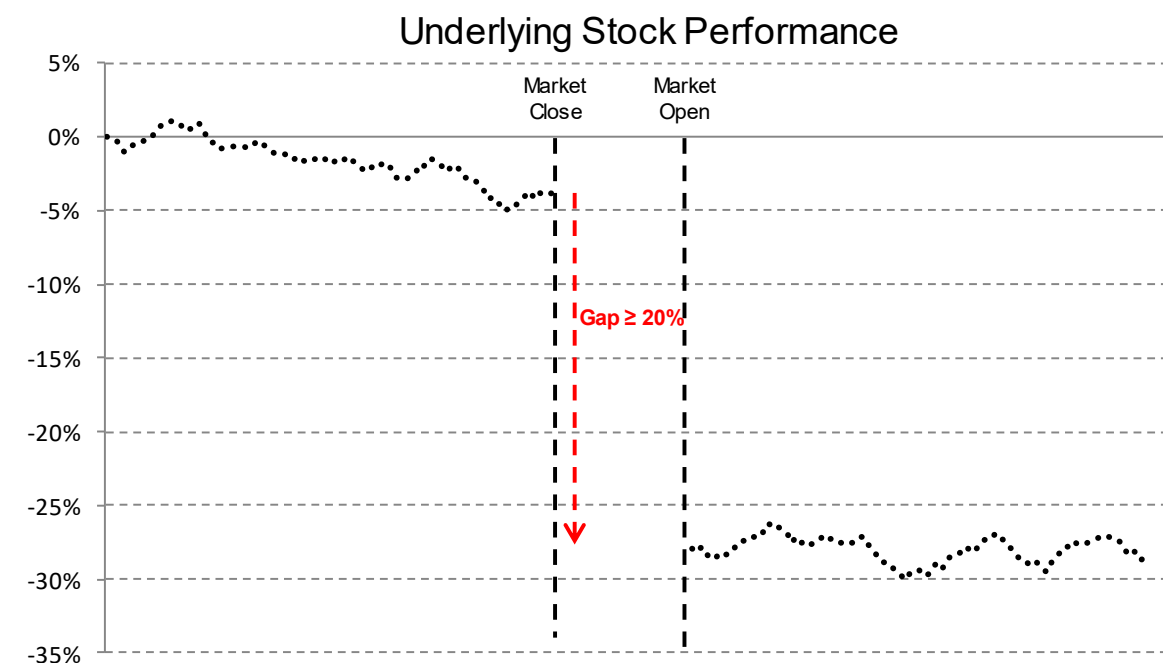
⁹ The illustrative examples are not exhaustive.

Scenarios where the investor may lose the entire value of the investment

The scenarios below are purely hypothetical and do not take fees and charges payable by investors into consideration. The scenarios highlight cases where the Certificates may lose 100% of their value.

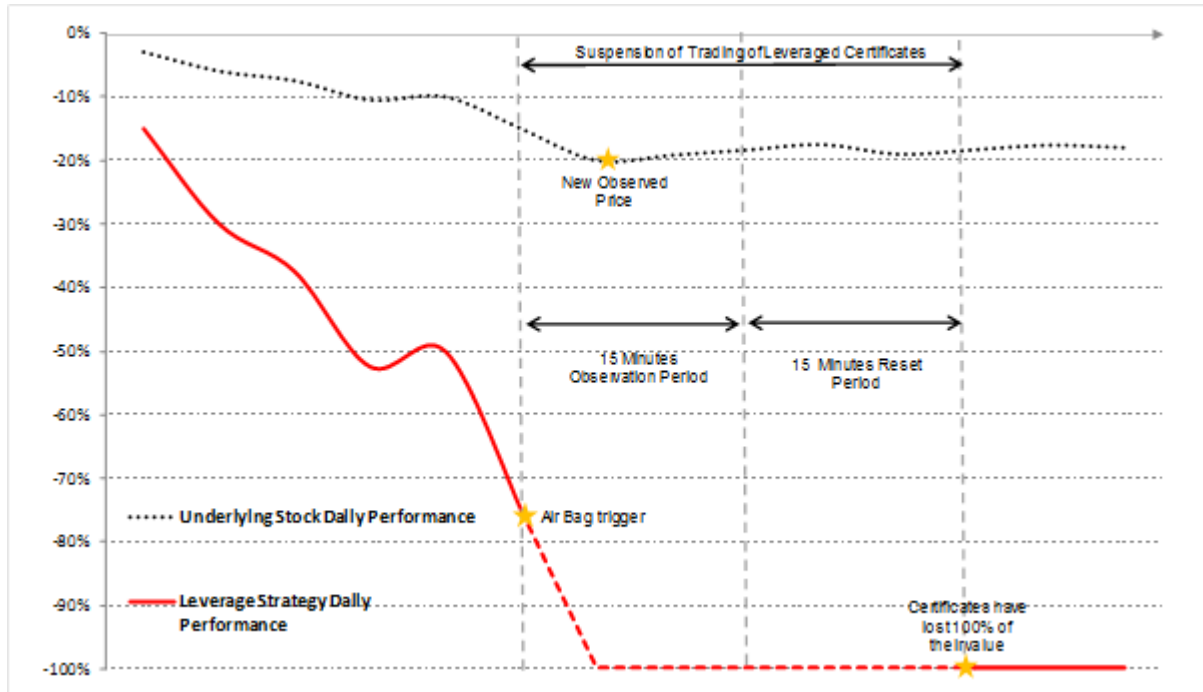
Scenario 1 – Overnight fall of the Underlying Stock

On any business day, the opening price of the Underlying Stock may be higher or lower than the closing price on the previous day. The difference between the previous closing price and the opening price of the Underlying Stock is termed a “gap”. If the opening price of the Underlying Stock is 20% or more below the previous day closing price, the Air Bag Mechanism would only be triggered when the market opens (including the pre-opening session) the following day, and the Certificates would lose their entire value in such event.



Scenario 2 – Sharp intraday fall of the Underlying Stock

Although the Air Bag Mechanism is designed to reduce the exposure to the Underlying Stock during extreme market conditions, the Certificate can lose 100% of its value in the event the price of the Underlying Stock falls by 20% or more within the 15 minutes Observation Period compared to the reference price, being: (i) if air bag has not been previously triggered on the same day, the previous closing price of the Underlying Stock, or (ii) if one or more air bag have been previously triggered on the same day, the latest New Observed Price. The Certificates would lose their entire value in such event.



Examples and illustrations of adjustments due to certain corporate actions

The examples are purely hypothetical and do not take fees and charges payable by investors into consideration. The examples highlight the effect of corporate actions on the value of the Certificates and do not take into account the possible influence of fees, exchange rates, or any other market parameters.

In the case of any corporate action on the Underlying Stock, the Calculation Agent will, as soon as reasonably practical after it becomes aware of such event, determine whether such corporate action has a dilutive or concentrative effect on the theoretical value of the Underlying Stock, and if so, will (a) calculate the corresponding adjustment, if any, to be made to the elements relating to the Underlying Stock which are used to determine any settlement or payment terms under the Certificates and/or adjust at its discretion any other terms of the Certificates as it determines appropriate to preserve the economic equivalent of the obligations of the Issuer under the Certificates and (b) determine the effective date of such adjustment.

Notwithstanding the foregoing, in the event Observation Date (t) is an ex-date with respect to a corporate action related to the Underlying Stock, the Calculation Agent may, in its sole and absolute discretion, replace the $Rfactor_t$ with respect to such Observation Date (t) by an amount computed according to the following generic formula :

$$Rfactor_t = \left[1 - \frac{Div_t + DivExc_t - M \times R}{S_{t-1}} \right] \times \frac{1}{1 + M}$$

This formula is provided for indicative purposes and the Calculation Agent may determine that this formula is not appropriate for certain corporate actions and may apply a different formula instead.

Such adjustment of $Rfactor_t$ would affect the Leveraged Return, the Rebalancing Cost, and the Underlying Reference Price used to determine the Intraday Restrike Event. The Air Bag mechanism would not be triggered if the stock price falls by 15% exclusively because of the dilutive effect of a corporate action.

Where:

$DivExc_t$ is the amount received as an Extraordinary Dividend by a holder of existing Shares for each Share held prior to the Extraordinary Dividend, net of any applicable withholding taxes.

M is the number of new Share(s) (whether a whole or a fraction) per existing Share each holder thereof is entitled to subscribe or to receive (positive amount) or the number of existing Shares redeemed or canceled per existing Share (negative amount), as the case may be, resulting from the corporate action.

R is the subscription price per Share (positive amount) or the redemption price per Share (negative amount) including any dividends or other benefits forgone to be subscribe to or to receive (as applicable), or to redeem a Share.

1. Stock split

Assuming the Underlying Stock is subject to a 1 to 2 stock split (i.e. 1 new Share for every 1 existing share):

$$S_{t-1} = \$100$$

$$S_t = \$51$$

$$Div_t = \$0$$

$$DivExc_t = \$0$$

$$M = 1 \text{ (i.e. 1 new Shares for 1 existing Share)}$$

R = \$0 (no subscription price / redemption price)

$$Rfactor_t = \left[1 - \frac{0 + 0 - 2 \times 0}{100} \right] \times \frac{1}{1 + 1} = 50\%$$

As a consequence:

$$LR_{t-1,t} = \text{Leverage} \times \left(\frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right) = 5 \times \left(\frac{51}{100 \times 50\%} - 1 \right) = 10\%$$

S_{t-1}	$S_{t-1} \times Rfactor_t$	S_t	Adjusted Underlying Stock Performance
100	50	51	2%

Value of the Certificate (t-1)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.00	1.10	10%

In such case an Intraday Restrike Event would occur if the Underlying Stock price falls to \$42.5, which is 15% below \$50, the Underlying Stock Reference Price.

2. Share Consolidation

Assuming the Underlying Stock is subject to a 2 to 1 share consolidation (i.e. 1 Share canceled for every 2 existing Shares):

$$S_{t-1} = \$100$$

$$S_t = \$202$$

$$\text{Div}_t = \$0$$

$$\text{DivExc}_t = \$0$$

$$M = -0.5 \text{ (i.e. 0.5 Shares canceled for each 1 existing Share)}$$

R = \$0 (no subscription price / redemption price)

$$Rfactor_t = \left[1 - \frac{0 + 0 - (-0.5) \times 0}{100} \right] \times \frac{1}{1 + (-0.5)} = 200\%$$

As a consequence:

$$LR_{t-1,t} = \text{Leverage} \times \left(\frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right) = 5 \times \left(\frac{202}{100 \times 200\%} - 1 \right) = 5\%$$

S_{t-1}	$S_{t-1} \times Rfactor_t$	S_t	Adjusted Underlying Stock Performance
100	200	202	1%

Value of the Certificate (t-1)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.00	1.05	5%

In such case an Intraday Restrike Event would occur if the Underlying Stock price falls to \$170, which is 15% below \$200, the Underlying Stock Reference Price.

3. Rights Issues

Assuming there is a rights issue with respect to the Underlying Stock, with a right to receive 1 new Share for every 2 existing Shares, for a subscription price of \$40.

$$S_{t-1} = \$100$$

$$S_t = \$84$$

$$Div_t = \$0$$

$$DivExc_t = \$0$$

$$R = \$40 \text{ (i.e. subscription price of \$40)}$$

$$M = 0.5 \text{ (i.e. 1 new share for every 2 existing shares)}$$

$$Rfactor_t = \left[1 - \frac{0 + 0 - 0.5 \times 40}{100} \right] \times \frac{1}{1 + 0.5} = 80\%$$

As a consequence:

$$LR_{t-1,t} = \text{Leverage} \times \left(\frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right) = 5 \times \left(\frac{84}{100 \times 80\%} - 1 \right) = 25\%$$

S_{t-1}	$S_{t-1} \times Rfactor_t$	S_t	Adjusted Underlying Stock Performance
100	80	84	5%

Value of the Certificate (t-1)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.00	1.25	25%

In such case an Intraday Restrike Event would occur if the Underlying Stock price falls to \$68, which is 15% below \$80, the Underlying Stock Reference Price.

4. Bonus Issues

Assuming there is a bonus issue with respect to the Underlying Stock, where shareholders receive 1 bonus share for 5 existing shares:

$$S_{t-1} = \$100$$

$$S_t = \$85$$

$$\text{Div}_t = \$0$$

$$\text{DivExc}_t = \$0$$

$$R = \$0$$

$$M = 0.2 \text{ (i.e. 1 new share for 5 existing shares)}$$

$$Rfactor_t = \left[1 - \frac{0 + 0 - 0.2 \times 0}{100} \right] \times \frac{1}{1 + 0.2} = 83.33\%$$

As a consequence:

$$LR_{t-1,t} = \text{Leverage} \times \left(\frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right) = 5 \times \left(\frac{85}{100 \times 83.33\%} - 1 \right) = 10\%$$

S_{t-1}	$S_{t-1} \times Rfactor_t$	S_t	Adjusted Underlying Stock Performance
100	83.33	85	2%

Value of the Certificate (t-1)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.00	1.10	10%

In such case an Intraday Restrike Event would occur if the Underlying Stock price falls to \$70.83, which is 15% below \$83.33, the Underlying Stock Reference Price.

5. Extraordinary Dividend

Assuming there is an extraordinary dividend of \$20 (net of taxes) paid in respect of each stock.

$$S_{t-1} = \$100$$

$$S_t = \$84$$

$$\text{Div}_t = \$0$$

$$\text{DivExc}_t = \$20$$

$$R = \$0$$

$$M = 0$$

$$Rfactor_t = \left[1 - \frac{0 + 20 - 0 \times 0}{100} \right] \times \frac{1}{1 + 0} = 80\%$$

As a consequence:

$$LR_{t-1,t} = \text{Leverage} \times \left(\frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right) = 5 \times \left(\frac{84}{100 \times 80\%} - 1 \right) = 25\%$$

S_{t-1}	$S_{t-1} \times Rfactor_t$	S_t	Adjusted Underlying Stock Performance
100	80	84	5%

Value of the Certificate (t-1)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.00	1.25	25%

In such case an Intraday Restrike Event would occur if the Underlying Stock price falls to \$68, which is 15% below \$80, the Underlying Stock Reference Price.

INFORMATION RELATING TO THE COMPANY

All information contained in this document regarding the Company, including, without limitation, its financial information, is derived from publicly available information which appears on the web-site of the SGX-ST at <http://www.sgx.com>. The Issuer has not independently verified any of such information.

Incorporated in 1963, City Developments Limited (“**CDL**” or the “**Company**”) is a leading residential developer. CDL has built over 15,000 fine homes since 1963. It is also one of Singapore's biggest commercial landlords with more than 30 prime commercial buildings. With a stable of 101 hotels, the CDL Group is a leading hotel owner and operator. Its portfolio includes the Millennium, Copthorne and Kingsgate chains of hotels.

Operating in 18 countries, CDL has 7 companies listed on stock exchanges in Singapore, London, Amsterdam, Hong Kong, New Zealand and Manila.

The information set out in Appendix I of this document relates to the unaudited condensed interim financial statements of the Company and its subsidiaries for the financial year ended 31 December 2022 and has been extracted and reproduced from an announcement by the Company dated 23 February 2023 in relation to the same. Further information relating to the Company may be located on the web-site of the SGX-ST at <http://www.sgx.com>.

INFORMATION RELATING TO THE DESIGNATED MARKET MAKER

Société Générale has been appointed the designated market maker (“DMM”) for the Certificates. The DMM will provide competitive buy and sell quotes for the Certificates continuously during the trading hours of the SGX-ST on the following basis:

- (a) Maximum bid and offer spread : (i) when the best bid price of the Certificate is S\$10 and below: 10 ticks or S\$0.20 whichever is greater; and
(ii) when the best bid price of the Certificate is above S\$10: 5% of the best bid price of the Certificate.
- (b) Minimum quantity subject to bid and offer spread : 10,000 Certificates
- (c) Last Trading Day for Market Making : The date falling 5 Business Days immediately preceding the Expiry Date

In addition, the DMM may not provide a quotation 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);
- (iii) where the Certificates are suspended from trading for any reason;
- (iv) 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 the Underlying Stock;
- (v) where the Issuer or the DMM faces technical problems affecting the ability of the DMM to provide bids and offer quotations;
- (vi) 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;
- (vii) in cases where the Issuer has no Certificates to sell, then the DMM will only provide the bid price;
- (viii) if the stock market experiences exceptional price movement and volatility;
- (ix) when it is a public holiday in Singapore and/or the SGX-ST is not open for dealings; and
- (x) during the suspension of trading of Certificates after an Air Bag Mechanism has been triggered.

The last trading day on which the DMM will provide competitive quotations for the Certificates would be the fifth Business Day immediately preceding the Expiry Date.

SUPPLEMENTAL INFORMATION RELATING TO THE ISSUER

The information set out in Appendix II of this document is a reproduction of the Issuer's condensed interim financial statements as at and for the six-month period ended 30 June 2022.

SUPPLEMENTAL INFORMATION RELATING TO THE GUARANTOR

The information set out in Appendix III of this document is a reproduction of the press release dated 8 February 2023 containing the Guarantor's consolidated financial results for the fourth quarter ended 31 December 2022.

SUPPLEMENTAL GENERAL INFORMATION

The information set out herein is supplemental to, and should be read in conjunction with, the information set out on page 106 of the Base Listing Document.

1. Save as disclosed in this document and the Base Listing Document, neither the Issuer nor the Guarantor is involved in any legal or arbitration proceedings (including any proceedings which are pending or threatened of which the Issuer or the Guarantor is aware) which may have or have had in the previous 12 months a significant effect on the financial position of the Issuer or the Guarantor in the context of the issuance of the Certificates.
2. Settlement of trades done on a normal “ready basis” on the SGX-ST generally take place on the second Business Day following the transaction. Dealing in the Certificates will take place in Board Lots in Singapore dollars. For further details on the transfer of Certificates and their exercise, please refer to the section headed “Summary of the Issue” above.
3. It is not the current intention of the Issuer to apply for a listing of the Certificates on any stock exchange other than the SGX-ST.
4. Save as disclosed in the Base Listing Document and herein, there has been no material adverse change in the financial position or prospects of the Issuer since 30 June 2022 or the Guarantor since 31 December 2022, in the context of the issuance of Certificates hereunder.
5. The following contracts, relating to the issue of the Certificates, have been or will be entered into by the Issuer and/or the Guarantor and may be material to the issue of the Certificates:
 - (a) the Guarantee;
 - (b) the Master Instrument; and
 - (c) the Master Warrant Agent Agreement.

None of the directors of the Issuer and the Guarantor has any direct or indirect interest in any of the above contracts.

6. The Auditors of the Issuer and the Guarantor have given and have not withdrawn their written agreement to the inclusion of the report, included herein, in the form and context in which it is included. Their report was not prepared exclusively for incorporation into this document.

The Auditors of the Issuer and the Guarantor have no shareholding in the Issuer or the Guarantor or any of its subsidiaries, nor do they have the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities of the Issuer or the Guarantor or any of its subsidiaries.

7. The Certificates are not fully covered by the Underlying Stock held by Issuer or a trustee for and on behalf of the Issuer. The Issuer has appropriate risk management capabilities to manage the issue of the Certificates.
8. Société Générale, Singapore Branch, currently of 8 Marina Boulevard, #12-01 Marina Bay Financial Centre Tower 1, Singapore 018981, has been authorised to accept, on behalf of the Issuer and the Guarantor, service of process and any other notices required to be served on the Issuer or the Guarantor. Any notices required to be served on the Issuer or the Guarantor should be sent to Société Générale at the above address for the attention of Société Générale Legal Department.

9. Copies of the following documents may be inspected during usual business hours on any weekday (Saturdays, Sundays and holidays excepted) at the offices of Société Générale, Singapore Branch at 8 Marina Boulevard, #12-01 Marina Bay Financial Centre Tower 1, Singapore 018981, during the period of 14 days from the date of this document:
- (a) the Memorandum and Articles of Association of the Issuer and the Constitutional Documents of the Guarantor;
 - (b) the latest financial reports (including the notes thereto) of the Issuer;
 - (c) the latest financial reports (including the notes thereto) of the Guarantor;
 - (d) the consent letters from the Auditors to the Issuer and the Guarantor referred to in paragraph 6 above;
 - (e) the Base Listing Document;
 - (f) this document; and
 - (g) the Guarantee.

PLACING AND SALE

General

No action has been or will be taken by the Issuer that would permit a public offering of the Certificates or possession or distribution of any offering material in relation to the Certificates in any jurisdiction where action for that purpose is required. No offers, sales or deliveries of any Certificates, or distribution of any offering material relating to the Certificates may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws or regulations and will not impose any obligation on the Issuer. In the event that the Issuer contemplates a placing, placing fees may be payable in connection with the issue and the Issuer may at its discretion allow discounts to placees.

Each Certificate Holder undertakes that it will inform any subsequent purchaser of the terms and conditions of the Certificates and all such subsequent purchasers as may purchase such securities from time to time shall be deemed to be a Certificate Holder for the purposes of the Certificates and shall be bound by the terms and conditions of the Certificates.

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Certificates may not be circulated or distributed, nor may Certificates be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, any applicable provision of the Securities and Futures Act 2001 of Singapore.

Hong Kong

Each dealer has represented and agreed, and each further dealer appointed in respect of the Certificates and each other purchaser will be required to represent and agree, that:

- (a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Certificates (except for Certificates which are a "structured product" as defined in the Securities and Futures Ordinance (Cap.571) of Hong Kong ("SFO")) other than (i) to "professional investors" as defined in the SFO and any rules made under the SFO; or (ii) in other circumstances which do not result in the document being a "prospectus", as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong ("CWUMPO") or which do not constitute an offer to the public within the meaning of the CWUMPO; and
- (b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Certificates, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Certificates which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

European Economic Area

Each dealer represents and agrees, and each further dealer appointed in respect of the Certificates will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell, or otherwise make available any Certificates which are the subject of the offering as contemplated by this document to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or
 - (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended and superseded, the Prospectus Regulation); and
- (b) the expression “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Certificates to be offered so as to enable an investor to decide to purchase or subscribe for the Certificates.

United Kingdom

Each dealer represents and agrees, and each further dealer appointed in respect of the Certificates will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Certificates which are the subject of the offering as contemplated by this document to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
 - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or
 - (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
 - (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA; and
- (b) the expression an “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Certificates to be offered so as to enable an investor to decide to purchase or subscribe for the Certificates.

Each dealer further represents and agrees, and each further dealer appointed in respect of the Certificates will be required to further represent and agree, that:

- (a) in respect to Certificates having a maturity of less than one year: (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and (ii) it has not offered or sold and will not offer or sell any Certificates other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Certificates would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;

- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Certificates in circumstances in which section 21(1) of the FSMA does not apply to the Issuer or the Guarantor; and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Certificates in, from or otherwise involving the United Kingdom.

United States

The Certificates and the Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any state securities law, and trading in the Certificates has not been approved by the United States Commodity Futures Trading Commission (the “**CFTC**”) under the United States Commodity Exchange Act of 1936, as amended (the “**Commodity Exchange Act**”) and the Issuer will not be registered as an investment company under the United States Investment Company Act of 1940, as amended, and the rules and regulations thereunder. None of the Securities and Exchange Commission, any state securities commission or regulatory authority or any other United States, French or other regulatory authority has approved or disapproved of the Certificates or the Guarantee or passed upon the accuracy or adequacy of this document. Accordingly, Certificates, or interests therein, may not at any time be offered, sold, resold, traded, pledged, exercised, redeemed, transferred or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons, nor may any U.S. person at any time trade, own, hold or maintain a position in the Certificates or any interests therein. In addition, in the absence of relief from the CFTC, offers, sales, re-sales, trades, pledges, exercises, redemptions, transfers or deliveries of Certificates, or interests therein, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons, may constitute a violation of United States law governing commodities trading and commodity pools. Consequently, any offer, sale, resale, trade, pledge, exercise, redemption, transfer or delivery made, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. person will not be recognised.

Each dealer has represented and agreed, and each further dealer will be required to represent and agree, that it has not and will not at any time offer, sell, resell, trade, pledge, exercise, redeem, transfer or deliver, directly or indirectly, Certificates in the United States or to, or for the account or benefit of, any U.S. person or to others for offer, sale, resale, trade, pledge, exercise, redeem, transfer or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any such U.S. person. Any person purchasing Certificates of any tranches must agree with the relevant dealer or the seller of such Certificates that (i) it is not a U.S. Person, (ii) it will not at any time offer, sell, resell, trade, pledge, exercise, redeem, transfer or deliver, directly or indirectly, any Certificates in the United States or to, or for the account or benefit of, any U.S. person or to others for offer, sale, resale, trade, pledge, exercise, redemption, transfer or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person, and (iii) it is not purchasing any Certificates, directly or indirectly, in the United States or for the account or benefit of any U.S. person.

Exercise or otherwise redemption of Certificates will be conditional upon certification that each person exercising or otherwise redeeming a Certificate is not a U.S. person or in the United States and that the Certificate is not being exercised or otherwise redeemed on behalf of a U.S. person. No payment will be made to accounts of holders of the Certificates located in the United States.

As used in the preceding paragraphs, the term “**United States**” includes the territories, the possessions and all other areas subject to the jurisdiction of the United States of America, and the term “**U.S. person**” means any person who is (i) a U.S. person as defined under Regulation S under the

Securities Act, (ii) a U.S. person as defined in paragraph 7701(a)(30) of the Internal Revenue Code of 1986, or (iii) a person who comes within any definition of U.S. person for the purposes of the United States Commodity Exchange Act of 1936, as amended (the “**CEA**”) or any rules thereunder of the CFTC (the “**CFTC Rules**”), 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).

APPENDIX I

REPRODUCTION OF THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 OF CITY DEVELOPMENTS LIMITED AND ITS SUBSIDIARIES

The information set out below is a reproduction of the unaudited condensed interim financial statements of the Company and its subsidiaries for the financial year ended 31 December 2022 and has been extracted and reproduced from an announcement by the Company dated 23 February 2023 in relation to the same.

City Developments Limited and its subsidiaries
Registration Number: 196300316Z

Condensed Interim Financial Statements
For the six months and full year ended
31 December 2022

Condensed Interim Consolidated Statement of Profit or Loss
Six months and full year ended 31 December 2022

		Group			
	Note	6 months ended 31 December 2022	6 months ended 31 December 2021 Restated*	12 months ended 31 December 2022	12 months ended 31 December 2021 Restated*
		\$'000	\$'000	\$'000	\$'000
Revenue	5	1,820,860	1,433,664	3,293,413	2,625,853
Cost of sales		(1,157,371)	(872,739)	(2,046,466)	(1,648,140)
Gross profit		663,489	560,925	1,246,947	977,713
Other income		360,510	31,566	1,783,032	87,979
Administrative expenses		(309,394)	(259,655)	(593,680)	(508,922)
Other operating expenses		(278,267)	(98,368)	(475,882)	(241,738)
Impairment loss on other receivables and debt investment		(80,688)	(1,889)	(80,688)	(6,104)
Profit from operating activities		355,650	232,579	1,879,729	308,928
Finance income		44,599	22,839	91,554	36,206
Finance costs		(198,959)	(106,147)	(284,680)	(237,823)
Net finance costs	6	(154,360)	(83,308)	(193,126)	(201,617)
Share of after-tax profit of associates		34,817	252	86,832	30,713
Share of after-tax profit of joint ventures		42,658	55,533	83,332	76,779
Profit before tax	7	278,765	205,056	1,856,767	214,803
Tax expense	8	(109,823)	(59,452)	(542,568)	(87,908)
Profit for the period/year		168,942	145,604	1,314,199	126,895
Attributable to:					
Owners of the Company		165,848	116,799	1,285,322	84,713
Non-controlling interests		3,094	28,805	28,877	42,182
Profit for the period/year		168,942	145,604	1,314,199	126,895
Earnings per share					
- Basic	9	17.6 cents	12.2 cents	140.3 cents	7.9 cents
- Diluted	9	17.4 cents	12.2 cents	135.0 cents	7.9 cents

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities. Restated PBT and PATMI are lower by \$12.9MM for FY 2021 vis-à-vis previously reported (refer to note 32).

Condensed Interim Consolidated Statement of Comprehensive Income
Six months and full year ended 31 December 2022

	Note	Group			
		6 months ended 31 December 2022	6 months ended 31 December 2021 Restated*	12 months ended 31 December 2022	12 months ended 31 December 2021 Restated*
		\$'000	\$'000	\$'000	\$'000
Profit for the period/year		168,942	145,604	1,314,199	126,895
Other comprehensive income					
Items that will not be reclassified to profit or loss:					
Defined benefit plan remeasurements		14,742	4,582	14,742	4,582
Net change in fair value of equity investments at FVOCI		75,954	2,650	76,462	3,418
		<u>90,696</u>	<u>7,232</u>	<u>91,204</u>	<u>8,000</u>
Items that are or may be reclassified subsequently to profit or loss:					
Effective portion of changes in fair value of cash flow hedges		17,656	108	18,272	473
Exchange differences on hedges of net investment in foreign operations		(202)	(7,943)	(10,694)	(4,939)
Exchange differences on monetary items forming part of net investments in foreign operations		(49,847)	(24,828)	(101,310)	(20,494)
Exchange differences reclassified to profit or loss on disposal of subsidiaries	26	–	–	85,302	–
Share of translation differences of equity-accounted investees		(40,482)	9,751	(55,147)	25,570
Share of other comprehensive income of equity-accounted investee		615	2,238	615	4,637
Translation differences arising on consolidation of foreign operations		(83,830)	(295)	(145,483)	(18,511)
		<u>(156,090)</u>	<u>(20,969)</u>	<u>(208,445)</u>	<u>(13,264)</u>
Total other comprehensive income for the period/year, net of tax		<u>(65,394)</u>	<u>(13,737)</u>	<u>(117,241)</u>	<u>(5,264)</u>
Total comprehensive income for the period/year		<u>103,548</u>	<u>131,867</u>	<u>1,196,958</u>	<u>121,631</u>
Total comprehensive income attributable to:					
Owners of the Company		117,075	63,489	1,200,991	37,253
Non-controlling interests		(13,527)	68,378	(4,033)	84,378
Total comprehensive income for the period/year		<u>103,548</u>	<u>131,867</u>	<u>1,196,958</u>	<u>121,631</u>

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

**Condensed Interim Statements of Financial Position
As at 31 December 2022**

		Group		Company	
	Note	31 December 2022	31 December 2021	31 December 2022	31 December 2021
		\$'000	Restated* \$'000	\$'000	\$'000
Non-current assets					
Property, plant and equipment	11	4,060,810	5,361,835	45,525	32,543
Investment properties	12	4,967,014	4,982,846	406,491	413,152
Investments in:					
- subsidiaries		—	—	1,949,089	1,996,087
- associates	13	1,263,713	816,979	—	—
- joint ventures	14	1,083,024	1,037,046	37,360	37,360
Financial assets		637,430	740,686	431,599	351,438
Other non-current assets, including derivatives	15	389,373	182,557	6,469,181	6,205,239
		<u>12,401,364</u>	<u>13,121,949</u>	<u>9,339,245</u>	<u>9,035,819</u>
Current assets					
Development properties	16	5,957,597	5,839,471	166,106	175,792
Contract costs		66,877	74,996	—	—
Contract assets		465,018	402,330	—	—
Consumable stocks		8,131	10,771	36	37
Financial assets		7,104	26,848	135	—
Trade and other receivables, including derivatives	17	1,697,338	1,914,478	6,549,415	6,247,402
Cash and cash equivalents		2,363,197	2,100,700	614,499	686,322
		<u>10,565,262</u>	<u>10,369,594</u>	<u>7,330,191</u>	<u>7,109,553</u>
Assets held for sale	18	14,417	388,726	—	—
		<u>10,579,679</u>	<u>10,758,320</u>	<u>7,330,191</u>	<u>7,109,553</u>
Total assets		<u>22,981,043</u>	<u>23,880,269</u>	<u>16,669,436</u>	<u>16,145,372</u>

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

Condensed Interim Statements of Financial Position (cont'd)
As at 31 December 2022

		Group		Company	
	Note	31 December 2022	31 December 2021 Restated*	31 December 2022	31 December 2021
		\$'000	\$'000	\$'000	\$'000
Equity attributable to owners of the Company					
Share capital	19	1,991,397	1,991,397	1,991,397	1,991,397
Reserves		7,224,938	6,409,406	4,152,180	4,341,009
		9,216,335	8,400,803	6,143,577	6,332,406
Non-controlling interests		348,487	918,469	–	–
Total equity		9,564,822	9,319,272	6,143,577	6,332,406
Non-current liabilities					
Interest-bearing borrowings	20	7,315,400	5,952,032	6,091,010	3,937,631
Employee benefits		7,304	24,637	–	–
Lease liabilities	24	672,633	246,003	26,642	9,600
Other liabilities, including derivatives	21	136,788	221,866	760,353	8,387
Provisions		16,147	22,129	–	–
Deferred tax liabilities		350,253	196,068	19,384	18,565
		8,498,525	6,662,735	6,897,389	3,974,183
Current liabilities					
Trade and other payables, including derivatives	22	1,466,489	1,469,513	2,243,349	2,621,707
Contract liabilities		613,598	724,077	8,190	–
Interest-bearing borrowings	20	2,354,022	5,187,961	1,361,234	3,200,708
Lease liabilities	24	24,806	19,324	5,880	6,322
Employee benefits		28,563	33,576	1,960	2,960
Provision for taxation		339,768	368,682	7,857	7,086
Provisions	23	90,450	93,928	–	–
		4,917,696	7,897,061	3,628,470	5,838,783
Liabilities directly associated with the assets held for sale	18	–	1,201	–	–
		4,917,696	7,898,262	3,628,470	5,838,783
Total liabilities		13,416,221	14,560,997	10,525,859	9,812,966
Total equity and liabilities		22,981,043	23,880,269	16,669,436	16,145,372

