**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 Wilmar International 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$0.50 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 18 June 2021 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 products[1] 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 18 June 2021 (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 8 March 2022.

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.

7 March 2022

[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 30 to 34 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 sideway 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 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 51 to 52 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 35 to 37 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 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 Resolution Fund (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 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).

Under the SRM Regulation, a centralised power of resolution is established and entrusted to the SRB acting in cooperation with the national resolution authorities. 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 application of any measure under the BRRD and the SRM Regulation or any suggestion of such application with respect to the Issuer, the Guarantor or the Group could materially adversely affect the rights of Certificate Holders, the price or value of an investment in the Certificates and/or the ability of the Issuer or the Guarantor to satisfy its obligations under any Certificates, and as a result investors may lose their entire investment.

Moreover, if the Issuer's or the Guarantor's financial condition deteriorates, the existence of the Bail-in Power, the exercise of write-down/conversion powers or any other resolution tools by the Resolution Authority independently of a resolution measure or in combination with a resolution measure when it determines that the Issuer, the Guarantor or the Group will no longer be viable could cause the market price or value of the Certificates to decline more rapidly than would be the case in the absence of such powers.

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 current regime will evolve 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 have been 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 (the "**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 will introduce, among other things, the TLAC standard as implemented by the Financial Stability Board's TLAC Term Sheet ("**FSB TLAC Term Sheet**"), by adapting, among others, 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 will be 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 through January 1, 2022 and 18%, plus applicable buffers, thereafter and (ii) 6% of the Basel III leverage ratio denominator through January 1, 2022 and 6.75% thereafter (each of which could be extended by additional firm-specific requirements).

According to 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 of the European Parliament and of the Council of 20 May 2019 amending the CRR 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, will have to comply with TLAC requirements, on top of the MREL requirements, as from the entry into force of the CRR II. As such, G-SIBs, such as Societe Generale will have to comply at the same time with TLAC and MREL requirements.

Consequently, criteria for MREL-eligible liabilities will be closely aligned with those laid down in the CRR, as amended by the CRR II for the TLAC-eligible liabilities, 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 the MREL requirements to the extent that they have a fixed or increasing principal amount repayable at maturity that is known in advance while only an additional return is linked to that derivative component and depends on the performance of a reference asset.

The level of capital and eligible liabilities required under MREL will be set by the SRB for Societe Generale on an individual and/or consolidated basis based on certain criteria including systemic importance any may also be set for SG Issuer. Eligible liabilities may be senior or subordinated, provided, among other requirements, that they have a remaining maturity of at least one year and, if governed by non-EU law, they must be able to be written down or converted under that law (including through contractual provisions).

The scope of liabilities used to meet the 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 the BRRD, as amended by the 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 the 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).

If the SRB finds that there could exist any obstacles to resolvability by the Issuer or the Guarantor and/or the Group, a higher MREL requirement could be imposed. Any failure by the Issuer or the Guarantor, as applicable, and/or the Group to comply with its MREL may have a material adverse effect on the Issuer's business, financial conditions and results of operations.

**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 Wilmar International Limited (the “**Underlying Stock**”) |
| ISIN: | LU2267120389 |
| Company: | Wilmar International Limited (RIC: WLIL.SI) |
| Underlying Price[3] and Source: | S$4.7 (Reuters) |
| Calculation Agent: | Société Générale |
| Strike Level: | Zero |
| Daily Leverage: | 5x (within the Leverage Strategy as described below) |
| Notional Amount per Certificate: | SGD 0.50 |
| 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: | 1 March 2022 |
| Closing Date: | 7 March 2022 |
| Expected Listing Date: | 8 March 2022 |

[3] These figures are calculated as at, and based on information available to the Issuer on or about 7 March 2022. 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 7 March 2022.
[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.

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| Last Trading Date: | The date falling 5 Business Days immediately preceding the Expiry Date, currently being 28 February 2024 |
| Expiry Date: | 6 March 2024 (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: | 5 March 2024 or if such day is not an Exchange Business Day, the immediately preceding Exchange Business Day. |
| 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 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. |
| Cash Settlement Amount: | In respect of each Certificate, shall be an amount payable in the Settlement Currency equal to:<br><br>Closing Level multiplied by the Notional Amount per Certificate<br><br>Please refer to the "Information relating to the European Style Cash Settled Long Certificates on Single Equities" section on pages 41 to 57 of this document for examples and illustrations of the calculation of the Cash Settlement Amount. |
| Hedging Fee Factor: | In respect of each Certificate, shall be an amount calculated as: Product (for t from 2 to Valuation Date) of (1 – Management Fee x (ACT (t-1;t) ÷ 360)) x (1 – Gap Premium (t-1) x (ACT (t-1;t) ÷ 360)), where:<br><br>"**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 |

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 41 to 57 of this document for examples and illustrations of the calculation of the Hedging Fee Factor.

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| 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<br>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 19 to 24 below. |
| Initial Exchange Rate: | 1 |
| Final Exchange Rate: | 1 |

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| 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 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.<br><br>Trading of Certificates is suspended for at least 30 minutes after the Air Bag is triggered.<br><br>The Leverage Strategy is floored at 0 and the Certificates cannot be valued below zero.<br><br>Please refer to the "Extraordinary Strategy Adjustment for Performance Reasons ("Air Bag Mechanism")" section on pages 22 to 24 below and the "Description of Air Bag Mechanism" section on pages 47 to 50 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**") |

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| 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.<br><br>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***

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|---|---|
| $\mathbf{LSL_t}$ | means, for any Observation Date(t), the Leverage Strategy Closing Level as of such day (t).<br><br>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):

$$\mathrm{LSL}_1 = 1000$$

On each subsequent Observation Date(t):

$$\mathrm{LSL}_t = \mathrm{Max}\left[\mathrm{LSL}_{t-1} \times \left(1 + \mathrm{LR}_{t-1,t} - \mathrm{FC}_{t-1,t} - \mathrm{RC}_{t-1,t}\right), 0\right]$$

**$\mathrm{LR}_{t-1,t}$** means the Leveraged Return of the Underlying Stock between Observation Date(t-1) and Observation Date(t) closing prices, calculated as follows:

$$\mathrm{LR}_{t-1,t} = \mathrm{Leverage} \times \left(\frac{S_t}{S_{t-1} \times Rfactor_t} - 1\right)$$

**$\mathrm{FC}_{t-1,t}$** means, the Funding Cost between Observation Date(t-1) (included) and Observation Date(t) (excluded) calculated as follows :

$$\mathrm{FC}_{t-1,t} = (\mathrm{Leverage} - 1) \times \frac{\mathrm{Rate}_{t-1} \times \mathrm{ACT}(t-1,t)}{\mathrm{DayCountBasisRate}}$$

**$\mathrm{RC}_{t-1,t}$** means the Rebalancing Cost of the Leverage Strategy on Observation Date (t), calculated as follows :

$$\mathrm{RC}_{t-1,t} = \mathrm{Leverage} \times (\mathrm{Leverage} - 1) \times \left(\left|\frac{S_t}{S_{t-1} \times Rfactor_t} - 1\right|\right) \times \mathrm{TC}$$

**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.

**$\mathrm{Rate}_t$** means, in respect of each Observation Date(t), a rate calculated as of such day in accordance with the following formula:

$$\mathrm{Rate}_t = \mathrm{CashRate}_t + \%\mathrm{SpreadLevel}_t$$

**$\mathrm{CashRate}_t$** 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.

**$\%\mathbf{SpreadLevel}$** 0.23%, subject to change by the Issuer on giving 10 Business Days' notice to investors via SGXNet.

**$\mathbf{Rfactor_t}$** 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:

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

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** means, in respect of the Reference Rate any of the following has occurred or will occur:

(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** means, for a Reference Rate, the occurrence of one or more of the following events:

(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 $(\mathrm{LSL_{IRD}})$ should be computed as follows :

$$\mathrm{LSL_{IRD}} = \mathrm{Max}\left[\mathrm{ILSL_{IR(n)}} \times \left(1 + \mathrm{ILR_{IR(n),IR(C)}} - \mathrm{IRC_{IR(n),IR(C)}}\right), 0\right]$$

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

$$\mathrm{LSL_{IRD}} = \mathrm{Max}\left[\mathrm{ILSL_{IR(n)}}, 0\right]$$

$\mathbf{ILSL_{IR(k)}}$ means, in respect of IR(k), the Intraday Leverage Strategy Level in accordance with the following provisions :

(1) for k = 1 :

$$\mathrm{ILSL_{IR(1)}} = \mathrm{Max}\left[\mathrm{LSL_{IRD-1}} \times \left(1 + \mathrm{ILR_{IR(0),IR(1)}} - \mathrm{FC_{IRD-1,IRD}} - \mathrm{IRC_{IR(0),IR(1)}}\right), 0\right]$$

(2) for k > 1 :

$$\mathrm{ILSL_{IR(k)}} = \mathrm{Max}\left[\mathrm{ILSL_{IR(k-1)}} \times \left(1 + \mathrm{ILR_{IR(k-1),IR(k)}} - \mathrm{IRC_{IR(k-1),IR(k)}}\right), 0\right]$$

$\mathbf{ILR_{IR(k-1),IR(k)}}$ means the Intraday Leveraged Return between IR(k-1) and IR(k), calculated as follows :

$$\mathrm{ILR_{IR(k-1),IR(k)}} = \mathrm{Leverage} \times \left(\frac{IS_{\mathrm{IR(k)}}}{\mathrm{IS_{IR(k-1)}}} - 1\right)$$

$\mathbf{IRC_{IR(k-1),IR(k)}}$ means the Intraday Rebalancing Cost of the Leverage Strategy in respect of IR(k) on a given Intraday Restrike Date, calculated as follows :

$$\mathrm{IRC_{IR(k-1),IR(k)}} = \mathrm{Leverage} \times (\mathrm{Leverage} - 1) \times \left(\left|\frac{\mathrm{IS_{IR(k)}}}{\mathrm{IS_{IR(k-1)}}} - 1\right|\right) \times \mathrm{TC}$$

$\mathbf{I}\boldsymbol{S}_{\mathbf{IR(k)}}$ means the Underlying Stock Price in respect of IR(k) computed as follows :

(1) for k=0

$$\mathrm{iS_{IR(0)}} = \mathrm{S_{IRD-1}} \times \mathrm{Rfactor_{IRD}}$$

(2) for k=1 to n

means in respect of IR(k), the lowest price of the Underlying Stock during the respective Intraday Restrike Observation Period

(3) with respect to IR(C)

$$\mathrm{iS_{IR(C)}} = \mathrm{S_{IRD}}$$

In each case, subject to the adjustments and provisions of the Conditions.

**IR(k)** 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;

For k=1 to n, means the $k^{th}$ Intraday Restrike Event on the relevant Intraday Restrike Date.

**IR(C)** means the scheduled close for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on the relevant Intraday Restrike Date.

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|---|---|
| **n** | means the number of Intraday Restrike Events that occurred on the relevant Intraday Restrike Date. |
| **Intraday Restrike Event** | means in respect of an Observation Date(t) :<br>(1) provided no Intraday Restrike Event has previously occurred on such Observation Date (t), the decrease at any Calculation Time of the Underlying Stock price by 15% or more compared with the relevant Underlying Stock Price $\mathbf{iS_{IR(0)}}$ as of such Calculation Time.<br>(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 $\mathbf{iS_{IR(k)}}$ 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 for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto). |
| **TimeReferenceClosing** | means the scheduled closing time for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto). |
| **Intraday Restrike Event Observation Period** | 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.<br>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. |
| **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 18 June 2021, 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 as if 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 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, Chapter 53B 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, Chapter 53B 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: | Wilmar International 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 18 June 2021 (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:<br>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 8 March 2022. |
| Governing Law: | The laws of Singapore |
| Warrant Agent: | The Central Depository (Pte) Limited<br>11 North Buona Vista Drive<br>#06-07 The Metropolis Tower 2<br>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 |

| | | |
|---|---|---|
| Daily Fees | = | **Daily Management Fee Adjustment**<br>1 – Management Fee x ACT (t-1;t) / 360<br>x<br>**Daily Gap Premium Adjustment**<br>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)

| | | t[7]=0 | | t=1 | | t=2 | | t=i |
|---|---|---|---|---|---|---|---|---|
| Value of Certificates | = | Notional Amount | x | Leverage Strategy daily performance[8] x Daily Fees | x | Leverage Strategy daily performance x Daily Fees | x … | Leverage Strategy Daily performance x Daily Fees |

| | | t=0 | | Product of the daily Leverage Strategy Performance | | Product of the Daily Fees (Hedging Fee Factor) |
|---|---|---|---|---|---|---|
| Value of Certificates | = | Notional Amount | x | Leverage Strategy daily performance x Leverage Strategy daily performance | x | Daily Fees x Daily Fees |

| | | t=0 | | | | |
|---|---|---|---|---|---|---|
| Final Value of Certificates | = | Notional Amount | x | Final Reference Level x Final Exchange Rate<br>÷<br>Initial Reference Level x Initial Exchange Rate | x | 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 Wilmar International 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: | **0.50 SGD** |
| Notional Amount per Certificate: | **0.50 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:

HFF(0) = 100%

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

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

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

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

Assuming $2^{nd}$ Exchange Business Day falls 3 Calendar Days after $1^{st}$ Exchange Business Day:

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

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

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

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:

Closing Level = [(Final Reference Level x Final Exchange Rate) / (Initial Reference Level x Initial Exchange Rate) – Strike Level] x Hedging Fee Factor

= [(1200 x 1) / (1000 x 1) – 0] x 99.6962%

= 119.64%

Cash Settlement Amount = Closing Level x Notional Amount per Certificate

= 119.64% x 0.50 SGD

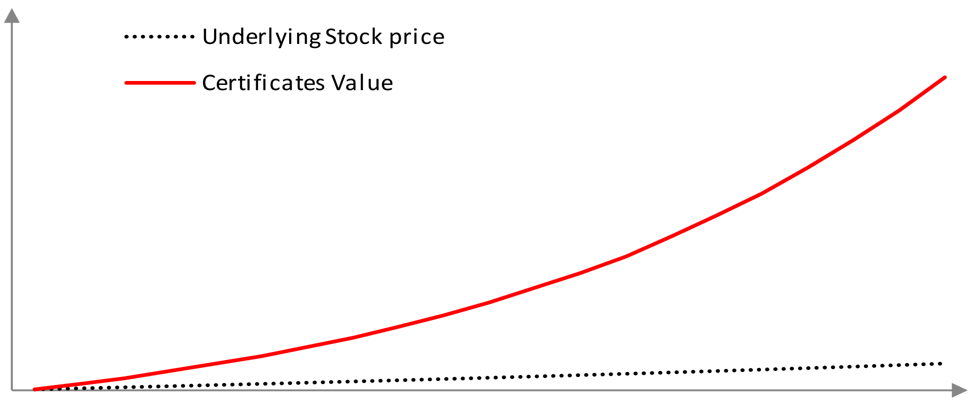
**= 0.598 SGD**

**Illustration on how returns and losses can occur under different scenarios**

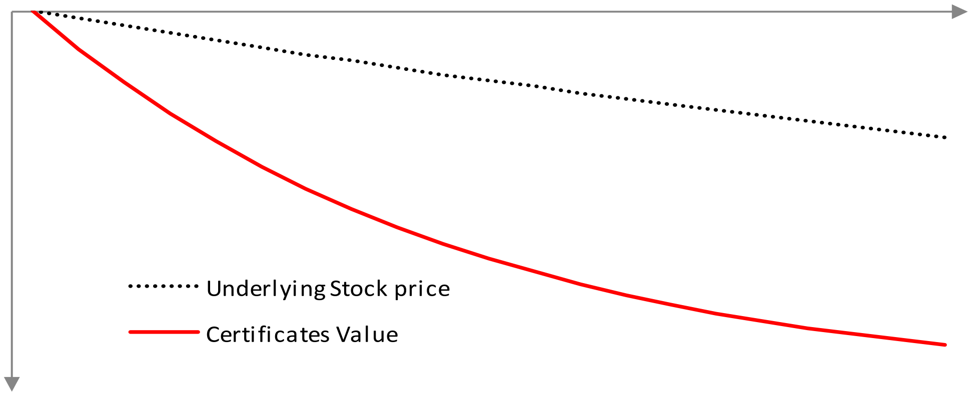
*The examples are purely hypothetical and do not take fees and charges payable by investors into consideration. The examples highlight the effect of the Underlying Stock performance on the value of the Certificates and do not take into account the possible influence of fees, exchange rates, dividends,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

1. Illustrative examples

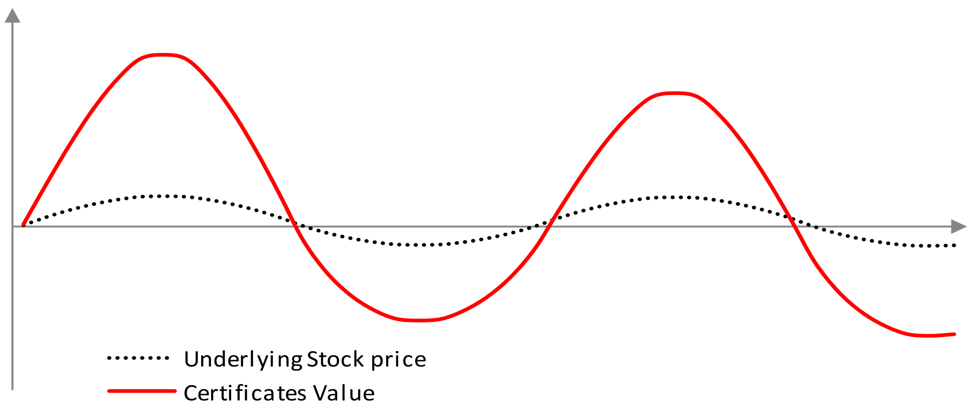
*Scenario 1 – Upward Trend*




*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 | 0.5 | 0.55 | 0.61 | 0.67 | 0.73 | 0.81 |
| 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 | 0.5 | 0.45 | 0.40 | 0.36 | 0.33 | 0.30 |
| 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 | 0.5 | 0.55 | 0.50 | 0.54 | 0.49 | 0.54 |
| 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.

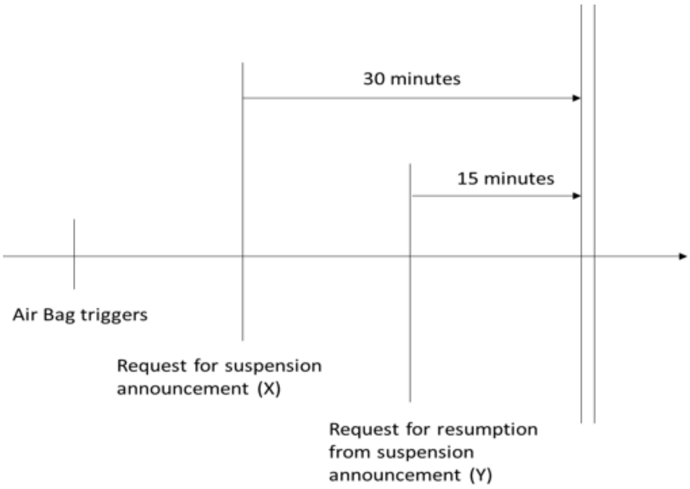
Trading of Certificates is suspended for at least 30 minutes after the Air Bag is triggered and does not take into account the mid-day break. Investors cannot sell or purchase any Certificates during this period.

Air Bag Mechanism timeline

<table>
<tr><th>Air Bag Trigger</th><th>Observation Period</th><th>Resumption of Trading</th></tr>
<tr><td>More than 45 minutes before Market Close</td><td rowspan="2">First 15 minutes after Air Bag Trigger</td><td>Trading resumes the same day between 30 and 45 minutes after Air Bag Trigger</td></tr>
<tr><td>Less than 45 minutes before Market Close and more than 15 minutes before Market Close</td><td rowspan="2">Next trading day at Market Open</td></tr>
<tr><td>15 minutes or less than 15 minutes before Market Close</td><td>From Air Bag Trigger to Market Close</td></tr>
</table>

With **Market Close** defined as:

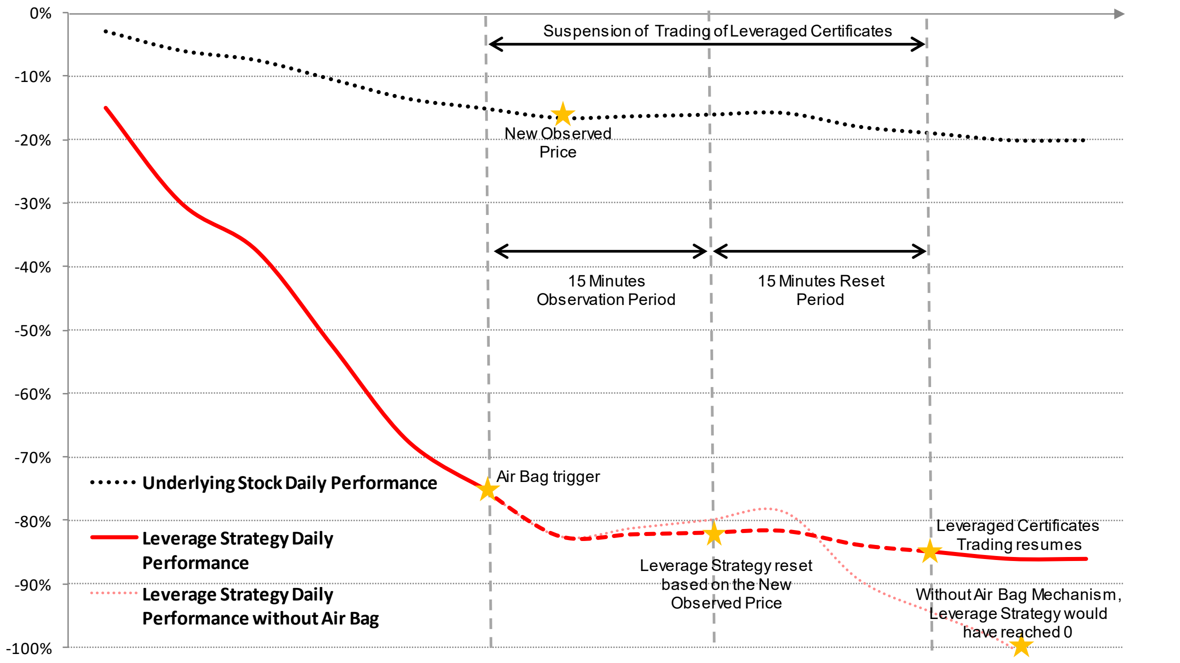
- Underlying Stock closing time with respect to the Observation Period
- The sooner between Underlying Stock closing time and SGX closing time with respect to the Resumption of Trading