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

Condensed Interim Statement of Changes in Equity
Full year ended 31 December 2022

	Note	Share capital \$'000	Capital reserve \$'000	Fair value reserve \$'000	Hedging reserve \$'000	Other reserves \$'000	Share option reserve \$'000	Foreign currency translation reserve \$'000	Accumulated profits \$'000	Total attributable to owners of the Company \$'000	Non-controlling interests \$'000	Total equity \$'000
Group												
At 1 January 2022, restated*		1,991,397	290,920	997	(1,532)	23,952	15,423	(140,224)	6,219,870	8,400,803	918,469	9,319,272
Profit for the year		–	–	–	–	–	–	–	1,285,322	1,285,322	28,877	1,314,199
Other comprehensive income for the year, net of tax		–	–	72,459	18,887	–	–	(194,140)	18,463	(84,331)	(32,910)	(117,241)
Total comprehensive income for the year		–	–	72,459	18,887	–	–	(194,140)	1,303,785	1,200,991	(4,033)	1,196,958
Transactions with owners, recorded directly in equity												
<u>Distribution to owners</u>												
Capital distribution to non-controlling interests		–	–	–	–	–	–	–	–	–	(8,232)	(8,232)
Dividends paid to owners of the Company		–	–	–	–	–	–	–	(203,353)	(203,353)	–	(203,353)
Distribution <i>in specie</i>	26	–	–	–	–	–	–	–	(183,124)	(183,124)	–	(183,124)
Dividends paid to non-controlling interests		–	–	–	–	–	–	–	–	–	(20,262)	(20,262)
Share-based payment transactions		–	–	–	–	–	59	–	–	59	–	59
Total distributions to and contributions by owners		–	–	–	–	–	59	–	(386,477)	(386,418)	(28,494)	(414,912)
<u>Change in ownership interests in subsidiaries</u>												
Disposal of subsidiaries	26	–	(59,198)	–	–	–	–	–	59,198	–	(536,496)	(536,496)
Change of interests in subsidiaries without loss of control		–	959	–	–	–	–	–	–	959	(959)	–
Total change in ownership interests in subsidiaries		–	(58,239)	–	–	–	–	–	59,198	959	(537,455)	(536,496)
Total transactions with owners		–	(58,239)	–	–	–	59	–	(327,279)	(385,459)	(565,949)	(951,408)
Transfer to statutory reserve		–	–	–	–	699	–	–	(699)	–	–	–
At 31 December 2022		1,991,397	232,681	73,456	17,355	24,651	15,482	(334,364)	7,195,677	9,216,335	348,487	9,564,822

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

Condensed Interim Statement of Changes in Equity (cont'd)
Full year ended 31 December 2022

	Note	Share capital	Capital reserve	Fair value reserve	Hedging reserve	Other reserves	Share option reserve	Foreign currency translation reserve	Accumulated profits	Total attributable to owners of the Company	Non-controlling interests	Total equity Restated
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Group												
At 1 January 2021		1,991,397	284,030	(2,421)	(6,642)	23,927	15,318	(79,696)	6,276,295	8,502,208	740,249	9,242,457
Profit for the year		–	–	–	–	–	–	–	84,713	84,713	42,182	126,895
Other comprehensive income for the year, net of tax		–	–	3,418	5,110	–	–	(60,528)	4,540	(47,460)	42,196	(5,264)
Total comprehensive income for the year		–	–	3,418	5,110	–	–	(60,528)	89,253	37,253	84,378	121,631
Transactions with owners, recorded directly in equity												
<u>Distribution to owners</u>												
Capital distribution to non-controlling interests		–	–	–	–	–	–	–	–	–	(11,087)	(11,087)
Liquidation of a subsidiary		–	(3,286)	–	–	–	–	–	3,286	–	–	–
Dividends paid to owners of the Company		–	–	–	–	–	–	–	(148,939)	(148,939)	–	(148,939)
Dividends paid to non-controlling interests		–	–	–	–	–	–	–	–	–	(26,291)	(26,291)
Share based payment transactions		–	–	–	–	–	105	–	–	105	–	105
Total distributions to owners		–	(3,286)	–	–	–	105	–	(145,653)	(148,834)	(37,378)	(186,212)
<u>Change in ownership interests in subsidiaries</u>												
Acquisition of interest with non-controlling interests	27	–	–	–	–	–	–	–	–	–	173,951	173,951
Change of interests in subsidiaries without loss of control		–	10,176	–	–	–	–	–	–	10,176	(42,731)	(32,555)
Total change in ownership interests in subsidiaries		–	10,176	–	–	–	–	–	–	10,176	131,220	141,396
Total transactions with owners		–	6,890	–	–	–	105	–	(145,653)	(138,658)	93,842	(44,816)
Transfer to statutory reserve		–	–	–	–	25	–	–	(25)	–	–	–
At 31 December 2021, restated*		1,991,397	290,920	997	(1,532)	23,952	15,423	(140,224)	6,219,870	8,400,803	918,469	9,319,272

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

Condensed Interim Statement of Changes in Equity (cont'd)
Full year ended 31 December 2022

	Share capital \$'000	Capital reserve \$'000	Fair value reserve \$'000	Hedging reserve \$'000	Accumulated profits \$'000	Total equity \$'000
Company						
At 1 January 2022	1,991,397	63,743	(30,358)	–	4,307,624	6,332,406
Profit for the year	–	–	–	–	99,052	99,052
Other comprehensive income for the year, net of tax	–	–	80,324	18,272	–	98,596
Total comprehensive income for the year	–	–	80,324	18,272	99,052	197,648
Transactions with owners, recorded directly in equity						
<u>Distribution to owners</u>						
Dividends	–	–	–	–	(203,353)	(203,353)
Distribution <i>in specie</i>	–	–	–	–	(183,124)	(183,124)
Total distributions to owners	–	–	–	–	(386,477)	(386,477)
Total transactions with owners	–	–	–	–	(386,477)	(386,477)
At 31 December 2022	1,991,397	63,743	49,966	18,272	4,020,199	6,143,577
At 1 January 2021	1,991,397	63,743	(33,150)	(448)	4,427,888	6,449,430
Profit for the year	–	–	–	–	28,675	28,675
Other comprehensive income for the year, net of tax	–	–	2,792	448	–	3,240
Total comprehensive income for the year	–	–	2,792	448	28,675	31,915
Transactions with owners, recorded directly in equity						
<u>Distribution to owners</u>						
Dividends	–	–	–	–	(148,939)	(148,939)
Total distributions to owners	–	–	–	–	(148,939)	(148,939)
Total transactions with owners	–	–	–	–	(148,939)	(148,939)
At 31 December 2021	1,991,397	63,743	(30,358)	–	4,307,624	6,332,406

Condensed Interim Consolidated Statement of Cash Flows
Full year ended 31 December 2022

	Group	
	12 months ended 31 December 2022	12 months ended 31 December 2021 Restated*
	\$'000	\$'000
Cash flows from operating activities		
Profit for the year	1,314,199	126,895
Adjustments for:		
Depreciation and amortisation	276,426	285,009
Dividend income	(5,304)	(5,175)
Finance income	(200,242)	(36,206)
Finance costs	284,680	217,869
(Gain)/Loss on disposal/liquidation of subsidiaries and dilution of interest in an associate (net)	(500,348)	1,088
Impairment loss on other receivables	62,673	6,104
Impairment loss on debt investment	18,015	—
Impairment loss/(Reversal of impairment loss) on property, plant and equipment and investment properties (net)	7,615	(93,311)
Negative goodwill on acquisition of subsidiaries	(48)	(35,553)
Profit on sale of property, plant and equipment and investment properties (net)	(1,257,275)	(35,896)
Property, plant and equipment, investment properties and intangible assets written off	15,987	9,216
Share of after-tax profit of associates	(86,832)	(30,713)
Share of after-tax profit of joint ventures	(83,332)	(76,779)
Tax expense	542,568	87,908
	388,782	420,456
Changes in working capital:		
Development properties	(90,895)	561,336
Contract costs	8,119	(42,350)
Contract assets	(62,688)	102,901
Consumable stocks and trade and other receivables	29,296	(115,971)
Trade and other payables and provisions	(9,312)	29,585
Contract liabilities	(54,290)	279,674
Employee benefits	3,034	(1,407)
Cash generated from operations	212,046	1,234,224
Tax paid	(337,558)	(99,979)
Net cash (used in)/from operating activities	(125,512)	1,134,245

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

Condensed Interim Consolidated Statement of Cash Flows (cont'd)
Full year ended 31 December 2022

		Group	
	Note	12 months ended 31 December 2022	12 months ended 31 December 2021 Restated*
		\$'000	\$'000
Cash flows from investing activities			
Acquisition of subsidiaries (net of cash acquired)	27	(330,540)	(341,747)
Dividends received:			
- associates		21,249	12,350
- joint ventures		68,964	3,191
- financial investments		5,304	5,175
Increase in investments in associates		(34,445)	(70,836)
Increase in investments in joint ventures		(67,971)	(1,976)
Return of capital from a joint venture and an associate		9,587	113,126
Increase in amounts owing by equity-accounted investees		(31,345)	(183,363)
Interest received		31,266	21,513
Payments for intangible assets		–	(595)
Payments for capital expenditure on investment properties		(272,805)	(271,009)
Payments for purchase of property, plant and equipment		(115,927)	(143,148)
Payments for purchase of investment properties		(242,248)	–
Proceeds from sale of property, plant and equipment and investment properties		1,568,904	65,252
Proceeds from disposal of subsidiaries, net of cash disposed	26	(16,409)	–
Purchase of financial assets (net)		(21,229)	(21,264)
Proceeds from distributions from and redemptions of investments in financial assets		161,967	10,333
Settlement of financial derivatives		45,649	(60,409)
Net cash from/(used in) investing activities		779,971	(863,407)
Cash flows from financing activities			
Capital distribution to non-controlling interests (net)		(9,432)	(12,374)
Dividends paid		(222,415)	(173,943)
Payment of lease liabilities and finance lease payables		(46,159)	(21,087)
Interest paid (including amounts capitalised in property, plant and equipment and development properties)		(239,803)	(211,206)
Net increase in amounts owing to related parties and non-controlling interests		30,266	36,649
Net repayment of revolving credit facilities		(145,830)	(378,003)
Decrease in restricted cash		115,235	35,444
Payment for corporate guarantee		–	(286,132)
Payment of financing transaction costs		(10,408)	(7,214)
Proceeds from bank borrowings		1,387,441	1,789,896
Repayment of bank borrowings		(1,049,008)	(2,134,997)
Proceeds from issuance of bonds and notes		–	335,000
Repayment of bonds and notes		(100,000)	(249,132)
Net cash used in financing activities		(290,113)	(1,277,099)
Net increase/(decrease) in cash and cash equivalents		364,346	(1,006,261)
Cash and cash equivalents at beginning of the year		1,944,133	2,955,109
Effect of exchange rate changes on balances held in foreign currencies		(60,332)	(4,715)
Cash and cash equivalents at end of the year		2,248,147	1,944,133

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities. Restated PBT and PATMI are lower by \$12.9MM for FY 2021 vis-à-vis previously reported (refer to note 32).

Condensed Interim Consolidated Statement of Cash Flows (cont'd)
Full year ended 31 December 2022

		Group	
	Note	As at 31 December 2022 \$'000	As at 31 December 2021 Restated* \$'000
Cash and cash equivalents at the end of the year comprises:			
Cash and cash equivalents in the statement of financial position		2,363,197	2,100,700
Restricted deposits included in other non-current assets	15	6,494	89,630
Cash and cash equivalents included in assets held for sale	18	—	631
Less: Restricted cash		(121,544)	(246,828)
		2,248,147	1,944,133

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

Significant non-cash transactions

There were the following significant non-cash transactions during the year:

- Dividends amounting to \$1,200,000 (2021: \$1,287,000) were paid by a subsidiary to its non-controlling interests in the form of additional shares in that subsidiary.
- In May 2022, the Company distributed 144,191,823 stapled securities in CDL Hospitality Trusts ("CDLHT" and such stapled securities, the "CDLHT Units") that it held to its ordinary shareholders at 0.159 CDLHT Unit per ordinary share based on \$1.27 per CDLHT Unit, amounting to \$183,124,000 (note 26).

Notes to the Condensed Interim Financial Statements

1. Corporate Information

City Developments Limited (the Company) is incorporated in the Republic of Singapore and whose shares are publicly traded on the Mainboard of the Singapore Exchange.

The principal activities of the Company are those of a property developer and owner, and investment holding.

The principal activities of the subsidiaries are those of property developers and owners, hotel owners and operators, a club owner and operator and owner, investment in properties and in shares, property management, project management and provision of consultancy, procurement and laundry services.

The condensed interim consolidated financial statements as at and for the six months and full year ended 31 December 2022 relate to the Company and its subsidiaries (together referred to as the Group and individually as Group entities) and the Group's interests in associates and joint ventures.

2. Basis of Preparation

The condensed interim financial statements for the six months and full year ended 31 December 2022 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore and IAS 34 *Interim Financial Reporting* issued by the International Accounting Standards Board, and should be read in conjunction with the Group's last annual consolidated financial statements as at and for the year ended 31 December 2021. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the year ended 31 December 2021. All references to SFRS(I)s and IFRSs are subsequently referred to as SFRS(I) in the financial statements.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim financial statements are presented in Singapore dollar which is the Company's functional currency. All financial information has been rounded to the nearest thousand, unless otherwise stated.

2.1 New and amended standards adopted by the Group

The Group has applied the SFRS(I)s, amendments to and interpretations of SFRS(I) for the first time for the annual period beginning on 1 January 2022. In addition, the Group has early adopted the Amendments to SFRS(I) 1-1 Non-current Liabilities with Covenants. Under the amendments, only covenants with which an entity must comply on or before the reporting date affect the classification of a liability as current or non-current. Covenants with which the entity must comply after the reporting date (future covenants) do not affect a liability's classification at that date. When non-current liabilities are subject to future covenants, information on the risk that the non-current liabilities could become repayable within 12 months after the reporting date is to be disclosed.

The application of these amendments to standards and interpretations does not have a material effect on the financial statements.

2.2 Use of judgements and estimates

The preparation of the financial statements in conformity with SFRS(I) requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The significant judgements made by management in applying the Group's accounting policies and key sources of estimation uncertainty were the same as those described in the Group's combined financial statements as at and for the year ended 31 December 2021.

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a team that regularly reviews significant unobservable inputs and valuation adjustments and reports to the Group Chief Financial Officer who has overall responsibility for all significant fair value measurements. If third party information, such as broker quotes or independent valuers' report, is used to measure fair values, then the team assesses and documents the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of SFRS(I), including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Group's Audit and Risk Committee and Board of Directors.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

3. Seasonal operations

The Group's business are not affected significantly by seasonal or cyclical factors during the financial period.

4. Segment information

Information reported to the Board of Directors for the purposes of resource allocation and assessment of segment performances is specifically focused on the functionality of services provided. The following summary describes the operations in each of the Group's reportable segments:

- Property development – develops and purchases properties for sale
- Hotel operations – owns and manages hotels
- Investment properties – develops and purchases investment properties for lease

Others comprises mainly investment in shares, management and consultancy services, and provision of laundry services.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Segment results

	Property development	Hotel operations	Investment properties Restated*	Total Restated*	Others	Total Restated*
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Six months ended 31 December 2022						
Total revenue (including inter-segment revenue)	773,780	781,919	172,642	1,728,341	110,043	1,838,384
Inter-segment revenue	–	(94)	(5,482)	(5,576)	(11,948)	(17,524)
External revenue	773,780	781,825 [^]	167,160	1,722,765	98,095	1,820,860
Profit/(Loss) from operating activities	35,045	104,055	290,103	429,203	(73,553)	355,650
Share of after-tax profit/(loss) of associates and joint ventures	62,943	(5,920)	2,081	59,104	18,371	77,475
Finance income	27,852	8,998	5,933	42,783	1,816	44,599
Finance costs	(68,701)	(48,973)	(38,686)	(156,360)	(42,599)	(198,959)
Net finance costs	(40,849)	(39,975)	(32,753)	(113,577)	(40,783)	(154,360)
Reportable segment profit/(loss) before tax	57,139	58,160	259,431	374,730	(95,965)	278,765
Six months ended 31 December 2021						
Total revenue (including inter-segment revenue)	625,907	562,470	203,802	1,392,179	96,994	1,489,173
Inter-segment revenue	–	(6,345)	(33,597)	(39,942)	(15,567)	(55,509)
External revenue	625,907	556,125 [^]	170,205	1,352,237	81,427	1,433,664
Profit from operating activities	66,305	109,612	53,723	229,640	2,939	232,579
Share of after-tax profit/(loss) of associates and joint ventures	71,490	(16,166)	(11,595)	43,729	12,056	55,785
Finance income	13,219	1,392	1,294	15,905	6,934	22,839
Finance costs	(25,051)	(22,986)	(41,571)	(89,608)	(16,539)	(106,147)
Net finance costs	(11,832)	(21,594)	(40,277)	(73,703)	(9,605)	(83,308)
Reportable segment profit before tax	125,963	71,852	1,851	199,666	5,390	205,056

[^] Revenue from hotel operations includes room revenue of \$553.2 million (2H 2021: \$381.2 million) for 2H 2022 from hotels that are owned by the Group.

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

City Developments Limited and its subsidiaries
Interim financial statements
For the six months and full year ended 31 December 2022

	Property development	Hotel operations	Investment properties Restated*	Total Restated*	Others	Total Restated*
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Full year ended 31 December 2022						
Total revenue (including inter-segment revenue)	1,382,322	1,394,936	375,991	3,153,249	221,788	3,375,037
Inter-segment revenue	–	(14,272)	(34,828)	(49,100)	(32,524)	(81,624)
External revenue	1,382,322	1,380,664 [^]	341,163	3,104,149	189,264	3,293,413
Profit/(Loss) from operating activities	119,685	1,406,099	430,354	1,956,138	(76,409)	1,879,729
Share of after-tax profit/(loss) of associates and joint ventures	121,132	(1,340)	20,235	140,027	30,137	170,164
Finance income	19,636	61,434	2,869	83,939	7,615	91,554
Finance costs	(99,154)	(82,972)	(69,908)	(252,034)	(32,646)	(284,680)
Net finance costs	(79,518)	(21,538)	(67,039)	(168,095)	(25,031)	(193,126)
Reportable segment profit/(loss) before tax	161,299	1,383,221	383,550	1,928,070	(71,303)	1,856,767
Full year ended 31 December 2021						
Total revenue (including inter-segment revenue)	1,254,470	883,784	407,155	2,545,409	193,959	2,739,368
Inter-segment revenue	–	(10,666)	(66,037)	(76,703)	(36,812)	(113,515)
External revenue	1,254,470	873,118 [^]	341,118	2,468,706	157,147	2,625,853
Profit from operating activities	203,917	16,299	76,607	296,823	12,105	308,928
Share of after-tax profit/(loss) of associates and joint ventures	114,606	(36,578)	(5,297)	72,731	34,761	107,492
Finance income	22,443	3,153	4,342	29,938	6,268	36,206
Finance costs	(96,201)	(53,922)	(64,285)	(214,408)	(23,415)	(237,823)
Net finance costs	(73,758)	(50,769)	(59,943)	(184,470)	(17,147)	(201,617)
Reportable segment profit/(loss) before tax	244,765	(71,048)	11,367	185,084	29,719	214,803

[^] Revenue from hotel operations includes room revenue of \$960.9 million (FY 2021: \$577.0 million) for FY 2022 from hotels that are owned by the Group.

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

Segment Assets and Liabilities

	Property development	Hotel operations	Investment properties Restated*	Total Restated*	Others	Total Restated*
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
31 December 2022						
Reportable segment assets	9,699,899	5,630,995	6,302,799	21,633,693	1,295,834	22,929,527
Deferred tax assets						47,468
Tax recoverable						4,048
Total assets						<u>22,981,043</u>
Reportable segment liabilities	5,844,929	3,412,622	3,125,032	12,382,583	343,617	12,726,200
Deferred tax liabilities						350,253
Provision for taxation						339,768
Total liabilities						<u>13,416,221</u>
31 December 2021						
Reportable segment assets	9,802,318	6,071,857	6,608,068	22,482,243	1,324,167	23,806,410
Deferred tax assets						69,302
Tax recoverable						4,557
Total assets						<u>23,880,269</u>
Reportable segment liabilities	6,361,148	3,471,262	3,886,978	13,719,388	276,859	13,996,247
Deferred tax liabilities						196,068
Provision for taxation						368,682
Total liabilities						<u>14,560,997</u>

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

5. Revenue

Revenue of the Group includes property development income, income from owning and operating hotels, rental income, dividend income and others but excludes intra-group transactions. Property development income consists mainly of sale proceeds of commercial and residential properties. Others include mainly management and consultancy fees, and income from the provision of laundry services.

	Group			
	6 months ended 31 December 2022 \$'000	6 months ended 31 December 2021 \$'000	12 months ended 31 December 2022 \$'000	12 months ended 31 December 2021 \$'000
Dividends from investments:				
- fellow subsidiaries				
- quoted equity investments – at FVOCI	409	408	1,306	1,387
- unquoted equity investments – at FVOCI	2,295	1,654	2,295	1,890
- others				
- quoted equity investments – at FVOCI	–	–	334	334
- quoted equity investments – mandatorily at FVTPL	275	374	464	684
- unquoted equity investments – at FVOCI	905	880	905	880
Hotel operations	781,825	556,125	1,380,664	873,118
Development properties for which revenue is:				
- recognised at a point in time	139,151	246,614	309,454	417,452
- recognised over time	634,629	379,293	1,072,868	837,018
Rental income from investment properties	167,160	170,205	341,163	341,118
Others	94,211	78,111	183,960	151,972
	<u>1,820,860</u>	<u>1,433,664</u>	<u>3,293,413</u>	<u>2,625,853</u>

Disaggregation of revenue

In the following table, revenue is disaggregated by geographical markets and timing of revenue recognition. The total disaggregated revenue of the Group excludes rental income from investment properties and dividend income from investments. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments.

	Reportable segments				Others		Total	
	Property development		Hotel operations		6 months ended 31 December 2022 \$'000	6 months ended 31 December 2021 \$'000	6 months ended 31 December 2022 \$'000	6 months ended 31 December 2021 \$'000
	6 months ended 31 December 2022 \$'000	6 months ended 31 December 2021 \$'000	6 months ended 31 December 2022 \$'000	6 months ended 31 December 2021 \$'000				
Geographical market								
Singapore	663,641	388,792	149,966	79,565	94,181	78,049	907,788	546,406
China	44,552	180,487	8,675	13,624	—	—	53,227	194,111
United States	—	—	260,869	175,391	—	—	260,869	175,391
United Kingdom	48,132	16,538	196,002	151,052	—	22	244,134	167,612
Australasia	17,455	40,090	32,164	47,076	30	40	49,649	87,206
Rest of Asia (excluding Singapore and China)	—	—	115,754	83,573	—	—	115,754	83,573
Other countries	—	—	18,395	5,844	—	—	18,395	5,844
	773,780	625,907	781,825	556,125	94,211	78,111	1,649,816	1,260,143
Timing of revenue recognition								
Products and services transferred at a point in time	139,151	246,614	781,825	556,125	2,671	1,611	923,647	804,350
Products and services transferred over time	634,629	379,293	—	—	91,540	76,500	726,169	455,793
	773,780	625,907	781,825	556,125	94,211	78,111	1,649,816	1,260,143

	Reportable segments				Others		Total	
	Property development		Hotel operations					
	12 months ended 31 December 2022	12 months ended 31 December 2021	12 months ended 31 December 2022	12 months ended 31 December 2021	12 months ended 31 December 2022	12 months ended 31 December 2021	12 months ended 31 December 2022	12 months ended 31 December 2021
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Geographical market								
Singapore	1,111,261	853,818	251,973	143,878	183,800	151,910	1,547,034	1,149,606
China	139,742	274,829	15,205	25,662	–	–	154,947	300,491
United States	–	–	448,448	254,997	–	–	448,448	254,997
United Kingdom	62,443	21,305	354,683	193,204	62	22	417,188	214,531
Australasia	68,876	104,518	74,975	95,661	98	40	143,949	200,219
Rest of Asia (excluding Singapore and China)	–	–	205,313	152,997	–	–	205,313	152,997
Other countries	–	–	30,067	6,719	–	–	30,067	6,719
	<u>1,382,322</u>	<u>1,254,470</u>	<u>1,380,664</u>	<u>873,118</u>	<u>183,960</u>	<u>151,972</u>	<u>2,946,946</u>	<u>2,279,560</u>
Timing of revenue recognition								
Products and services transferred at a point in time	309,454	417,452	1,380,664	873,118	2,850	3,994	1,692,968	1,294,564
Products and services transferred over time	1,072,868	837,018	–	–	181,110	147,978	1,253,978	984,996
	<u>1,382,322</u>	<u>1,254,470</u>	<u>1,380,664</u>	<u>873,118</u>	<u>183,960</u>	<u>151,972</u>	<u>2,946,946</u>	<u>2,279,560</u>

6. Net finance costs

	Group			
	6 months ended 31 December 2022 \$'000	6 months ended 31 December 2021 \$'000	12 months ended 31 December 2022 \$'000	12 months ended 31 December 2021 \$'000
Finance income				
Interest income	39,956	22,193	52,781	36,240
Fair value gain on financial derivatives	4,752	–	30,047	–
Fair value gain on financial assets measured at fair value through profit or loss (net)	–	666	–	–
Net exchange gain	–	–	8,863	–
	44,708	22,859	91,691	36,240
Interest capitalised	(109)	(20)	(137)	(34)
Total finance income	44,599	22,839	91,554	36,206
Finance costs				
Amortisation of transaction costs capitalised	(2,415)	(4,163)	(6,428)	(8,051)
Interest expenses	(172,483)	(115,053)	(291,429)	(231,972)
Fair value loss on financial assets measured at fair value through profit or loss (net)	(37,065)	–	(38,323)	(2,852)
Fair value loss on financial derivatives	–	(11,791)	–	(27,069)
Unwinding of discount on non-current liabilities	(155)	(122)	(251)	(276)
Net exchange loss	(13,762)	(8,715)	–	(18,943)
	(225,880)	(139,844)	(336,431)	(289,163)
Finance costs capitalised	26,921	33,697	51,751	51,340
Total finance costs	(198,959)	(106,147)	(284,680)	(237,823)
Net finance costs	(154,360)	(83,308)	(193,126)	(201,617)

7. Profit before tax

Profit before tax included the following:

	Group			
Note	6 months ended 31 December 2022 \$'000	6 months ended 31 December 2021 \$'000	12 months ended 31 December 2022 \$'000	12 months ended 31 December 2021 \$'000
Other income				
Gain on liquidation of subsidiaries	–	881	–	914
Gain on disposal of subsidiaries	26	–	501,726	–
Negative goodwill on acquisition of subsidiaries	27	–	48	35,553
Profit on sale of property, plant and equipment and investment properties (net)	345,784	21,340	1,257,275 [^]	35,896
Others	14,726	9,345	23,983	15,616
	360,510	31,566	1,783,032	87,979

[^] Mainly relates to the disposal of the Millennium Hilton Seoul and the collective sale of Tanglin Shopping Centre and Golden Mile Complex.

	6 months ended 31 December 2022	6 months ended 31 December 2021 Restated*	Group 12 months ended 31 December 2022	12 months ended 31 December 2021 Restated*
	\$'000	\$'000	\$'000	\$'000
Other expenses				
Allowance made for foreseeable loss on development properties (net)	(61,766)	(5,641)	(61,766)	(5,641)
Depreciation and amortisation	(138,461)	(140,941)	(276,426)	(285,009)
(Impairment loss)/Reversal of impairment loss on trade receivables and bad debts written off	(18,930)	1,279	(22,824)	1,168
Reversal of impairment loss on property, plant and equipment (net)	28,113	96,197	28,113	95,375
Impairment loss on investment properties (net)	(35,728)	(2,064)	(35,728)	(2,064)
Loss on dilution of an associate	(528)	(2,002)	(1,378)	(2,002)
Property, plant and equipment, investment properties and intangible assets written off	(13,095)	(9,148)	(15,987)	(9,216)

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

8. Tax expense

Tax expense for the period was derived at by applying the varying statutory tax rates on the taxable profit and taxable/deductible temporary differences of the different countries in which the Group operates.

	6 months ended 31 December 2022	6 months ended 31 December 2021	Group 12 months ended 31 December 2022	12 months ended 31 December 2021
	\$'000	\$'000	\$'000	\$'000
Current tax expense				
Current year	42,630	65,376	374,638	116,545
Over provision in respect of prior years	(57,568)	(365)	(56,315)	(8,462)
	(14,938)	65,011	318,323	108,083
Deferred tax credit				
Movements in temporary differences	90,861	(27,127)	173,758	(41,128)
Effects of changes in tax rates and legislation	(505)	(6,531)	1,425	(6,442)
Under provision in respect of prior years	22,987	5,631	25,348	2,084
	113,343	(28,027)	200,531	(45,486)
Land appreciation tax	10,371	20,122	22,037	22,482
Withholding tax	1,047	2,346	1,677	2,829
Total tax expense	109,823	59,452	542,568	87,908

The increase in tax expense during the period/year is largely due to the disposal of Millennium Hilton Seoul.

9. Earnings per share

Basic earnings per share is calculated based on:

	Group			
	6 months ended 31 December 2022	6 months ended 31 December 2021 Restated*	12 months ended 31 December 2022	12 months ended 31 December 2021 Restated*
	\$'000	\$'000	\$'000	\$'000
Profit attributable to owners of the Company	165,848	116,799	1,285,322	84,713
Less:				
Dividends on non-redeemable convertible non-cumulative preference shares	(6,505)	(6,505)	(12,904)	(12,904)
Profit attributable to ordinary shareholders after adjustment for non-redeemable convertible non-cumulative preference dividends	<u>159,343</u>	<u>110,294</u>	<u>1,272,418</u>	<u>71,809</u>

Weighted average number of ordinary shares

Weighted average number of ordinary shares during the year	<u>906,901,330</u>	<u>906,901,330</u>	<u>906,901,330</u>	<u>906,901,330</u>
Basic earnings per share	<u>17.6 cents</u>	<u>12.2 cents</u>	<u>140.3 cents</u>	<u>7.9 cents</u>
Diluted earnings per share	<u>17.4 cents</u>	<u>12.2 cents</u>	<u>135.0 cents</u>	<u>7.9 cents</u>

Diluted earnings per share is based on:

	Group			
	6 months ended 31 December 2022	6 months ended 31 December 2021 Restated*	12 months ended 31 December 2022	12 months ended 31 December 2021 Restated*
	\$'000	\$'000	\$'000	\$'000
Profit attributable to ordinary shareholders after adjustment for non-redeemable convertible non-cumulative preference dividends	159,343	110,294	1,272,418	71,809
Add:				
Dividends on non-redeemable convertible non-cumulative preference shares	6,505	—	12,904	—
Net profit used for computing diluted earnings per share	<u>165,848</u>	<u>110,294</u>	<u>1,285,322</u>	<u>71,809</u>
Weighted average number of ordinary shares used in the calculation of basic earnings per share	906,901,330	906,901,330	906,901,330	906,901,330
Potential ordinary shares issuable under non-redeemable convertible non-cumulative preference shares	44,998,898	—	44,998,898	—
Weighted average number of ordinary shares and potential shares assuming full conversion of preference shares	<u>951,900,228</u>	<u>906,901,330</u>	<u>951,900,228</u>	<u>906,901,330</u>

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

For the six months and full year ended 31 December 2021, the diluted earnings per share was the same as basic earnings per share as the conversion of the non-redeemable convertible non-cumulative preference shares was considered anti-dilutive.

10. Net asset value

	Group		Company	
	31 December 2022	31 December 2021 Restated*	31 December 2022	31 December 2021
	\$	\$	\$	\$
Net asset value per ordinary share	10.16	9.26	6.77	6.98

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

11. Property, plant and equipment

During the year ended 31 December 2022, the Group disposed of assets with a carrying amount of \$1,378 million arising from the distribution *in specie* (refer to note 26). Following the deconsolidation of CDLHT, the Group recognised ROU assets amounting to \$551 million in relation to the lease of hotels from CDLHT by the Group which are no longer considered intra-group transactions and are not eliminated.

The Group also reclassified a hotel under development from property, plant and equipment to development properties, as the hotel was developed with the intention for sale to CDLHT.

Valuation of property, plant and equipment

The Group's property, plant and equipment (PPE) relates largely to the hotel portfolio and is carried at cost less accumulated depreciation and impairment losses.