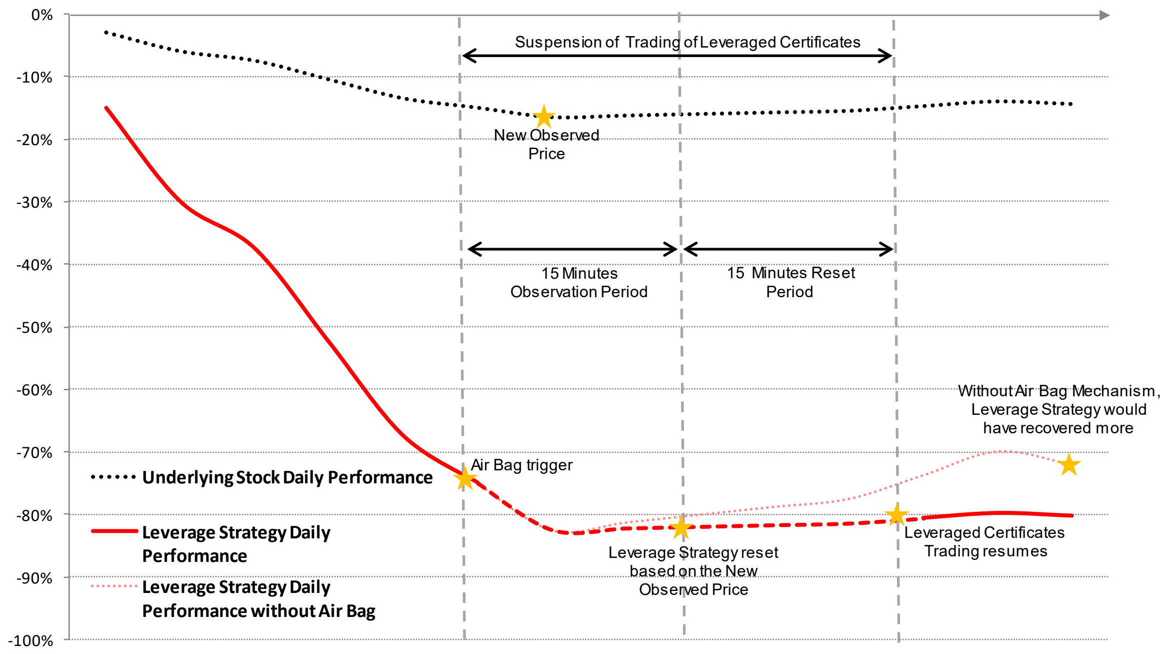

- The later between X+30 minutes or Y+15 minutes will be the earliest time the Certificates can be resumed, the next quarter-of-an-hour of which will be the scheduled resumption time of the Certificates
- If the scheduled resumption time of the Certificates is at or later than the scheduled closing time 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 Mechanism[9]

*Scenario 1 – Downward Trend after Air Bag trigger*




*Scenario 2 – Upward Trend after Air Bag trigger*



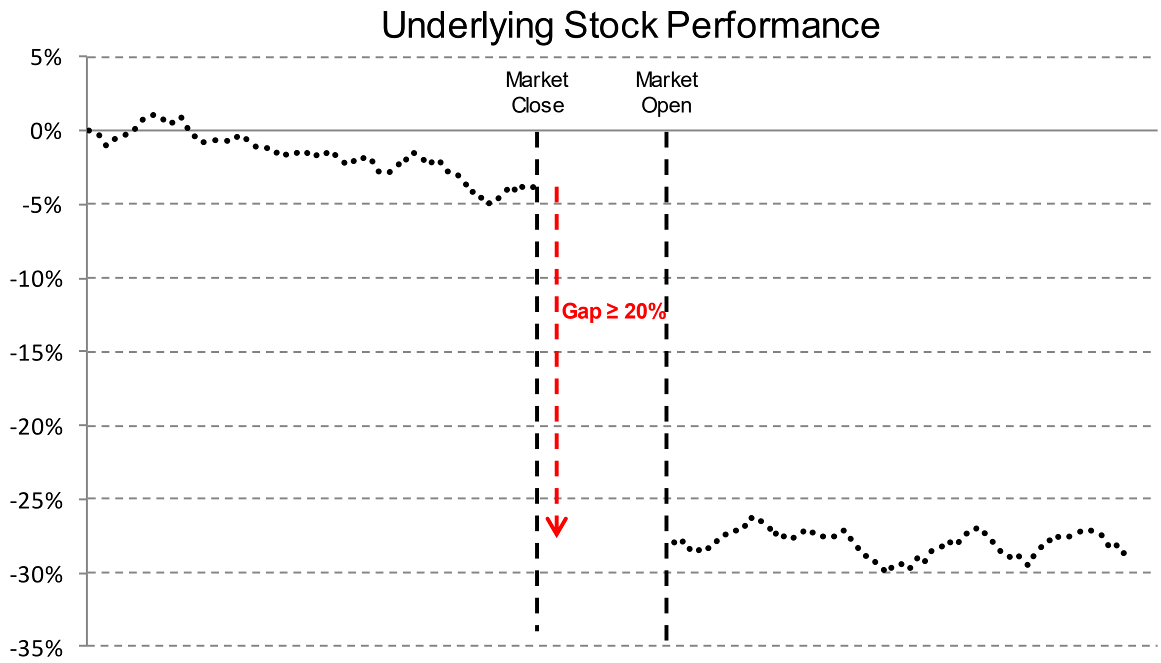

[9] The illustrative examples are not exhaustive.

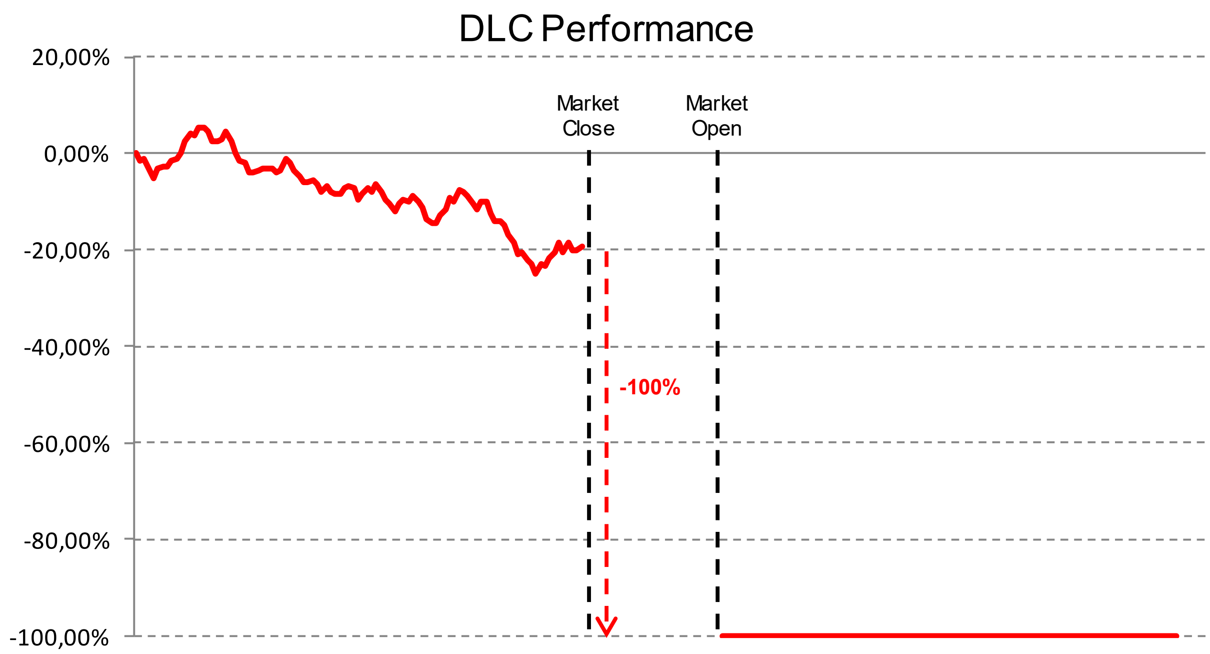
**Scenarios where the investor may lose the entire value of the investment**

*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*.

<u>*Scenario 1 – Overnight fall of the Underlying Stock*</u>

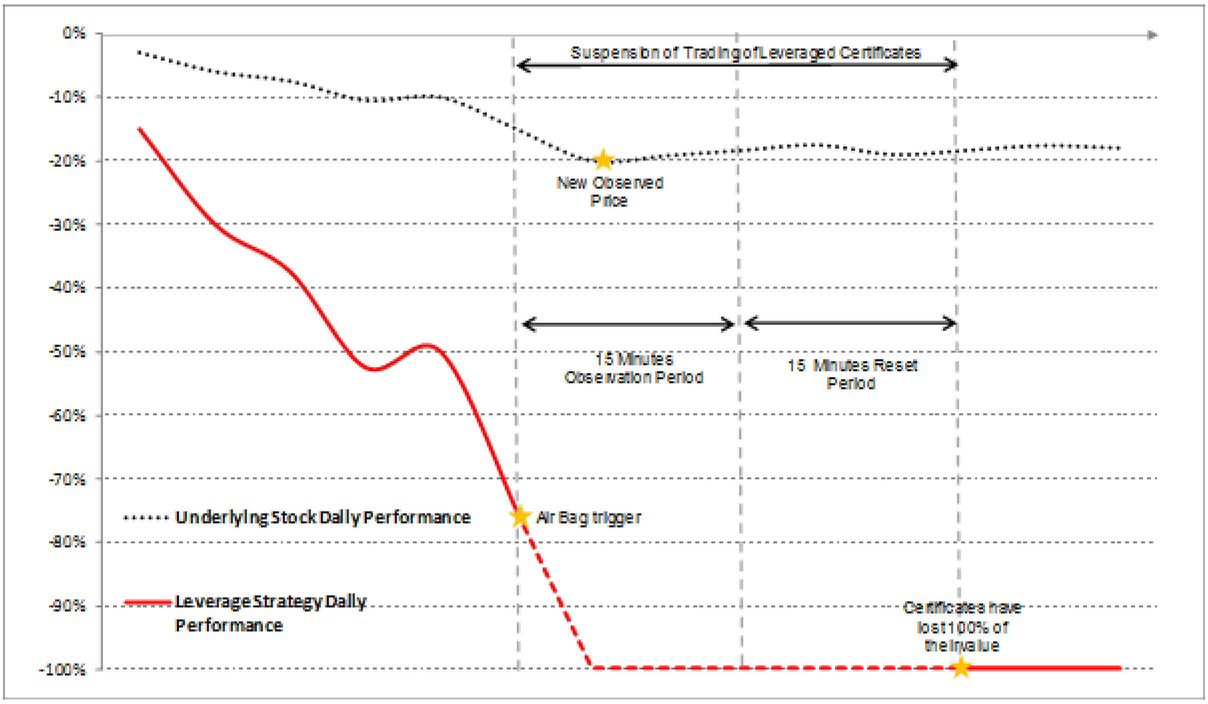
On any business day, the opening price of the Underlying Stock may be higher or lower than the closing price on the previous day. The difference between the previous closing price and the opening price of the Underlying Stock is termed a "gap". If the opening price of the Underlying Stock is 20% or more below the previous day closing price, the Air Bag Mechanism would only be triggered when the market opens 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 :

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

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:

$\mathrm{DivExc_t}$ 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):

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

$\mathrm{S_t}$ = \$51

$\mathrm{Div_t} = \$0$

$\mathrm{DivExc_t} = \$0$

M = 1 (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:

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

| $\mathrm{S_{t-1}}$ | $\mathrm{S_{t-1}} \times Rfactor_t$ | $\mathrm{S_t}$ | 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) |
|---|---|---|
| 0.50 | 0.55 | 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. <u>Share Consolidation</u>

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

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

$\mathrm{S_t}$ = $202

$\mathrm{Div_t} = \$0$

$\mathrm{DivExc_t} = \$0$

M = -0.5 (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:

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

| $\mathrm{S_{t-1}}$ | $\mathrm{S_{t-1}} \times Rfactor_t$ | $\mathrm{S_t}$ | 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) |
|---|---|---|
| 0.50 | 0.525 | 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. <u>Rights Issues</u>

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.