The Group undertakes an annual review of the carrying amounts of hotels and property assets for indicators of impairment. Where indicators of impairment were identified, the recoverable amounts were estimated based on internal or external valuations undertaken by the Group. The cash generating units (CGU) are individual hotels.

The recoverable amounts of the individual hotels, being the higher of the fair value less costs to sell and the value-in-use, were predominantly determined using the fair value less costs to sell approach and were estimated using the discounted cash flow method (31 December 2021: discounted cash flow method and income capitalisation method), where appropriate. Under these methodologies, the fair value measurement reflects current market expectations about an efficient third party operator's future cash flows. The discounted cash flows method involves estimating each hotel's future cash flows and discounting the cash flows with an internal rate of return to arrive at the market value, taking into consideration the assumptions in respect of revenue growth (principally factoring in room rate and occupancy growth) and major expense items for each hotel. The future cash flows are based on assumptions about competitive growth rates for hotels in that area, as well as the internal business plan for the hotel in the relevant market. These plans and forecasts include management's most recent view of trading prospects for the hotel in the relevant market. The income capitalisation method capitalises an income stream into a present value using revenue multipliers or single-year capitalisation rates.

Where appropriate, the Group relied on valuations by independent external valuers, who have appropriate professional qualifications and recent experience in the location and category of the properties being valued. In relying on the valuation reports, the Group has exercised its judgement and is satisfied that the valuation method and estimates are reflective of current market conditions. Certain valuation reports obtained from the external valuers have highlighted that a combination of global inflationary pressures, the recent geopolitical events, and remaining effects of Covid-19 pandemic in some markets, has heightened the potential of greater volatility in property markets over the short to medium term.

Based on the above impairment assessment, the Group has reversed a net impairment loss of \$28.1 million for FY 2022 (FY 2021: \$95.4 million).

12. Investment properties

	Note	Group \$'000	Company \$'000
Cost			
At 1 January 2021		5,760,958	603,648
Acquisition of subsidiaries	27	341,753	–
Additions		279,723	3,099
Disposal/Written off		(59,630)	(797)
Transfers to property, plant and equipment		(60,402)	–
Transfer to assets held for sale		(55,839)	–
Translation differences on consolidation		8,470	–
At 31 December 2021 and 1 January 2022, restated*		6,215,033	605,950
Acquisition of subsidiaries, including acquisition costs	27	385,450	–
Additions		535,012	4,973
Transfer to development properties		(90,685)	–
Transfer from development properties		8,179	–
Transfer from property, plant and equipment		5,884	2,570
Disposal/Written off		(111,747)	–
Disposal of subsidiaries	26	(496,882)	–
Translation differences on consolidation		(312,865)	–
At 31 December 2022		6,137,379	613,493
Accumulated depreciation and impairment losses			
At 1 January 2021		1,192,261	178,693
Charge for the year		107,457	14,886
Transfer to property, plant and equipment		(12,755)	–
Transfer to assets held for sale		(2,001)	–
Disposal/Written off		(51,403)	(781)
Impairment loss (net)		2,064	–
Translation differences on consolidation		(3,436)	–
At 31 December 2021 and 1 January 2022, restated*		1,232,187	192,798
Charge for the year		115,954	14,204
Transfer to development properties		(38,758)	–
Disposal/Written off		(91,924)	–
Disposal of subsidiaries	26	(63,561)	–
Impairment loss		35,728	–
Translation differences on consolidation		(19,261)	–
At 31 December 2022		1,170,365	207,002
Carrying amounts			
At 1 January 2021		4,568,697	424,955
At 31 December 2021, restated*		4,982,846	413,152
At 31 December 2022		4,967,014	406,491
Fair value			
At 1 January 2021		8,901,489	1,114,435
At 31 December 2021, restated*		10,966,900	1,662,892
At 31 December 2022		10,899,043	1,820,028

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

During the year ended 31 December 2022, the Group transferred part of the net carrying value of an investment property to development properties for redevelopment, as well as transferred the reversionary interest of three hotels leased to CDLHT from property, plant and equipment to investment properties located in Singapore, following the deconsolidation of CDLHT (refer to note 26).

Valuation of investment properties

The Group's investment properties portfolio include its commercial portfolio held for rental income (comprising office, retail, industrial and residential for lease), as well as hotels that are under the master lease structure, which earn rental income.

The Group adopts the accounting policy to account for its investment properties at cost less accumulated depreciation and impairment losses.

For a majority of the Group's investment properties, the fair values are determined by independent external valuers. The fair values of certain investment properties located in Singapore are based on in-house valuations conducted by a licensed valuer who is also an officer of the Company. The valuers have appropriate recognised professional qualifications and have experience in the location and category of the investment properties being valued.

The valuations were predominantly based on the direct comparison, income capitalisation, standardised land value adjustment, discounted cash flow and residual methods. The direct comparison method involves an analysis of comparable sales of similar properties and adjusting the transacted prices to those reflective of the investment properties of the Group. The income capitalisation method capitalises an income stream into a present value using revenue multipliers or single-year capitalisation rates. The standardised land value adjustment method considers the price of standard land in the current situation of development and utilisation, under normal market conditions within legal maximum use term as at a special date, that is assessed and approved by the local government. The discounted cash flow method involves the estimation and projection of an income stream over a period and discounting the income stream with an internal rate of return to arrive at the market value. The residual method involves deducting the estimated cost to complete as of valuation date and other relevant costs from gross development value of the proposed development assuming satisfactory completion and accounting for developer's profit.

In relying on the valuation reports, the Group has exercised its judgement and is satisfied that the valuation methods and estimates are reflective of current market conditions.

Based on the above impairment assessment, the Group recognised an impairment loss of \$35.7 million in FY 2022 (restated FY 2021: \$2.1 million) on its investment properties.

13. Investments in associates

	Group	
	31 December 2022 \$'000	31 December 2021 \$'000
Investments in associates		
Investments in associates	1,276,368	832,378
Impairment loss	(12,655)	(15,399)
	1,263,713	816,979

The increase in investment in associates during the year is mainly due to the deconsolidation of CDLHT following the distribution *in specie* (refer to note 26), which resulted in CDLHT becoming an associate. The Group's retained interest in CDLHT has been remeasured to fair value. The Group has performed a purchase price allocation exercise on its retained interest in CDLHT and has equity accounted for CDLHT based on the fair value of its identifiable net assets, giving rise to negative goodwill of \$18.0 million. The negative goodwill is included in the Group's "share of after-tax profit of associates" in the consolidated statement of profit or loss.

CDLHT's assets relate mainly to property, plant and equipment and investment properties. The fair values of these assets were determined based on valuations undertaken by a licensed valuer who is also an officer of the Company.

The valuation of property, plant and equipment and investment properties involves significant judgement in determining both the valuation methods to be used and the key assumptions to be applied. The valuations are sensitive to the key assumptions applied and a change in assumptions may have a significant impact on the valuations.

Measurement of fair values

The valuation techniques used for measuring the fair value of material assets and liabilities of CDLHT were as follows:

Assets acquired/Liabilities assumed	Valuation technique
Property, plant and equipment and investment properties	<i>Income capitalisation, discounted cashflow and residual methods:</i> The income capitalisation method capitalises an income stream into a present value using revenue multipliers or single-year capitalisation rates. The discounted cashflow method involves the estimation and projection of an income stream over a period and discounting the income stream with an internal rate of return to arrive at the market value. The residual method involves deducting estimated costs to complete as of valuation date and other relevant costs from gross development value of the proposed development assuming satisfactory completion and accounting for developer profit.
Interest-bearing borrowings	The fair value of borrowings is estimated as the present value of future principal and interest cash flows, discounted at market rate of interest at the date of distribution <i>in specie</i> .

14. Investments in joint ventures

	Group		Company	
	31 December 2022 \$'000	31 December 2021 \$'000	31 December 2022 \$'000	31 December 2021 \$'000
Investments in joint ventures	1,083,024	1,037,046	37,360	37,360

As at 31 December 2022 and 31 December 2021, the Group has no material joint venture.

15. Other non-current assets

	Group		Company	
	31 December	31 December	31 December	31 December
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
Amounts owing by subsidiaries	—	—	6,428,732	6,205,239
Amounts owing by joint ventures	274,332	—	—	—
Deposits	11,946	3,395	—	—
Other receivables	6,682	13,307	—	—
Derivative financial assets	40,449	4,762	40,449	—
Restricted bank deposits	6,494	89,630	—	—
	<u>339,903</u>	<u>111,094</u>	<u>6,469,181</u>	<u>6,205,239</u>
Prepayments	288	282	—	—
Intangible assets	1,714	1,879	—	—
Deferred tax assets	47,468	69,302	—	—
	<u>389,373</u>	<u>182,557</u>	<u>6,469,181</u>	<u>6,205,239</u>

16. Development properties

The Group accounts for its development properties at the lower of cost or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses.

Allowance for foreseeable losses is determined by the management after taking into account estimated selling prices and estimated total construction costs and selling expenses. The estimated selling prices are based on recent selling prices for the development project or comparable projects and prevailing property market conditions. The estimated total construction costs are based on contracted amounts and, in respect of amounts not contracted for, management's estimates of the amounts to be incurred taking into consideration historical trends of the amounts incurred.

Based on its assessment, the Group recognised an allowance for foreseeable loss of \$61,766,000 (FY 2021: \$5,641,000) during the year ended 31 December 2022.

17. Trade and other receivables

	Group		Company	
	31 December 2022	31 December 2021 Restated*	31 December 2022	31 December 2021
	\$'000	\$'000	\$'000	\$'000
Trade receivables	242,698	212,784	8,905	1,310
Impairment losses	(15,723)	(17,025)	(82)	(135)
	226,975	195,759	8,823	1,175
Other receivables	(a) 489,499	544,875	2,053	3,726
Impairment losses	(389,091)	(336,476)	(1,048)	(1,116)
	100,408	208,399	1,005	2,610
Accrued rent receivables	49,671	48,532	2,778	2,389
Impairment losses	(19,914)	—	—	—
	29,757	48,532	2,778	2,389
Deposits	5,911	11,901	288	288
Reimbursement asset	(b) 59,505	70,773	—	—
Amounts owing by:				
- subsidiaries	—	—	6,228,009	5,985,134
- associates	10,916	1,142	1,540	3
- joint ventures	1,086,805	1,288,755	232,414	231,599
- fellow subsidiaries	250	194	—	—
	1,520,527	1,825,455	6,474,857	6,223,198
Prepayments	100,483	61,616	2,758	2,161
Grant receivables	480	1,339	—	532
Tax recoverable	4,048	4,557	—	—
Derivative financial assets	71,800	21,511	71,800	21,511
	1,697,338	1,914,478	6,549,415	6,247,402

(a) Included in other receivables of the Group as at 31 December 2022 is a receivable of \$382.7 million (2021: \$395.1 million) with related impairment loss of \$382.7 million (2021: \$331.2 million) from HCP Chongqing Property Development Co., Ltd and its subsidiaries (Sincere Property Group).

(b) The reimbursement asset relates to reimbursements from the buyer of Millennium Hilton Seoul for costs that the Group would incur under certain contracts in respect of the hotel arising from the sale of the hotel.

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

18. Assets held for sale

At 31 December 2022, assets held for sale and liabilities directly associated with the assets held for sale relate to the proposed disposal by an indirect subsidiary of the Group, Millennium & Copthorne Hotels Limited (M&C), of Millennium Harvest House Boulder (which is in the hotel operations segment), to a third party for sale consideration of \$96.7 million. The sale is expected to be completed within the next one year.

At 31 December 2021, assets held for sale and liabilities directly associated with the assets held for sale are in relation to the following proposed divestments:

(a) The abovementioned proposed divestment of Millennium Harvest House Boulder by M&C.

(b) M&C entered into sale and purchase agreement to sell a hotel, Copthorne Orchid Penang (which was in the hotel operations segment), to a third party for a sale consideration of \$24.3 million. The agreement was terminated in December 2021 and the property was reclassified to property, plant and equipment as at 31 December 2022 as the Group ceased to explore further sale opportunities.

- (c) A wholly-owned subsidiary of the Group, Singapura Developments (Private) Limited, entered into a share sale agreement to sell its interest in an industrial warehouse in Singapore (which was in investment properties segment) for a sale consideration of \$82 million. The sale was completed on 7 March 2022 and the Group recognised a gain of \$27.3 million on the sale.
- (d) M&C entered into a sale and purchase agreement to sell a hotel, Millennium Hilton Seoul (which was in the hotel operations segment), for a sale consideration of KRW1.1 trillion (S\$1.25 billion). The sale was completed on 24 February 2022 and a total gain on disposal of \$519.2 million of which \$489.2 million recognised during the year ended 31 December 2022, net of taxes and related transaction costs was recognised by the Group.

	Group	
	31 December 2022	31 December 2021 Restated*
	\$'000	\$'000
Assets held for sale		
Property, plant and equipment	14,417	334,190
Investment properties	—	53,837
Trade and other receivables	—	68
Cash and cash equivalents	—	631
	14,417	388,726
Liabilities directly associated with the assets held for sale		
Trade and other payables	—	412
Other liabilities	—	425
Provision for taxation	—	257
Deferred tax liabilities	—	107
	—	1,201

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I)5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

19. Share capital

	Company			
	31 December 2022		31 December 2021	
	Number of shares	\$'000	Number of shares	\$'000
Issued and fully paid ordinary share capital with no par value	906,901,330	1,661,179	906,901,330	1,661,179
Issued and fully paid non-redeemable convertible non-cumulative preference share capital with no par value	330,874,257	330,218	330,874,257	330,218
	1,991,397		1,991,397	

As at 31 December 2022, the maximum number of ordinary shares that may be issued upon full conversion of all of the non-redeemable convertible non-cumulative preference shares of the Company ("Preference Shares") at the sole option of the Company is 44,998,898 ordinary shares (31 December 2021: 44,998,898 ordinary shares).

As at 31 December 2022, the Company held 2,400,000 treasury shares (31 December 2021: 2,400,000) which represented 0.26% of the total number of issued shares (excluding treasury shares).

There was no change in the Company's issued share capital and preference share capital during the six months ended 31 December 2022 and 31 December 2021.

There were no sales, transfers, disposal, cancellation and/or use of treasury shares during the six months ended 31 December 2022 and 31 December 2021.

20. Interest-bearing borrowings

	Group		Company	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
	\$'000	\$'000	\$'000	\$'000
Term loans	5,909,397	7,337,272	4,606,286	4,491,409
Bonds and notes	2,651,786	2,811,162	1,971,771	2,070,486
Bank loans	1,108,239	991,559	874,187	576,444
	<u>9,669,422</u>	<u>11,139,993</u>	<u>7,452,244</u>	<u>7,138,339</u>
Non-current	7,315,400	5,952,032	6,091,010	3,937,631
Current	<u>2,354,022</u>	<u>5,187,961</u>	<u>1,361,234</u>	<u>3,200,708</u>
	<u>9,669,422</u>	<u>11,139,993</u>	<u>7,452,244</u>	<u>7,138,339</u>

	Group	
	31 December 2022	31 December 2021
	\$'000	\$'000
Unsecured		
- repayable within one year	2,021,796	4,358,373
- repayable after one year	<u>7,044,667</u>	<u>5,200,742</u>
	<u>9,066,463</u>	<u>9,559,115</u>
Secured		
- repayable within one year	357,819	851,761
- repayable after one year	<u>957,519</u>	<u>1,011,559</u>
	<u>1,315,338</u>	<u>1,863,320</u>

The Group's net borrowings, which refer to aggregate borrowings from banks, financial institutions and lease liabilities, after deducting cash and cash equivalents, are as follows. Unamortised balance of transaction costs have not been deducted from the gross borrowings.

	Note	Group	
		31 December 2022	31 December 2021
		\$'000	Restated* \$'000
Gross borrowings		10,381,801	11,422,435
Less: cash and cash equivalents as shown in the statement of financial position		(2,363,197)	(2,100,700)
Less: restricted deposits included in other non-current assets		(6,494)	(89,630)
Less: cash and cash equivalents classified under assets held for sale	18	—	(631)
Net borrowings		<u>8,012,110</u>	<u>9,231,474</u>

Where secured, borrowings are collateralised by:

- mortgages on the borrowing companies' hotels, investment and development properties;
- assignment of all rights and benefits to sale, lease and insurance proceeds in respect of hotels, investment and development properties;
- pledge of cash deposits; and
- a statutory lien on certain assets of foreign subsidiaries.

As of 31 December 2022, the Group and the Company have complied with their debt covenants.

21. Other liabilities

	Group		Company	
	31 December 2022	31 December 2021 Restated*	31 December 2022	31 December 2021
	\$'000	\$'000	\$'000	\$'000
Deferred income	47,874	122,124	–	–
Rental deposits	52,928	53,609	9,564	8,041
Non-current retention sums payable	15,560	26,625	–	–
Derivative financial liabilities	645	1,295	645	346
Amounts owing to a subsidiary	–	–	750,144	–
Miscellaneous (principally deposits received and payables)	19,781	18,213	–	–
	<u>136,788</u>	<u>221,866</u>	<u>760,353</u>	<u>8,387</u>

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

22. Trade and other payables

	Group		Company	
	31 December 2022	31 December 2021 Restated*	31 December 2022	31 December 2021
	\$'000	\$'000	\$'000	\$'000
Trade payables	249,348	253,595	1,858	2,032
Accruals	502,098	464,141	88,564	74,507
Deferred income	60,884	53,719	–	–
Other payables	60,547	106,295	1,096	988
Rental and other deposits	56,700	75,979	8,424	8,813
Retention sums payable	17,518	11,261	–	–
Amounts owing to:				
- subsidiaries	–	–	2,119,114	2,498,058
- associates	7,395	2	6	–
- joint ventures	91,133	97,902	22,727	22,727
- fellow subsidiaries	294,040	248,648	–	–
- non-controlling interests	125,266	143,389	–	–
Derivative financial liabilities	1,560	14,582	1,560	14,582
	<u>1,466,489</u>	<u>1,469,513</u>	<u>2,243,349</u>	<u>2,621,707</u>

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

23. Provisions

Included under current provisions of \$59,505,000 (31 December 2021: \$70,773,000) which relates to the Group's obligations under certain contracts in respect of Millennium Hilton Seoul and represents the estimated costs to be incurred arising from the sale of Millennium Hilton Seoul. The Group will be fully reimbursed by the buyer of Millennium Hilton Seoul for the amounts incurred in respect of its obligations under the relevant contracts.

24. Lease liabilities

The increase in lease liabilities during the year is mainly due to deconsolidation of CDLHT following the Group's distribution *in specie* on 26 May 2022 (refer to note 26). Following the deconsolidation, lease liabilities arising from the leasing of hotels from CDLHT by the Group are no longer considered intra-group transactions and are not eliminated.

25. Financial assets and financial liabilities

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are as follows. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. Trade and other receivables and trade and other payables classified as held for sale are not included in the table below. Further, the fair value disclosure of lease liabilities is also not required.

	Mandatorily at FVTPL \$'000	FVOCI – equity investments \$'000	Fair value – hedging instruments \$'000	Amortised cost \$'000	Total carrying amount \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total fair value \$'000
Group									
31 December 2022									
Financial assets measured at fair value									
Unquoted debt investments – mandatorily at FVTPL	20,011	–	–	–	20,011	–	–	20,011	20,011
Unquoted equity investments – at FVOCI	–	432,164	–	–	432,164	–	–	432,164	432,164
Unquoted equity investments – mandatorily at FVTPL	136,713	–	–	–	136,713	–	–	136,713	136,713
Quoted equity investments – at FVOCI	–	26,006	–	–	26,006	26,006	–	–	26,006
Quoted equity investments – mandatorily at FVTPL	29,640	–	–	–	29,640	29,640	–	–	29,640
Derivative financial assets	–	–	112,249	–	112,249	–	112,249	–	112,249
	<u>186,364</u>	<u>458,170</u>	<u>112,249</u>	<u>–</u>	<u>756,783</u>				
Financial assets not measured at fair value									
Other non-current assets^	–	–	–	299,454	299,454				
Trade and other receivables^	–	–	–	1,520,527	1,520,527				
Cash and cash equivalents	–	–	–	2,363,197	2,363,197				
	<u>–</u>	<u>–</u>	<u>–</u>	<u>4,183,178</u>	<u>4,183,178</u>				

	Fair value – hedging instruments \$'000	Other financial liabilities \$'000	Total carrying amount \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total fair value \$'000
Group							
31 December 2022							
Financial liabilities measured at fair value							
Derivative financial liabilities	2,205	–	2,205	–	2,205	–	2,205
Financial liabilities not measured at fair value							
Interest-bearing borrowings	–	9,669,422	9,669,422	–	9,545,514	–	9,545,514
Other liabilities [@]	–	88,269	88,269				
Trade and other payables [@]	–	1,404,045	1,404,045				
	–	11,161,736	11,161,736				

[^] Excluding derivative financial assets, prepayments, intangible assets and deferred tax assets

[#] Excluding prepayments, tax recoverable, grant receivables and derivative financial assets

[@] Excluding deferred income and derivative financial liabilities

	Mandatorily at FVTPL	FVOCI – equity investments	Fair value – hedging instruments	Amortised cost Restated*	Total carrying amount Restated*	Level 1	Level 2	Level 3	Total fair value
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Group									
31 December 2021									
Financial assets measured at fair value									
Unquoted debt investments – mandatorily at FVTPL	175,409	–	–	–	175,409	–	142,486	32,923	175,409
Unquoted equity investments – at FVOCI	–	357,870	–	–	357,870	–	–	357,870	357,870
Unquoted equity investments – mandatorily at FVTPL	130,465	–	–	–	130,465	–	–	130,465	130,465
Quoted equity investments – at FVOCI	–	37,180	–	–	37,180	37,180	–	–	37,180
Quoted equity investments – mandatorily at FVTPL	48,867	–	–	–	48,867	48,867	–	–	48,867
Derivative financial assets	–	–	26,273	–	26,273	–	26,273	–	26,273
	<u>354,741</u>	<u>395,050</u>	<u>26,273</u>	<u>–</u>	<u>776,064</u>				
Financial assets not measured at fair value									
Unquoted debt investments – amortised cost	–	–	–	17,743	17,743				
Other non-current assets^	–	–	–	106,332	106,332				
Trade and other receivables^	–	–	–	1,825,455	1,825,455				
Cash and cash equivalents	–	–	–	2,100,700	2,100,700				
	<u>–</u>	<u>–</u>	<u>–</u>	<u>4,050,230</u>	<u>4,050,230</u>				

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

	Fair value – hedging instruments	Other financial liabilities Restated*	Total carrying amount Restated*	Level 1	Level 2	Level 3	Total fair value
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Group							
31 December 2021							
Financial liabilities measured at fair value							
Derivative financial liabilities	15,877	–	15,877	–	15,877	–	15,877
Financial liabilities not measured at fair value							
Interest-bearing borrowings	–	11,139,993	11,139,993	–	11,186,537	–	11,186,537
Other liabilities*	–	98,447	98,447				
Trade and other payables@	–	1,401,212	1,401,212				
	–	12,639,652	12,639,652				

^ Excluding derivative financial assets, prepayments, intangible assets and deferred tax assets

Excluding prepayments, grant receivables and derivative financial assets

@ Excluding deferred income and derivative financial liabilities

* As the proposed REIT listing of the two UK commercial properties did not materialise, in accordance with SFRS(I) 5, the Group has reclassified the assets held for sale and the liabilities directly associated with the assets, back to the Group's respective assets and liabilities (refer to note 32).

	Mandatorily at FVTPL \$'000	Fair value – hedging instruments \$'000	Amortised cost \$'000	FVOCI – equity investments \$'000	Other financial liabilities \$'000	Total carrying amount \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total fair value \$'000
Company										
31 December 2022										
Financial assets measured at fair value										
Unquoted equity investments – at FVOCI	–	–	–	407,903	–	407,903	–	–	407,903	407,903
Quoted equity investments – at FVOCI	–	–	–	21,868	–	21,868	21,868	–	–	21,868
Quoted equity investments – mandatorily at FVTPL	1,963	–	–	–	–	1,963	1,963	–	–	1,963
Derivative financial assets	–	112,249	–	–	–	112,249	–	112,249	–	112,249
	<u>1,963</u>	<u>112,249</u>	<u>–</u>	<u>429,771</u>	<u>–</u>	<u>543,983</u>				
Financial assets not measured at fair value										
Other non-current assets [^]	–	–	6,428,732	–	–	6,428,732				
Trade and other receivables [#]	–	–	6,474,857	–	–	6,474,857				
Cash and cash equivalents	–	–	614,499	–	–	614,499				
	<u>–</u>	<u>–</u>	<u>13,518,088</u>	<u>–</u>	<u>–</u>	<u>13,518,088</u>				
Financial liabilities measured at fair value										
Derivative financial liabilities	–	2,205	–	–	–	2,205	–	2,205	–	2,205
Financial liabilities not measured at fair value										
Interest-bearing borrowings	–	–	–	–	7,452,244	7,452,244	–	7,347,810	–	7,347,810
Other liabilities [@]	–	–	–	–	759,708	759,708				
Trade and other payables [@]	–	–	–	–	2,241,789	2,241,789				
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>10,453,741</u>	<u>10,453,741</u>				

[^] Excluding derivative financial assets

[#] Excluding prepayments, grant receivables and derivative financial assets

[@] Excluding derivative financial liabilities

	Mandatorily at FVTPL \$'000	Fair value – hedging instruments \$'000	Amortised cost \$'000	FVOCI – equity investments \$'000	Other financial liabilities \$'000	Total carrying amount \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total fair value \$'000
Company										
31 December 2021										
Financial assets measured at fair value										
Unquoted equity investments – at FVOCI	–	–	–	327,577	–	327,577	–	–	327,577	327,577
Quoted equity investments – at FVOCI	–	–	–	21,868	–	21,868	21,868	–	–	21,868
Quoted equity investments – mandatorily at FVTPL	1,993	–	–	–	–	1,993	1,993	–	–	1,993
Derivative financial assets	–	21,511	–	–	–	21,511	–	21,511	–	21,511
	<u>1,993</u>	<u>21,511</u>	<u>–</u>	<u>349,445</u>	<u>–</u>	<u>372,949</u>				
Financial assets not measured at fair value										
Other non-current assets [^]	–	–	6,205,239	–	–	6,205,239				
Trade and other receivables [#]	–	–	6,223,198	–	–	6,223,198				
Cash and cash equivalents	–	–	686,322	–	–	686,322				
	<u>–</u>	<u>–</u>	<u>13,114,759</u>	<u>–</u>	<u>–</u>	<u>13,114,759</u>				
Financial liabilities measured at fair value										
Derivative financial liabilities	–	14,928	–	–	–	14,928	–	14,928	–	14,928
Financial liabilities not measured at fair value										
Interest-bearing borrowings	–	–	–	–	7,138,339	7,138,339	–	7,162,323	–	7,162,323
Other liabilities [@]	–	–	–	–	8,041	8,041				
Trade and other payables [@]	–	–	–	–	2,607,125	2,607,125				
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>9,753,505</u>	<u>9,753,505</u>				

[^] Excluding derivative financial assets

[#] Excluding prepayments, grant receivables and derivative financial assets

[@] Excluding deferred income and derivative financial liabilities

Measurement of fair values

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at Level 3 fair value

Type	Valuation techniques	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Unquoted debt investments – mandatorily at FVTPL	Discounted cash flows: The valuation model considers the present value of the expected future payments, discounted using a risk-adjusted discount rate.	Discount rate: 31 December 2022: 0% to 12% 31 December 2021: 0% to 11%	The estimated fair value would increase/(decrease) if the discount rate were lower/(higher).
Unquoted equity investments – at FVOCI	The fair value is calculated using the net asset value (NAV) of the investee adjusted for the fair value of the underlying properties, where applicable. A discount is applied to take into consideration the non-marketable nature of the investment, where applicable.	NAV	The estimated fair value would increase/(decrease) if the NAV were higher/(lower).
Unquoted equity investments – mandatorily at FVTPL		Discount rate: 31 December 2022: 0% to 20% 31 December 2021: 0% to 30%	The estimated fair value would increase/(decrease) if the discount rate were lower/(higher).
Unquoted equity investments – mandatorily at FVTPL	The fair value is calculated using the NAV of the investee entity adjusted for the fair value of the underlying properties, where applicable.	NAV	The estimated fair value would increase/(decrease) if the NAV was higher/(lower).
	The fair value is calculated using the market approach of weighted price-to-sales multiples of comparable companies. A discount is applied to take into consideration the non-marketable nature of the investment, where applicable.	Price-to-sales multiples: 31 December 2022: 8.0 times 31 December 2021: 26.5 times	The estimated fair value would increase/(decrease) if the price-to-sales multiple were higher/(lower).
		Discount rate: 31 December 2022: 20% 31 December 2021: 30%	The estimated fair value would increase/(decrease) if the discount rate were lower/(higher).

Financial instruments measured at Level 2 fair value

Unquoted debt investments – mandatorily at FVTPL

The fair values of unquoted debt investments are calculated based on the present value of the expected future payments, discounted using a risk-adjusted discount rate.

Financial derivatives

The fair values of forward exchange contracts, cross-currency swaps and interest rate swaps are based on banks' quotes. Similar contracts are traded in an active market and the quotes reflect the actual transactions in similar instruments.

Financial instruments not measured at fair value

Unquoted debt investment at amortised cost

The fair value of unquoted debt investment at amortised cost determined for disclosure purposes are calculated based on the present value of future principal and interest cash flows, discounted at market rate of interest at the reporting date.

Interest-bearing borrowings

The fair value of borrowings which reprice after six months determined for disclosure purposes are calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases, the market rate of interest is determined by reference to similar agreements.

Transfers between levels in the fair value hierarchy

The Group and Company have not reclassified any investments between various levels in the fair value hierarchy during the period.

Level 3 fair values

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the fair value hierarchy:

	Group			Company
	Unquoted debt investments mandatorily at FVTPL \$'000	Unquoted equity investments at FVOCI \$'000	Unquoted equity investments mandatorily at FVTPL \$'000	Unquoted equity investments at FVOCI \$'000
At 1 January 2022	32,923	357,870	130,465	327,577
Additions	—	—	30,867	—
Distribution of income	—	—	(16,005)	—
Return of capital	—	—	(5,955)	—
Total loss recognised in profit or loss				
- finance expense	(11,119)	—	(1,769)	—
Total gain for the period included in other comprehensive income				
- net change in fair value of equity investments at FVOCI	—	74,294	—	80,326
Translation differences on consolidation	(1,793)	—	(890)	—
At 31 December 2022	20,011	432,164	136,713	407,903
At 1 January 2021	45,115	356,729	90,073	324,877
Additions	—	—	31,652	—
Distribution of income	—	—	(7,393)	—
Return of capital	(419)	—	(2,521)	—
Reclass to investment in an associate	—	—	(436)	—
Redemption on maturity	(10,395)	—	—	—
Reclassification from interest receivable	(1,311)	—	—	—
Total gain recognised in profit or loss				
- finance income	720	—	17,313	—
Total loss for the period included in other comprehensive income				
- net change in fair value of equity investments at FVOCI	—	1,141	—	2,700
Translation differences on consolidation	(787)	—	1,777	—
At 31 December 2021	32,923	357,870	130,465	327,577

26. Disposal of subsidiaries

For the year ended 31 December 2022

There were the following disposals during the year:

- (a) On 26 May 2022, following the distribution *in specie* which reduced the Group's effective interest in CDLHT from 38.89% to 27.21%, the Group lost its control over CDLHT. CDLHT became an associate of the Group on the same day as the Group continues to have significant influence over CDLHT.
- (b) On 7 March 2022, the Group, through its wholly-owned subsidiary, Singapura Developments (Private) Limited, sold its 100% equity interest in Bloomsville Investments Pte. Ltd. (Bloomsville) for a sale consideration (net of transaction costs) of \$80.8 million.

Effects of disposals

The cash flows and net assets of subsidiaries disposed of are provided below:

	Note	CDLHT \$'000	Bloomsville \$'000	Total \$'000
Property, plant and equipment		1,378,264	–	1,378,264
Investment properties	12	433,321	–	433,321
Other non-current assets		8,915	–	8,915
Derivative financial assets		20,122	–	20,122
Deferred tax asset		3,727	–	3,727
Consumable stock		2,417	–	2,417
Cash and cash equivalents		96,408	–	96,408
Assets held for sale		–	55,072	55,072
Trade and other receivables		22,125	–	22,125
Trade and other payables		(43,237)	–	(43,237)
Interest-bearing borrowings		(1,107,754)	–	(1,107,754)
Lease liabilities		(128,276)	–	(128,276)
Employee benefits		(310)	–	(310)
Other non-current liabilities		(72,973)	–	(72,973)
Provision for taxation		(6,343)	–	(6,343)
Deferred tax liabilities		(10,519)	–	(10,519)
Provisions		(9,242)	–	(9,242)
Liabilities directly associated with the assets held for sale		–	(1,583)	(1,583)
Carrying amount of net assets disposed		586,645	53,489	640,134
Distribution <i>in specie</i>		183,124	–	183,124
Sale consideration, net of disposed costs		–	80,836	80,836
Non-controlling interest, based on their proportionate interest in the net assets distributed		536,496	–	536,496
Fair value of retained equity interest		426,706	–	426,706
		1,146,326	80,836	1,227,162
Carrying amount of net assets disposed		(586,645)	(53,489)	(640,134)
Realisation of foreign currency translation reserve		(85,302)	–	(85,302)
Gain on disposal of subsidiaries	7	474,379	27,347	501,726
Sale consideration, net of disposal costs		–	80,836	80,836
Less: Cash and cash equivalents of subsidiaries disposed		(96,408)	(837)	(97,245)
Net cash (outflow)/inflow on disposal of subsidiaries		(96,408)	79,999	(16,409)

Included in the gain on disposal of CDLHT is a gain on remeasurement of the Group's retained interest in CDLHT of \$331.9 million. In addition, the capital reserve relating to CDLHT of \$59.2 million has been reclassified to accumulated profits on its disposal.