$\mathrm{S}_{t-1}$ = $100

$\mathrm{S}_{t}$ = $84

$\mathrm{Div}_{t} = \$0$

$\mathrm{DivExc}_{t} = \$0$

R = $40 (i.e. subscription price of $40)

M = 0.5 (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:

$$\mathrm{LR}_{t-1,t} = \mathrm{Leverage} \times \left(\frac{\mathrm{S}_t}{\mathrm{S}_{t-1} \times Rfactor_t} - 1\right) = 5 \times \left(\frac{84}{100 \times 80\%} - 1\right) = 25\%$$

| $\mathrm{S}_{t-1}$ | $\mathrm{S}_{t-1} \times Rfactor_t$ | $\mathrm{S}_t$ | 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) |
|---|---|---|
| 0.50 | 0.625 | 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. <u>Bonus Issues</u>

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

$\mathrm{S}_{t-1}$ = $100

$S_t$ = \$85

$Div_t = \$0$

$DivExc_t = \$0$

R = \$0

M = 0.2 (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) |
|---|---|---|
| 0.50 | 0.55 | 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. <u>Extraordinary Dividend</u>

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

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

$S_t$ = \$84

$Div_t = \$0$

$DivExc_t = \$20$

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) |
|---|---|---|
| 0.50 | 0.625 | 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.*

Wilmar International Limited ("**Wilmar**" or the "**Company**") was incorporated in Singapore on 14 August 1999. The Company changed its name from Ezyhealth Asia Pacific Ltd to Wilmar International Limited on 14 July 2006 upon the completion of the acquisition of the palm oil and related assets from Wilmar Holdings Pte Ltd.

Wilmar is Asia's leading agribusiness group. Its business activities include oil palm cultivation, oilseeds crushing, edible oils refining, sugar, specialty fats, oleochemicals and biodiesel manufacturing and grains processing. Headquartered in Singapore, Wilmar has over 300 manufacturing plants and an extensive distribution network covering China, India, Indonesia and some 50 other countries to support a well established processing and merchandising business. Wilmar also manufactures and distributes fertilisers and owns a fleet of vessels. The Group is backed by a multi-national staff force of more than 88,000 people.

Over the years, Wilmar has established a resilient integrated agribusiness model that captures the entire value chain of the agricultural commodity processing business, from origination and processing to the branding, merchandising and distribution of a wide range of agricultural products. The Group is a leader in the supply of high quality processed agricultural products to the food manufacturing industry, industrial and consumer food catering businesses and has strong leadership positions in consumer-packed products in its targeted markets. Through scale, integration and the logistical advantages of our business model, Wilmar is able to extract margins at every step of the value chain, resulting in significant operational synergies and cost efficiencies.

The information set out in Appendix I of this document relates to the unaudited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 and has been extracted and reproduced from an announcement by the Company dated 22 February 2022 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<br>(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 GUARANTOR

The information set out in Appendix II of this document is a reproduction of the press release dated 10 February 2022 containing the Guarantor's consolidated financial results for the fourth quarter ended 31 December 2021.

## SUPPLEMENTAL GENERAL INFORMATION

The information set out herein is supplemental to, and should be read in conjunction with, the information set out on page 105 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 31 December 2020 or the Guarantor since 31 December 2021, 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 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, Chapter 289 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 2016/97/EU (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 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 (ii) it is not purchasing any Certificates 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 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021 OF WILMAR INTERNATIONAL LIMITED AND ITS SUBSIDIARIES

The information set out below is a reproduction of the unaudited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 and has been extracted and reproduced from an announcement by the Company dated 22 February 2022 in relation to the same.

Company Registration No. 199904785Z

# Wilmar International Limited and its Subsidiaries

Unaudited Condensed Interim Financial Statements
For the six months and full year ended 31 December 2021

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## A. Financial highlights

| | 2H2021 US$'000 | 2H2020 US$'000 | Change | FY2021 US$'000 | FY2020 US$'000 | Change |
|---|---|---|---|---|---|---|
| **Revenue** | **36,259,202** | **27,869,077** | **30.1%** | **65,793,619** | **50,526,794** | **30.2%** |
| **Profit Before Tax** | **1,550,353** | **1,486,570** | **4.3%** | **2,765,861** | **2,311,062** | **19.7%** |
| **Net Profit** | **1,139,477** | **923,587** | **23.4%** | **1,890,390** | **1,534,110** | **23.2%** |
| **Core Net Profit** | **1,110,216** | **850,759** | **30.5%** | **1,842,433** | **1,486,287** | **24.0%** |
| **EBITDA** | **2,287,810** | **2,120,807** | **7.9%** | **4,171,904** | **3,609,447** | **15.6%** |
| **EPS - Basic (US cents per share)** | **18.1** | **14.5** | **24.2%** | **30.0** | **24.2** | **24.0%** |
| **EPS - Fully diluted (US cents per share)** | **18.1** | **14.5** | **24.3%** | **29.9** | **24.1** | **24.0%** |

| | 31 December 2021 | 31 December 2020 | Change |
|---|---|---|---|
| **Net Tangible Asset (US$'000)** | **14,529,991** | **13,436,663** | **8.1%** |
| **Net Asset per share (US$ per share)** | **3.17** | **2.99** | **6.0%** |
| **Net Tangible Asset per share (US$ per share)** | **2.31** | **2.13** | **8.5%** |

## B. Unaudited condensed interim consolidated income statement

| | Note | **6 months ended 31 December 2021 US$'000** | 6 months ended 31 December 2020 US$'000 | **12 months ended 31 December 2021 US$'000** | 12 months ended 31 December 2020 US$'000 |
|---|---|---|---|---|---|
| **Revenue** | 11 | **36,259,202** | 27,869,077 | **65,793,619** | 50,526,794 |
| Cost of sales | | **(32,399,623)** | (24,801,891) | **(58,602,446)** | (44,929,244) |
| **Gross profit** | | **3,859,579** | 3,067,186 | **7,191,173** | 5,597,550 |
| **Other items of income** | | | | | |
| Net gain arising from changes in fair value of biological assets | | **21,335** | 6,107 | **21,335** | 6,107 |
| Finance income | | **174,581** | 183,419 | **335,287** | 419,826 |
| Other operating income | | **142,894** | 250,115 | **255,487** | 334,886 |
| **Other items of expense** | | | | | |
| Selling and distribution expenses | | **(1,766,990)** | (1,365,417) | **(3,412,741)** | (2,517,636) |
| Administrative expenses | | **(556,913)** | (501,242) | **(1,095,798)** | (955,519) |
| Other operating expenses | | **(104,237)** | (93,555) | **(196,813)** | (176,760) |
| Finance costs | | **(316,085)** | (250,465) | **(588,422)** | (651,110) |
| Non-operating items | | **15,897** | 72,304 | **36,858** | 51,533 |
| Share of results of joint ventures | | **23,541** | 32,624 | **63,548** | 71,123 |
| Share of results of associates | | **56,751** | 85,494 | **155,947** | 131,062 |
| **Profit before tax** | 4 | **1,550,353** | 1,486,570 | **2,765,861** | 2,311,062 |
| Income tax expense | 5 | **(349,638)** | (444,065) | **(699,602)** | (620,088) |
| **Profit after tax** | | **1,200,715** | 1,042,505 | **2,066,259** | 1,690,974 |
| **Attributable to:** | | | | | |
| Owners of the Company | | **1,139,477** | 923,587 | **1,890,390** | 1,534,110 |
| Non-controlling interests | | **61,238** | 118,918 | **175,869** | 156,864 |
| | | **1,200,715** | 1,042,505 | **2,066,259** | 1,690,974 |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## C. Unaudited condensed interim consolidated statement of comprehensive income

| | **6 months ended 31 December 2021 US$'000** | 6 months ended 31 December 2020 US$'000 | **12 months ended 31 December 2021 US$'000** | 12 months ended 31 December 2020 US$'000 |
|---|---|---|---|---|
| **Profit after tax** | **1,200,715** | 1,042,505 | **2,066,259** | 1,690,974 |
| **Other comprehensive income:** | | | | |
| **Items that will not be reclassified subsequently to income statement** | | | | |
| Fair value adjustment on investment securities at fair value through other comprehensive income | **(29,069)** | 30,833 | **10,880** | (77,187) |
| (Loss)/gain on disposal of investment securities at fair value through other comprehensive income | **-** | (19,147) | **6** | (19,147) |
| (Loss)/gain on remeasurements of defined benefit plan | **(550)** | 25,417 | **(550)** | 25,417 |
| | **(29,619)** | 37,103 | **10,336** | (70,917) |
| **Items that may be reclassified subsequently to income statement** | | | | |
| Foreign currency translation | **125,009** | 1,130,376 | **196,369** | 810,410 |
| Fair value adjustment on cash flow hedges | **(5,562)** | (66,504) | **74,741** | (20,427) |
| Fair value adjustment on forward elements of forward contracts | **(4,154)** | (7,791) | **(11,961)** | 8,006 |
| | **115,293** | 1,056,081 | **259,149** | 797,989 |
| **Other comprehensive income, net of tax** | **85,674** | 1,093,184 | **269,485** | 727,072 |
| **Total comprehensive income for the period/year** | **1,286,389** | 2,135,689 | **2,335,744** | 2,418,046 |
| **Attributable to:** | | | | |
| Owners of the Company | **1,209,970** | 1,901,279 | **2,122,261** | 2,164,511 |
| Non-controlling interests | **76,419** | 234,410 | **213,483** | 253,535 |
| | **1,286,389** | 2,135,689 | **2,335,744** | 2,418,046 |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## D. Unaudited condensed interim balance sheets

| | Note | Group | | Company | |
|---|---|---|---|---|---|
| | | **31 December 2021** | 31 December 2020 | **31 December 2021** | 31 December 2020 |
| | | **US$'000** | US$'000 | **US$'000** | US$'000 |
| **ASSETS** | | | | | |
| **Non-current assets** | | | | | |
| Property, plant and equipment | 6 | **14,192,433** | 12,773,714 | **119,798** | 97,627 |
| Investment properties | | **38,286** | 32,475 | **-** | - |
| Bearer plants | | **638,118** | 666,133 | **-** | - |
| Intangible assets | | **5,393,884** | 5,445,692 | **-** | - |
| Investment in subsidiaries | | **-** | - | **10,468,178** | 10,141,987 |
| Investment in joint ventures | | **631,572** | 624,159 | **-** | 3,800 |
| Investment in associates | | **2,874,956** | 2,726,322 | **13,677** | 13,677 |
| Investment securities | | **365,301** | 370,808 | **-** | - |
| Deferred tax assets | | **204,495** | 203,494 | **-** | - |
| Derivative financial instruments | 7 | **11,956** | 61,188 | **-** | - |
| Other financial receivables | | **150,136** | 127,642 | **313,255** | 303,137 |
| Other non-financial assets | | **63,874** | 64,779 | **-** | - |
| Other bank deposits | | **2,338,437** | - | **-** | - |
| | | **26,903,448** | 23,096,406 | **10,914,908** | 10,560,228 |
| **Current assets** | | | | | |
| Inventories | | **11,738,686** | 9,436,151 | **-** | - |
| Trade receivables | | **6,833,416** | 5,277,871 | **-** | - |
| Other financial receivables | | **4,183,458** | 4,548,468 | **5,678,762** | 5,913,550 |
| Other non-financial assets | | **1,827,070** | 1,804,917 | **7,473** | 6,337 |
| Derivative financial instruments | 7 | **563,981** | 641,249 | **-** | - |
| Investment securities | | **326,846** | 286,706 | **-** | - |
| Other bank deposits | | **3,649,000** | 3,222,044 | **-** | - |
| Cash and bank balances | | **2,692,541** | 2,706,164 | **1,033** | 6,371 |
| | | **31,814,998** | 27,923,570 | **5,687,268** | 5,926,258 |
| **TOTAL ASSETS** | | **58,718,446** | 51,019,976 | **16,602,176** | 16,486,486 |
| **EQUITY AND LIABILITIES** | | | | | |
| **Current liabilities** | | | | | |
| Trade payables | | **2,009,073** | 1,613,448 | **-** | - |
| Other financial payables | | **2,374,133** | 2,084,097 | **5,376,050** | 5,566,865 |
| Other non-financial liabilities | | **862,926** | 764,248 | **-** | - |
| Derivative financial instruments | 7 | **566,612** | 893,729 | **-** | - |
| Loans and borrowings | 8 | **22,291,835** | 17,145,894 | **308,724** | 163,593 |
| Tax payables | | **288,652** | 331,740 | **-** | - |
| | | **28,393,231** | 22,833,156 | **5,684,774** | 5,730,458 |
| **NET CURRENT ASSETS** | | **3,421,767** | 5,090,414 | **2,494** | 195,800 |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## D. Unaudited condensed interim balance sheets (continued)

| | | Group | | Company | |
|---|---|---|---|---|---|
| | Note | **31 December 2021** | 31 December 2020 | **31 December 2021** | 31 December 2020 |
| | | **US$'000** | US$'000 | **US$'000** | US$'000 |
| **Non-current liabilities** | | | | | |
| Other financial payables | | **276,525** | 268,604 | **1,425,000** | 589,708 |
| Other non-financial liabilities | | **200,723** | 182,678 | **-** | - |
| Derivative financial instruments | 7 | **55,279** | 49,836 | **-** | - |
| Loans and borrowings | 8 | **6,822,646** | 6,003,578 | **-** | 323,180 |
| Deferred tax liabilities | | **367,713** | 298,817 | **-** | - |
| | | **7,722,886** | 6,803,513 | **1,425,000** | 912,888 |
| **TOTAL LIABILITIES** | | **36,116,117** | 29,636,669 | **7,109,774** | 6,643,346 |
| **NET ASSETS** | | **22,602,329** | 21,383,307 | **9,492,402** | 9,843,140 |
| **Equity attributable to owners of the Company** | | | | | |
| Share capital | 9 | **8,458,995** | 8,458,995 | **8,895,134** | 8,895,134 |
| Treasury shares | 9 | **(304,886)** | (222,039) | **(304,886)** | (222,039) |
| Retained earnings | | **11,726,821** | 10,953,237 | **696,726** | 972,709 |
| Other reserves | | **42,945** | (307,838) | **205,428** | 197,336 |
| | | **19,923,875** | 18,882,355 | **9,492,402** | 9,843,140 |
| Non-controlling interests | | **2,678,454** | 2,500,952 | **-** | - |
| **TOTAL EQUITY** | | **22,602,329** | 21,383,307 | **9,492,402** | 9,843,140 |
| **TOTAL EQUITY AND LIABILITIES** | | **58,718,446** | 51,019,976 | **16,602,176** | 16,486,486 |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## E. Unaudited condensed interim statements of changes in equity

| | Attributable to owners of the Company | | | | | | |
|---|---|---|---|---|---|---|---|
| | **Share capital** | **Treasury shares** | **Retained earnings** | **Other reserves** | **Equity attributable to owners of the Company, total** | **Non-controlling interests** | **Equity total** |
| | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 |
| **For the period from 01.07.2021 to 31.12.2021** | | | | | | | |
| **GROUP** | | | | | | | |
| Opening balance at 1 July 2021 | 8,458,995 | (270,074) | 10,829,519 | (5,851) | 19,012,589 | 2,628,722 | 21,641,311 |
| Profit for the period | - | - | 1,139,477 | - | 1,139,477 | 61,238 | 1,200,715 |
| Other comprehensive income | - | - | - | 70,493 | 70,493 | 15,181 | 85,674 |
| **Total comprehensive income for the period** | - | - | 1,139,477 | 70,493 | 1,209,970 | 76,419 | 1,286,389 |
| Grant of equity-settled share options | - | - | - | 3,323 | 3,323 | - | 3,323 |
| Share capital contributed by non-controlling shareholders | - | - | - | - | - | 23,189 | 23,189 |
| Acquisition of treasury shares | - | (42,049) | - | - | (42,049) | - | (42,049) |
| Reissuance of treasury shares pursuant to exercise of share options | - | 7,237 | - | 630 | 7,867 | - | 7,867 |
| Dividends on ordinary shares | - | - | (231,768) | - | (231,768) | - | (231,768) |
| Dividends paid to non-controlling shareholders by subsidiaries | - | - | - | - | - | (33,388) | (33,388) |
| Net transfer to other reserves | - | - | (10,407) | 10,407 | - | - | - |
| **Total contributions by and distributions to owners** | - | (34,812) | (242,175) | 14,360 | (262,627) | (10,199) | (272,826) |
| Acquisition of subsidiaries | - | - | - | - | - | 4,079 | 4,079 |
| Acquisition of additional interest in subsidiaries | - | - | - | (36,370) | (36,370) | (20,254) | (56,624) |
| Dilution of interest in subsidiaries | - | - | - | 313 | 313 | (313) | - |
| **Total changes in ownership interests in subsidiaries** | - | - | - | (36,057) | (36,057) | (16,488) | (52,545) |
| **Closing balance at 31 December 2021** | **8,458,995** | **(304,886)** | **11,726,821** | **42,945** | **19,923,875** | **2,678,454** | **22,602,329** |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## E. Unaudited condensed interim statements of changes in equity (continued)

| | Attributable to owners of the Company | | | | | | |
|---|---|---|---|---|---|---|---|
| | **Share capital** | **Treasury shares** | **Retained earnings** | **Other reserves** | **Equity attributable to owners of the Company, total** | **Non-controlling interests** | **Equity total** |
| | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 |
| **For the period from 01.07.2020 to 31.12.2020** | | | | | | | |
| **GROUP** | | | | | | | |
| Opening balance at 1 July 2020 | 8,458,995 | (91,443) | 10,191,555 | (2,076,856) | 16,482,251 | 1,072,886 | 17,555,137 |
| Profit for the period | - | - | 923,587 | - | 923,587 | 118,918 | 1,042,505 |
| Other comprehensive income | - | - | (19,147) | 996,839 | 977,692 | 115,492 | 1,093,184 |
| **Total comprehensive income for the period** | - | - | 904,440 | 996,839 | 1,901,279 | 234,410 | 2,135,689 |
| Grant of equity-settled share options | - | - | - | 2,578 | 2,578 | - | 2,578 |
| Share capital contributed by non-controlling shareholders | - | - | - | - | - | 13,254 | 13,254 |
| Acquisition of treasury shares | - | (141,009) | - | - | (141,009) | - | (141,009) |
| Reissuance of treasury shares pursuant to exercise of share options | - | 10,413 | - | 1,002 | 11,415 | - | 11,415 |
| Dividends on ordinary shares | - | - | (185,907) | - | (185,907) | - | (185,907) |
| Dividends paid to non-controlling shareholders by subsidiaries | - | - | - | - | - | (22,772) | (22,772) |
| Net transfer to other reserves | - | - | 43,149 | (43,149) | - | - | - |
| **Total contributions by and distributions to owners** | - | (130,596) | (142,758) | (39,569) | (312,923) | (9,518) | (322,441) |
| Acquisition of additional interest in subsidiaries | - | - | - | (10,382) | (10,382) | 6,516 | (3,866) |
| Disposal of subsidiaries | - | - | - | (1,062) | (1,062) | - | (1,062) |
| Dilution of interest in subsidiaries | - | - | - | 823,192 | 823,192 | 1,196,658 | 2,019,850 |
| **Total changes in ownership interests in subsidiaries** | - | - | - | 811,748 | 811,748 | 1,203,174 | 2,014,922 |
| **Closing balance at 31 December 2020** | 8,458,995 | (222,039) | 10,953,237 | (307,838) | 18,882,355 | 2,500,952 | 21,383,307 |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## E. Unaudited condensed interim statements of changes in equity (continued)

| | Attributable to owners of the Company | | | | |
|---|---|---|---|---|---|
| | **Share capital** US$'000 | **Treasury shares** US$'000 | **Retained earnings** US$'000 | **Other reserves** US$'000 | **Equity attributable to owners of the Company, total** US$'000 |
| **For the period from 01.07.2021 to 31.12.2021** | | | | | |
| **COMPANY** | | | | | |
| Opening balance at 1 July 2021 | 8,895,134 | (270,074) | 996,004 | 201,475 | 9,822,539 |
| Loss for the period | - | - | (67,510) | - | (67,510) |
| **Total comprehensive income for the period** | - | - | (67,510) | - | (67,510) |
| Grant of equity-settled share options | - | - | - | 3,323 | 3,323 |
| Acquisition of treasury shares | - | (42,049) | - | - | (42,049) |
| Reissuance of treasury shares pursuant to exercise of share options | - | 7,237 | - | 630 | 7,867 |
| Dividends on ordinary shares | - | - | (231,768) | - | (231,768) |
| **Total transactions with owners in their capacity as owners** | - | (34,812) | (231,768) | 3,953 | (262,627) |
| **Closing balance at 31 December 2021** | 8,895,134 | (304,886) | 696,726 | 205,428 | 9,492,402 |
| **For the period from 01.07.2020 to 31.12.2020** | | | | | |
| **COMPANY** | | | | | |
| Opening balance at 1 July 2020 | 8,895,134 | (91,443) | 832,945 | 235,979 | 9,872,615 |
| Profit for the period | - | - | 283,448 | - | 283,448 |
| **Total comprehensive income for the period** | - | - | 283,448 | - | 283,448 |
| Grant of equity-settled share options | - | - | - | 2,578 | 2,578 |
| Acquisition of treasury shares | - | (141,009) | - | - | (141,009) |
| Reissuance of treasury shares pursuant to exercise of share options | - | 10,413 | - | 1,002 | 11,415 |
| Dividends on ordinary shares | - | - | (185,907) | - | (185,907) |
| Transfer to retained earnings | - | - | 42,223 | (42,223) | - |
| **Total transactions with owners in their capacity as owners** | - | (130,596) | (143,684) | (38,643) | (312,923) |
| **Closing balance at 31 December 2020** | 8,895,134 | (222,039) | 972,709 | 197,336 | 9,843,140 |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