27. Acquisition of subsidiaries

For the year ended 31 December 2022

There were the following acquisitions during the year:

- (a) On 28 January 2022, the Group through its indirect wholly-owned subsidiary, City Connected Communities Pte. Ltd., acquired the remaining 70% of the equity interest in Distrii Technology Singapore Pte. Ltd. (subsequently renamed as City Nexus Pte. Ltd. ("City Nexus")), for a consideration of \$1, from an associate. Following the acquisition, City Nexus became a wholly-owned subsidiary of the Group. City Nexus was previously accounted for by the Group as an investment in associate.

The acquisition was accounted for as a business combination.

- (b) On 22 February 2022, the Group through its indirect non wholly-owned subsidiary, CDLHT, entered into a share purchase agreement to acquire 100% of the share and voting interest in Roundapple Hotel Partners III Limited (renamed to CDL HREIT Investments (II) Property Limited) which owns Hotel Brooklyn in Manchester, United Kingdom, for a total consideration \$41.0 million (£22.4 million).

The acquisition was accounted for as an acquisition of assets.

- (c) On 14 December 2022, the Group through its indirect wholly-owned subsidiary, Atlasgate UK Holdings Limited (Atlasgate), entered into sale and purchase agreements to (i) acquire 100% of the shares and voting interests in New Bath Court Limited, HSU JV Holdco Limited, HSRE Crosslane (Coventry) Limited and HSRE Crosslane (Leeds) Limited, which via its direct/indirect wholly-owned subsidiaries hold 4 student accommodation properties in Birmingham, Canterbury, Coventry and Leeds; and (ii) settle existing indebtedness amounts, for a total consideration of \$294.8 million (£181.2 million).

The acquisition was accounted for as an acquisition of assets.

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition date.

	Recognised amounts		
	Business combination	Acquisition of assets	Total
	\$'000	\$'000	\$'000
Investment properties	—	379,407	379,407
Trade and other receivables	17	698	715
Cash and cash equivalents	75	7,960	8,035
Trade and other payables	(20)	(14,906)	(14,926)
Lease liabilities	—	(37,005)	(37,005)
Provision for taxation	—	(384)	(384)
Net identifiable assets acquired	72	335,770	335,842
Cash flows relating to the acquisition			
Consideration for equity interest	— [^]	335,770	335,770
Add: Acquisition-related costs	—	8,384	8,384
Less: Acquisition-related costs not yet paid	—	(5,579)	(5,579)
Less: Cash and cash equivalents acquired	(75)	(7,960)	(8,035)
Total net cash outflow	(75)	330,615	330,540

[^] Less than \$1,000

Negative goodwill

Negative goodwill arising from the acquisition of City Nexus had been recognised as follows:

	\$'000
Consideration transferred	— [^]
Fair value of the Group's existing 30% interest in the associate	24
Fair value of identifiable net assets	(72)
Negative goodwill	(48)

[^] Less than \$1,000

The negative goodwill arising from the acquisition of City Nexus has been recognised in "other income" in the Group's consolidated profit or loss. The negative goodwill was attributed to the competitive pricing negotiated with the seller.

For the year ended 31 December 2021

In February 2021, the Group through its indirect wholly-owned subsidiary, Chenghao (Shanghai) Investment Co., Ltd., acquired 84.6% of the shares and voting interest in Shenzhen Tusincere Technology Park Development Co. Ltd. (Shenzhen Tusincere), which holds a 65% equity interest in Shenzhen Longgang District Qidixixin Science and Technology Development Park Co., Ltd. (Shenzhen Longgang), from Sincere Property Group, a then joint venture of the Group, and two third parties, for a consideration of approximately \$174.3 million (RMB853.4 million), together with the assumption of proportionate existing shareholder loans of approximately \$173.0 million (RMB847 million). The acquisition provided the Group an opportunity to enhance its property portfolio in China.

The acquisition was accounted for as a business combination.

From the date of acquisition to 31 December 2021, Shenzhen Tusincere contributed revenue of \$222.8 million and profit before tax of \$44.0 million to the Group's results. If the acquisition had occurred on 1 January 2021, management estimated the Group's revenue for the period would have been \$2,654.4 million, with no significant change to the Group's profit before tax.

Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition date.

	Note	Recognised amounts \$'000
Property, plant and equipment		21,304
Investment properties	12	341,753
Development properties		948,309
Trade and other receivables		17,356
Contract costs		1,003
Cash at bank		5,564
Trade and other payables		(145,525)
Shareholder loans		(297,972)
Contract liabilities		(166,443)
Employee benefits		(813)
Lease liabilities		(2,876)
Provision for tax		(59,567)
Provisions		(4,108)
Interest-bearing borrowings		(194,016)
Deferred tax liabilities		(80,081)
Net identifiable assets acquired		383,888

	Recognised amounts \$'000
Cash flows relating to the acquisition	
Consideration for equity interest	174,384
Shareholder loans assumed	172,969
Total consideration	347,353
Less: Cash acquired	(5,564)
Less: Consideration not yet paid	(42)
Total net cash outflow	341,747

Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired and liabilities assumed as part of business combinations were as follows:

Assets acquired	Valuation technique
Property, plant and equipment and investment properties	<i>Direct comparison, income capitalisation, standardised land value adjustment and residual methods:</i> The direct comparison method involved the analysis of comparable sales of similar assets and adjusting the sale prices to that reflective of the properties. The income capitalisation method capitalises an income stream into a present value using revenue multipliers or single-year capitalisation rates. The standardised land value adjustment method considers the price of standard land in the current situation of development and utilisation, under normal market conditions within legal maximum use term as at a special date, that is assessed and approved by the local government. The residual method involves deducting estimated cost to complete as of valuation date and other relevant costs from gross development value of the proposed development assuming satisfactory completion and accounting for developer profit.
Development properties	<i>Direct comparison, standardised land value adjustment and residual methods:</i> The direct comparison method involves the analysis of comparable sales of similar assets and adjusting the sale prices to that reflective of the properties. The standardised land value adjustment method considers the price of standard land in the current situation of development and utilisation, under normal market conditions within legal maximum use term as at a special date, that is assessed and approved by the local government. The residual method involves deducting the estimated cost to complete as of valuation date and other relevant costs from gross development value of the proposed development assuming satisfactory completion and accounting for developer profit.
Interest-bearing borrowings	<i>Discounted cash flow method:</i> The fair value of borrowings is estimated as the present value of future principal and interest cash flows, discounted at the market rates of interest at the acquisition date.

Negative goodwill

Negative goodwill arising from the acquisition of Shenzhen Tusincere had been recognised as follows:

	\$'000
Consideration transferred	174,384
Non-controlling interests, based on their proportionate interest in the recognised amounts of the assets and liabilities of the acquiree	173,951
Fair value of identifiable net assets	(383,888)
Negative goodwill	(35,553)

The negative goodwill arising from the acquisition of Shenzhen Tusincere was recognised in "other income" in the Group's consolidated profit or loss. The negative goodwill was attributed to the competitive pricing negotiated with the joint venture party which was trying to improve its overall liquidity, and two other third parties.

28. Material related party transactions

Other than as disclosed elsewhere in the condensed interim financial statements, the material transactions with related parties based on terms agreed between the parties are as follows:

	Group			
	6 months ended 31 December 2022 \$'000	6 months ended 31 December 2021 \$'000	12 months ended 31 December 2022 \$'000	12 months ended 31 December 2021 \$'000
Insurance premium paid and payable to an associate of the ultimate holding company	(2)	(60)	(2)	(100)
Management services fees received and receivable from:				
- fellow subsidiaries	761	1,228	1,120	2,529
- associates	186	3	369	186
- joint ventures	6,042	3,987	14,518	6,624
	<u>6,989</u>	<u>5,218</u>	<u>16,007</u>	<u>9,339</u>
Maintenance services fees received and receivable from:				
- fellow subsidiaries	176	186	347	355
- associates	61	107	150	214
- joint ventures	1,000	403	1,629	893
	<u>1,237</u>	<u>696</u>	<u>2,126</u>	<u>1,462</u>
Rental and rental-related income received and receivable from:				
- a fellow subsidiary	172	172	346	342
- associates	3,407	2,758	7,493	2,758
- joint ventures	65	950	160	5,943
	<u>3,644</u>	<u>3,880</u>	<u>7,999</u>	<u>9,043</u>
Management services fee paid and payable to:				
- a fellow subsidiary	(102)	(873)	(132)	(1,022)
- joint ventures	–	–	(16)	–
	<u>(102)</u>	<u>(873)</u>	<u>(148)</u>	<u>(1,022)</u>
Rental and rental-related expenses paid and payable to:				
- a joint venture	(741)	(871)	(1,640)	(1,739)
- associates	(38,322)	–	(44,003)	–
	<u>(39,063)</u>	<u>(871)</u>	<u>(45,643)</u>	<u>(1,739)</u>
Purchase consideration for investment acquired paid and payable to a joint venture	–	–	–	(54,571)
Purchase of property, plant and equipment from an associate	–	(80)	–	(88)

29. Commitments

The Group and the Company have the following commitments as at the reporting date:

	Group		Company	
	31 December 2022 \$'000	31 December 2021 \$'000	31 December 2022 \$'000	31 December 2021 \$'000
Development expenditure contracted but not provided for in the financial statements	578,002	1,221,021	—	—
Capital expenditure contracted but not provided for in the financial statements	59,860	192,097	—	—
Commitments in respect of purchase of properties for which deposits have been paid	3,401	286,475	—	—
Commitments in respect of investments in joint ventures and associates	114,881	70,956	—	—
Commitments in respect of capital contribution to investments in financial assets in:				
- related parties	88,799	36,118	—	—
- third parties	19,969	14,362	—	—

30. Contingent liabilities

A subsidiary of the Group in China, whose principal activities are the trading of development properties and leasing activities, would in the ordinary course of business act as guarantors for the bank loans taken by the buyers to finance the purchase of properties developed by this subsidiary, covering the period from loan contract date to the property delivery date. As at 31 December 2022, the outstanding notional amount of the guarantees amounted to \$8.5 million (2021: \$21.3 million).

The Group has claims arising in the ordinary course of business which are being contested, the outcome of which are not presently determinable. At the reporting date, the Group has considered the probability of outflows of economic benefits pertaining to these claims pertaining to be remote. The Group continues to monitor the status of the claims.

31. Subsequent events

There are no known subsequent events which have led to adjustments to this set of interim financial statements.

32. Comparative information

In June 2021, the Group applied for an initial public offering (IPO) of a real estate investment trust (REIT) that would own commercial assets located in the United Kingdom (UK) and planned to dispose the subsidiaries which hold two commercial properties in the UK, namely Aldgate House and 125 Old Broad Street (which are in the investment properties segment), to the proposed REIT. Accordingly, the assets and liabilities of the subsidiaries were reclassified to assets held for sale and liabilities directly associated with the assets held for sale, in 2021.

During 2022, the unprecedented interest rates hike has severely impacted the IPO of REITs in Singapore with several planned IPO and secondary fund-raising exercises of REITs being withdrawn. Amidst this challenging market, the Group decided not to proceed with the planned REIT IPO. Accordingly, the assets and liabilities of the relevant subsidiaries ceased to be classified as held for sale, and the Group reclassified the assets held for sale and liabilities directly associated with the assets to the Group's respective assets and liabilities.

In accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the comparative figures for 2H 2021 and FY 2021 were restated to account for the retrospective effect arising from the reclassification of two commercial properties located in United Kingdom, previously included under assets held for sale in 2021 due to a planned initial public offering of a real estate investment trust, back to investment properties following the Group's decision not to proceed with the plan in 2H 2022. The assets held for sale and liabilities directly associated with these 2 properties were reclassified to the Group's respective assets and liabilities and related depreciation and impairment losses were accounted for retrospectively.

The following table summarise the material impacts on the Group's consolidated statement of financial position, consolidated statement of profit or loss and consolidated statement of comprehensive income.

	As previously reported \$'000	Group Adjustments \$'000	As restated \$'000
Statement of financial position			
31 December 2021			
Investment properties	3,997,169	985,677	4,982,846
Other non-current assets	182,557	–	182,557
Trade and other receivables	1,873,414	41,064	1,914,478
Cash and cash equivalents	2,083,165	17,535	2,100,700
Assets held for sale	1,445,759	(1,057,033)	388,726
Others	14,310,962	–	14,310,962
Total assets	23,893,026	(12,757)	23,880,269
Other liabilities	217,910	3,956	221,866
Trade and other payables	1,453,043	16,470	1,469,513
Provision for taxation	362,960	5,722	368,682
Liabilities directly associated with the assets held for sale	27,349	(26,148)	1,201
Others	12,499,735	–	12,499,735
Total liabilities	14,560,997	–	14,560,997
Reserves	6,422,163	(12,757)	6,409,406
Others	2,909,866	–	2,909,866
Total equity	9,332,029	(12,757)	9,319,272
Consolidated statement of profit or loss			
Year ended 31 December 2021			
Administrative expenses	(501,458)	(7,464)	(508,922)
Other operating expenses	(236,258)	(5,480)	(241,738)
Others	877,555	–	877,555
Profit for the year	139,839	(12,944)	126,895
Profit attributable to:			
- Owners of the Company	97,657	(12,944)	84,713
- Non-controlling interests	42,182	–	42,182
Profit for the year	139,839	(12,944)	126,895
Earnings per share			
- Basic	9.3 cents	(1.4 cents)	7.9 cents
- Diluted	9.3 cents	(1.4 cents)	7.9 cents

	As previously reported \$'000	Adjustments \$'000	As restated \$'000
Consolidated statement of comprehensive income			
Year ended 31 December 2021			
Profit for the year	139,839	(12,944)	126,895
Other comprehensive income			
Items that will not be reclassified to profit or loss	8,000	–	8,000
Items that are or may be reclassified subsequently to profit or loss:			
- Translation differences arising on consolidation of foreign operations	(18,698)	187	(18,511)
- Others	5,247	–	5,247
	<u>(13,451)</u>	<u>187</u>	<u>(13,264)</u>
Total other comprehensive income for the year, net of tax	<u>(5,451)</u>	<u>187</u>	<u>(5,264)</u>
Total comprehensive income for the year	<u>134,388</u>	<u>(12,757)</u>	<u>121,631</u>
Consolidated statement of cash flows			
Year ended 31 December 2021			
Profit for the year	139,839	(12,944)	126,895
Depreciation and amortisation	277,545	7,464	285,009
Reversal of impairment loss on property, plant and equipment and investment properties (net)	<u>(98,791)</u>	<u>5,480</u>	<u>(93,311)</u>

There is no impact on the Company's statement of financial position as at 31 December 2021. There is also no impact to the financial position of the Group and the Company as at 1 January 2021.

APPENDIX II

REPRODUCTION OF THE ISSUER'S CONDENSED INTERIM FINANCIAL STATEMENTS AS AT AND FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2022

The information set out below is a reproduction of the Issuer's condensed interim financial statements as at and for the six-month period ended 30 June 2022.

SG Issuer

Société Anonyme

**Condensed interim financial statements,
Report of the Executive Board and Corporate Governance Statement and
Report of the Réviseur d'entreprises agréé on review of the condensed interim financial statements**

As at and for the six-month period ended 30 June 2022

**16, boulevard Royal
L-2449 Luxembourg
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Executive Board Members

As at 30 June 2022

EXECUTIVE BOARD MEMBERS

Chairman:

Mr Yves CACCLIN

Employee of Société Générale Luxembourg
11, avenue Emile Reuter, L-2420 Luxembourg

Members:

Mr Thierry BODSON

Employee of Société Générale Luxembourg
11, avenue Emile Reuter, L-2420 Luxembourg

Mr François CARALP (since 28 April 2022)

Employee of Société Générale
Tour Société Générale, 17, cours Valmy, F-92987 Paris-La Défense 7, France

Mr Alexandre GALLICHE

Employee of Société Générale Luxembourg
11, avenue Emile Reuter, L-2420 Luxembourg

Mr Pascal JACOB

Employee of Société Générale Luxembourg
11, avenue Emile Reuter, L-2420 Luxembourg

Mr Christian ROUSSON (until 28 April 2022)

Employee of Société Générale
Tour Société Générale, 17, cours Valmy, F-92987 Paris-La Défense 7, France

Mr Laurent SIMONET (since 28 April 2022)

Employee of Société Générale
Tour Société Générale, 17, cours Valmy, F-92987 Paris-La Défense 7, France

Mrs Estelle STEPHAN JASPARD

Employee of Société Générale
Tour Société Générale, 17, cours Valmy, F-92987 Paris-La Défense 7, France

Mr Laurent WEIL (until 28 April 2022)

Employee of Société Générale
Tour Société Générale, 17, cours Valmy, F-92987 Paris-La Défense 7, France

Supervisory Board Members

As at 30 June 2022

SUPERVISORY BOARD MEMBERS

Chairman:

Mr Pierre LESCOURRET (until 28 April 2022)

Employee of Société Générale

Tour Société Générale, 17, cours Valmy, F-92987 Paris - La Défense 7, France

Mr Laurent WEIL (member since 28 April 2022 – Chairman since 10 May 2022)

Employee of Société Générale

Tour Société Générale, 17, cours Valmy, F-92987 Paris-La Défense 7, France

Members:

Mr Olivier BLANC

Employee of Société Générale Luxembourg

11, avenue Emile Reuter, L-2420 Luxembourg

Mr Angelo BONETTI

Employee of Société Générale

Tour Société Générale, 17, cours Valmy, F-92987 Paris - La Défense 7, France

Mr Gregory CLAUDY

Independent Director

225A, rue du Burgknapp, B-6717 Heinstert, Belgium

Mr Olivier FREITAS

Employee of Société Générale Luxembourg

11, avenue Emile Reuter, L-2420 Luxembourg

Audit Committee Members

As at 30 June 2022

AUDIT COMMITTEE MEMBERS

Chairman:

Mr Gregory CLAUDY

Independent Director

225A, rue du Burgknapp, B-6717 Heinstert, Belgium

Members:

Mr Olivier BLANC

Employee of Société Générale Luxembourg

11, avenue Emile Reuter, L-2420 Luxembourg

Mr Olivier FREITAS

Employee of Société Générale Luxembourg

11, avenue Emile Reuter, L-2420 Luxembourg

Management and administration

As at 30 June 2022

MANAGEMENT AND ADMINISTRATION

Issuer

SG Issuer

16, boulevard Royal, L-2449 Luxembourg

Guarantor (if applicable, as specified in the Final Terms)

Société Générale

29, boulevard Haussmann, F-75009 Paris, France

Arranger and Dealer

Société Générale

Tour Société Générale, 17, cours Valmy, F-92987 Paris - La Défense 7, France

Security Trustee and Security Agent Trustee

The Bank of New York Mellon Corporate Trustee Services Limited

One Canada Square, London E14 5AL, United Kingdom

Collateral Custodian

The Bank of New York Mellon S.A., Luxembourg Branch

Vertigo Building, Polaris, 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Luxembourg

Collateral Monitoring Agent

The Bank of New York Mellon London Branch

One Canada Square, London E14 5AL, United Kingdom

Custodian Agent, Issuing and Paying Agent, Registrar, Exchange Agent and Transfer Agent

Société Générale Luxembourg

11, avenue Emile Reuter, L-2420 Luxembourg, Luxembourg

Paying Agents

Société Générale

29, boulevard Haussmann, F-75009 Paris, France

&

Société Générale, New York Branch

1221, avenue of the Americas, New York NY 10020, United States of America

Warrant Agent

Société Générale Luxembourg

11, avenue Emile Reuter, L-2420 Luxembourg, Luxembourg

Legal advisers and Réviseur d'entreprises agréé

As at 30 June 2022

LEGAL ADVISERS AND RÉVISEUR D'ENTREPRISES AGRÉÉ

Legal advisers

To the Arranger as to English, French and U.S. laws

Allen & Overy LLP

52, avenue Hoche, CS 90005, 75379 Paris Cedex 08, France

To the Trustee as to English Law

Allen & Overy LLP

1 Bishops Square, London E1 6AD, United Kingdom

To the Arranger as to Luxembourg Law

Allen & Overy Luxembourg

5, avenue John F. Kennedy, L-1855 Luxembourg, Luxembourg

Independent Auditor (Réviseur d'entreprises agréé)

Ernst & Young S.A.

35E, avenue John F. Kennedy, L-1855 Luxembourg, Luxembourg

Report of the Executive Board and Corporate Governance Statement

As at 30 June 2022

REPORT OF THE EXECUTIVE BOARD AND CORPORATE GOVERNANCE STATEMENT

The Directors of SG Issuer (the "Company" or "SGIS") (each a « Director », collectively the « Executive Board ») present the condensed interim financial statements and the Report of the Executive Board and Corporate Governance Statement of the Company for the period from 1 January 2022 to 30 June 2022.

1. ACTIVITIES AND REVIEW OF THE DEVELOPMENT OF THE BUSINESS

The purpose of SG Issuer is to issue Notes and Warrants with all types of underlyings including, without restriction, Shares, Index, Interest Rate, Dividend, Credit Risk, Foreign Exchange, Commodities, Funds, Warrants, allowing investors to access to the full pricing capabilities of Société Générale, which proposes an extensive range of investment strategies linked to these various asset classes.

Notes and Warrants issued by the Company can be sold in either Private Placements or Public Offerings. Notes are mainly Debt Securities, Bonds, and Certificates. Issuing proceeds raised by the sale of the Notes will be transferred to Société Générale S.A. ("Société Générale") through a Fully Funded Swap ("FFS"), which perfectly hedges SGIS for the full issue size.

Warrants are financial products like Turbos, inline Warrants, daily Leverage Certificates, which aim to replicate the same financial exposure as buying (Call) or selling (Put) an asset such as a share or an index, at a predetermined price (strike price) on a predetermined date (expiry) and to offer different pay-off or exposures to investors.

Payments in respect of the Notes and Warrants issued by the Company are unconditionally and irrevocably guaranteed by Société Générale.

On request of investors, the Company can issue Collateralised Notes or Warrants (respectively "secured Notes" or "secured Warrants") in order to propose an additional layer of protection to investors in case of default of Société Générale.

Notes and Warrants issuances are governed by the programs prepared by Société Générale.

The main programs for Notes are (i) the Debt Instruments Issuance Program, the Base Prospectus of which has been updated and approved by the CSSF on 1 June 2022 and (ii) the "Programme d'Emission de Titres de Créance", the Base Prospectus of which has been updated and approved by the CSSF on 13 June 2022. Similarly, the main program for Warrants is the Warrants Issuance Program, for which the last updates have been approved by the CSSF on 27 June 2022.

In addition, (i) the German law Dual Language Debt Instruments Issuance Program has been updated and approved by the CSSF on 15 June 2022 and (ii) the Dual Language Leveraged and Tracking Products Issuance Program has been updated and approved by the CSSF on 6 July 2022.

The UK Securities Issuance Program and Swiss Securities Issuance Program were respectively approved by the CSSF on 1 June 2022 and 4 July 2022.

The newly created German Debt Instruments Issuance Program was approved by the CSSF on 8 April 2022.

The state of business of the Company at the closing of the six-month period ended 30 June 2022 is adequately presented in the interim financial statements published hereby.

Report of the Executive Board and Corporate Governance Statement (continued)

As at 30 June 2022

During the six-month period ended 30 June 2022, 7 223 new Notes were issued (among which 53 new secured Notes) and 1 214 new Warrants were issued¹. The net profit for the period from 1 January 2022 to 30 June 2022 amounts to KEUR 290.

The Company did not exercise any research and development activity, does not have any branch, and did not acquire any own shares.

2. RISKS AND UNCERTAINTIES

The risks associated with the investment in the Notes or Warrants depend on several factors. Such factors will vary depending on the characteristics of the Notes or Warrants issued, in particular depending on the underlying type, the maturity, the secured / unsecured status of the Notes or Warrants, the interest rates incurred, the volatility of the underlying.

For each Note, the Company systematically hedges its position by contracting a FFS with Société Générale, with strictly identical characteristics. Also, for each Warrant, the Company systematically hedges its position by contracting an option with Société Générale, with strictly identical characteristics.

The legal documentation and the derivative instruments have been put in place in order to make sure that the assets match the liabilities at any time. Therefore, no market risk is supported by the Company. The risk management in relation to the Notes and Warrants is also described in Note 10 hereafter.

3. CRISIS: COVID-19 AND WAR IN UKRAINE

The lifting of the Covid-19-related restrictions in several major economies supports economic activity without, however, excluding the risk of new lockdowns as it has occurred in some geographic areas during the first half-year 2022 (in Hong-Kong for example).

On the other hand, the first semester of 2022 has been strongly impacted, since 24 February, by the war in Ukraine. The conflict, with its human casualties and suffering, has significant economic costs along with considerable uncertainties.

In the euro area, the supply difficulties, the decline in purchasing power with the high inflation expected all through 2022 and the tightening of economic policies are the main bottlenecks constraining growth. If pandemic-related risks have decreased significantly in the short-term, the strong uncertainties related to the war in Ukraine jeopardise these prospects and the scenario of a more pronounced slowdown in 2022 cannot be excluded.

The Executive Board had performed an analysis toward the Company's exposure to the above. The Company, including its going concern, is not directly significantly impacted by the above and the situation will continue to be monitored, including the possible impact of changing micro and macroeconomic conditions.

4. FUTURE DEVELOPMENTS AND PERSPECTIVES

Following the acquisition by the Société Générale Group (SG Group) of the listed warrants activities from Commerzbank, Société Générale decided to centralize the new warrants issuances into another vehicle of the SG Group. The Company will however pursue its warrants issuances activity on the Asian markets to another issuer. As expected by the Executive Board, the 2022 commission income of the Company related to Warrants issuance decreased by more than half compared to previous year.

¹ The number of issued Notes and Warrants does not take into account the issuances which have been issued and cancelled during the same financial period.

Report of the Executive Board and Corporate Governance Statement (continued)

As at 30 June 2022

5. INFORMATION ON LITIGATIONS

During the year ended 31 December 2020, SG Issuer, as the Issuer of Notes linked to the credit risk of a French corporate, and Société Générale, as the Guarantor, were brought before the Courts of Paris (alongside other French financial institutions) by end investors to obtain compensation for the financial loss they suffered on their investment in these securities. The French corporate was the subject of a “safeguard procedure”, which constitutes a credit event under the terms of the Notes which had a strong impact on the value of the Notes. These investors rely on unfounded allegations according to which SG Issuer and Société Générale were aware of the difficulties of the French corporate when setting up and marketing these Notes and that in doing so, they failed to meet their regulatory obligations (to act in an honest, fair and professional manner, to provide information on the product risks and to determine the suitability of the Notes for retail investors).

For this litigation, along with any other litigation relating to securities issued by SG Issuer, SG Issuer is entitled to an indemnification by Société Générale in respect of any sum due by SG Issuer regarding potential damages or attorneys' fees.

6. SUBSEQUENT EVENTS

As at 30 June 2022, there was no subsequent event.

7. CORPORATE GOVERNANCE STATEMENT

The Executive Board of the Company is committed to maintaining the standards of corporate governance enforced at the level of the European Union and at level of the Société Générale Group. This statement describes the Company's governance principles and practices.

In compliance with its status, the Company is governed by an Executive Board and supervised by a dedicated Supervisory Board.

7.1. Executive board

The Executive Board supervises and controls the management and operations of the Company and is responsible for the Company system of risk management and internal control.

The Executive Board meetings are held on demand several times during the year.

The Board has quorum when more than half of its members are present. An opinion supported by more than half of the members present becomes a decision.

Key tasks of the Executive Board:

- Ensures that the supervision of accounting is organised and monitored appropriately;
- Reviews and approves the Company's financial statements and condensed interim financial statements;
- Supervises and controls operative management.

Report of the Executive Board and Corporate Governance Statement (continued)

As at 30 June 2022

7.2. Supervisory board

The Supervisory Board ensures permanently and by all necessary means the control of the management of the Company carried out by the Executive Board. However, this supervision has to be translated in no way by an intervention in the management of the Company. The Supervisory Board can mandate advisory committees comprised of members of the Supervisory Board and/or of other non-members to lead different missions. The Supervisory Board can confer power or mandates permanently or temporary to these advisory committees. These advisory committees cannot have the effect of restricting the powers of the Executive Board.

7.3. Audit committee

The mission of the Audit Committee is to monitor the issues related to the preparation and control of accounting and financial information, to monitor the independence of the statutory auditors, as well as to monitor the efficiency of the internal control, measurement, supervision and risk control systems related to the accounting and financial processes. If needed, it gives recommendations and its opinion to the Supervisory Board.

An Audit Committee took place on 25 April 2022, during which the financial statements for the financial period ended 31 December 2021 and the external audit results were presented. At least one member of the committee must be independent, which is the case of the Chairman of the Company's Audit Committee.

7.4. Internal audit

The Internal Audit of both Société Générale Luxembourg S.A. ("SG Luxembourg") and Société Générale Group support the Company's Executive Board in overseeing the Company's activities and securing its operations by carrying out internal audits and providing consultative assistance. The objective of Internal Audit is to add value by making recommendations designed to improve the Company's functioning. Internal Audit is an independent function and its activities are based on international professional internal audit standards and rules of ethics.

The central task of Internal Audit is to audit the functioning of SG Issuer on a regular basis and evaluate its internal controls, risk management, and administrative function. The areas to be audited are determined by the projected financial and operational risks concerned. Internal Audit can also carry out special assignments at the request of management.

Internal Audit does not have any direct authority over the activities it reviews.

7.5. Controls framework

First level of controls is related to the execution of the procedures, guidelines and instructions established to ensure the proper and efficient functioning of the Company. They are executed by the involved teams in charge of the production.

A second level of control is ensured by SG Luxembourg: Outsourced Essential Services ("OES") supervision (ensured by the Corporate department), Market Risk and Operational Risk (ensured by the Risk department), "Level 2 permanent control" activity (monitoring and assessment of the level 1 permanent control system)."

The Chief Financial Officer of the Company ensures the completeness of the procedural framework.

Report of the Executive Board and Corporate Governance Statement (continued)

As at 30 June 2022

7.6. New products committee

All the new activities and businesses of the Company are analysed and authorised by a dedicated New Products Committee (NPC). All involved departments within SG Luxembourg are represented (operations, finance, risk, accounting standards, etc...) to assess the impact for the Company.

7.7. Service level agreements

The Company and several of its service providers are subsidiaries of the Société Générale Group and therefore benefit from the Group's internal control systems.

Service Level Agreements ("SLAs") were signed by the Company with SG Luxembourg and with Société Générale. The SLAs govern the relations between the entities as well as their respective obligations. The services supplied by SG Luxembourg and Société Générale are listed in the appendices of the agreements (mainly General services, legal services, business continuity management services and financial services from SG Luxembourg and operational services – Middle Office and Back Office – from Société Générale). In particular, the calculation of the remuneration related to the issuance of the Notes is delegated to Société Générale Paris Middle office within the framework of the SLA.

Luxembourg, 30 September 2022
For the Executive Board



Yves CACCLIN
Chairman of the Executive Board



Thierry BODSON
Member of the Executive Board

Global Statement for the condensed interim financial statements

As at 30 June 2022

To the best of our knowledge, the condensed interim financial statements are prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" as adopted by the European Union and give a true and fair view of the financial position and performance of SG Issuer as at and for the six-month period ended 30 June 2022. The condensed interim financial statements comprise the interim statement of financial position as at 30 June 2022, the interim statement of profit and loss and other comprehensive income, the interim statement of changes in equity and the interim statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes.

To the best of our knowledge, the report of the Executive Board and Corporate Governance Statement includes a fair review of the development and performance of the Company, and a description of the principal risks and uncertainties that the Company faces.

Luxembourg, 30 September 2022

A handwritten signature in blue ink, appearing to read 'Yves CACCLIN', with a long horizontal stroke extending to the right.

Yves CACCLIN
Chairman of the Executive Board

A handwritten signature in blue ink, appearing to read 'Thierry BODSON', with a large loop at the start and a horizontal stroke at the end.

Thierry BODSON
Member of the Executive Board

Report of the Réviseur d'entreprises agréé on review of the condensed interim financial statements

To the Shareholders of
SG Issuer S.A.
16, boulevard Royal
L-2449 Luxembourg

Introduction

We have reviewed the accompanying condensed interim financial statements of SG Issuer as at and for the six-month period ended 30 June 2022, which comprise the interim statement of financial position as at 30 June 2022 and the related interim statement of profit and loss and other comprehensive income, the interim statement of changes in equity, the interim statement of cash flows for the six-month period then ended and a summary of significant accounting policies and explanatory notes. The Executive Board is responsible for the preparation and fair presentation of these condensed interim financial statements in accordance with International Accounting Standard 34 *Interim Financial Reporting* as adopted by the European Union ("IAS 34"). Our responsibility is to express a conclusion on these condensed interim financial statements based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim financial statements are not prepared, in all material respects, in accordance with IAS 34.

Ernst & Young
Société anonyme
Cabinet de révision agréé



Dorian Rigaud

Luxembourg, 30 September 2022

Condensed interim financial statements

As at 30 June 2022

Interim statement of financial position

		(‘000 EUR)	(‘000 EUR)
	Note	30.06.2022	31.12.2021
Cash and cash equivalents	3	23 537	36 384
Financial assets at fair value through profit or loss			
- <i>Mandatorily measured at fair value through profit or loss</i>	4.1	38 846 422	40 322 401
- <i>Trading derivatives</i>	4.1	781 375	714 838
Loans and receivables	5	50 001	50 021
Other assets		479 902	497 267
Total assets		40 181 237	41 620 911
Financial liabilities at amortised cost	4.3	58 820	76 412
Financial liabilities at fair value through profit or loss			
- <i>Designated at fair value through profit or loss</i>	4.2	38 846 530	40 323 850
- <i>Trading derivatives</i>	4.2, 10	781 301	714 854
Other liabilities		492 212	503 809
Tax liabilities	6	98	-
Total liabilities		40 178 961	41 618 925
Share capital	7.1	2 000	2 000
Share premium	7.1	-	-
Legal reserve	7.2.1	200	200
Other reserves	7.2.2	(214)	1
Profit for the financial period/year		290	(215)
Total equity		2 276	1 986
Total equity and liabilities		40 181 237	41 620 911



Condensed interim financial statements (continued)

As at 30 June 2022

Interim statement of profit and loss and other comprehensive income

		('000 EUR) 1 st half of 2022	('000 EUR) 1 st half of 2021
Interest income		66	381
Commission income	8	18 456	23 539
Net gains from financial instruments at fair value through profit or loss		127	55
Total revenues		18 649	23 975
Interest expenses		(10 470)	(14 254)
Personnel expenses		(136)	(143)
Other operating expenses		(7 656)	(9 524)
Total expenses		(18 262)	(23 921)
Cost of risk	5	1	3
Profit before tax		388	57
Income tax	6	(98)	(16)
Profit for the financial period		290	41
Total comprehensive income for the period		290	41



Condensed interim financial statements (continued)

As at 30 June 2022

Interim statement of changes in equity

	('000 EUR) Share capital	('000 EUR) Share premium	('000 EUR) Legal reserve	('000 EUR) Other reserves	('000 EUR) Total reserves	('000 EUR) Profit for the financial year/period	('000 EUR) Total equity
As at 31 December 2020	2 000	-	200	0	200	199	2 399
Allocation of the result of the previous year before dividend distribution	-	-	-	199	199	(199)	-
Capital increase / Allocation to the share premium account (Note 7.1)	-	16 926	-	-	-	-	16 926
Dividend paid (Note 7.1)	-	-	-	(199)	(199)	-	(199)
Reimbursement of the share premium (Note 7.1)	-	(16 926)	-	-	-	-	(16 926)
Profit and other comprehensive income for the period from 1 January 2021 to 30 June 2021	-	-	-	-	-	41	41
As at 30 June 2021	2 000	-	200	1*	201	41	2 242
Profit and other comprehensive income for the period from 1 July 2021 to 31 December 2021	-	-	-	-	-	(256)	(256)
As at 31 December 2021	2 000	-	200	1*	201	(215)	1 986
Allocation of the result of the previous year before dividend distribution	-	-	-	-	-	215	215
Allocation to loss brought forward	-	-	-	(215)	(215)	-	(215)
Capital increase / Allocation to the share premium account (Note 7.1)	-	28 244	-	-	-	-	28 244
Dividend paid (Note 7.1)	-	-	-	-	-	-	-
Reimbursement of the share premium (Note 7.1)	-	(28 244)	-	-	-	-	(28 244)
Profit and other comprehensive income for the period from 1 January 2022 to 30 June 2022	-	-	-	-	-	290	290
As at 30 June 2022	2 000	-	200	(214)	(14)	290	2 276

* Other reserves as at 31.12.2021 amount to KEUR 1 and relate to the retained earnings which the Company was not able to distribute as a dividend as they were indivisible by the number of shares. Due to rounding in KEUR, this KEUR 1 difference between the 2020 profit and the dividend distribution does not appear in the above table.

The accompanying notes are an integral part of these condensed interim financial statements.

Condensed interim financial statements (continued)

As at 30 June 2022

Interim statement of cash flows

	Notes	('000 EUR) 1 st half of 2022	('000 EUR) 1 st half of 2021
OPERATING ACTIVITIES			
Profit for the financial period		290	41
Net (increase)/decrease in financial assets	4.1	(10 618 051)	(9 598 256)
Net increase/(decrease) in financial liabilities	4.2	10 592 495	9 412 474
(Increase)/decrease in other assets		17 365	524 939
Increase/(decrease) in tax liabilities and other liabilities		(11 499)	(531 015)
Taxes paid	7	-	-
<i>Non cash adjustments :</i>			
Net change in fair value and foreign exchange difference	4.1, 4.2	34 798	193 409
Change in cost of risk	5	(1)	(3)
NET CASH FLOWS FROM OPERATING ACTIVITIES		15 397	1 589
FINANCING ACTIVITIES			
Payment of capital surplus*	7.1	(28 244)	(16 926)
Dividend paid		-	(199)
NET CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES		(28 244)	(17 125)
Cash and cash equivalents as at the beginning of the period	3	36 384	44 293
Net increase/(decrease) in cash and cash equivalents		(12 847)	(15 536)
Cash and cash equivalents as at the end of the period		23 537	28 757
Additional information on operational cash flows from interest and dividends			
Interest paid		28 309	17 291
Interest received		66	384
Dividend received		-	-

* KEUR 28 244 for the period ended 30 June 2022 (and KEUR 16 926 for the year ended 30 June 2021) represent the share premium reimbursed by the Company to the shareholder (refer to Note 7.1).

Notes to the condensed interim financial statements

As at 30 June 2022

NOTE 1 – CORPORATE INFORMATION

SG Issuer (hereafter the "Company" or "SGIS") is a Luxembourg company incorporated on 16 November 2006 as a public limited liability company (Société Anonyme) for an unlimited period.

Since April 2013, the Company's corporate objects are to issue debt securities, bonds, certificates, warrants and any other debt securities or acknowledgements of debts or financial securities, whether or not accompanied by guarantees, with any type of underlying security, including, without limitation, company stock, any other capital security or security other than capital, index, currency, exchange rate, interest rate, dividend, credit risk, fund unit, investment company stock, term deposit, life assurance contract, loan, merchandise, term contract, option, warrant or option coupons, allocated or unallocated precious metals, unit of account, basket or any other factor or any other type of underlying securities and any combination of the latter.

To that effect, the Company may purchase, hold, dispose of, lend, loan or resell, by any means, including in particular the use of trusts, in trust or repurchase, any type of assets whatever their names and forms and whether or not accompanied by guarantees, in particular financial instruments (financial securities - stocks, fund units, bonds, certificates, warrants - or financial contracts - swaps, options or other) or any other debt securities, acknowledgements of debts or capital securities, receive or issue monetary loans (including loans convertible into shares of the Company) - within the group of companies to which the Company belongs - and to supply guarantees in any form (actual guarantees such as pledges, securities, mortgages or other - personal guarantees or any other form of guarantee) for their own account, for the account of the group of companies to which the Company belongs or on behalf of third parties.

The Company's financial year begins on 1 January and ends on 31 December each year.

The Company's capital is divided into 50 009 shares, of which 49 909 are held by SG Luxembourg and 100 are held by Société Générale.

The accounts of the Company are included in the consolidated accounts of Société Générale S.A. (hereafter "Société Générale" or the "parent Company"), which is the largest body of undertakings of which the Company forms a part as a subsidiary undertaking, and whose head-office is located at 29, boulevard Haussmann, 75009 Paris, France.

Notes to the condensed interim financial statements (continued)
As at 30 June 2022

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

2.1.1. Statement of compliance

The financial statements of the Company as at and for the year ended 31 December 2021 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and interpretations adopted by the International Accounting Standards Board ("IASB").

The financial statements as at and for the year ended 31 December 2021 were authorised for issue by the Supervisory Board on 27 April 2022.

The condensed interim financial statements as at and for the six-month period ended 30 June 2022 have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" as adopted by the European Union and interpretations adopted by the International Accounting Standards Board ("IASB"). The condensed interim financial statements as at and for the six-month period ended 30 June 2022 were approved and authorised for issue by the Supervisory Board on 30 September 2022.

The condensed interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual financial statements as at 31 December 2021.

2.1.2. Basis of measurement of financial assets and financial liabilities

Financial assets and financial liabilities linked to the activity of the Company are measured at fair value through profit or loss. Other financial assets and financial liabilities are measured at amortised cost.

2.1.3. Functional and presentation currency

These condensed interim financial statements are prepared in Euro ("EUR"), which is the Company's functional currency and the currency of its share capital. Unless stated otherwise, the amounts in the condensed interim financial statements are expressed in thousands of EUR (KEUR). The value "0" indicates the presence of a number, which is rounded to zero, while "-" represents the value nil.

2.1.4. Use of estimates and judgements

The preparation of the Company's condensed interim financial statements requires the Executive Board to make judgments, estimates and assumptions that affect the reported amount of figures recorded in the statement of profit and loss, on the unrealised or deferred gains and losses, on the valuation of assets and liabilities in the statement of financial position, and on information disclosed in the notes to the condensed interim financial statements.

In order to make these assumptions and estimates, the Executive Board uses information available at the date of preparation of the condensed interim financial statements and can exercise its judgment. By nature, valuations based on estimates include risks and uncertainties relating to their occurrence in the future. Consequently, actual future results may differ from these estimates and may then have a significant impact on the condensed interim financial statements.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. In the process of applying the Company's accounting policies, the Executive Board has made the following judgments and assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Existing circumstances and assumptions about future developments may change due to circumstances beyond Company's control and are reflected in the assumptions if and when they occur. Items with the most significant effect on the amounts recognised in the condensed interim financial statements with substantial Executive Board judgment and/or estimates are listed below with respect to judgments/estimates involved.

The use of significant estimates and judgment mainly concerns the following topics:

- Fair value in the interim statement of financial position of financial instruments not quoted in an active market which are classified as financial assets and liabilities at fair value through profit or loss (see Notes 4.1 and 4.2);
- The amount of impairment and provisions for credit risk related to financial assets measured at amortised cost (see Note 5);
- The analysis of the contractual cash flow characteristics of financial assets (see Note 2.3.3.1).

2.1.5. Segment reporting

No dedicated management reporting information is presented for SGIS to a chief decision maker; only the annual financial statements and the condensed interim financial statements are presented to the Executive Board of SGIS in analysing the performance of the Company. The Company has only one geographical area related to its revenue, which is France.

The business of the Company is not seasonal. Therefore, the additional disclosure of financial information for the twelve months up to the end of the interim period and comparative information for the prior twelve-month period, encouraged in IAS 34.21, are not necessary and not provided.

2.2. New accounting standards

2.2.1. New accounting standards applicable as at 1 January 2022

2.2.1.1. Amendments to IAS 37 "provisions, contingent liabilities and contingent assets "onerous contracts - contract execution costs "

Issued by the IASB in May 2020 and adopted by European Union on 2 July 2021

These amendments specify the costs to be used in determining the costs of fulfilling a contract when analyzing onerous contracts.

No material impact has been identified as at 30 June 2022.

2.2.1.2. Amendments to IAS 16 "tangible fixed assets - proceeds before intended use"

Issued by the IASB in May 2020 and adopted by European Union on 2 July 2021

These amendments prohibit an entity deducting from the cost of a tangible fixed assets any proceeds from selling items produced while bringing that asset to its location or condition necessary for its operating state. Instead, an entity would recognise the proceeds from selling such items, and the cost of producing those items, in profit or loss.

No material impact has been identified as at 30 June 2022.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

2.2.1.3. Annual IFRS improvements (2018 - 2020 cycle)

Issued by the IASB on 14 May 2020 and adopted by European Union on 2 July 2021

As part of the annual procedure for improving IFRS, the IASB published minor changes to IFRS 9 "Financial instruments" and IFRS 16 "Leases". The IASB also published minor changes to IFRS 1 "First time adoption of International Financial Reporting Standards" and IAS 41 "Agriculture", which is not applicable to the Group. The amendment on IFRS 9 "Financial instruments" clarifies which fees an entity includes when performing the "10 per cent" test to assess whether to derecognize a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

The amendment to IFRS 16 clarifies the treatment of lease incentives related to reimbursement of leasehold improvements by the lessor. The amendment only relates to an illustrative example.

No material impact has been identified as at 30 June 2022.

2.2.1.4. IFRS interpretations committee (ifric) decision on ias 38

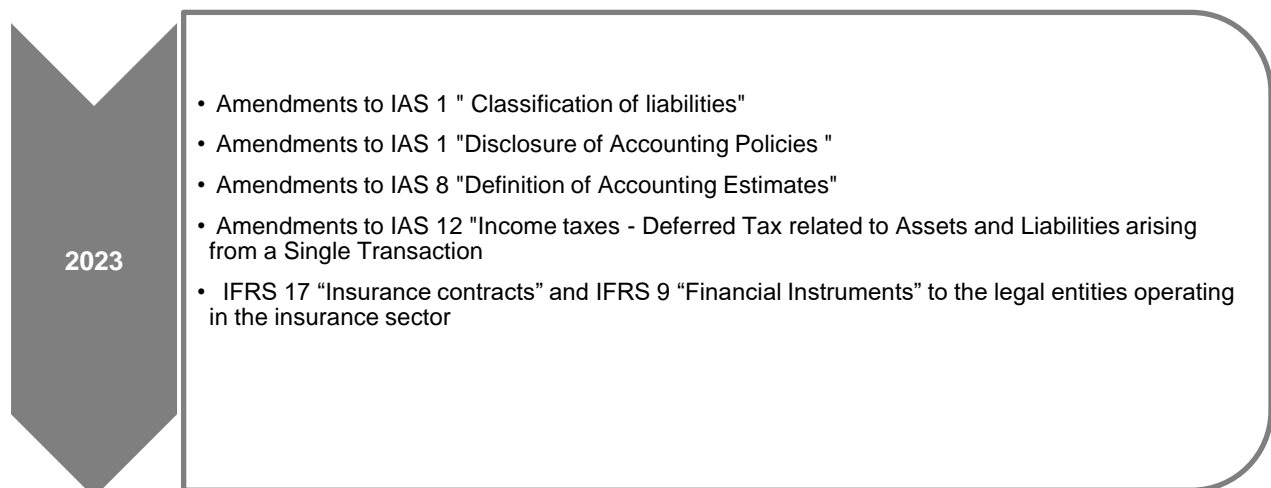
Issued by IFRIC on 27 April 2021

During its 27 April 2021 meeting, the IFRIC reiterated the accounting rules for a customer's costs of configuring or customizing the supplier's application in a 'Software as a Service' (SaaS) arrangement. The Company has not identified any material impact as at 30 June 2022.

2.2.2. Accounting standards, amendments or interpretations to be applied by the Company in the future

IASB publishes accounting standards, amendments and interpretations, some of which have not been adopted by the European Union as at 30 June 2022. They are required to be applied from annual periods beginning on 1 January 2023 at the earliest or on the date of their adoption by the European Union. They have not been applied by the Company as at 30 June 2022.

These standards are expected to be applied according to the following schedule:



Notes to the condensed interim financial statements (continued)

As at 30 June 2022

2.2.2.1. Amendments to IAS 1 "Classification of liabilities"

Issued by the IASB on 23 January 2020

On 23 January 2020, the International Accounting Standards Board (IASB) issued amendments to IAS 1 "Presentation of Financial Statements" to clarify the requirements for classifying liabilities as current or non-current. More specifically:

- The amendments specify that the conditions which exist at the end of the reporting period are those which will be used to determine if a right to defer settlement of a liability exists.
- Management expectations about events after the balance sheet date, for example on whether a covenant will be breached, or whether early settlement will take place, are not relevant.
- The amendments clarify the situations that are considered settlement of a liability.

The new guidance will be effective for annual periods starting on or after 1 January 2022.

On 15 July 2020, the IASB issued Classification of Liabilities as Current or Non-current — Deferral of Effective Date (Amendment to IAS 1) deferring the effective date of the January 2020 amendments to IAS 1 for annual reporting periods beginning on or after 1 January 2023. The Accounting Standards Board approved this amendment to IAS 1 on October 2020.

At this stage, the Company does not expect any significant impact from these amendments.

2.2.2.2. Amendments to IAS 1 "Disclosure of Accounting policies"

Adopted by the European Union on 2 March 2022

These amendments aim to help companies to improve the relevance of the information on accounting methods provided in the Notes and its usefulness for investors and users of financial statements.

At this stage, the Company does not expect any significant impact from these amendments.

2.2.2.3. Amendments to IAS 8 "Definition of an Accounting estimate"

Adopted by the European Union on 2 March 2022

These amendments aim to facilitate the distinction between changes in accounting policies and changes in accounting estimates.

At this stage, the Company does not expect any significant impact from these amendments

2.2.2.4. Amendments to IAS 12 "Income tax – Deferred tax for assets and liabilities related to the same transaction"

Issued by the IASB on 7 May 2021

These amendments clarify and narrow the scope of the exemption of not recognize deferred tax during the initial recognition of an asset and a liability, offered by IAS 12. Therefore, lease contracts and decommissioning obligations for which companies record both assets and liabilities are excluded and they will have now to book deferred taxes.

The objective of these amendments is to reduce the heterogeneity in the recognition of deferred tax relating to leases and decommissioning obligations.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

Since the implementation of IFRS 16, the Group has considered rights of use and lease debts as a single transaction. Thus, on the date of first recognition, no deferred tax is recognized, as the value of the deferred tax assets generated offsets the value of the deferred tax liability. The differences due to subsequent variations in the right of use and lease liability lead to the recognition of deferred tax. As such, this amendment has no effect on the Company accounts.

2.2.2.5. Preparation for the first-time application of IFRS 17 “insurance contracts” and of IFRS 9 “Financial instruments” to the legal entities operating in the insurance sector

Issued by the IASB on 18 May 2017, amended on 25 June 2020 and 9 December 2021

The IFRS 17 standard, will replace the IFRS 4 “Insurance contracts” standard which allows for the recognition of insurance contracts using the methods specified by the local accounting regulation.

At this stage, the Company does not expect any significant impact from this new standard as it does not have insurance activity.

2.3. Summary of significant accounting policies**2.3.1. Foreign currency transactions**

The Company maintains its books in EUR, which is the currency of the capital.

Assets and liabilities denominated in foreign currencies are translated into EUR at the exchange rates ruling at the reporting date. Foreign exchange differences arising on translation and realised exchange gains and losses are recognised in the interim statement of profit and loss and other comprehensive income in the caption Net gains on financial instruments at fair value through profit or loss and Interest Expenses.

Revenues and expenses in foreign currencies are translated into EUR at the exchange rates prevailing at the date of the transactions.

The most important foreign currency positions for the Company are USD, JPY, GBP, HKD and CHF. The following foreign exchange rates were used:

	USD	JPY	GBP	HKD	CHF
30.06.2022	1.0387	141.54	0.8582	8.1493	0.9960
31.12.2021	1.1326	130.38	0.8403	8.8333	1.0331
30.06.2021	1.1884	131.43	0.8580	9.2293	1.0980

2.3.2. Cash and Cash equivalents

Cash and cash equivalents comprise only cash repayable on demand.

Cash and cash equivalents in the Company are subject to impairment under IFRS 9 and are presented net of impairment (cf. Note 2.3.3.3).

2.3.3. Financial instruments**2.3.3.1. Classification of financial instruments**Classification of financial assets

Financial assets are classified under IFRS 9 based on the characteristics of their contractual cash flows and on how they are managed (business models).

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

For the debt instruments held, SGIS has defined its business model as “held to collect” for the FFS, for Cash and cash equivalents and for Loans and receivables. These assets are acquired in order to collect the contractual cash-flows attached to the assets. No sale has been made in the past years and no sale is anticipated in the future.

The FFS are economically assimilated to loans with embedded derivatives (the swap embedded in the FFS). These types of financial assets comply with the IFRS definition of debt instruments (fixed maturity, coupon calculated as a rate, no right nor interest/control in an entity). As these financial assets of SGIS contain embedded derivatives that modify the cash flows of the entire contract, the contract does not pass the Solely Payments of Principles and Interest (or “SPPI”) test and consequently these financial assets are mandatorily measured at Fair Value through Profit and Loss (“FVTPL”).

Cash and cash equivalents and Loans and receivables are SPPI compliant and are thus measured at amortised cost. Cash and cash equivalents and Loans and receivables are subject to impairment under IFRS 9 and are presented net of impairment.

The Options held, covering the Warrants issued, are Trading derivatives and thus measured at FVTPL.

Purchases and sales of financial assets recorded under Financial assets at fair value through profit or loss and Financial assets at fair value through other comprehensive income are recognised in the statement of financial position at the delivery-settlement date. Changes in fair value between the trade and settlement dates are recorded in the income statement or booked to shareholders’ equity depending on the accounting category of the relevant financial assets. Loans and receivables are recorded in statement of financial position on the date they are paid or at the maturity date for invoiced services. The trade date is the date on which the contractual commitment becomes binding and irrevocable for the Company.

Classification of financial liabilities

Financial liabilities are classified into one of the following two categories:

- Financial liabilities at fair value through profit or loss:

These are financial liabilities held for trading purposes, which by default include derivative financial liabilities not qualifying as hedging instruments and non-derivative financial liabilities designated by the Company upon initial recognition to be carried at fair value through profit or loss in accordance with the fair value option.

The Company has designated at fair value through profit or loss the notes issued because mirror transactions (FFS) that are used to hedge those notes are measured mandatorily at fair value through profit and loss and thus reduce the accounting mismatch.

- Financial liabilities at amortised cost:

These include the other non-derivative financial liabilities and are measured at amortised cost.

2.3.3.2. Valuation of financial instruments

Definition of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In the absence of observable prices for identical assets or liabilities, the fair value of financial instruments is determined using another measurement technique that maximises the use of observable market input based on assumptions that market operators would use to set the price of the instrument in question.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

Fair value hierarchy

The fair values of financial instruments include accrued interest as applicable.

For information purposes, in the notes to the condensed interim financial statements, the fair value of financial instruments is classified using a fair value hierarchy that reflects the significance of the inputs used according to the following levels:

Level 1 (L1): instruments valued on the basis of quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 1 instruments carried at fair value on the statement of financial position include in particular shares listed in an active market, government or corporate bonds priced directly by external brokers/dealers, derivatives traded on organised markets (futures, options), and units of funds (including UCITS) whose net asset value is available on the statement of financial position date.

A financial instrument is considered as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and if they reflect actual and regular market transactions on an arm's length basis.

Determining whether a market is inactive requires the use of indicators such as a sharp decline in trading volume and the level of activity in the market, a sharp disparity in prices over time and among the various above-mentioned market participants, or the fact that the latest transactions conducted on an arm's length basis did not take place recently enough.

Where a financial instrument is traded in several markets to which the Company has immediate access, its fair value is represented by the market price at which volumes and activity levels are highest for the instrument in question.

Transactions resulting from involuntary liquidations or distressed sales are usually not taken into account to determine the market price.

Level 2 (L2): instruments valued using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

These are instruments measured using a financial model based on observable market inputs. Prices published by an external source derived from the valuation of similar instruments are considered as data derived from prices.

Level 2 instruments include in particular non derivative financial instruments carried at fair value on the statement of financial position that are not directly quoted or do not have a quoted price on a sufficiently active market (e.g. corporate bonds, repos transactions, mortgage-backed securities, units of funds), and firm derivatives and options traded over-the-counter: interest rate swaps, caps, floors, swaptions, equity options, index options, foreign exchange options, commodity options and credit derivatives. The maturities of these instruments are linked to ranges of terms commonly traded in the market, and the instruments themselves can be simple or offer a more complex remuneration profile (e.g. barrier options, products with multiple underlying instruments), with said complexity remaining limited however. The valuation techniques used in this category are based on common methods shared by the main market participants.

Level 3 (L3): instruments valued using inputs that are not based on observable market data (referred to as unobservable inputs)

Level 3 instruments carried at fair value on the statement of financial position are predominantly instruments for which the sales margin is not immediately recognised in profit or loss.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

Accordingly, Level 3 financial instruments include derivatives with longer maturities than those usually traded and/or with specifically tailored return profiles. Similarly, debt measured at fair value is classified as Level 3 where the valuation of the associated embedded derivatives is also based on unobservable inputs.

The main L3 complex derivatives are:

- Equity derivatives: options with long maturities and/or incorporating bespoke remuneration mechanisms. These instruments are sensitive to market inputs (volatility, dividend rates, correlations, etc.). In the absence of market depth and an objective approach made possible by regularly observed prices, their valuation is based on proprietary methods (e.g. extrapolation from observable data, historical analysis). Hybrid equity instruments (i.e. having at least one non-equity underlying instrument) are also classified as L3 insofar as correlations between the different underlyings are generally unobservable;
- Interest rate derivatives: long-term and/or exotic options, products sensitive to correlation between different interest rates, different exchange rates, or between interest rates and exchange rates, for example for quanto products (in which the instrument is settled in a currency different from the currency of the underlying); they are liable to be classified as L3 because the valuation inputs are unobservable due to the liquidity of the correlated pair and the residual maturity of the transactions (e.g. exchange rate correlations are deemed unobservable for the USD/JPY);
- Credit derivatives: L3 credit derivatives mainly include baskets of instruments exposed to time to default correlation ("N to default" products in which the buyer of the hedge is compensated as of the Nth default, which are exposed to the credit quality of the issuers comprising the basket and to their correlation, or CDO Bespoke products, which are Collateralised Debt Obligations created specifically for a group of investors and structured according to their needs), as well as products subject to credit spread volatility;
- Commodity derivatives: this category includes products involving unobservable volatility or correlation inputs (i.e. options on commodity swaps or instruments based on baskets of underlyings).

At the level of the SG Group, valuation models are determined in order to fully embed the impact of IFRS 13 as described above and use appropriate parameters and methodologies in order to determine L3 instruments valuation. Counterparty credit risk estimates relies on Credit Value Adjustments (CVA) and Debit Value Adjustments (DVA) calculations.

Different calculation methods can exist regarding the CVA-DVA / OCA (Own Credit Adjustment) impact calculation: derived from the yield discounting methodology, other from the Monte-Carlo EPE/ENE (Expected Positive / Negative Exposure). The methodology for calculation of CVA-DVA (OCA not applicable to the Company) applied to SGIS (the same as the Société Générale Group) is the yield discounting methodology.

The valuation methods used by the Company to establish the fair value of financial instruments are detailed below.

The fair values of financial instruments include accrued interest as applicable.

- For Unsecured Notes and Fully Funded Swaps

The fair value for both the unsecured Notes (liabilities) and the Fully Funded Swap (FFS) (assets) is calculated by discounting the expected future cash flows with the risk-free curve. To take the credit adjustment into account, the risk-free curve is adjusted with Société Générale Group's credit spread curve. A dedicated process has been implemented using Société Générale Group and SGIS operational teams' input. This process is fully functional, constantly monitored as of today.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

- For Secured and Repack Notes

Secured Notes are Notes which are collateralised with assets deposited on segregated or pooled accounts with external custodian (The Bank of New York Mellon S.A., Luxembourg Branch, hereafter “BNY Mellon Luxembourg”) and pledged in favor of the Note holders.

Repack Notes are 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”).

The collateral assets are composed of eligible securities.

Should Société Générale default, the pledge on the assets is to be enforced; the Notes holders are exposed to credit risk of the collateral (external securities). Therefore, as Société Générale and SGIS are mere risk pass-through, the credit risk premium (external bonds issuers) shall not be adjusted with Société Générale credit spread. Thus, no additional credit adjustment is needed for the secured Notes.

The fair value of the Secured Notes, of the Repack Notes and of the associated FFS is computed, for each accounting period, by discounting the expected future cash flows by a composite Repo rate curve.

- For Warrants and Options

For financial instruments recognised at fair value in the interim statement of financial position, fair value is determined primarily on the basis of the prices quoted in an active market. These prices can be adjusted if none are available on the interim statement of financial position date or if the clearing value does not reflect transaction prices.

However, especially due to the varied characteristics of financial instruments traded over-the-counter on the financial markets, a large number of financial products traded by the Company does not have quoted prices in the markets.

The base models may not fully capture all factors relevant to the valuation of SGIS on these financial instruments such as credit risk (CVA), own credit (DVA) and/or funding costs (Funding Valuation Adjustment or “FVA”). Therefore, SGIS applies various techniques (from the Group) to estimate the credit risk associated with its financial instruments measured at fair value.

The reevaluation differences attributable to the Company’s credit risk are thus determined using valuation models which take into account the most recent financing terms and conditions on the markets along with the residual maturity of the related liabilities.

- For secured notes issued by the Company, as investors are not exposed to the Company’s risk, no own credit risk should impact the fair value of the instruments and as such, no adjustment has to be calculated.
- For unsecured notes, investors are not contractually exposed to the Company’s credit risk but to Société Générale Group’s own credit risk.

SGIS valuation models therefore reflect the absence of credit risk, and structured bonds are not impacted by Own Credit Adjustments within the entity.

Deferred margin related to main unobservable inputs

The Company does not apply deferred margin related to its main unobservable inputs as margin on Notes and Warrants issued are offset by a similar margin on Fully Funded Swaps and Options purchased.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

2.3.3.3. Impairments and provisions

Some financial assets involve credit risk which exposes the Company to a potential loss if the counterparties were to be unable to respect their financial commitments. The Company is remunerated for bearing this risk by a portion of the contractual interest that it receives on those assets; this is known as the credit margin.

This potential loss, or expected credit loss, is recognised in profit or loss without waiting for the occurrence of a default event on a specific counterparty.

For loans and receivables measured at amortised cost or, if any, fair value through other comprehensive income, the expected credit loss, as assessed by the Company, is recognised in profit or loss. In the interim statement of financial position, this potential loss is recognised as an impairment that reduces the carrying amount of assets measured at amortised cost. Impairments are written-back in case of a subsequent decrease of credit risk. No significant impairment is recognized on cash and cash equivalents. The Company does not have loan commitments or financial guarantees contracts.

Impairment and provisions for credit risk

To determine the amount of impairment or loss allowances to be recorded at each reporting date, these exposures are classified into one of three categories based on the increase in credit risk observed since initial recognition. An impairment or loss allowance shall be recognised for the exposures in each category as follows:

- Exposures classified in Stage 1: At the initial recognition date, the exposures are systematically classified in Stage 1, unless they are underperforming/credit-impaired on acquisition. Stage 1 exposures are impaired for the amount of credit losses that the Company expects to incur within 12 months (12-month expected credit losses), based on past data and the current situation;
- Exposures classified in Stage 2: To identify Stage 2 exposures, the significant increase in credit risk is assessed by the Company, taking into account the counterparty's credit risk rating, the magnitude of the change in the counterparty's credit rating and the existence of payments of more than 30 days;
- Exposures classified in Stage 3 (doubtful outstandings): The Company determines whether or not there is objective evidence of impairment (default event).

Stage 2 and 3 exposures are impaired for the amount of credit losses that the Company expects to incur over the life of the exposures (lifetime expected credit losses), taking into consideration past data, the present situation and reasonable forecast changes in economic conditions, and relevant macroeconomic factors through to maturity.

Impairments / Reversal of impairments

Impairments / Reversal of impairments include net reversals of impairment and loss allowances for credit risk, losses on irrecoverable loans and amounts recovered on amortised receivables.

2.3.3.4. Offsetting financial assets and financial liabilities

A financial asset and a financial liability are offset and the net amount presented on the interim statement of financial position when the Company has a legally enforceable right to set off the recognised amounts and intends either to settle the asset and liability on a net basis, or to realise the asset and settle the liability simultaneously. The legal right to set off the recognised amounts must be enforceable in all circumstances, in both the normal course of business and in the event of default of one of the counterparties.

The financial instruments issued by the Company are subscribed by the investors through Société Générale as a lead manager during the issuance period and as a market maker for a secondary market. The instruments which are unsold are held by Société Générale.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

The treatment is applied based on IAS 32 paragraph 42: "A financial asset and a financial liability shall be offset and the net amount presented in the interim statement of financial position when, and only when, an entity:

- a. Currently has a legally enforceable right to set off the recognised amounts; and
- b. Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously."

In December 2014, a cash netting clause was added in the legal framework with Société Générale Personne Morale and the Company consequently acquired a legally enforceable right to offset the recognised amount with the same counterparty (Société Générale). The assets (the Fully Funded Swaps) and the liabilities (the Notes) are settled (and intended to be settled) simultaneously.