# E. Unaudited condensed interim statements of changes in equity (continued)

| | Attributable to owners of the Company | | | | | | |
|---|---|---|---|---|---|---|---|
| | **Share capital** | **Treasury shares** | **Retained earnings** | **Other reserves** | **Equity attributable to owners of the Company, total** | **Non-controlling interests** | **Equity total** |
| | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 |
| **2021** | | | | | | | |
| **GROUP** | | | | | | | |
| Opening balance at 1 January 2021 | 8,458,995 | (222,039) | 10,953,237 | (307,838) | 18,882,355 | 2,500,952 | 21,383,307 |
| Profit for the year | - | - | 1,890,390 | - | 1,890,390 | 175,869 | 2,066,259 |
| Other comprehensive income | - | - | 6 | 231,865 | 231,871 | 37,614 | 269,485 |
| **Total comprehensive income for the year** | - | - | 1,890,396 | 231,865 | 2,122,261 | 213,483 | 2,335,744 |
| Grant of equity-settled share options | - | - | - | 6,871 | 6,871 | - | 6,871 |
| Share capital contributed by non-controlling shareholders | - | - | - | - | - | 41,416 | 41,416 |
| Acquisition of treasury shares | - | (97,503) | - | - | (97,503) | - | (97,503) |
| Reissuance of treasury shares pursuant to exercise of share options | - | 14,656 | - | 1,221 | 15,877 | - | 15,877 |
| Dividends on ordinary shares | - | - | (968,301) | - | (968,301) | - | (968,301) |
| Dividends paid to non-controlling shareholders by subsidiaries | - | - | - | - | - | (81,210) | (81,210) |
| Net transfer to other reserves | - | - | (148,511) | 148,511 | - | - | - |
| **Total contributions by and distributions to owners** | - | (82,847) | (1,116,812) | 156,603 | (1,043,056) | (39,794) | (1,082,850) |
| Acquisition of subsidiaries | - | - | - | - | - | 27,225 | 27,225 |
| Acquisition of additional interest in subsidiaries | - | - | - | (37,998) | (37,998) | (20,509) | (58,507) |
| Liquidation of subsidiaries | - | - | - | - | - | (2,590) | (2,590) |
| Dilution of interest in subsidiaries | - | - | - | 313 | 313 | (313) | - |
| **Total changes in ownership interests in subsidiaries** | - | - | - | (37,685) | (37,685) | 3,813 | (33,872) |
| **Closing balance at 31 December 2021** | **8,458,995** | **(304,886)** | **11,726,821** | **42,945** | **19,923,875** | **2,678,454** | **22,602,329** |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

# E. Unaudited condensed interim statements of changes in equity (continued)

| | Attributable to owners of the Company | | | | | | |
|---|---|---|---|---|---|---|---|
| | **Share capital** US$'000 | **Treasury shares** US$'000 | **Retained earnings** US$'000 | **Other reserves** US$'000 | **Equity attributable to owners of the Company, total** US$'000 | **Non-controlling interests** US$'000 | **Equity total** US$'000 |
| **2020** | | | | | | | |
| **GROUP** | | | | | | | |
| Opening balance at 1 January 2020 | 8,458,995 | (122,579) | 10,113,650 | (1,687,557) | 16,762,509 | 1,113,609 | 17,876,118 |
| Profit for the year | - | - | 1,534,110 | - | 1,534,110 | 156,864 | 1,690,974 |
| Other comprehensive income | - | - | (19,147) | 649,548 | 630,401 | 96,671 | 727,072 |
| **Total comprehensive income for the year** | - | - | 1,514,963 | 649,548 | 2,164,511 | 253,535 | 2,418,046 |
| Grant of equity-settled share options | - | - | - | 3,467 | 3,467 | - | 3,467 |
| Share capital contributed by non-controlling shareholders | - | - | - | - | - | 22,538 | 22,538 |
| Acquisition of treasury shares | - | (141,009) | - | - | (141,009) | - | (141,009) |
| Reissuance of treasury shares pursuant to exercise of share options | - | 41,549 | - | 2,339 | 43,888 | - | 43,888 |
| Dividends on ordinary shares | - | - | (618,578) | - | (618,578) | - | (618,578) |
| Dividends paid to non-controlling shareholders by subsidiaries | - | - | - | - | - | (80,130) | (80,130) |
| Net transfer to other reserves | - | - | (56,798) | 56,798 | - | - | - |
| **Total contributions by and distributions to owners** | - | (99,460) | (675,376) | 62,604 | (712,232) | (57,592) | (769,824) |
| Acquisition of subsidiaries | - | - | - | - | - | 3,312 | 3,312 |
| Acquisition of additional interest in subsidiaries | - | - | - | (154,864) | (154,864) | (9,490) | (164,354) |
| Disposal of subsidiaries | - | - | - | (1,062) | (1,062) | - | (1,062) |
| Dilution of interest in subsidiaries | - | - | - | 823,493 | 823,493 | 1,197,578 | 2,021,071 |
| **Total changes in ownership interests in subsidiaries** | - | - | - | 667,567 | 667,567 | 1,191,400 | 1,858,967 |
| **Closing balance at 31 December 2020** | 8,458,995 | (222,039) | 10,953,237 | (307,838) | 18,882,355 | 2,500,952 | 21,383,307 |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## E. Unaudited condensed interim statements of changes in equity (continued)

| | Attributable to owners of the Company | | | | |
|---|---|---|---|---|---|
| | **Share capital** US$'000 | **Treasury shares** US$'000 | **Retained earnings** US$'000 | **Other reserves** US$'000 | **Equity attributable to owners of the Company, total** US$'000 |
| **2021** | | | | | |
| **COMPANY** | | | | | |
| Opening balance at 1 January 2021 | 8,895,134 | (222,039) | 972,709 | 197,336 | 9,843,140 |
| Profit for the year | - | - | 692,318 | - | 692,318 |
| **Total comprehensive income for the year** | - | - | 692,318 | - | 692,318 |
| Grant of equity-settled share options | - | - | - | 6,871 | 6,871 |
| Acquisition of treasury shares | - | (97,503) | - | - | (97,503) |
| Reissuance of treasury shares pursuant to exercise of share options | - | 14,656 | - | 1,221 | 15,877 |
| Dividends on ordinary shares | - | - | (968,301) | - | (968,301) |
| **Total transactions with owners in their capacity as owners** | - | (82,847) | (968,301) | 8,092 | (1,043,056) |
| **Closing balance at 31 December 2021** | 8,895,134 | (304,886) | 696,726 | 205,428 | 9,492,402 |
| **2020** | | | | | |
| **COMPANY** | | | | | |
| Opening balance at 1 January 2020 | 8,895,134 | (122,579) | 1,381,856 | 233,753 | 10,388,164 |
| Profit for the year | - | - | 167,208 | - | 167,208 |
| **Total comprehensive income for the year** | - | - | 167,208 | - | 167,208 |
| Grant of equity-settled share options | - | - | - | 3,467 | 3,467 |
| Acquisition of treasury shares | - | (141,009) | - | - | (141,009) |
| Reissuance of treasury shares pursuant to exercise of share options | - | 41,549 | - | 2,339 | 43,888 |
| Dividends on ordinary shares | - | - | (618,578) | - | (618,578) |
| Transfer to retained earnings | - | - | 42,223 | (42,223) | - |
| **Total transactions with owners in their capacity as owners** | - | (99,460) | (576,355) | (36,417) | (712,232) |
| **Closing balance at 31 December 2020** | 8,895,134 | (222,039) | 972,709 | 197,336 | 9,843,140 |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## F. Unaudited condensed interim consolidated cash flow statement

| | **6 months ended 31 December 2021 US$'000** | 6 months ended 31 December 2020 US$'000 | **12 months ended 31 December 2021 US$'000** | 12 months ended 31 December 2020 US$'000 |
|---|---|---|---|---|
| **Cash flows from operating activities** | | | | |
| Profit before tax | **1,550,353** | 1,486,570 | **2,765,861** | 2,311,062 |
| Adjustments for: | | | | |
| Net gain arising from changes in fair value of biological assets | **(21,335)** | (6,107) | **(21,335)** | (6,107) |
| Depreciation of bearer plants | **29,913** | 44,552 | **58,707** | 72,483 |
| Depreciation of property, plant and equipment | **561,309** | 518,025 | **1,084,495** | 982,958 |
| (Increase)/decrease in fair value of investment properties | **(2,129)** | 2,834 | **(2,129)** | 2,834 |
| (Gain)/loss on disposal of investment in a joint venture | **(2,393)** | 869 | **(2,393)** | 998 |
| Gain on disposal of investment in associates | **-** | (4,023) | **-** | (2,275) |
| Fair value (gain)/loss arising from changes of interest in joint ventures resulting in change of control | **(1,879)** | 1,430 | **(1,879)** | (1,010) |
| Amortisation of intangible assets | **1,619** | 1,301 | **3,454** | 2,554 |
| Loss on disposal of property, plant and equipment | **402** | 7,771 | **6,780** | 12,694 |
| Gain on disposal of biological assets | **(169)** | (135) | **(390)** | (168) |
| (Gain)/loss on disposal/liquidation of subsidiaries | **(137)** | (159) | **575** | 59 |
| (Gain)/loss on disposal of investment securities at fair value through profit or loss | **(1,449)** | 903 | **(1,060)** | (2,271) |
| Grant of share options to employees | **3,323** | 2,578 | **6,871** | 3,467 |
| Net fair value (gain)/loss on derivative financial instruments | **(56,402)** | 215,163 | **(103,633)** | 126,986 |
| Net fair value loss/(gain) on investment securities at fair value through profit or loss | **6,544** | (27,738) | **(3,014)** | 44,472 |
| Foreign exchange differences arising from translation | **78,055** | 96,716 | **203,986** | 117,980 |
| Investment income from investment securities | **(21,843)** | (52,178) | **(40,751)** | (110,527) |
| Interest expense | **319,197** | 253,778 | **594,674** | 660,216 |
| Interest income | **(174,581)** | (183,419) | **(335,287)** | (419,826) |
| Share of results of joint ventures | **(23,541)** | (32,624) | **(63,548)** | (71,123) |
| Share of results of associates | **(56,751)** | (85,494) | **(155,947)** | (131,062) |
| **Operating cash flows before working capital changes** | **2,188,106** | 2,240,613 | **3,994,037** | 3,594,394 |
| Changes in working capital: | | | | |
| Increase in inventories | **(178,039)** | (2,474,676) | **(2,257,517)** | (1,306,492) |
| Increase in receivables and other assets | **(1,184,146)** | (1,600,509) | **(1,330,359)** | (1,378,586) |
| Increase in payables | **896,515** | 588,189 | **487,789** | 242,187 |
| **Cash flows generated from/(used in) operations** | **1,722,436** | (1,246,383) | **893,950** | 1,151,503 |
| Interest paid | **(281,245)** | (268,574) | **(535,394)** | (645,177) |
| Interest received | **128,748** | 213,372 | **283,502** | 452,963 |
| Income taxes paid | **(221,748)** | (217,694) | **(687,102)** | (406,502) |
| **Net cash flows generated from/(used in) operating activities** | **1,348,191** | (1,519,279) | **(45,044)** | 552,787 |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## F. Unaudited condensed interim consolidated cash flow statement (continued)

| | **6 months ended 31 December 2021 US$'000** | 6 months ended 31 December 2020 US$'000 | **12 months ended 31 December 2021 US$'000** | 12 months ended 31 December 2020 US$'000 |
|---|---|---|---|---|
| **Cash flows from investing activities** | | | | |
| Net cash flow on acquisition of subsidiaries | **8,112** | (41,058) | **9,442** | (83,360) |
| Decrease/(increase) in plasma investments | **4,330** | (2,646) | **8,464** | (2,481) |
| (Increase)/decrease in investment securities at fair value through profit or loss | **(29,284)** | 4,027 | **(35,132)** | (13,328) |
| Increase in other non-financial assets | **(54,188)** | - | **(54,188)** | - |
| Payments for property, plant and equipment | **(1,400,079)** | (1,097,376) | **(2,482,070)** | (1,921,835) |
| Payments for bearer plants | **(22,080)** | (30,216) | **(44,685)** | (54,146) |
| Decrease in investment securities at fair value through other comprehensive income | **19,000** | 34,705 | **18,554** | 54,244 |
| Investment income from investment securities | **21,843** | 52,178 | **40,751** | 110,527 |
| Net cash flow on investment in joint ventures | **(9,037)** | (51,079) | **(29,214)** | (51,079) |
| Payments for investment in associates | **(1,576)** | (7,189) | **(2,233)** | (17,868) |
| Payments for intangible assets | **(125)** | (999) | **(503)** | (1,145) |
| Dividends received from joint ventures | **11,339** | 14,124 | **11,339** | 27,766 |
| Dividends received from associates | **48,795** | 39,468 | **58,383** | 55,700 |
| Proceeds from disposal of property, plant and equipment | **65,465** | 31,448 | **85,519** | 53,747 |
| Proceeds from disposal of interest/ capital reduction in joint ventures | **50,037** | 75 | **62,083** | 260 |
| Proceeds from disposal/dilution of interest in associates | **-** | 8,872 | **-** | 24,472 |
| Net cash flow from disposal/liquidation of subsidiaries | **-** | 8,509 | **(2,588)** | 11,613 |
| **Net cash flows used in investing activities** | **(1,287,448)** | (1,037,157) | **(2,356,078)** | (1,806,913) |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## F. Unaudited condensed interim consolidated cash flow statement (continued)