In June 2017, the Company added a new cash netting clause in the legal framework with Société Générale Personne Morale and the Company consequently acquired a legally enforceable right to offset the recognised amount with the same counterparty (Société Générale). The assets (OTC Options) and the liabilities (the Warrants) are settled (and intended to be settled) simultaneously.

In application of IAS 32 - Offsetting a financial asset and a financial liability, the Company proceeds to the accounting netting of the non-sold amounts. The impact of the off-setting for the non-sold Notes and the corresponding Fully Funded Swaps and impact of the off-setting for the non-sold Warrants and the corresponding options are described in Note 4.1 and Note 4.2.

2.3.4. Other assets and other liabilities

Settlement accounts for trades are included in other assets or other liabilities and are presented separately in distinctive captions on assets or liabilities side.

2.3.5. Shareholders' equity

Equity are the resources contributed to the Company by external shareholders as capital, as well as the cumulative and undistributed results (retained earnings).

The statement "Changes in Shareholders' Equity" presents the various changes that affect the components of equity over the reporting period.

2.3.6. Interest income and expense

Interest is recognized as expense or income over the life of the financing service granted or received, proportionally to the principal amount outstanding.

Interest income and expense are recorded in the statement of profit and loss under Interest and similar income and Interest and similar expense for all financial instruments measured using the effective interest method (instruments at amortised cost and debt instruments at fair value through other comprehensive income).

The effective interest rate is taken to be the rate used to net discount future cash inflows and outflows over the expected life of the instrument in order to establish the net book value of the financial asset or liability. The calculation of this rate considers the future cash flows estimated on the basis of the contractual provisions of the financial instrument without taking account of possible future credit losses and also includes commissions paid or received between the parties where these may be assimilated to interest, directly linked transaction costs, and all types of premiums and discounts.

Where a financial asset is classified in Stage 3 for impairment, subsequent interest income is measured at the effective interest rate applied to the net carrying amount of the financial asset with an offsetting entry equal to the outstanding financial asset before impairment.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

2.3.7. Fee income and expense

Fee income and Fee expense combine fees on services rendered and received, as well as fees on pledge security granted that cannot be assimilated to interest. Fees that can be assimilated to interest are integrated into the effective interest rate on the associated financial instrument and are recorded under Interest income and Interest expenses.

The Company recognizes fee income or expense for an amount equivalent to the remuneration for the service provided and depending on the progress transferring control of these services:

- Fees for ongoing services, such as custody fees and administration costs are recognized as income over the life of the service;
- Fees for one-off services, such as issuance and listing fees are recognized as income when the service is provided.

The possible mismatch between the payment date of the service provided and the date of execution of the service gives assets and liabilities depending on the type of contract and mismatch which are recognized under Other Assets and Other Liabilities. For example: supplier contracts generate trade payables, accrued expenses or prepaid expenses.

Income related to the issuance of Notes and Warrants falls under the scope of IFRS 15 and as such, is considered separately as income generated by two services when the Company performs its activities:

- The issuing fee, which is recognized upfront for the initiation and the structuration of the issuance;
- Account and security servicing fee during the lifecycle of the security.

2.3.8. Other operating expenses

The Company records operating expenses according to the type of services to which they refer.

Other operating expenses mainly include lease payments, building maintenance and other costs, travel and business expenses, outsourcing and advisory fees and marketing and advertising expenses.

2.3.9. Income tax

Income tax includes current taxes and deferred taxes:

- Current taxes correspond to the amount of taxes due (or refundable) as calculated according to the taxable profit base for the reporting period;
- Deferred taxes correspond to the amount of taxes resulting from past transactions and that will be payable (or refundable) in a future reporting period.

2.3.9.1. Current tax

Current tax is based on the taxable profit and determined in accordance with the rules established by the local taxation authorities, upon which income taxes are payable. This tax expense also includes net allowances for tax adjustments pertaining to income tax.

Tax credits arising in respect of interest from loans and income from securities are recorded in the relevant interest account as they are applied in settlement of income taxes for the year. The related tax charge is included under Income tax in the statement of profit and loss

2.3.9.2. Deferred tax

Deferred taxes are recognized whenever the Company identifies a temporary difference between the accounting base and tax base for assets and liabilities that will affect future tax payments or from tax loss carried forward.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

The amount is based on the tax rate enacted or substantively enacted which is expected to apply when the asset is realized or the liability settled. These deferred taxes are adjusted in the event of changes to tax rates. This amount is not discounted to present value. The Company off-sets its deferred tax assets against liabilities as there is both legal right to offset its current tax assets and liabilities and it is the Company's intention to settle on a net basis.

2.3.9.3. Other commitments linked to secured Notes

In relation to each Serie of Secured Notes, in order to secure its obligations in respect of such Notes, the Company enters into a pledge agreement which is governed by the Luxembourg act dated 5 August 2005 on financial collateral arrangements, as amended. Under each pledge agreement, the Company grants first ranking security over the Collateral Assets contained in one or more accounts held by the Company with BNY Mellon Luxembourg (or such other custodian or account bank as is specified in the applicable Final Terms, pursuant to the terms of a custodian agreement between, inter alia, the Company and the collateral custodian).

The security granted under each pledge agreement is granted either in favour of:

- (i) in the case of English Law Notes, The Bank of New York Mellon Corporate Trustee Services Limited or such other security trustee as is specified in the applicable Final Terms as security trustee on behalf of itself and the relevant Noteholders and the other relevant Secured Parties (as defined in the Additional Terms and Conditions for Secured Notes) or,
- (ii) in the case of French Law Notes, directly in favour of the relevant Noteholders and the other relevant Secured Parties as represented by The Bank of New York Mellon Corporate Trustee Services Limited or such other security agent as is specified in the applicable Final Terms as security agent.

Following the occurrence of a Secured Note Acceleration Event (as defined in the Additional Terms and Conditions for Secured Notes), all Noteholders whose Notes have become immediately due and payable is first entitled to claim for any outstanding amounts due to them under the terms of the Guarantee. If neither the Issuer nor the Guarantor (pursuant to the terms of the Guarantee) has paid all amounts due to Noteholders within a period of 3 Collateral Business Days following the occurrence of a Secured Note Acceleration Event, Noteholders may send a notice in writing to the Security Trustee (in the case of English Law Notes) or the Security Agent (in the case of French Law Notes) requesting that the relevant Pledge Agreement be enforced in accordance with the terms of the Base Prospectus.

The Company borrows the securities to be pledged from Société Générale Group. In accordance with IFRS 9, the borrowing of the securities to be pledged by the Company is not assimilated to the transfer of assets and thus does not result in recognition in the interim statement of financial position. The risks and rewards associated to the securities remain in Société Générale Group and as such are not presented in the Company's interim statement of financial position.

The pledged securities are accounted as an off balance-sheet commitment "Securities pledged". The committed amount is re-measured at each closing to reflect the value of the securities pledged.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

2.4. CRISIS: COVID-19 AND WAR IN UKRAINE

The lifting of the Covid-19-related restrictions in several major economies supports economic activity without, however, excluding the risk of new lockdowns as it has occurred in some geographic areas during the first half-year 2022 (in Hong-Kong for example).

On the other hand, the first semester of 2022 has been strongly impacted, since 24 February, by the war in Ukraine. The conflict, with its human casualties and suffering, has significant economic costs along with considerable uncertainties.

In the euro area, the supply difficulties, the decline in purchasing power with the high inflation expected all through 2022 and the tightening of economic policies are the main bottlenecks constraining growth. If pandemic-related risks have decreased significantly in the short-term, the strong uncertainties related to the war in Ukraine jeopardise these prospects and the scenario of a more pronounced slowdown in 2022 cannot be excluded.

NOTE 3 – CASH AND CASH EQUIVALENTS

Cash and cash equivalents amount to KEUR 23 537 as at 30 June 2022 (31 December 2021: KEUR 36 384) and are mainly composed of cash held with SG Luxembourg and Société Générale.

As at 30 June 2022 and 31 December 2021, this caption only contains cash that is repayable on demand.

NOTE 4 – FINANCIAL INSTRUMENTS**4.1. Financial assets at fair value through profit or loss**

	30.06.2022	31.12.2021
	('000 EUR)	('000 EUR)
Financial assets at fair value through profit or loss		
- Mandatorily at fair value through profit or loss (Fully Funded Swaps)	38 846 422	40 322 401
- Trading derivatives (Options)	781 375	714 838
Total	39 627 797	41 037 239

As at 30 June 2022, financial assets mandatorily at fair value through profit or loss (Fully Funded Swaps) amount to KEUR 38 846 422 (31 December 2021: KEUR 40 322 401) and replicate all the Notes issued by the Company (see Note 4.2). Differences between Fully Funded Swaps and Notes arise due to late settlements.

As at 30 June 2022, Trading derivatives (Options) amount to KEUR 781 375 (31 December 2021: KEUR 714 838) and replicate all the Warrants issued by the Company (see Note 4.2). Differences between Options and Warrants arise due to late settlements.

As at 30 June 2022, the impact of the offsetting of financial assets and financial liabilities (decrease in the balance sheet) is KEUR 39 639 830 for the non-sold Notes and the corresponding Fully Funded Swaps (31 December 2021: KEUR 34 911 227) and KEUR 3 930 937 for the non-sold Warrants and the corresponding Options (31 December 2021: KEUR 4 573 937) (see Note 4.2).

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

The movements in financial assets at fair value through profit or loss were as follows:

	(‘000 EUR) Mandatorily at fair value through profit or loss	(‘000 EUR) Trading derivatives	(‘000 EUR) Total
As at 1 January 2022	40 322 401	714 838	41 037 239
Acquisition	41 825 691	16 941 666	58 767 357
Maturity/Disposal/Liquidation/Cancellation	(29 441 261)	(18 708 024)	(48 149 285)
Change in fair value and foreign exchange difference	(9 131 806)	1 189 895	(7 941 911)
Offsetting of Assets and Liabilities (Change)	(4 728 603)	643 000	(4 085 603)
As at 30 June 2022	38 846 422	781 375	39 627 797

	(‘000 EUR) Mandatorily at fair value through profit or loss	(‘000 EUR) Trading derivatives	(‘000 EUR) Total
As at 1 January 2021	43 135 651	674 352	43 810 003
Acquisition	58 001 584	37 797 100	97 798 684
Maturity/Disposal/Liquidation/Cancellation	(61 564 451)	(43 346 069)	(104 910 520)
Change in fair value and foreign exchange difference	(7 379 336)	(1 161 153)	(8 540 489)
Offsetting of Assets and Liabilities (Change)	8 128 953	4 750 608	12 879 561
As at 31 December 2021	40 322 401	714 838	41 037 239

4.2. Financial liabilities at fair value through profit or loss

	30.06.2022 (‘000 EUR)	31.12.2021 (‘000 EUR)
Financial liabilities at fair value through profit or loss		
- Designated at fair value through profit or loss (Notes)	38 846 530	40 323 850
- Trading derivatives (Warrants)	781 301	714 854
Total	39 627 831	41 038 704

As at 30 June 2022, the Company has issued secured and unsecured Notes for a total amount of KEUR 38 846 530 (31 December 2021: KEUR 40 323 850):

- 21 742 unsecured Notes were issued (stock) for a total amount of KEUR 31 034 524 (31 December 2021: 21 230 unsecured Notes were issued (stock) for a total amount of KEUR 33 959 581);
- 577 secured Notes were issued (stock) for a total amount of KEUR 7 812 006 (31 December 2021: 592 secured Notes were issued (stock) for a total amount of KEUR 6 364 269).

In addition to the guarantee on first demand granted by Société Générale on unsecured and secured Notes, subscribers of the secured Notes issued by the Company benefit from additional collateral assets securing the payment due under the Notes terms, structured in form of a pledge governed by Luxembourg Law. This pledge may only be enforced following a default of the Company or Société Générale in its role of Guarantor.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

Pledged collateral assets are deposited on an account held in the name of the Company with an authorised custodian not belonging to the Société Générale Group and are pledged in favour of the Notes holders.

As at 30 June 2022, securities deposited at BNY Mellon Luxembourg as collateral for secured issuances amount to KEUR 5 349 370 (31 December 2021: KEUR 4 836 039).

As at 30 June 2022, the Company also issued Warrants for a total amount of KEUR 781 301 (31 December 2021: KEUR 714 854). Refer to Note 9 for further details on Off-balance sheet items related to the Warrants activity.

As at 30 June 2022, the impact of the offsetting (decrease in the balance sheet) is KEUR 39 639 830 for the non-sold Notes and the corresponding Fully Funded Swaps (31 December 2021: KEUR 34 911 227) and KEUR 3 930 937 for the non-sold Warrants and the corresponding Options (31 December 2021: KEUR 4 573 937) (see Note 4.1).

The movements in financial liabilities at fair value through profit or loss were as follows:

	('000 EUR) Designated at fair value through profit or loss	('000 EUR) Trading derivatives	('000 EUR) Total
As at 1 January 2022	40 323 850	714 854	41 038 704
Acquisition	41 842 971	16 997 129	58 840 100
Cancelled/Liquidation/Maturity Disposal	(29 504 186)	(18 754 071)	(48 258 257)
Change in fair value and foreign exchange difference	(9 087 502)	1 180 389	(7 907 113)
Offsetting of Assets and Liabilities (Change)	(4 728 603)	643 000	(4 085 603)
As at 30 June 2022	38 846 530	781 301	39 627 831
	('000 EUR) Designated at fair value through profit or loss	('000 EUR) Trading derivatives	('000 EUR) Total
As at 1 January 2021	43 146 652	676 965	43 823 617
Acquisition	58 009 740	38 802 115	97 811 855
Cancelled/Liquidation/Maturity Disposal	(61 547 326)	(43 355 236)	(104 902 562)
Change in fair value and foreign exchange difference	(7 414 169)	(1 159 598)	(8 573 767)
Offsetting of Assets and Liabilities (Change)	8 128 953	4 750 608	12 879 561
As at 31 December 2021	40 323 850	714 854	41 038 704

4.3. Financial liabilities at amortised cost

As at 30 June 2022 and 31 December 2021, financial liabilities at amortised cost are mainly composed of a convertible bond of KEUR 48 000 issued by the Company and fully subscribed by SG Luxembourg, with maturity in 2023. Conversion may occur each year.

On this convertible bond, the Company pays to SG Luxembourg both variable interests calculated on Euribor 3M plus a margin of 0.065% (total rate of (0.41)% as at 30 June 2022) and activity related interests. Activity related interests mean an amount equal to 100% of the activity related profit generated by the Company.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

The convertible bond maturity shall be automatically extended by successive periods of one year, unless either the Issuer or the Holder has exercised its right to terminate the bond on the scheduled maturity date. The conversion option belongs to the Holder.

NOTE 5 – LOANS AND RECEIVABLES

As at 30 June 2022 and 31 December 2021, loans and receivables only consist in term deposits with SG Luxembourg, which represent the reinvestment of the Company's share capital, reserves and other available funds.

As at 31 December 2021, expected credit losses calculated on loans and receivables in accordance with IFRS 9 amounted to KEUR (1). As at 30 June 2022, the diminution of the expected credit losses resulted in a reversal of the IFRS9 impairment amounting to KEUR 1, as presented in the Caption reversal of Cost of Risk in the Statements of Profit and Loss.

NOTE 6 – TAXATION

The Company is liable for all taxes applicable to Luxembourg commercial companies.

Since 2007, the Company has been part of a tax integration group led by SG Luxembourg with regard to Net Worth Tax and Income Tax, as authorised by the article 164 bis LIR and has concluded a Tax Sharing Agreement (the "Agreement") with SG Luxembourg. Under the Agreement, the Company pays to SG Luxembourg, with respect to each financial year, an amount equal to the tax which would be levied on the profits of the Company in the absence of any tax consolidation with the Parent.

The rate of current tax applied as of 30 June 2022 is 24.94% (30 June 2021: 24.94%). The current tax rate includes the corporate tax and the municipal tax.

For the period ended 30 June 2022, tax expenses amount to KEUR 98 (30 June 2021: KEUR 16).

NOTE 7 – SHAREHOLDERS' EQUITY

7.1. Share capital and Share premium

On 30 November 2020, 100 shares were sold by SG Luxembourg to Société Générale for a total amount of EUR 4 000. SG Luxembourg still held 49 907 shares amounting to EUR 1 996 280 for which it waived its entire voting rights. As at 31 December 2021, the subscribed and fully paid share capital amounted to EUR 2 000 320, divided into 50 008 shares with nominal value of EUR 40 each.

By resolution adopted on 14 January 2022, the Executive Board decided to increase the capital of the Company from EUR 2 000 320 to EUR 2 000 360 by the issue of a new share with a nominal value of EUR 40, subscribed by SG Luxembourg. In the context of the capital increase, the 2021 activity related interests amounting to KEUR 28 244 have been allocated to the Share premium. It was then paid to the shareholders in June 2022.

As at 30 June 2022, the subscribed and fully paid share capital is EUR 2 000 360, divided into 50 009 shares with nominal value of EUR 40 each.

The Company manages its capital to ensure it will be able to continue as a going concern. The capital amount may be increased, subject to the approval of the Shareholders, if the Company's activity evolves, incurring specific additional risks.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

7.2. Reserves**7.2.1. Legal reserve**

In accordance with the Luxembourg law, the Company is required to allocate a minimum of 5% of its annual net profit to a Legal reserve until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

As at 30 June 2022, the legal reserve amounts to KEUR 200 (31 December 2021: KEUR 200).

7.2.2. Other reserves

Since 2013, the Company is fiscally integrated in its parent company SG Luxembourg. SG Luxembourg constitutes the Net Wealth Tax reserve for the Company. As a consequence, no Net Wealth Tax reserve has been constituted by the Company since 2013.

As at 30 June 2022, the amount of other reserves amounts to KEUR (214) (31 December 2021: KEUR 1) and is mainly composed of the loss brought forward of KEUR (215) generated during the year ending as at 31 December 2021.

NOTE 8 – COMMISSION INCOME

Commission income can be broken down as follows:

	30.06.2022 (‘000 EUR)	30.06.2021 (‘000 EUR)
Issuing upfront fees on Notes	14 367	17 601
Servicing fees on Notes	3 484	4 468
Commission on Warrants	605	1 470
Total	18 456	23 539

As at 30 June 2022, KEUR 3 956 are retained as deferred income under the caption “other liabilities” (30 June 2021 : KEUR 5 836).

NOTE 9 – OFF-BALANCE SHEET

As at 30 June 2022, financial instruments to be issued (commitment taken before 30 June 2022 with value date after 30 June 2022) amount to KEUR 4 810 392 (31 December 2021: KEUR 3 302 045).

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

Warrants issuance summary

The Warrants issued as at 30 June 2022 and 31 December 2021 break down as follows:

Warrant Type	Category of Underlying	Type of Underlying	Option Type	30 June 2022			31 December 2021		
				Quantity	Notional ('000 EUR)	Fair Value ('000 EUR)	Quantity	Notional ('000 EUR)	Fair Value ('000 EUR)
Basket Warrant	Basket	Index	Call	-	-	-	1	12 361	14 230
Commodity Future Warrant	Future	Mutual Fund	Put	-	-	-	-	-	-
		Commodity Future	Call	-	-	-	4	10 118	15
			Put	1	1 860	7 520	12	19 243	6 755
Commodity Warrant	Commodity	Bruts	Call	6	515 683	0	6	472 930	0
		Commodity Future	Call	-	-	-	-	-	-
		Index	Call	-	-	-	-	-	-
		Mutual Fund	Call	3	7 112	0	11	19 085	2
			Put	12	25 642	0	15	27 211	0
		Precious metals	Call	-	-	-	-	-	-
			Put	10	27 061	0	10	24 817	0
Currency Warrant	Currency	Currency	Call	-	-	-	42	0	0
			Put	-	-	-	48	117 867	0
Equity Warrant	Equity	American Depositary Receipt	Call	3	30 134	1	3	27 636	51
			Put	-	-	-	-	-	-
		Mutual fund	Call	3	95 787	63	4	119 231	25
		Ordinary Share	Call	1 055	13 215 186	43 775	1 247	20 296 419	147 944
			Put	350	3 438 645	5 568	411	4 902 718	27 245
		Own Share	Call	4	22 850	35	4	22 850	322
			Put	1	750	0	1	750	0
		Preference	Call	-	-	-	-	-	-
			Put	1	1 500	0	1	1 500	0

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

				30 June 2022			31 December 2021			
Warrant Type	Category of Underlying	Type of Underlying	Option Type	Quantity	Notional ('000 EUR)	Fair Value ('000 EUR)	Quantity	Notional ('000 EUR)	Fair Value ('000 EUR)	
Real Estate Investment Trust	Real Estate Investment Trust	Real Estate Investment Trust	Call	4	89 083	30	5	124 066	48	
			Put	2	1 381	11	2	1 309	9	
Index Warrant	Index	Index	Call	392	13 618 599	705 234	301	11 226 503	458 857	
			Put	199	8 549 746	13 440	200	11 032 836	44 857	
Fund Warrant	Fund	Mutual Fund	Call	71	408 287	3 153	121	492 810	11 653	
			Put	-	-	-	-	-	-	
		Fund	Call	1	10 000	2 471	1	10 000	2 841	
Total Call			Call	1 542	28 012 721	754 762	1 750	32 834 009	635 988	
Total Put			Put	576	12 046 585	26 539	700	16 128 251	78 866	
Total Warrants					2 118	40 059 306	781 301	2 450	48 962 260	714 854

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

NOTE 10 – RISK MANAGEMENT

The Company and several of its service providers are subsidiaries of the Société Générale Group and therefore benefit from Société Générale's internal control systems.

For any further information on the risks relating to the Group, investors and/or Noteholders should refer to the "Risk and Capital Adequacy" section of the Registration Document (<https://www.societegenerale.com>).

10.1. Market risk

Market risk is the risk that changes in market prices, such as interest rates, securities prices, and foreign exchange rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

The Company issues Notes and Warrants. The Notes are systematically hedged with Fully Funded Swaps concluded with Société Générale, with strictly identical characteristics. In the same way, the Warrants issued are hedged with Options concluded with Société Générale, with strictly identical characteristics.

The risks associated with the investment in the Notes and Warrants depend on several factors. Such factors vary depending on the characteristics of the Notes and Warrants issued, in particular depending on the underlying, the maturity of the Notes, the secured / unsecured status of the Notes, the interest rates incurred, the volatility of the underlying, etc. The main risks in relation to investments in Notes and Warrants issued by the Company are described in the Base Prospectus under the section "Risk Factor".

Because of its structure (perfect match between the assets and the liabilities), the impact of an immediate change of a market parameter would have no consequence on the net profit of the Company.

The Company is also exposed to structural interest rate risk, namely through the following transactions: reinvestment of available equity by participating interests or loans to the Company's treasury (SG Luxembourg) with hedged interest rate risk (fixed rate contracted with SG Luxembourg). The structural interest rate risk is monitored via the sensitivity of the economic value of the positions measured through modified duration.

Modified duration is calculated based on the change in the net present value of positions subsequent to a 1% change in the rate curve. Exposure monitoring is based on the determination of modified duration over the short (up to one year), medium (one to five years) and long (more than five years) term.

10.2. Credit risk

Credit risk is the risk that a third party will not be able to meet its contractual obligation.

The Company only contracts financial instruments with its parent companies, SG Luxembourg and Société Générale. Therefore, the credit risk of the Company is limited to the credit risk on SG Luxembourg and Société Générale. Should this situation evolve, specific limits would be proposed to limit the credit risk incurred.

As at 30 June 2022 and 31 December 2021, no financial assets were past due. An Expected Credit Loss is calculated on deposits, amounting to KEUR 2 as of 30 June 2022 following a reversal of impairment of KEUR 1 on the period (see note 5).

All the Notes and Warrants issued by the Company benefit from a guarantee provided by Société Générale, meaning that payments in respect of the instruments issued by the Company are unconditionally and irrevocably guaranteed by Société Générale (the Guarantor).

As at 30 June 2022, the rating of Société Générale is A from Standard & Poor's and A1 from Moody's.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

10.3. Interest rate risk

Interest rate risk is the risk that changes in market interest rates may adversely affect the value of the assets and liabilities of the Company. Due to the financial instruments contracted by the Company with Société Générale to hedge the financial instruments issued, the Company is not significantly exposed to interest rate risk.

10.4. Liquidity risk

Liquidity risk is the risk that the Company may be unable to meet the payment obligations associated with its financial liabilities when they fall due.

The Company does not face any liquidity risk thanks to the perfect replication between the contractual obligations of:

- i) The financial instruments issued by the Company; and
- ii) The financial assets held for hedging by the Company.

As at 30 June 2022, analysis per remaining maturities is as follows:

30.06.2022 - EUR' 000	< 3 months	From 3 months to 1 year	From 1 to 5 years	> 5 years	Total
Cash and cash equivalents	23 537	-	-	-	23 537
Financial assets at fair value through profit or loss					
- Mandatorily at fair value through profit or loss	2 792 188	6 187 806	14 216 849	15 649 579	38 846 422
- Trading derivatives	666 289	48 327	66 759	0	781 375
Loans and receivables	-	48 201	800	1 000	50 001
Other assets	479 902	-	-	-	479 902
Total assets	3 961 916	6 284 334	14 284 408	15 650 579	40 181 237
Financial liabilities at amortised cost	582	58 238	-	-	58 820
Financial liabilities at fair value through profit or loss					
- Designated at fair value through profit or loss	2 791 132	6 188 549	14 217 423	15 649 426	38 846 530
- Trading derivatives	666 305	48 270	66 726	0	781 301
Other liabilities	492 212	-	-	-	492 212
Tax liabilities	-	98	-	-	98
Total liabilities	3 950 231	6 295 155	14 284 149	15 649 426	40 178 961

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

As at 31 December 2021, analysis per remaining maturities is as follows:

31.12.2021 - EUR' 000	< 3 months	From 3 months to 1 year	From 1 to 5 years	> 5 years	Total
Cash and cash equivalents	36 384	-	-	-	36 384
Financial assets at fair value through profit or loss					
- <i>Mandatorily at fair value through profit or loss</i>	4 962 258	5 330 466	14 553 618	15 476 059	40 322 401
- <i>Trading derivatives</i>	446 656	137 616	129 885	681	714 838
Loans and receivables	48 021	200	800	1 000	50 021
Other assets	497 267	-	-	-	497 267
Total assets	5 990 586	5 468 282	14 684 303	15 477 740	41 620 911
Financial liabilities at amortised cost	48 152	28 260	-	-	76 412
Financial liabilities at fair value through profit or loss					
- <i>Designated at fair value through profit or loss</i>	4 960 778	5 330 013	14 557 368	15 475 691	40 323 850
- <i>Trading derivatives</i>	446 143	137 603	130 427	681	714 854
Other liabilities	503 809	-	-	-	503 809
Tax liabilities	-	-	-	-	-
Total liabilities	5 958 882	5 495 876	14 687 795	15 476 372	41 618 925

10.5. Fair Value measurement

According to the fair value hierarchy established by IFRS 13, Level 3 (L3) comprises products valued using inputs that are not based on observable market data (referred to as unobservable inputs).

For these products, fair value is determined using models based on valuation techniques commonly used by market participants to measure financial instruments, such as discounted future cash flows for Notes or the Black & Scholes formula for certain options and using valuation parameters that reflect current market conditions as at the interim statement of financial position date. These valuation models are validated independently by the experts from the Market Risk Department of the Group's Risk Division.

Furthermore, the parameters used in the valuation models, whether derived from observable market data or not, are checked by the Finance Division of Société Générale, in accordance with the methodologies defined by the Market Risk Department.

The Notes and the related Fully Funded Swaps are classified as Level 3 when the valuation of the associated embedded derivatives (underlyings of the Notes) is also based on unobservable market data.

On each element of an identified list of unobservable parameters, it comes to determining the uncertainty of marking, and cross sensitivities with this uncertainty for a confidence interval of the value of the positions.

In parallel, marking the levels of each of these parameters is collected and reported in the Note.

The methods for determining the level of uncertainty, as well as calculating the confidence interval from sensitivities depend on each parameter.

Transfers from Level 2 to Level 3 are determined at the end of each month and occur in case of a modification within a parameter (e.g. no longer linked to the deal, modification of the observability rule of the parameter).

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

10.5.1. Estimates of Level 3 instruments and other most significant unobservable inputs as at 30 June 2022 (by type of underlyings)

Type of underlyings	Assets In KEUR	Liabilities In KEUR	Main products	Valuation techniques used	Significant unobservable inputs	Range of inputs Min & Max
Equity / Funds	19 022	19 021	Derivatives on funds, equities or baskets of stocks derivatives on funds, equities or baskets of stocks	Various option models on funds, equities or baskets on stocks	Equity volatilities	[3.2% ; 196.2%]
					Equity dividends	[0.0% ; 20.1%]
					Unobservable correlations	[-80% ; 99.6%]
					Hedge funds volatilities	[7.6% ; 20.0%]
					Mutual fund volatilities	[1.7% ; 34.6%]
Rates, Forex and others	3 666	3 666	Hybrid forex / interest rate or credit / interest rate derivatives	Hybrid forex interest rate or credit interest rate option pricing models	Correlations	[-33.55% ; 90%]
			Forex derivatives	Forex option pricing models	Forex volatilities	[0.0% ; 51.0%]
			Interest rate derivatives whose notional is indexed on the prepayment behaviour on European collateral pools	Prepayment modeling	Constant prepayment rates	[0.0% ; 20.0%]
			Inflation instruments and derivatives	Inflation pricing models	Inflation correlations	[55.0% ; 88.90%]
			Collateralised Debt Obligations and index tranches	Recovery and base correlation projection models	Time to default correlations Recovery rate variance for single name underlyings	[0% ; 100%] [0% ; 100%]
Credit	3 116	3 116	Other credit derivatives	Credit default models	Time to default correlations	[0% ; 100%]
					Quanto correlations	[-50% ; 40%]
					Unobservable credit spreads	[0 bps ; 1 000 bps]
Commodity	-	-	Derivatives on commodities baskets	Option models on commodities	Commodities correlations	NA NA
Total	25 804	25 803				

Unobservable inputs add a degree of uncertainty in the valuation of Level 3 instruments. However, by its very nature, and considering mirror transactions are concluded with Société Générale to hedge the financial liabilities issued by the Company, the Company has no market risk exposure. The impact of an immediate change in an unobservable parameter would have no consequence on the net profit or net equity of the Company.

Moreover, changes in an unobservable parameter would have by underlying a mirror effect on both assets and liabilities.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

10.5.2. Carrying amounts and fair values of assets and liabilities not measured at fair value in the interim statement of financial position

	Carrying amount	Fair value
30.06.2022 - EUR' 000		
Cash and cash equivalents	23 537	23 537
Financial assets at fair value through profit or loss		
- <i>Mandatorily at fair value through profit or loss</i>	38 846 422	38 846 422
- <i>Trading derivatives</i>	781 375	781 375
Loans and receivables *	50 001	49 852
Other assets	479 902	479 902
Total	40 181 237	40 181 088
Financial liabilities at amortised cost *	58 820	58 837
Financial liabilities at fair value through profit or loss		
- <i>Designated at fair value through profit or loss</i>	38 846 530	38 846 530
- <i>Trading derivatives</i>	781 301	781 301
Other liabilities	492 212	492 212
Tax liabilities	98	98
Total	40 178 961	40 178 978
31.12.2021 - EUR' 000		
Cash and cash equivalents	36 384	36 384
Financial assets at fair value through profit or loss		
- <i>Mandatorily at fair value through profit or loss</i>	40 322 401	40 322 401
- <i>Trading derivatives</i>	714 838	714 838
Loans and receivables *	50 021	50 141
Other assets	497 267	497 267
Total assets	41 620 911	41 621 031
Financial liabilities at amortised cost *	76 412	76 456
Financial liabilities at fair value through profit or loss		
- <i>Designated at fair value through profit or loss</i>	40 323 850	40 323 850
- <i>Trading derivatives</i>	714 854	714 854
Other liabilities	503 809	503 809
Tax liabilities	-	-
Total	41 618 925	41 618 969

* For Loans and receivables and Financial liabilities at amortised cost, the fair values are calculated by discounting the expected future cash flows under a EUR risk free curve adjusted with Société Générale Group credit spread curve (EUR swap curve from Bloomberg and Société Générale credit spread curve provided by Risk department Paris).

Determining fair value is dependent on many factors and can be an estimate of what value may be obtained in the open market at any point in time.