| | **6 months ended 31 December 2021 US$'000** | 6 months ended 31 December 2020 US$'000 | **12 months ended 31 December 2021 US$'000** | 12 months ended 31 December 2020 US$'000 |
|---|---|---|---|---|
| **Cash flows from financing activities** | | | | |
| Decrease/(increase) in net amount due from related parties | **25,921** | (4,571) | **47,071** | 4,672 |
| Increase in net amount due from joint ventures | **(22,884)** | (11,328) | **(11,253)** | (14,148) |
| Increase in net amount due from associates | **(10,182)** | (13,823) | **(37,879)** | (23,836) |
| Increase/(decrease) in advances from non-controlling shareholders | **2,675** | (43,658) | **19,631** | (37,999) |
| Proceeds from/(repayment of) loans and borrowings | **660,798** | (1,448,325) | **6,338,583** | 685,065 |
| Increase in fixed deposits pledged with financial institutions for bank facilities | **(1,140,145)** | (423,831) | **(3,313,731)** | (1,646,742) |
| (Increase)/decrease in other financial receivables | **(436,869)** | 4,245,128 | **462,691** | 2,869,677 |
| Decrease/(increase) in other deposits with maturity more than 3 months | **1,026,739** | (1,030,184) | **62,672** | (1,110,750) |
| Interest paid | **(8,700)** | (8,120) | **(14,288)** | (20,621) |
| Net cash flow from acquisition of additional interest in subsidiaries | **(56,624)** | (3,866) | **(58,507)** | (164,354) |
| Shares buy-back held as treasury shares | **(42,049)** | (141,009) | **(97,503)** | (141,009) |
| Dividends paid by the Company | **(231,768)** | (185,907) | **(968,301)** | (618,578) |
| Dividends paid to non-controlling shareholders by subsidiaries | **(33,388)** | (22,772) | **(81,210)** | (80,130) |
| Proceeds from dilution of interest in subsidiaries | **-** | 2,019,850 | **-** | 2,021,071 |
| Proceeds from reissuance of treasury shares by the Company | **7,867** | 11,415 | **15,877** | 43,888 |
| Proceeds from issue of ordinary shares by subsidiaries to non-controlling shareholders | **23,189** | 13,254 | **41,416** | 22,538 |
| **Net cash flows (used in)/generated from financing activities** | **(235,420)** | 2,952,253 | **2,405,269** | 1,788,744 |
| Net (decrease)/increase in cash and cash equivalents | **(174,677)** | 395,817 | **4,147** | 534,618 |
| Cash and cash equivalents at the beginning of the period/year | **2,762,320** | 2,187,679 | **2,583,496** | 2,048,878 |
| **Cash and cash equivalents at the end of the period/year** | **2,587,643** | 2,583,496 | **2,587,643** | 2,583,496 |

*The accompanying explanatory notes form an integral part of the unaudited condensed interim consolidated financial statements.*

## G. Notes to the unaudited condensed interim consolidated financial statements

### 1. CORPORATE INFORMATION

Wilmar International Limited (the "Company") is a limited liability company, incorporated in Singapore and is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST"). These unaudited condensed interim consolidated financial statements as at and for the six months and full year ended 31 December 2021 comprise the Company and its subsidiaries (collectively, the Group).

The registered office and principal place of business of the Company is located at 28 Biopolis Road, Wilmar International, Singapore 138568.

The principal activities of the Company are those of investment holding and the provision of management services to its subsidiaries, joint ventures and associates. The principal activities of the significant subsidiaries are disclosed in the Group's annual consolidated financial statements as at 31 December 2020.

### 2 BASIS OF PREPARATION

The unaudited condensed interim consolidated financial statements for the six months ended 31 December 2021 have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. The unaudited condensed interim consolidated 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 condensed interim consolidated financial statements for the period ended 30 June 2021.

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 unaudited condensed interim consolidated financial statements are presented in US Dollars ("USD" or "US$"), which is also the parent company's functional currency, except when otherwise indicated. All values in the tables are rounded to the nearest thousands (US$'000) except when otherwise indicated.

### 2.1 ADOPTION OF NEW AND AMENDED SFRS(I)

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial period and year, the Group has adopted all the new and revised standards that are effective for annual financial periods beginning on or after 1 January 2021. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

## 2.2. USE OF JUDGEMENTS AND ESTIMATES

In preparing the unaudited condensed interim consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2020.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

***Key sources of estimation uncertainty***

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next interim period are disclosed below.

***(a) Impairment of goodwill and brands***

The Group determines whether goodwill and brands are impaired on an annual basis or when there is an indication of impairment. This requires an estimation of the value in use of the cash-generating unit (or group of cash-generating units) to which the goodwill and brands are allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit (or group of cash-generating units) and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of the Group's goodwill and brands as at 31 December 2021 were approximately US$3,819,147,000 (31 December 2020: US$3,868,037,000) and US$1,552,461,000 (31 December 2020: US$1,552,654,000) respectively.

***(b) Income and deferred taxes***

The Group has exposure to income taxes in various jurisdictions. Significant judgement is involved in determining the Group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's income tax payable, deferred tax assets and deferred tax liabilities as at 31 December 2021 were approximately US$288,652,000 (31 December 2020: US$331,740,000), US$204,495,000 (31 December 2020: US$203,494,000) and US$367,713,000 (31 December 2020: USS$298,817,000) respectively.

## 3. SEASONAL OPERATIONS

The Group's seasonal peak sales period is typically in the second half of the year.

## 4. PROFIT BEFORE TAX

### 4.1 The following items have been included in arriving at profit before tax:

| | Group | | | |
|---|---|---|---|---|
| | **6 months ended 31 December 2021 US$'000** | 6 months ended 31 December 2020 US$'000 | **12 months ended 31 December 2021 US$'000** | 12 months ended 31 December 2020 US$'000 |
| Depreciation and impairment loss of property, plant and equipment and bearer plants - net | **(591,222)** | (562,577) | **(1,143,202)** | (1,055,441) |
| Amortisation of intangible assets | **(1,619)** | (1,301) | **(3,454)** | (2,554) |
| Loss on disposal of property, plant and equipment | **(402)** | (7,771) | **(6,780)** | (12,694) |

### 4.2 Related party disclosures

***Sale and purchase of goods and services***

The following significant transactions between the Group and related parties took place on terms agreed between the parties during the financial period and year:

| | Group | | | |
|---|---|---|---|---|
| | **6 months ended 31 December 2021 US$'000** | 6 months ended 31 December 2020 US$'000 | **12 months ended 31 December 2021 US$'000** | 12 months ended 31 December 2020 US$'000 |
| **Related parties** | | | | |
| Purchase of goods | **591,166** | 492,145 | **1,110,708** | 970,947 |
| Sale of goods | **316,961** | 120,851 | **492,549** | 226,089 |
| **Joint ventures** | | | | |
| Purchase of goods | **541,702** | 454,789 | **1,119,880** | 999,339 |
| Sale of goods | **1,227,406** | 724,058 | **2,022,374** | 1,232,831 |
| **Associates** | | | | |
| Purchase of goods | **695,806** | 413,940 | **1,022,030** | 787,304 |
| Sale of goods | **630,141** | 500,655 | **1,101,038** | 860,827 |

## 5. INCOME TAX EXPENSE

The major components of income tax expense in the unaudited condensed interim consolidated income statement are:

| | Group | | | |
|---|---|---|---|---|
| | **6 months ended 31 December 2021 US$'000** | 6 months ended 31 December 2020 US$'000 | **12 months ended 31 December 2021 US$'000** | 12 months ended 31 December 2020 US$'000 |
| **Consolidated Income Statement** | | | | |
| *Current income tax - continuing operations* | | | | |
| Current period/year | **247,539** | 356,991 | **646,976** | 567,875 |
| Under/(over) provision in respect of previous periods/years | **1,785** | 11,047 | **(22,813)** | (1,894) |
| | **249,324** | 368,038 | **624,163** | 565,981 |
| *Deferred income tax - continuing operations* | | | | |
| Origination and reversal of temporary differences | **92,117** | 68,686 | **55,795** | 32,848 |
| Under provision in respect of previous periods/years | **8,197** | 7,341 | **19,644** | 21,259 |
| Income tax expense recognised in the income statement | **349,638** | 444,065 | **699,602** | 620,088 |
| **Deferred income tax related to other comprehensive income:** | | | | |
| Net tax charges/(credit) in fair value of derivative financial instruments designated as cash flow hedges and others | **7,705** | (4,403) | **4,916** | (2,865) |

## 6. PROPERTY, PLANT AND EQUIPMENT

During the financial year, the Group acquired assets amounting to US$2,524,545,000 (2020: US$1,992,847,000) and disposed of assets amounting to US$92,299,000 (2020: US$66,441,000), resulting in a net loss on disposal of US$6,780,000 (2020: US$12,694,000 net loss on disposal).

During the six months ended 31 December 2021, the Group acquired assets amounting to US$1,455,416,000 (six months ended 31 December 2020: US$1,180,011,000) and disposed of assets amounting to US$65,867,000 (six months ended 31 December 2020: US$39,219,000), resulting in a net loss on disposal of US$402,000 (six months ended 31 December 2020: US$7,771,000 net loss on disposal).

## 7. DERIVATIVE FINANCIAL INSTRUMENTS

| | Group | | | | | |
|---|---|---|---|---|---|---|
| | **31 December 2021** | | | 31 December 2020 | | |
| | **Contract/ Notional amount** | **Assets** | **Liabilities** | Contract/ Notional amount | Assets | Liabilities |
| | **US$'000** | **US$'000** | **US$'000** | US$'000 | US$'000 | US$'000 |
| Forward currency contracts, options and cross currency interest rate swaps | **14,669,666** | **137,265** | **180,912** | 10,576,276 | 185,348 | 254,837 |
| Futures, options and swap contracts | **10,436,870** | **264,288** | **331,230** | 11,447,195 | 341,894 | 596,679 |
| Interest rate swap | **117,106** | **-** | **6,045** | 1,113,978 | - | 10,972 |
| Fair value of firm commitment contracts | **7,282,237** | **174,384** | **103,704** | 6,952,962 | 175,195 | 81,077 |
| Total derivative financial instruments | | **575,937** | **621,891** | | 702,437 | 943,565 |
| Less: Current portion | | **(563,981)** | **(566,612)** | | (641,249) | (893,729) |
| Non-current portion | | **11,956** | **55,279** | | 61,188 | 49,836 |

The Group classifies derivative financial instruments as financial assets/liabilities at fair value through profit or loss. The Group does not apply hedge accounting, except for those designated as hedges of commodity products, Medium Term Notes and foreign exchange risk.