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

10.5.3. The fair value hierarchy of IFRS 13

As at 30 June 2022, the Company determined the fair values of its financial instruments on the basis of the following hierarchy:

30.06.2022 - EUR' 000	Level 1	Level 2	Level 3	Total
<i>Financial assets at fair value through profit or loss</i>				
- <i>Mandatorily at fair value through profit or loss</i>	-	13 710 494	25 135 928	38 846 422
<i>Commodities instruments</i>	-	39 689	-	39 689
<i>Credit derivatives/securities</i>	-	675 722	2 868 765	3 544 487
<i>Equity and index securities</i>	-	10 407 738	18 368 228	28 775 966
<i>Foreign exchange instruments/securities</i>	-	568 094	267 158	835 252
<i>Interest rate instruments/securities</i>	-	1 811 160	3 399 126	5 210 286
<i>Other financial instruments</i>	-	208 091	232 651	440 742
- <i>Trading derivatives</i>	-	112 666	668 709	781 375
<i>Equity and Index instruments</i>	-	112 398	654 211	766 609
<i>Foreign exchange instruments / securities</i>	-	-	-	-
<i>Other financial instruments</i>	-	268	14 498	14 766
<i>Financial liabilities at fair value through profit or loss</i>				
- <i>Designated at fair value through profit or loss</i>	-	13 712 116	25 134 414	38 846 530
<i>Commodities instruments</i>	-	39 689	-	39 689
<i>Credit derivatives/securities</i>	-	675 178	2 868 743	3 543 921
<i>Equity and index securities</i>	-	10 409 760	18 366 684	28 776 444
<i>Foreign exchange instruments / securities</i>	-	568 392	267 211	835 603
<i>Interest rate instruments/securities</i>	-	1 811 219	3 399 126	5 210 345
<i>Other financial instruments</i>	-	207 878	232 650	440 528
- <i>Trading derivatives</i>	-	112 592	668 709	781 301
<i>Equity and Index instruments</i>	-	112 325	654 211	766 536
<i>Foreign exchange instruments / securities</i>	-	-	-	-
<i>Other financial instruments</i>	-	267	14 498	14 765

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

As at 31 December 2021, the Company determined the fair values of its financial instruments on the basis of the following hierarchy:

31.12.2021 - EUR' 000	Level 1	Level 2	Level 3	Total
<i>Financial assets at fair value through profit or loss</i>				
- <i>Mandatorily at fair value through profit or loss</i>	-	16 020 681	24 301 720	40 322 401
<i>Commodities instruments</i>	-	26 454	217	26 671
<i>Credit derivatives/securities</i>	-	697 098	3 251 872	3 948 970
<i>Equity and index securities</i>	-	12 016 561	16 759 072	28 775 633
<i>Foreign exchange instruments/securities</i>	-	1 834 388	278 068	2 112 456
<i>Interest rate instruments/securities</i>	-	1 240 393	3 739 272	4 975 665
<i>Other financial instruments</i>	-	205 787	273 219	479 006
- <i>Trading derivatives</i>	-	288 790	426 048	714 838
<i>Equity and Index instruments</i>	-	273 342	404 530	677 872
<i>Foreign exchange instruments / securities</i>	-	-	-	-
<i>Other financial instruments</i>	-	15 448	21 518	36 966
<i>Financial liabilities at fair value through profit or loss</i>				
- <i>Designated at fair value through profit or loss</i>	-	16 021 886	24 301 964	40 323 850
<i>Commodities instruments</i>	-	26 454	217	26 671
<i>Credit derivatives/securities</i>	-	697 094	3 251 908	3 949 002
<i>Equity and index securities</i>	-	12 016 515	16 759 108	28 775 623
<i>Foreign exchange instruments/securities</i>	-	1 834 393	278 240	2 112 633
<i>Interest rate instruments/securities</i>	-	1 241 541	3 739 272	4 980 813
<i>Other financial instrument</i>	-	205 889	273 219	479 108
- <i>Trading derivatives</i>	-	290 305	424 549	714 854
<i>Equity and Index instruments</i>	-	274 869	403 031	677 900
<i>Foreign exchange instruments / securities</i>	-	-	-	-
<i>Other financial instruments</i>	-	15 436	21 518	36 954

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

The following table describes the variation in Level 3 by financial instruments (in KEUR):

Financial liabilities at fair value through profit or loss	Balance at 01.01.2022	Acquisitions	Change in fair value	Reimbursements	Transfers from L2 to L3	Transfers from L3 to L2	Offsetting of the assets and liabilities	Balance at 30.06.2022
<i>Designated at fair value through profit or loss</i>	24 301 964	18 366 145	(7 271 016)	(6 481 751)	1 784 710	(3 973 570)	(1 610 262)	25 134 414
Equity and index instruments	16 759 108	16 350 339	(5 956 395)	(5 113 947)	1 635 520	(3 211 882)	(2 096 059)	18 366 684
Commodities securities	217	-	-	(700)	-	-	483	-
Credit derivatives	3 251 908	578 129	(578 088)	(547 870)	143 657	(339 509)	360 516	2 868 743
Foreign exchange instruments	278 240	36 890	(11 881)	(23 937)	3 935	(21 538)	5 502	267 211
Interest rate instruments	3 739 272	1 287 372	(664 074)	(648 617)	944	(399 961)	84 190	3 399 126
Other financial instruments	273 219	113 415	(60 578)	(128 486)	654	(680)	35 106	232 650
<i>Trading derivatives</i>	424 549	-	235 563	(22 947)	-	-	31 544	668 709
Equity and index instruments	403 031	-	240 508	(15 713)	-	-	26 385	654 211
Other financial instruments	21 518	-	(4 945)	(7 234)	-	-	5 159	14 498

The variations in Level 3 financial assets are similar.

Transfers from Level 3 to Level 2

The consensus data provided by external counterparties are considered observable if the underlying market is liquid and if the prices provided are confirmed by actual transactions. For high maturities, these consensus data are not observable. This is the case for the implied volatility used for the valuation of options with maturities of more than five years. However, when the residual maturity of the instrument falls below five years, its fair value becomes sensitive to observable parameters.

Transfers from Level 2 to Level 3

Transfers from Level 2 to Level 3 can occur in case of a modification within a parameter (no longer linked to the deal, modification of the observability rule of the parameter, etc...).

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

10.5.4. The fair value hierarchy of notes issued in RUB

As at 30 June 2022, the Company has issued 206 Notes in ruble (RUB) for a total amount of KEUR 63 715 (as at 31 December 2021, 230 notes for a total amount of KEUR 89 734),

The following table describes the variation of the notes issued in RUB by financial instruments (in KEUR):

Financial liabilities at fair value through profit or loss	Balance at 01.01.2022	Acquisitions	Change in fair value	Reimbursements	Offsetting of the assets and liabilities	Balance at 30.06.2022
<i>Designated at fair value through profit or loss</i>	89 734	8 607	(14 352)	(29 820)	9 546	63 715
Equity and index instruments	74 625	8 607	(14 574)	(14 572)	7 081	61 167
Credit derivatives	12 707	-	-	(15 248)	2 541	-
Foreign exchange instruments	324	-	206	-	(50)	480
Interest rate instruments	864	-	18	-	-	882
Other financial instruments	1 214	-	(2)	-	(26)	1 186

Notes to the condensed interim financial statements (continued)

As at 30 June 2022

10.6. Operational risk

Operational risk is the risk of loss or fraud caused by defects or failures in internal procedures or systems, human error or external events, including IT risk and management risk. Particular attention is paid to compliance risk, which receives enhanced monitoring.

The Company participates in the effort to strengthen the management and monitoring of operational risk led by the Société Générale Group. This effort is guided by the Operational Risk Department, which reports to the Société Générale Group Risk Department, and is relayed by different Group operational risk monitoring units responsible for implementing the policies and directives issued by the Société Générale Group and monitoring and controlling operational risks.

The monitoring arrangement mainly relies on four processes supervised by the operational risk departments: periodic risk and control self-assessment (RCSA), collecting internal data on losses due to operational errors with exhaustive real-time reporting of incidents, pattern analyses, and permanent control system.

These procedures are supplemented by a crisis management unit and a business continuity plan.

NOTE 11 – INFORMATION ON LITIGATIONS

During the year ended 31 December 2020, SG Issuer, as the Issuer of Notes linked to the credit risk of a French corporate, and Société Générale, as the Guarantor, were brought before the Courts of Paris (alongside other French financial institutions) by end investors to obtain compensation for the financial loss they suffered on their investment in these securities. The French corporate was the subject of a “safeguard procedure”, which constitutes a credit event under the terms of the Notes which had a strong impact on the value of the Notes. These investors rely on unfounded allegations according to which SG Issuer and Société Générale were aware of the difficulties of the French corporate when setting up and marketing these Notes and that in doing so, they failed to meet their regulatory obligations (to act in an honest, fair and professional manner, to provide information on the product risks and to determine the suitability of the Notes for retail investors).

For this litigation, along with any other litigation relating to securities issued by SG Issuer, SG Issuer is entitled to an indemnification by Société Générale in respect of any sum due by SG Issuer regarding potential damages or attorneys' fees.

NOTE 12 – SUBSEQUENT EVENTS

There was no subsequent event which could have a significant impact on the condensed interim financial information as at 30 June 2022.

APPENDIX III

REPRODUCTION OF THE PRESS RELEASE DATED 8 FEBRUARY 2023 CONTAINING THE GUARANTOR'S CONSOLIDATED FINANCIAL RESULTS FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2022

The information set out below is a reproduction of the press release dated 8 February 2023 containing the Guarantor's consolidated financial results for the fourth quarter ended 31 December 2022.

RESULTS AT 31 DECEMBER 2022

Press release

Paris, 8 February 2023

EXCELLENT PERFORMANCE ACROSS BUSINESS LINES

Record revenues up by +9.3%⁽¹⁾ vs. 2021, driven by historical highs in Financing & Advisory, Global Markets and ALD, sharp growth in Private Banking and International Retail Banking, and a solid performance by French Retail Banking

Strong improvement in the cost to income ratio to 61.0%⁽¹⁾ (vs. 64.4%⁽¹⁾ in 2021), excluding contribution to the Single Resolution Fund

Cost of risk at 28 basis points, with a low level of defaults at 17 basis points and continued prudent provisioning resulting in provisions on performing loans of EUR 3.8bn at end-December 2022

Underlying Group net income of EUR 5.6bn⁽¹⁾ (EUR 2.0bn on a reported basis including the impact of the disposal of Rosbank and its Russian subsidiaries), **underlying profitability of 9.6%⁽¹⁾** (ROTE)

SOLID QUARTERLY RESULTS

In Q4 22, underlying gross operating income came to EUR 2.2bn⁽¹⁾ +14.9% vs. Q4 21

Underlying Group net income at EUR 1.1bn⁽¹⁾ (EUR 1.2bn on a reported basis), **underlying profitability at 7.6%⁽¹⁾**

CET 1 ratio of 13.5%⁽²⁾ at end-2022, around 420 basis points above the regulatory requirement

DISTRIBUTION TO SHAREHOLDERS

Distribution of EUR 1.8bn, equivalent to EUR 2.25 per share⁽³⁾ (4), i.e.:

- **a cash dividend of EUR 1.70 per share** to be proposed at the General Meeting
- **a share buyback programme**, of approximately EUR 440m, **equivalent to around EUR 0.55 per share**

FINANCIAL TARGETS

2025: financial targets confirmed, notably a cost to income ratio below 62%, expected profitability of 10% (ROTE) based on a CET1 ratio target of 12% post Basel IV

2023: a transition year, with the negative impacts related to the end of the TLTRO benefit and to the specific functioning of the French retail banking market

Underlying cost to income ratio⁽¹⁾, excluding contribution to the Single Resolution Fund, **expected at between 66% and 68%**

Cost of risk is expected at between 30 and 35 basis points

(1) Underlying data (see methodology note No. 5 for the transition from accounting data to underlying data), (2) Phased-in ratio (fully-loaded ratio of 13.3%), (3) Based on the number of shares in circulation at 31/12/2022, (4) Subject to usual approvals from the General Meeting and the ECB

MAJOR ACHIEVEMENTS IN STRATEGIC INITIATIVES

Decisive milestones achieved in the merger of the retail banking networks in France, resulting in the legal merger - on schedule - of the Societe Generale and Crédit du Nord networks on 1 January 2023 and the launch of a new retail bank in France

Accelerated development of Boursorama, with record annual new client growth of 1.4 million, taking the total number of clients to 4.7 million at end-2022

Plans on track to create global leaders in sustainable mobility and equities with the acquisition of LeasePlan by ALD and the creation of the Bernstein joint venture

Rapid and successful adaptation amid a complex and uncertain environment, particularly as regards the Rosbank disposal, which had limited capital impact

Upscaled ESG actions and commitments by the Group, notably by integrating ESG considerations across all Group activities and a reinforcement of our decarbonisation ambitions

Ongoing rollout of digital transformation initiatives and operational efficiency improvement actions

Frédéric Oudéa, the Group's Chief Executive Officer, commented:

"2022 marked a decisive stage for the Group, which was able to deliver record underlying performances while adapting itself swiftly and efficiently to an uncertain and complex environment. Throughout the year, the Group made major strategic progress that has unlocked value. We launched the new SG retail bank resulting from the merger of our networks in France and pushed further ahead at Boursorama. The planned acquisition of LeasePlan by ALD in the mobility sector and the planned Bernstein joint venture deal for our Equities business will create global leaders. We also defined the Group's new CSR ambitions with the aim of supporting our clients in responsible energy transition. Building on the commercial momentum of the businesses and the strength of the balance sheet, the Group is confident of being able to reap the benefit of ongoing projects and business developments, confirms its financial guidance for 2025, and is embarking with determination on 2023, a year of transition in many respects."

1. GROUP CONSOLIDATED RESULTS

In EURm	Q4 22	Q4 21	Change		2022	2021	Change	
Net banking income	6,885	6,620	+4.0%	+6.2%*	28,059	25,798	+8.8%	+9.7%*
<i>Underlying net banking income⁽¹⁾</i>	6,885	6,503	+5.9%	+8.1%*	28,059	25,681	+9.3%	+10.2%*
Operating expenses	(4,610)	(4,565)	+1.0%	+3.3%*	(18,630)	(17,590)	+5.9%	+7.5%*
<i>Underlying operating expenses⁽¹⁾</i>	(4,718)	(4,617)	+2.2%	+4.5%*	(17,991)	(17,211)	+4.5%	+6.1%*
Gross operating income	2,275	2,055	+10.7%	+12.5%*	9,429	8,208	+14.9%	+14.4%*
<i>Underlying gross operating income⁽¹⁾</i>	2,167	1,886	+14.9%	+16.9%*	10,068	8,470	+18.9%	+18.4%*
Net cost of risk	(413)	(86)	x 4.8	x 6.3*	(1,647)	(700)	x 2.4	+93.0%*
Operating income	1,862	1,969	-5.4%	-4.7%*	7,782	7,508	+3.6%	+5.3%*
<i>Underlying operating income⁽¹⁾</i>	1,754	1,800	-2.6%	-1.7%*	8,421	7,770	+8.4%	+10.1%*
Net profits or losses from other assets	(4)	449	n/s	n/s	(3,290)	635	n/s	n/s
Income tax	(484)	(311)	+55.5%	+55.5%*	(1,560)	(1,697)	-8.1%	-5.8%*
Net income	1,381	1,995	-30.8%	-30.2%*	2,947	6,338	-53.5%	-53.2%*
O.w. non-controlling interests	221	208	+6.3%	+7.6%*	929	697	+33.3%	+32.3%*
Reported Group net income	1,160	1,787	-35.1%	-34.5%*	2,018	5,641	-64.2%	-64.0%*
<i>Underlying Group net income⁽¹⁾</i>	1,126	1,226	-8.1%	-7.2%*	5,616	5,264	+6.7%	+7.9%*
ROE	6.9%	12.1%			2.6%	9.6%		
ROTE	7.8%	16.6%			2.9%	11.7%		
<i>Underlying ROTE⁽¹⁾</i>	7.6%	9.2%			9.6%	10.2%		

(1) Underlying data (see methodology note No. 5 for the transition from accounting data to underlying data)

Societe Generale's Board of Directors, which met on 7 February 2023 under the chairmanship of Lorenzo Bini Smaghi, examined the Societe Generale Group's results for Q4 and FY 2022.

The various restatements enabling the transition from underlying data to published data are presented in the methodology notes (section 9.5).

Net banking income

Underlying net banking income⁽¹⁾ grew strongly in 2022 at +9.3% (+10.2%*) vs. 2021, fuelled by record performances in Financing & Advisory, Global Markets and ALD, strong growth in Private Banking and International Retail Banking and a solid performance by the French Retail Bank.

French Retail Banking revenues grew +4.1% vs. 2021 fuelled notably by robust service fee growth and a very solid showing by Private Banking.

International Retail Banking & Financial Services' revenues rose +12.4% (+17.9%*) vs. 2021, driven by a record performance at ALD and strong growth at International Retail Banking whose revenues grew +11.5%* vs. 2021. Financial Services' net banking income was significantly higher by +35.8%* vs. 2021, while Insurance net banking income increased by +6.5%* vs. 2021.

Global Banking & Investor Solutions' revenues were up +14.3% (+12.9%*) vs. 2021. Global Markets & Investor Services' revenues posted a +18.7% increase in revenues (14.1%*) vs. 2021, while Financing & Advisory activities increased by +15.2% (+10.7%*) vs. 2021.

In Q4 22, the Group continued to post robust revenue growth of +5.9% (+8.1%*) vs. Q4 21.

Operating expenses

In 2022, operating expenses totalled EUR 18,630 million on a reported basis and EUR 17,991 million on an underlying basis (restated for transformation costs), i.e., an increase of +4.5% vs. 2021 (on an underlying basis).

The rise can be mainly attributed to the EUR 864 million contribution to the Single Resolution Fund, and increase of EUR 278 million, currency effects, notably in US dollars and a rise in the variable components of employee remuneration associated with higher revenues.

Underlying⁽¹⁾ gross operating income increased by +18.9% to EUR 10,068 million in 2022, while the underlying⁽¹⁾ cost to income ratio (excluding the Single Resolution Fund) posted a 3.4 point improvement to 61.0% (vs. 64.4% in 2021).

In Q4 22, operating expenses totalled EUR 4,610 million on a reported basis and EUR 4,718 million on an underlying basis (restated for the linearisation of IFRIC 21 and transformation costs), i.e., a limited increase of +2.2% vs. Q4 21.

Excluding the Single Resolution Fund, the underlying⁽¹⁾ cost to income ratio is expected to range between 66% and 68% in 2023, based notably on normalised revenues in Global Markets.

Cost of risk

The cost of risk remained moderate at 28 basis points in Q4 22, or EUR 413 million. It breaks down into a provision on non-performing loans which remains limited at EUR 346 million (23 basis points), and an additional provision on performing loans of EUR 67 million (5 basis points).

Over the full year, the cost of risk amounted to 28 basis points, landing below the guidance of between 30 and 35 basis points.

Offshore exposure to Russia was reduced to EUR 1.8 billion of EAD (Exposure At Default) at 31 December 2022, i.e., a decrease of around -45% since 31 December 2021. Exposure at risk on this portfolio is estimated at less than EUR 0.6 billion, compared with less than EUR 1 billion for the previous quarter. Total associated provisions stood at EUR 427 million at end-December 2022.

Moreover, at end-December 2022, the Group's residual exposure to Rosbank amounted to less than EUR 0.1 billion, corresponding mainly to guarantees and letters of credit.

The Group's provisions on performing loans amounted to EUR 3,769 million at end-December, an increase of EUR 414 million in 2022.

The non-performing loans ratio amounted to 2.8%⁽²⁾ at 31 December 2022, down 10 basis points vs. 31 December 2021. The gross coverage ratio on doubtful loans for the Group stood at 48%⁽³⁾ at 31 December 2022.

The cost of risk in 2023 is expected to range between 30 and 35 basis points.

(1) Underlying data (see Methodology note No.5 for the transition from accounting data to underlying data)

(2) NPL ratio calculated according to EBA methodology published on 16 July 2019

(3) Ratio of S3 assets calculated on the gross carrying amount of the loans before offsetting guarantees and collateral

Group net income

In EURm	Q4 22	Q4 21	2022	2021
Reported Group net income	1,160	1,787	2,018	5,641
Underlying Group net income ⁽¹⁾	1,126	1,226	5,616	5,264

As a %	Q4 22	Q4 21	2022	2021
ROTE	7.8%	16.6%	2.9%	11.7%
Underlying ROTE ⁽¹⁾	7.6%	9.2%	9.6%	10.2%

Earnings per share amounts to EUR 1.73 in 2022 (EUR 5.97 in 2021). Underlying earnings per share amounts to EUR 6.10 over the same period (EUR 5.52 in 2021).

Shareholder distribution

The Board of Directors approved its distribution policy to an equivalent of EUR 2.25 per share⁽²⁾. A cash dividend of EUR 1.70 per share will be proposed at the General Meeting of Shareholders on 23 May 2023. The dividend will be detached on 30 May 2023 and paid out on 1 June 2023.

The Group is also planning to launch a share buyback programme for a total of around EUR 440 million, i.e., equivalent to EUR 0.55 per share. The rollout of the programme is conditional on receiving the usual clearances from the ECB.

Considering the strong financial performance in 2022 and an exceptional year, this distribution level ensures on one hand a fair remuneration of shareholders, and on the other hand, further strengthens the Group CET 1 ratio.

Upscaled ESG actions and commitments by the Group

The Group defined its new CSR ambition in 2022 and committed to accelerating the decarbonisation of its business portfolios. It also adopted a global approach to preserve biodiversity, enhance positive local impact and deploy an ESG culture to support clients in responsible social and energy transition.

On this score, Societe Generale strengthened its ambitions to reduce finance for the most carbon-emissive sectors by setting new targets for upstream oil and gas. We are committed to reducing our exposure by -20% out to 2025 vs. 2019 and to scaling down scope 3 carbon emissions by -30% out to 2030 vs. 2019. Likewise, Societe Generale is targeting power generation emission intensity of 125g of Co2/KWh out to 2030. During 2022, the Group fixed a new sustainable finance contribution target of EUR 300 billion out to 2025. At end-2022, the bank had already exceeded the EUR 100 billion mark.

The bank has also implemented several sectorial initiatives such as playing an active role in market coalitions destined to establish a common financing framework on aluminium, steel and aviation, and being at the forefront of rapid-growth economies, such as hydrogen. Societe Generale also increased the weight of biodiversity concerns when managing new commitments involving agriculture and logging operations by giving them greater prominence in its activities, and by taking active part in market initiatives to create common frameworks.

Last, to integrate ESG considerations within the Group, Societe Generale launched a vast internal programme to make ESG culture second nature among its employees, notably by rolling out an extensive training programme and making ESG transformation operational as part of the “ESG by Design” strategic project.

(1) Underlying data (see methodology note No.5 for the transition from accounting data to underlying data)

(2) Subject to usual approvals from the General Meeting and the ECB

2. THE GROUP'S FINANCIAL STRUCTURE

Group **shareholders' equity** totalled EUR 66.5 billion at 31 December 2022 (vs. EUR 65.1 billion at 31 December 2021). Net asset value per share was EUR 70.5 and tangible net asset value per share was EUR 62.3.

The consolidated balance sheet totalled EUR 1,487 billion at 31 December 2022 (EUR 1,464 billion at 31 December 2021). The net amount of customer loan outstandings, including lease financing, was EUR 496 billion at 31 December 2022 (EUR 488 billion at 31 December 2021) – excluding assets and securities purchased under resale agreements. At the same time, customer deposits amounted to EUR 524 billion vs. EUR 502 billion at 31 December 2021 (excluding assets and securities sold under repurchase agreements).

At 31 December 2022, the parent company had issued EUR 44 billion of medium/long-term debt, having an average maturity of 4.9 years and an average spread of 59 bps (over 6-month midswaps, excluding subordinated debt). The subsidiaries had issued EUR 2.7 billion. In total, the Group had issued EUR 46.7 billion of medium/long-term debt.

The LCR (Liquidity Coverage Ratio) was well above regulatory requirements at 141% at end-December 2022 (145% on average in Q4), vs. 129% at end-December 2021. At the same time, the NSFR (Net Stable Funding Ratio) was at a level of 114% at end-December 2022.

The Group's **risk-weighted assets** (RWA) amounted to EUR 360.5 billion at 31 December 2022 (vs. EUR 363.4 billion at end-December 2021) according to CRR2/CRD5 rules. Risk-weighted assets in respect of credit risk represent 83.4% of the total, at EUR 300.7 billion, down 1.4% vs. 31 December 2021.

At 31 December 2022, the Group's **Common Equity Tier 1** ratio stood at 13.5%, or around 420 basis points above the regulatory requirement. The CET1 ratio at 31 December 2022 includes an effect of +17 basis points for phasing of the IFRS 9 impact. Excluding this effect, the fully-loaded ratio amounts to 13.3%. The Tier 1 ratio stood at 16.3% at end-September 2022 (15.9% at end-December 2021) and the total capital ratio amounted to 19.4% (18.8% at end-December 2021).

The **leverage ratio** stood at 4.4% at 31 December 2022 (4.9% at end-December 2021, including ~40 basis points for the European Central Bank's transitional measures which ended in March 2022).

With a level of 33.7% of RWA and 9.0% of leverage exposure at end-December 2022, the Group's TLAC ratio is above the Financial Stability Board's requirements for 2022. At 31 December 2022, the Group also exceeded its 2022 MREL requirements of 25.31% of RWA and 5.91% of leverage exposure.

The Group is rated by four rating agencies: (i) Fitch Ratings - long-term rating "A-", stable rating, senior preferred debt rating "A", short-term rating "F1" (ii) Moody's - long-term rating (senior preferred debt) "A1", stable outlook, short-term rating "P-1" (iii) R&I - long-term rating (senior preferred debt) "A", stable outlook; and (iv) S&P Global Ratings - long-term rating (senior preferred debt) "A", stable outlook, short-term rating "A-1".

3. FRENCH RETAIL BANKING

In EURm	Q4 22	Q4 21	Change	2022	2021	Change
Net banking income	2,219	2,221	-0.1%	8,839	8,489	+4.1%
<i>Net banking income excl. PEL/CEL</i>	2,174	2,200	-1.2%	8,647	8,450	+2.3%
Operating expenses	(1,717)	(1,688)	+1.7%	(6,473)	(6,248)	+3.6%
<i>Underlying operating expenses⁽¹⁾</i>	(1,773)	(1,731)	+2.4%	(6,473)	(6,248)	+3.6%
Gross operating income	502	533	-5.8%	2,366	2,241	+5.6%
<i>Underlying gross operating income⁽¹⁾</i>	446	490	-9.0%	2,366	2,241	+5.6%
Net cost of risk	(219)	20	n/s	(483)	(125)	x 3.9
Operating income	283	553	-48.8%	1,883	2,116	-11.0%
Net profits or losses from other assets	51	21	x 2.4	57	23	x 2.5
Reported Group net income	250	414	-39.6%	1,445	1,550	-6.8%
<i>Underlying Group net income⁽¹⁾</i>	208	383	-45.6%	1,445	1,550	-6.8%
RONE	7.9%	14.0%		11.6%	12.9%	
<i>Underlying RONE⁽¹⁾</i>	6.6%	12.9%		11.6%	12.9%	

(1) Including PEL/CEL provision and adjusted for the linearisation of IFRIC 21

NB: excluding Private Banking activities as per Q1 22 restatement (France and International). Includes activities transferred after the disposal of Lyxor

Societe Generale and Crédit du Nord networks

Average loan outstandings were +1.6% higher than in Q4 21 at EUR 213 billion. Home loan outstandings rose +1.2% vs. Q4 21. Outstanding loans to corporate and professional customers were +2.4% higher than in Q4 21.

Average outstanding balance sheet deposits including BMTN (negotiable medium-term notes) contracted by -2.6% vs. Q4 21 to EUR 235 billion.

As a result, the average loan/deposit ratio stood at 91% in Q4 22 vs. 87% in Q4 21.

Life insurance assets under management totalled EUR 109 billion at end-December 2022, unchanged year-on-year (with the unit-linked share accounting for 32%). Gross life insurance inflow amounted to EUR 1.8 billion in Q4 22.

Personal protection insurance premiums were up +4% vs. Q4 21 and property/casualty insurance premiums were up +3% vs. Q4 21.

On 1 January 2023, Societe Generale Group performed the legal merger of its two French retail banking networks, Societe Generale and Crédit du Nord. SG is henceforth the Group's new retail bank in France. SG bank's ambition is to create a top-tier banking partner, serving 10 million clients in the French market and ranking among the Top 3 for customer satisfaction.

Boursorama

The bank enjoyed a new client acquisition record, attracting more than 1.4 million new clients in 2022 (2x the 2021 level), including nearly 396,000 in Q4 22 alone. The bank consolidated its position as the leading online bank in France, with almost 4.7 million clients at end-December 2022, and a target of more than 5.5 million clients at the end of 2023. In the meantime, the acquisition cost per client contracted by around -20% relative to 2021.

Average outstanding loans rose +14.4% vs. Q4 21 to EUR 16 billion. Home loan outstandings were up +14.0% vs. Q4 21, while consumer loan outstandings climbed +18.0% vs. Q4 21.

Average outstanding savings including deposits and financial savings were +38.1% higher than in Q4 21 at EUR 49 billion, with deposits rising by a sharp +43.3% vs. Q4 21 on back of organic growth and the onboarding of ING clients. Brokerage recorded more than 1.5 million transactions in Q4 22 alone.

Boursorama reinforced its day-to-day banking operations with a +44% growth notably in payments vs. Q4 21.

Private Banking

Private Banking activities, which were transferred to French Retail Banking at the beginning of 2022, cover private banking activities in France and internationally. Assets under management totalled EUR 147 billion at Q4 22. Asset inflow growth rose +4% in 2022 relative to end-2021. Net banking income amounted to EUR 296 million in Q4 22 (+7.6% vs. Q4 21) and EUR 1,278 million over the full year (+15.9% vs. 2021).

Net banking income

In Q4 22, revenues totalled EUR 2,219 million, stable vs. Q4 21, including PEL/CEL. Net interest income and other revenues, including PEL/CEL, was down -1.8% vs. Q4 21, impacted primarily by the higher interest rate on regulated savings and the usury rate, which was partly offset by TLTRO benefits. Fees increased by +1.9% vs. Q4 21, driven by the +5% rise vs. Q4 21 in service and financial fees in the Societe Generale and Crédit du Nord networks.

In 2022, revenues totalled EUR 8,839 million, up +4.1% vs. 2021, including PEL/CEL. Net interest income and other revenues, including PEL/CEL, were up +2.9% vs. 2021. Fees were +5.6% higher than in 2021, benefiting from strong growth in service and financial fees.

In respect of the outlook, 2023 will be a transition year with decreased revenues due to the negative impacts of the end of the TLTRO benefit for around EUR 0.3bn vs. 2022, the specific functioning of the French market that will continue to curb loan production due to the usury rate, as was also the case in 2022, and the continued rise in the regulated savings rate that will have an impact on net banking income of around EUR 50m for each 25 basis point increase. Furthermore, net interest margin hedges that will gradually mature as of 2024 will deprive us in 2023 of the benefit of increased savings.

Operating expenses

Quarterly operating expenses totalled EUR 1,717 million (+1.7% vs. Q4 21) and EUR 1,773 million on an underlying basis (+2.4% vs. Q4 21). Operating expenses, which were adjusted for the Value Sharing Premium (PPV) provision, contracted by -0.7% vs. Q4 21. The cost to income ratio stood at 77% for Q4 22.

In 2022, operating expenses came to EUR 6,473 million (+3.6% vs. 2021). The cost to income ratio stood at 73%, down 0.4 points vs. 2021.

Cost of risk

In Q4 22, the commercial cost of risk amounted to EUR 219 million or 35 basis points. It was higher than in Q4 21 (by 3 basis points).

In 2022, the commercial cost of risk amounted to EUR 483 million or 20 basis points, higher than in 2021 (by 5 basis points).

Contribution to Group net Income

In Q4 22, the contribution to Group net income was EUR 250 million in Q4 22, down -39.6% vs. Q4 21. RONE⁽¹⁾ stood at 6.6% in Q4 22 (8.4% excluding Boursorama).

In 2022, the contribution to Group net income was EUR 1,445 million, contracting to -6.8% vs. 2021. Underlying normative RONE came to 11.6% in 2022 (13.4% excluding Boursorama).

(1) Underlying data (see methodology note No. 5 for the transition of accounting data)

4. INTERNATIONAL RETAIL BANKING & FINANCIAL SERVICES

In EURm	Q4 22	Q4 21	Change		2022	2021	Change	
Net banking income	2,369	2,159	+9.7%	+17.4%*	9,122	8,117	+12.4%	+17.9%*
Operating expenses	(1,100)	(1,088)	+1.1%	+10.9%*	(4,334)	(4,203)	+3.1%	+10.0%*
<i>Underlying operating expenses⁽¹⁾</i>	<i>(1,131)</i>	<i>(1,112)</i>	<i>+1.7%</i>	<i>+11.3%*</i>	<i>(4,334)</i>	<i>(4,203)</i>	<i>+3.1%</i>	<i>+10.0%*</i>
Gross operating income	1,269	1,071	+18.5%	+23.4%*	4,788	3,914	+22.3%	+26.0%*
<i>Underlying gross operating income⁽¹⁾</i>	<i>1,238</i>	<i>1,047</i>	<i>+18.3%</i>	<i>+23.3%*</i>	<i>4,788</i>	<i>3,914</i>	<i>+22.3%</i>	<i>+26.0%*</i>
Net cost of risk	(133)	(96)	+38.5%	+68.3%*	(705)	(504)	+39.9%	+7.6%*
Operating income	1,136	975	+16.5%	+19.7%*	4,083	3,410	+19.7%	+29.9%*
Net profits or losses from other assets	(1)	8	n/s	n/s	11	18	-38.9%	-36.8%*
Reported Group net income	658	584	+12.7%	+16.1%*	2,376	2,082	+14.1%	+25.6%*
<i>Underlying Group net income⁽¹⁾</i>	<i>640</i>	<i>570</i>	<i>+12.3%</i>	<i>+15.7%*</i>	<i>2,376</i>	<i>2,082</i>	<i>+14.1%</i>	<i>+25.6%*</i>
RONE	25.0%	22.2%			22.4%	20.3%		
<i>Underlying RONE⁽¹⁾</i>	<i>24.3%</i>	<i>21.7%</i>			<i>22.4%</i>	<i>20.3%</i>		

(1) Underlying data (see methodology note No. 5 for the transition from accounting data to underlying data)

International Retail Banking's outstanding loans posted healthy momentum of EUR 88.2 billion, up +5.6%* for 2022. Outstanding deposits totalled EUR 78.5 billion, a slightly +1.4%* than 2021.

For the Europe scope, outstanding loans were up +4.9%* vs. 2021 at EUR 63.8 billion, driven by positive momentum on the corporate segment in the Czech Republic (+11.0%* vs. 2021). Outstanding deposits are stable* at EUR 51.6 billion. Robust momentum in Romania (+8.3%* vs. 2021) offset the slowdown in the Czech Republic notably due to a shift in some deposits towards financial savings.

In Africa, Mediterranean Basin and French Overseas Territories, outstanding loans confirmed their solid commercial performances in Q4 22. Over the year, outstanding deposits continued to enjoy positive momentum, up by +7.5%* and +5.6%* respectively vs. 2021.

In the Insurance business, life insurance outstandings showed resilience in 2022, totalling EUR 131.6 billion despite unfavourable market conditions. The share of unit-linked products in outstandings remained high at 36%. Gross life insurance savings inflow amounted to EUR 12,754 million in 2022 (42% of unit-linked products in 2022). Protection insurance saw an increase of +5.8%* vs. 2021, with good momentum for personal protection premiums that rose +8.0%* and a more minor +4.1%* increase for P&C insurance.

Financial Services also enjoyed very solid momentum. Operational Vehicle Leasing and Fleet Management posted growth of +3.1% vs. end-December 2021 and the number of contracts totalled 1.8 million (excluding contracts involving Russia, Belarus and remediation actions agreed with anti-trust authorities, Portugal, Ireland and Norway, excepting NF Fleet Norway). Equipment Finance outstanding loans were slightly higher (+2.2%) than at end-September 2021, at EUR 15 billion (excluding factoring).

Net banking income

Net banking income amounted to EUR 9,122 million over the full year, up +17.9%* vs. 2021. Net banking income came to EUR 2,369 million in Q4 22, up +17.4%* vs. Q4 21.

International Retail Banking's net banking income stood at 5,153 million, up +11.5%* vs. 2021. International Retail Banking's net banking income totalled EUR 1,280 million in Q4 22, up +8.3%*.

Revenues in Europe climbed +13.5%* vs. 2021, due primarily to substantial growth in net interest income (+15.7%*), driven notably by the Czech Republic (+33.6%*) and Romania (+17.5%*). These regions benefit from increased volumes and high interest rates.

The Africa, Mediterranean Basin and French Overseas Territories scope posted revenues up +8.7%* vs. 2021 on back of net interest income (+5.0%*) and fees (+11.2%*).

The Insurance business posted net banking income up +6.5%*, at EUR 1,012 million vs. 2021 driven by stronger life insurance savings and protection activities. Over the quarter, net banking income for the Insurance activity grew by +10.6%* vs. Q4 21 to EUR 263 million.

Financial Services' net banking income was substantially higher (+37.9%*) than in Q4 21, at EUR 826 million. ALD benefited again last quarter from robust commercial momentum, strong used-car sale results and the reduction of the vehicle depreciation costs in line with the current increase in vehicle values. Over the year, ALD's net banking income was up +43%* vs. 2021 driven by positive commercial dynamics and still strong used car sales results (EUR 2,846 per unit in 2022).

In 2022, Financial Services' net banking income totalled EUR 2,957 million in 2022, up +35.8%* vs. 2021.

Operating expenses

Operating expenses increased by +10.0%* vs. 2021 to EUR 4,334 million, generating a positive jaws effect that produced a cost to income ratio that stood at 47.5% in 2022, which was lower than in 2021 (51.8%). In Q4 22, operating expenses rose (after linearisation of the IFRIC 21 charge) by +11.3%*(1) vs. Q4 21 to EUR 1,131 million⁽¹⁾.

In International Retail Banking, rising costs were kept contained over the year at +5.9%* vs. 2021 despite spiking inflation.

In the **Insurance** business, operating expenses were up +7.2%* vs. 2021, with a cost to income ratio of 38.6%.

In **Financial Services**, operating expenses increased by +22.1%* vs. 2021. The increase can be attributed to the recognition of charges related to the preparation of the LeasePlan acquisition.

Cost of risk

In 2022, the cost of risk amounted to 52 basis points (EUR 705 million). It was 38 basis points in 2021.

In Q4 22, the cost of risk was higher at 40 basis points (EUR 133 million), vs. 28 basis points in Q4 21.

Contribution to Group net Income

The contribution to Group net income was EUR 2,376 million in 2021 (+25.6%* vs. 2021) and totalled EUR 640 million⁽¹⁾ in Q4 22, up 15.7%*(1) vs. Q4 21.

RONE stood at 22.4% in 2022 and 24.3%⁽¹⁾ in Q4 22. Underlying RONE⁽¹⁾ was 15.1% in International Retail Banking and 30.6% in Financial Services and Insurance in 2022.

(1) Underlying data (see methodology note No. 5 for the transition from accounting data to underlying data)

5. GLOBAL BANKING & INVESTOR SOLUTIONS

In EURm	Q4 22	Q4 21	Variation		2022	2021	Variation	
Net banking income	2,452	2,147	+14.2%	+14.7%*	10,082	8,818	+14.3%	+12.9%*
Operating expenses	(1,469)	(1,402)	+4.8%	+5.4%*	(6,634)	(6,250)	+6.1%	+6.2%*
<i>Underlying operating expenses⁽¹⁾</i>	<i>(1,654)</i>	<i>(1,523)</i>	<i>+8.6%</i>	<i>+9.2%*</i>	<i>(6,634)</i>	<i>(6,250)</i>	<i>+6.1%</i>	<i>+6.2%*</i>
Gross operating income	983	745	+31.9%	+32.2%*	3,448	2,568	+34.3%	+28.8%*
<i>Underlying gross operating income⁽¹⁾</i>	<i>798</i>	<i>624</i>	<i>+27.8%</i>	<i>+28.2%*</i>	<i>3,448</i>	<i>2,568</i>	<i>+34.3%</i>	<i>+28.8%*</i>
Net cost of risk	(78)	(3)	x 26.0	x 102.8*	(421)	(65)	x 6.5	x 6.1*
Operating income	905	742	+22.0%	+21.9%*	3,027	2,503	+20.9%	+16.0%*
Reported Group net income	754	621	+21.4%	+21.4%*	2,427	2,018	+20.3%	+15.6%*
<i>Underlying Group net income⁽¹⁾</i>	<i>611</i>	<i>528</i>	<i>+15.8%</i>	<i>+15.7%*</i>	<i>2,427</i>	<i>2,018</i>	<i>+20.3%</i>	<i>+15.6%*</i>
RONE	19.1%	16.8%			16.3%	14.4%		
<i>Underlying RONE⁽¹⁾</i>	<i>15.5%</i>	<i>14.3%</i>			<i>16.3%</i>	<i>14.4%</i>		

(1) Underlying data (see methodology note No. 5 for the transition from accounting data to underlying data)

NB: excluding Private Banking activities as per Q1 22 restatement (France and International). Excludes other activities transferred after the disposal of Lyxor

Net banking income

Global Banking & Investor Solutions delivered record revenue in 2022⁽²⁾, posting revenue up by +14.3% vs. 2021 of EUR 10,082 million, driven by robust momentum across all business lines. This very sound financial performance is predominantly due to the highly successful execution of the strategic plan unveiled in May 2021, the aim of which is to create value continuously over the long term.

In Q4 22, revenues jumped by +14.2% vs. Q4 21, to EUR 2,452 million.

In Global Markets & Investor Services, net banking income totalled EUR 6,708 million, up +18.7% vs. 2021. In Q4 22, it amounted to EUR 1,496 million, +19.1% vs. Q4 21.

Global Markets notched up a record performance⁽²⁾ of EUR 5,859 million, up +17.1% vs. 2021, benefiting from robust commercial activity in a durably volatile environment, particularly with regard to interest rates. In Q4 22, revenues stood at EUR 1,222 million, +11.2% vs. Q4 21.

The Equity activity recorded its best-ever year⁽²⁾ in 2022, registering revenues of EUR 3,294 million, up +4.7% vs. 2021. Over the quarter, revenues contracted by -11.5% vs. Q4 21 revenues, which were comparatively very high.

Amid highly volatile interest rates, Fixed Income and Currencies (FIC) posted a record year⁽²⁾, generating EUR 2,565 million in revenues, up +38.2% vs. 2021. In Q4 22, revenues rose to EUR 577 million, (+55.9% vs. Q4 21).

Securities Services' revenues grew +31.2% in 2022 to EUR 849 million, including EUR 168 million from a 2022 revaluation of our stake in Euroclear. In Q4 22, revenues climbed +74.5% vs. Q4 21 to EUR 274 million, including EUR 91 million from a revaluation of our stake in Euroclear. Assets under Custody and Assets under Administration amounted to EUR 4,257 billion and EUR 580 billion, respectively.

Financing & Advisory activities also posted an excellent performance, with record annual revenues of EUR 3,374 million, up +15.2% vs. 2021. In Q4 22, they amounted to EUR 956 million, significantly higher (+16.6%) than in Q4 21.

(2) Using a comparable economic model in the post-GFC (Global Financial Crisis) regulatory regime

The Global Banking & Advisory business grew +9.3% in 2022 and continued to capitalise on solid market momentum in Asset Finance and activities related to Natural Resources. The Asset-Backed Products platform also turned in a solid performance in 2022. By contrast, investment banking activities were negatively impacted by market conditions and falling volumes. In Q4 22, revenues grew +6.3%.

Global Transaction and Payment Services posted a record performance, with revenue growth of 44.7% in 2022 on the back of very strong performances across all activities that took advantage of rising interest rates and excellent commercial performances. Over the quarter, revenues surged by +67.9% vs. Q4 21.

Operating expenses

In 2022, operating expenses came to EUR 6,634 million (+6.1% vs. 2021). The increase can be primarily explained by a negative currency effect owing to the stronger US dollar and a rise in IFRIC 21 charges. Excluding the contribution to the Single Resolution Fund, operating expenses rose +2.8% vs. 2021.

Consistent with a positive jaws effect, the underlying cost to income ratio excluding the contribution to the Single Resolution Fund improved strongly to 59.6% vs. 66.3% in 2021.

In Q4 22, operating costs grew +4.8% to EUR 1,469 million.

Cost of risk

In 2022, the cost of risk amounted to 23 basis points (EUR 421 million).

In Q4 22, the cost of risk came to 16 basis points (EUR 78 million).

Contribution to Group net Income

The contribution to Group net income grew sharply by +20.3% to EUR 2,427 million in 2022.

In Q4 22, the contribution to Group net income was EUR 754 million on a reported basis and EUR 611 million on an underlying basis⁽¹⁾ (+15.8% vs. Q4 21).

Global Banking & Investor Solutions posted strong RONE of 16.3% in 2022 (19.5% restated for the impact of the contribution to the Single Resolution Fund).

The underlying RONE was 15.5% in Q4 22, and 18.5% excluding the contribution to the Single Resolution Fund.

(1) Underlying data (see methodology note No. 5 for the transition from accounting data to underlying data)

6. CORPORATE CENTRE

In EURm	Q4 22	Q4 21	2022	2021
Net banking income	(155)	93	16	374
<i>Underlying net banking income⁽¹⁾</i>	(155)	(24)	16	257
Operating expenses	(324)	(387)	(1,189)	(889)
<i>Underlying operating expenses⁽¹⁾</i>	(160)	(251)	(550)	(510)
Gross operating income	(479)	(294)	(1,173)	(515)
<i>Underlying gross operating income⁽¹⁾</i>	(315)	(275)	(534)	(253)
Net cost of risk	17	(7)	(38)	(6)
Net profits or losses from other assets	(60)	429	(3,364)	603
Income tax	31	193	516	187
Reported Group net income	(502)	168	(4,230)	(9)
<i>Underlying Group net income⁽¹⁾</i>	(333)	(255)	(633)	(386)

(1) Underlying data (see methodology note No. 5 for the transition from accounting data to underlying data)

The Corporate Centre includes:

- the property management of the Group's head office,
- the Group's equity portfolio,
- the Treasury function for the Group,
- certain costs related to cross-functional projects as well as certain costs incurred by the Group not re-invoiced to the businesses.

The Corporate Centre's net banking income totalled EUR +16 million in 2022 vs. EUR +374 million in 2021, and EUR -155 million in Q4 22 vs. EUR +93 million in Q4 21. It includes the negative revaluation of financial instruments to hedge the equity portfolios of Group subsidiaries, in contrast to 2021, when the Corporate Centre's net banking income included the positive revaluation of an asset valued at EUR 117 million.

Operating expenses totalled EUR 1,189 million in 2022 vs. EUR 889 million in 2021. They include the Group's transformation costs for a total amount of EUR 639 million relating to the activities of French Retail Banking (EUR 370 million), Global Banking & Investor Solutions (EUR 117 million) and the Corporate Centre (EUR 152 million). Underlying costs came to EUR -550 million in 2022 compared to EUR -510 million in 2021.

Gross operating income totalled EUR -1,173 million in 2022 vs. EUR -515 million in 2021. Underlying gross operating income came in at EUR -534 million in 2022, vs. EUR -253 million in 2021.

Net profits or losses from other assets totalled EUR -3,364 million in 2022 vs. EUR 603 million in 2021. It includes the EUR -3.3 billion accounting loss from the disposal of Rosbank and insurance activities in Russia recognised in H1 22.

In Q4 22, net profits or losses from other assets stood at EUR -60 million, vs. EUR 429 million in Q4 21, with an unfavourable base effect owing to the disposal of Lyxor's asset management activities for EUR 439 million recognised in Q4 21.

The Corporate Centre's contribution to Group net income totalled EUR -4,230 million in 2022 vs. EUR -9 million in 2021. The Corporate Centre's contribution to Group underlying net income was EUR -633 million in 2022, vs. EUR -386 million in 2021.

7. 2023 FINANCIAL CALENDAR

2023 Financial communication calendar

12 May 2023	First quarter 2023 results
23 May 2023	2023 General Meeting
3 August 2023	Second quarter and first half 2023 results
3 November 2023	Third quarter and nine months 2023 results

The Alternative Performance Measures, notably the notions of net banking income for the pillars, operating expenses, IFRIC 21 adjustment, cost of risk in basis points, ROE, ROTE, RONE, net assets, tangible net assets, and the amounts serving as a basis for the different restatements carried out (in particular the transition from published data to underlying data) are presented in the methodology notes, as are the principles for the presentation of prudential ratios.

This document contains forward-looking statements relating to the targets and strategies of the Societe Generale Group.

These forward-looking statements are based on a series of assumptions, both general and specific, in particular the application of accounting principles and methods in accordance with IFRS (International Financial Reporting Standards) as adopted in the European Union, as well as the application of existing prudential regulations.

These forward-looking statements have also been developed from scenarios based on a number of economic assumptions in the context of a given competitive and regulatory environment. The Group may be unable to:

- anticipate all the risks, uncertainties or other factors likely to affect its business and to appraise their potential consequences;
- evaluate the extent to which the occurrence of a risk or a combination of risks could cause actual results to differ materially from those provided in this document and the related presentation.

Therefore, although Societe Generale believes that these statements are based on reasonable assumptions, these forward-looking statements are subject to numerous risks and uncertainties, including matters not yet known to it or its management or not currently considered material, and there can be no assurance that anticipated events will occur or that the objectives set out will actually be achieved. Important factors that could cause actual results to differ materially from the results anticipated in the forward-looking statements include, among others, overall trends in general economic activity and in Societe Generale's markets in particular, regulatory and prudential changes, and the success of Societe Generale's strategic, operating and financial initiatives.

More detailed information on the potential risks that could affect Societe Generale's financial results can be found in the section "Risk Factors" in our Universal Registration Document filed with the French Autorité des Marchés Financiers (which is available on <https://investors.societegenerale.com/en>).

Investors are advised to take into account factors of uncertainty and risk likely to impact the operations of the Group when considering the information contained in such forward-looking statements. Other than as required by applicable law, Societe Generale does not undertake any obligation to update or revise any forward-looking information or statements. Unless otherwise specified, the sources for the business rankings and market positions are internal.

8. APPENDIX 1: FINANCIAL DATA

GROUP NET INCOME BY CORE BUSINESS

In EURm	Q4 22	Q4 21	Variation	2022	2021	Variation
French Retail Banking	250	414	-39.6%	1,445	1,550	-6.8%
International Retail Banking and Financial Services	658	584	+12.7%	2,376	2,082	+14.1%
Global Banking and Investor Solutions	754	621	+21.4%	2,427	2,018	+20.3%
Core Businesses	1,662	1,619	+2.7%	6,248	5,650	+10.6%
Corporate Centre	(502)	168	n/s	(4,230)	(9)	n/s
Group	1,160	1,787	-35.1%	2,018	5,641	-64.2%

NB: Amounts restated in Q1 22 to take into account the transfer of Private Banking activities (French and international) to the French Retail Banking. Includes other activities transferred after the disposal of Lyxor

CONSOLIDATED BALANCE SHEET

In EUR m	31.12.2022	31.12.2021
Cash, due from central banks	207,013	179,969
Financial assets at fair value through profit or loss	329,437	342,714
Hedging derivatives	32,850	13,239
Financial assets at fair value through other comprehensive income	37,463	43,450
Securities at amortised cost	21,430	19,371
Due from banks at amortised cost	66,903	55,972
Customer loans at amortised cost	506,529	497,164
Revaluation differences on portfolios hedged against interest rate risk	(2,262)	131
Investments of insurance companies	158,415	178,898
Tax assets	4,696	4,812
Other assets	85,072	92,898
Non-current assets held for sale	1,081	27
Deferred profit-sharing	1,175	-
Investments accounted for using the equity method	146	95
Tangible and intangible fixed assets	33,089	31,968
Goodwill	3,781	3,741
Total	1,486,818	1,464,449

In EUR m	31.12.2022	31.12.2021
Due to central banks	8,361	5,152
Financial liabilities at fair value through profit or loss	300,618	307,563
Hedging derivatives	46,164	10,425
Debt securities issued	133,176	135,324
Due to banks	132,988	139,177
Customer deposits	530,764	509,133
Revaluation differences on portfolios hedged against interest rate risk	(9,659)	2,832
Tax liabilities	1,638	1,577
Other liabilities	107,553	106,305
Non-current liabilities held for sale	220	1
Insurance contracts related liabilities	141,688	155,288
Provisions	4,579	4,850
Subordinated debts	15,946	15,959
Total liabilities	1,414,036	1,393,586
Shareholder's equity	-	-
Shareholders' equity, Group share	-	-
Issued common stocks and capital reserves	21,248	21,913
Other equity instruments	9,136	7,534
Retained earnings	34,267	30,631
Net income	2,018	5,641
Sub-total	66,669	65,719
Unrealised or deferred capital gains and losses	(218)	(652)
Sub-total equity, Group share	66,451	65,067
Non-controlling interests	6,331	5,796
Total equity	72,782	70,863
Total	1,486,818	1,464,449

9. APPENDIX 2: METHODOLOGY

1 –The financial information presented for the fourth quarter and full year 2022 was examined by the Board of Directors on 7 February 2023 and has been prepared in accordance with IFRS as adopted in the European Union and applicable at that date. This information has not been audited.

2 - Net banking income

The pillars' net banking income is defined on page 41 of Societe Generale's 2022 Universal Registration Document. The terms "Revenues" or "Net Banking Income" are used interchangeably. They provide a normalised measure of each pillar's net banking income taking into account the normative capital mobilised for its activity.

3 - Operating expenses

Operating expenses correspond to the "Operating Expenses" as presented in note 8.1 to the Group's consolidated financial statements as at 31 December 2021 (pages 482 et seq. of Societe Generale's 2022 Universal Registration Document). The term "costs" is also used to refer to Operating Expenses. The Cost/Income Ratio is defined on page 41 of Societe Generale's 2022 Universal Registration Document.

4 - IFRIC 21 adjustment

The IFRIC 21 adjustment corrects the result of the charges recognised in the accounts in their entirety when they are due (generating event) so as to recognise only the portion relating to the current quarter, i.e. a quarter of the total. It consists in smoothing the charge recognised accordingly over the financial year in order to provide a more economic idea of the costs actually attributable to the activity over the period analysed.

The contributions to **Single Resolution Fund (« SRF »)** are part of IFRIC21 adjusted charges, they include contributions to national resolution funds within the EU.

5 – Exceptional items – Transition from accounting data to underlying data

It may be necessary for the Group to present underlying indicators in order to facilitate the understanding of its actual performance. The transition from published data to underlying data is obtained by restating published data for exceptional items and the IFRIC 21 adjustment.

Moreover, the Group restates the revenues and earnings of the French Retail Banking pillar for PEL/CEL provision allocations or write-backs. This adjustment makes it easier to identify the revenues and earnings relating to the pillar's activity, by excluding the volatile component related to commitments specific to regulated savings.

The reconciliation enabling the transition from published accounting data to underlying data is set out in the table below:

in EUR m	Q4-22	Q4-21	2022	2021
Exceptional Net banking income (+)	0	(117)	0	(117)
Revaluation gain	0	(117)	0	(117)
Exceptional operating expenses (-)	(108)	(52)	639	379
IFRIC linearisation	(285)	(199)	0	0
Transformation costs ⁽¹⁾	177	147	639	379
Of which related to French Retail Banking	69	91	370	201
Of which related to Global Banking & Investor Solutions	54	30	117	92
Of which related to Corporate Centre	54	26	152	86
Exceptional Net profit or losses from other assets (+/-)	54	(439)	3,357	(624)
Goodwill impairment (-) ⁽¹⁾	0	114	0	114
Total exceptional items (pre-tax)	(54)	(494)	3,996	(248)
DTA recognition (+) ⁽¹⁾	0	(130)	0	(130)
Total exceptional items (post-tax)	(34)	(561)	3,598	(377)
Reported Net income - Group Share	1,160	1,787	2,018	5,641
Total exceptional items - Group share (post-tax)	(34)	(561)	3,598	(377)
Underlying Net income - Group Share	1,126	1,226	5,616	5,264

(1) Allocated to Corporate Centre

NB: Amounts restated in Q1 22 to take into account the transfer of Private Banking activities (French and international) to the French Retail Banking. Includes other activities transferred after the disposal of Lyxor

6 - Cost of risk in basis points, coverage ratio for doubtful outstandings

The cost of risk is defined on pages 43 and 663 of Societe Generale's 2022 Universal Registration Document. This indicator makes it possible to assess the level of risk of each of the pillars as a percentage of balance sheet loan commitments, including operating leases.

In EURm		Q4 22	Q4 21	2022	2021
French Retail Banking	Net Cost Of Risk	219	(20)	483	125
	Gross loan Outstandings	250,175	237,305	246,249	235,220
	Cost of Risk in bp	35	(3)	20	5
International Retail Banking and Financial Services	Net Cost Of Risk	133	96	705	504
	Gross loan Outstandings	133,756	137,018	135,743	133,321
	Cost of Risk in bp	40	28	52	38
Global Banking and Investor Solutions	Net Cost Of Risk	78	3	421	65
	Gross loan Outstandings	190,079	160,333	182,110	148,426
	Cost of Risk in bp	16	1	23	4
Corporate Centre	Net Cost Of Risk	(17)	7	38	6
	Gross loan Outstandings	16,363	14,574	15,411	13,835
	Cost of Risk in bp	(41)	16	25	4
Societe Generale Group	Net Cost Of Risk	413	86	1,647	700
	Gross loan Outstandings	590,373	549,229	579,513	530,801
	Cost of Risk in bp	28	6	28	13

The **gross coverage ratio for doubtful outstandings** is calculated as the ratio of provisions recognised in respect of the credit risk to gross outstandings identified as in default within the meaning of the regulations, without taking account of any guarantees provided. This coverage ratio measures the maximum residual risk associated with outstandings in default ("doubtful").

7 - ROE, ROTE, RONE

The notions of ROE (Return on Equity) and ROTE (Return on Tangible Equity), as well as their calculation methodology, are specified on page 43 and 44 of Societe Generale's 2022 Universal Registration Document. This measure makes it possible to assess Societe Generale's return on equity and return on tangible equity.

RONE (Return on Normative Equity) determines the return on average normative equity allocated to the Group's businesses, according to the principles presented on page 44 of Societe Generale's 2022 Universal Registration Document.

Group net income used for the ratio numerator is book Group net income adjusted for "interest net of tax payable on deeply subordinated notes and undated subordinated notes, interest paid to holders of deeply subordinated notes and undated subordinated notes, issue premium amortisations" and "unrealised gains/losses booked under shareholders' equity, excluding conversion reserves" (see methodology note No. 9). For ROTE, income is also restated for goodwill impairment.

Details of the corrections made to book equity in order to calculate ROE and ROTE for the period are given in the table below:

ROTE calculation: calculation methodology

End of period (in EURm)	Q4-22	Q4-21	2022	2021
Shareholders' equity Group share	66,451	65,067	66,451	65,067
Deeply subordinated notes	(10,017)	(8,003)	(10,017)	(8,003)
Undated subordinated notes	-	-	-	-
Interest of deeply & undated subordinated notes, issue premium amortisations ⁽¹⁾	(24)	20	(24)	20
OCI excluding conversion reserves	1,279	(489)	1,279	(489)
Distribution provision ⁽²⁾	(1,803)	(2,286)	(1,803)	(2,286)
Distribution N-1 to be paid	0	-	0	-
ROE equity end-of-period	55,886	54,310	55,886	54,310
Average ROE equity*	55,889	53,878	55,164	52,634
Average Goodwill	(3,660)	(3,776)	(3,650)	(3,890)
Average Intangible Assets	(2,835)	(2,687)	(2,760)	(2,584)
Average ROTE equity*	49,394	47,415	48,754	46,160
Group net Income	1,160	1,787	2,018	5,641
Interest on deeply subordinated notes and undated subordinated notes	(192)	(151)	(596)	(590)
Cancellation of goodwill impairment	-	337	3	337
Ajusted Group net Income	968	1,973	1,425	5,388
Average ROTE equity*	49,394	47,415	48,754	46,160
ROTE	7.8%	16.6%	2.9%	11.7%
Underlying Group net income	1,126	1,226	5,616	5,264
Interest on deeply subordinated notes and undated subordinated notes	(192)	(151)	(596)	(590)
Cancellation of goodwill impairment	-	-	3	-
Ajusted Underlying Group net Income	934	1,075	5,023	4,674
Average ROTE equity (underlying) (h)*	49,360	46,854	52,352	45,783
Underlying ROTE	7.6%	9.2%	9.6%	10.2%

(1) Interest net of tax, payable or paid to holders of deeply subordinated notes & undated subordinated notes, issue premium amortisations

(2) Based on the 2022 proposed distribution subject to usual approvals from the General meeting and the ECB

(*) Amounts restated compared with the financial statements published in 2020 (See Note 1.7 of the financial statements)

RONE calculation: Average capital allocated to Core Businesses (in EURm)

In EURm	Q4 22	Q4 21	Change	2022	2021	Change
French Retail Banking	12,673	11,847	+7.0%	12,417	12,009	+3.4%
International Retail Banking and Financial Services	10,531	10,523	+0.1%	10,619	10,246	+3.6%
Global Banking and Investor Solutions	15,806	14,745	+7.2%	14,916	14,055	+6.1%
Core Businesses	39,009	37,115	+5.1%	37,951	36,310	+4.5%
Corporate Center	16,880	16,763	+0.7%	17,213	16,323	+5.4%
Group	55,889	53,878	+3.7%	55,164	52,634	+4.8%

NB: Amounts restated in Q1 22 to take into account the transfer of Private Banking activities (French and international) to the French Retail Banking. Includes activities transferred after the disposal of Lyxor

8 - Net assets and tangible net assets

Net assets and tangible net assets are defined in the methodology, page 46 of the Group's 2022 Universal Registration Document. The items used to calculate them are presented below:

End of period (in EURm)	2022	2021	2020
Shareholders' equity Group share*	66,451	65,067	61,710
Deeply subordinated notes	(10,017)	(8,003)	(8,830)
Undated subordinated notes	0	0	(264)
Interest of deeply & undated subordinated notes, issue premium amortisations ⁽¹⁾	(24)	20	19
Bookvalue of own shares in trading portfolio	67	37	301
Net Asset Value*	56,477	57,121	52,936
Goodwill	(3,652)	(3,624)	(3,928)
Intangible Assets	(2,882)	(2,733)	(2,484)
Net Tangible Asset Value*	49,943	50,764	46,524
Number of shares used to calculate NAPS**	801,147	831,162	848,859
Net Asset Value per Share	70.5	68.7	62.4
Net Tangible Asset Value per Share	62.3	61.1	54.8

(1) Interest net of tax, payable or paid to holders of deeply subordinated notes & undated subordinated notes, issue premium amortisations

() Amounts restated compared with the financial statements published in 2020 (See Note 1.7 of the financial statements)*

(*) The number of shares considered is the number of ordinary shares outstanding as at end of period, excluding treasury shares and buybacks, but including the trading shares held by the Group.*

In accordance with IAS 33, historical data per share prior to the date of detachment of a preferential subscription right are restated by the adjustment coefficient for the transaction.

9 - Calculation of Earnings Per Share (EPS)

The EPS published by Societe Generale is calculated according to the rules defined by the IAS 33 standard (see page 45 of Societe Generale's 2022 Universal Registration Document). The corrections made to Group net income in order to calculate EPS correspond to the restatements carried out for the calculation of ROE and ROTE. As specified on page 45 of Societe Generale's 2022 Universal Registration Document, the Group also publishes EPS adjusted for the impact of non-economic and exceptional items presented in methodology note No. 5 (underlying EPS).

The calculation of Earnings Per Share is described in the following table:

Average number of shares (thousands)	2022	2021	2020
Existing shares	845,478	853,371	853,371
Deductions			0
Shares allocated to cover stock option plans and free shares awarded to staff	6,252	3,861	2,987
Other own shares and treasury shares	16,788	3,249	0
Number of shares used to calculate EPS*	822,437	846,261	850,385
Group net Income	2,018	5,641	(258)
Interest on deeply subordinated notes and undated subordinated notes	(596)	(590)	(611)
Adjusted Group net income (in EURm)	1,422	5,051	(869)
EPS (in EUR)	1.73	5.97	(1.02)
Underlying EPS** (in EUR)	6.10	5.52	0.97

(*) Calculated on the basis of underlying Group net income (excluding linearisation of IFRIC 21).

(**) The number of shares considered is the average number of ordinary shares outstanding during the period, excluding treasury shares and buybacks, but including the trading shares held by the Group.

10 - The Societe Generale Group's Common Equity Tier 1 capital is calculated in accordance with applicable CRR2/CRD5 rules. The fully loaded solvency ratios are presented pro forma for current earnings, net of dividends, for the current financial year, unless specified otherwise. When there is reference to phased-in ratios, these do not include the earnings for the current financial year, unless specified otherwise. The leverage ratio is also calculated according to applicable CRR2/CRD5 rules including the phased-in following the same rationale as solvency ratios.

NB (1) The sum of values contained in the tables and analyses may differ slightly from the total reported due to rounding rules.

(2) All the information on the results for the period (notably: press release, downloadable data, presentation slides and supplement) is available on Societe Generale's website www.societegenerale.com in the "Investor" section.

Societe Generale

Societe Generale is one of the leading European financial services groups. Based on a diversified and integrated banking model, the Group combines financial strength and proven expertise in innovation with a strategy of sustainable growth. Committed to the positive transformations of the world's societies and economies, Societe Generale and its teams seek to build, day after day, together with its clients, a better and sustainable future through responsible and innovative financial solutions.

Active in the real economy for over 150 years, with a solid position in Europe and connected to the rest of the world, Societe Generale has over 117,000 members of staff in 66 countries and supports on a daily basis 25 million individual clients, businesses and institutional investors around the world by offering a wide range of advisory services and tailored financial solutions. The Group is built on three complementary core businesses:

- **French Retail Banking** with the SG bank, resulting from the merger of the two Societe Generale and Cr dit du Nord networks, and Boursorama. Each offers a full range of financial services with omnichannel products at the cutting edge of digital innovation;
- **International Retail Banking, Insurance and Financial Services**, with networks in Africa, Central and Eastern Europe and specialised businesses that are leaders in their markets;
- **Global Banking and Investor Solutions**, which offers recognised expertise, key international locations and integrated solutions.

Societe Generale is included in the principal socially responsible investment indices: DJSI (Europe), FTSE4Good (Global and Europe), Bloomberg Gender-Equality Index, Refinitiv Diversity and Inclusion Index, Euronext Vigeo (Europe and Eurozone), STOXX Global ESG Leaders indexes, and the MSCI Low Carbon Leaders Index (World and Europe).

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