Certain derivative transactions that are not transacted on an exchange are entered into under International Swaps and Derivatives Association (ISDA) Master Netting Agreements and Long Form Confirmations. In general, the amounts owed by each counterparty that are due on a single day in respect of all transactions outstanding in the same currency under the agreement are aggregated into a single net amount being payable by one party to the other. In certain circumstances, for example when a credit event such as a default occurs, all outstanding transactions under the agreement are terminated, the termination value is assessed and only a single net amount is due or payable in settlement of all transactions.

## 8. LOANS AND BORROWINGS

| | Group | | | |
|---|---|---|---|---|
| | **31 December 2021** | | 31 December 2020 | |
| | **Secured** | **Unsecured** | Secured | Unsecured |
| | **US$'000** | **US$'000** | US$'000 | US$'000 |
| (a) Amount repayable in one year or less, or on demand | **869,677** | **21,422,158** | 347,211 | 16,798,683 |
| (b) Amount repayable after one year | **1,406,709** | **5,415,937** | 707,534 | 5,296,044 |
| | **2,276,386** | **26,838,095** | 1,054,745 | 22,094,727 |

## 9. SHARE CAPITAL TREASURY SHARES

### (a) Share capital

| | Group | | Company | |
|---|---|---|---|---|
| | Number of shares '000 | US$'000 | Number of shares '000 | US$'000 |
| At 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021 | **6,403,402** | **8,458,995** | **6,403,402** | **8,895,134** |

The holders of ordinary shares, except for treasury shares, are entitled to receive dividends as and when declared by the Company. All ordinary shares, except for treasury shares, carry one vote per share without restrictions. The ordinary shares have no par value. All the above issued ordinary shares are fully paid.

The Company has granted options to both directors and executives of the Group to subscribe for the Company's ordinary shares.

As at 31 December 2021, the issued and paid up capital excluding treasury shares comprised 6,295,172,000 (31 December 2020: 6,316,232,000) ordinary shares.

### (b) Treasury shares

| | Group and Company | |
|---|---|---|
| | Number of shares '000 | US$'000 |
| At 1 January 2020 | (62,529) | (122,579) |
| Acquired during the financial year | (44,716) | (141,009) |
| Reissued pursuant to employee share option plans: | | |
| - For cash on exercise of employee share options | 20,075 | 43,888 |
| - Transferred from employee share option reserve | - | 8,382 |
| - Transferred to general reserve on reissuance of treasury shares | - | (10,721) |
| | 20,075 | 41,549 |
| At 31 December 2020 and 1 January 2021 | **(87,170)** | **(222,039)** |
| Acquired during the financial year | **(28,047)** | **(97,503)** |
| Reissued pursuant to employee share option plans: | | |
| - For cash on exercise of employee share options | **6,987** | **15,877** |
| - Transferred from employee share option reserve | **-** | **2,905** |
| - Transferred to general reserve on reissuance of treasury shares | **-** | **(4,126)** |
| | **6,987** | **14,656** |
| At 31 December 2021 | **(108,230)** | **(304,886)** |

Treasury shares relate to ordinary shares of the Company that are held by the Company.

28,047,000 shares (31 December 2020: 44,716,000) had been acquired during the financial year.

Options for a total of 6,987,000 ordinary shares (31 December 2020: 20,075,000) were exercised during the financial year pursuant to Wilmar ESOS 2009.

G. Notes to the unaudited condensed interim consolidated financial statements (continued)

## 10. FAIR VALUE OF ASSETS AND LIABILITIES

***Fair value of assets and liabilities that are carried at fair value***

The following table shows an analysis of assets and liabilities carried at fair value by level of fair value hierarchy:

| | Group | | | |
|---|---|---|---|---|
| **2021** | **Quoted prices in active markets for identical instruments (Level 1) US$'000** | **Significant other observable inputs (Level 2) US$'000** | **Significant unobservable inputs (Level 3) US$'000** | **Total US$'000** |
| **Assets measured at fair value** | | | | |
| Financial assets: | | | | |
| Investment securities at FVOCI | **35,058** | **263,557** | **66,686** | **365,301** |
| Investment securities at FVPL | **326,846** | **-** | **-** | **326,846** |
| Derivatives: | | | | |
| - Forward currency contracts, options and cross currency interest rate swaps | **-** | **137,265** | **-** | **137,265** |
| - Futures, options, swap contracts, interest rate swap and firm commitment contracts | **232,664** | **206,008** | **-** | **438,672** |
| At 31 December 2021 | **594,568** | **606,830** | **66,686** | **1,268,084** |
| Non-financial assets: | | | | |
| Biological assets | **-** | **-** | **66,012** | **66,012** |
| Investment properties | **-** | **-** | **38,286** | **38,286** |
| At 31 December 2021 | **-** | **-** | **104,298** | **104,298** |
| **Liabilities measured at fair value** | | | | |
| Financial liabilities: | | | | |
| Derivatives: | | | | |
| - Forward currency contracts, options and cross currency interest rate swaps | **-** | **180,912** | **-** | **180,912** |
| - Futures, options, swap contracts, interest rate swap and firm commitment contracts | **298,379** | **142,600** | **-** | **440,979** |
| At 31 December 2021 | **298,379** | **323,512** | **-** | **621,891** |

## 10. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

***Fair value of assets and liabilities that are carried at fair value (continued)***

| | Group | | | |
|---|---|---|---|---|
| 2020 | Quoted prices in active markets for identical instruments (Level 1) US$'000 | Significant other observable inputs (Level 2) US$'000 | Significant unobservable inputs (Level 3) US$'000 | Total US$'000 |
| **Assets measured at fair value** | | | | |
| Financial assets: | | | | |
| Investment securities at FVOCI | 46,826 | 252,869 | 71,113 | 370,808 |
| Investment securities at FVPL | 286,706 | - | - | 286,706 |
| Derivatives: | | | | |
| - Forward currency contracts, options and cross currency interest rate swaps | - | 185,348 | - | 185,348 |
| - Futures, options, swap contracts, interest rate swap and firm commitment contracts | 270,805 | 246,284 | - | 517,089 |
| At 31 December 2020 | 604,337 | 684,501 | 71,113 | 1,359,951 |
| Non-financial assets: | | | | |
| Biological assets | - | - | 44,724 | 44,724 |
| Investment properties | - | - | 32,475 | 32,475 |
| At 31 December 2020 | - | - | 77,199 | 77,199 |
| **Liabilities measured at fair value** | | | | |
| Financial liabilities: | | | | |
| Derivatives: | | | | |
| - Forward currency contracts, options and cross currency interest rate swaps | - | 254,837 | - | 254,837 |
| - Futures, options, swap contracts, interest rate swap and firm commitment contracts | 551,599 | 137,129 | - | 688,728 |
| At 31 December 2020 | 551,599 | 391,966 | - | 943,565 |

Fair value hierarchy

The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

– Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date,

– Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices), and

– Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## 10. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

***Fair value of assets and liabilities that are carried at fair value (continued)***

Methods and assumptions used to determine fair values

The methods and assumptions used by management to determine fair values of assets and liabilities other than those whose carrying amounts reasonably approximate their fair values are as follows:

| **Assets and liabilities** | **Methods and assumptions** |
|---|---|
| • Quoted equity instruments | Other than the quoted equity instruments disclosed in level 3, fair value is determined directly by reference to their published market bid price at the balance sheet date. |
| • Investment funds | The fair value is determined by reference to valuation provided by non-related fund managers. |
| • Unquoted equity instruments | The fair value is derived using valuation methods which include earnings multiple approach and discounted cash flows. |
| • Forward currency contracts | Fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles. |
| • Futures, options and swap contracts, interest rate swap and firm commitment contracts | Where available, quoted market prices are used as a measure of fair values for the outstanding contracts. Where the quoted market prices are not available, the fair values are based on management's best estimate and are arrived at by reference to the market prices of another contract that is substantially similar. |
| • Biological assets | Fair value of biological assets has been determined based on the market price and the estimated yield of FFB, net of maintenance and harvesting costs, overhead costs and estimated cost to sell. |
| • Investment properties | The fair value of investment property is based on current and estimated future rental income generated from comparable properties. |

## 10. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

***Fair value of assets and liabilities that are carried at fair value (continued)***

Movements in Level 3 assets and liabilities measured at fair value

The following table presents the reconciliation for all assets and liabilities measured at fair value based on significant unobservable inputs (Level 3).

| | Group | | | |
|---|---|---|---|---|
| | **Investment securities US$'000** | **Biological assets US$'000** | **Investment properties US$'000** | **Total US$'000** |
| At 1 January 2020 | 186,515 | 38,641 | 33,181 | 258,337 |
| Total gain/(loss) recognised in the income statement: | | | | |
| - Net gain arising from changes in fair value of biological assets | - | 6,107 | - | 6,107 |
| - Net loss arising from fair value adjustment of investment properties | - | - | (2,834) | (2,834) |
| Additions | 132 | - | - | 132 |
| Disposals | (41,079) | - | - | (41,079) |
| Total (loss)/gain recognised in the other comprehensive income: | | | | |
| - Net loss arising from changes in fair value | (78,023) | - | - | (78,023) |
| - Foreign currency translation | 3,568 | (24) | 2,128 | 5,672 |
| At 31 December 2020 | 71,113 | 44,724 | 32,475 | 148,312 |
| | | | | |
| At 1 January 2021 | **71,113** | **44,724** | **32,475** | **148,312** |
| Total gain recognised in the income statement: | | | | |
| - Net gain arising from changes in fair value of biological assets | **-** | **21,335** | **-** | **21,335** |
| - Net loss arising from fair value adjustment of investment properties | **-** | **-** | **2,129** | **2,129** |
| Additions | **1,114** | **-** | **-** | **1,114** |
| Transfer from property, plant and equipment | **-** | **-** | **2,758** | **2,758** |
| Transfer to level 2 | **(8,096)** | **-** | **-** | **(8,096)** |
| Total gain/(loss) recognised in the other comprehensive income: | | | | |
| - Net gain arising from changes in fair value | **4,820** | **-** | **-** | **4,820** |
| - Foreign currency translation | **(2,265)** | **(47)** | **924** | **(1,388)** |
| At 31 December 2021 | **66,686** | **66,012** | **38,286** | **170,984** |

There has been no transfer from Level 1 and Level 2 to Level 3 for the financial year ended 31 December 2020 and 31 December 2021.

There has been transfer of investment securities from Level 3 to Level 2 for the financial year ended 31 December 2021 based on offer received.

## 10. FAIR VALUE OF ASSETS AND LIABILITIES (CONTINUED)

***Fair value of assets and liabilities that are carried at fair value (continued)***

Impact of changes to key assumptions Level 3 fair value measurement of financial instruments

The following table shows the impact on Level 3 fair value measurement of financial instruments by using reasonably possible alternative assumptions:

| | Group | | | |
|---|---|---|---|---|
| | **31 December 2021 US$'000** | | 31 December 2020 US$'000 | |
| | **Carrying amount** | **Effect of reasonably possible alternative assumptions** | Carrying amount | Effect of reasonably possible alternative assumptions |
| **Investment securities** | | | | |
| - Quoted equity instruments | **35,270** | **(i)** | 37,416 | (i) |
| - Unquoted equity instruments | **31,416** | **(ii)** | 33,697 | (ii) |

(i) The fair value of the quoted equity instruments is estimated using a discounted cash flow model, which includes some assumptions that are not supported by observable market data, including future estimated dividend income.

(ii) The estimated fair value of unquoted equity instruments were determined based on valuation methods including the earnings multiple approach and discounted cash flow model.

## 11. SEGMENT AND REVENUE INFORMATION

***Reporting format***

For the management purposes, the Group is organised into business units based on the types of products and services, and has four reportable operating segments as follows:

***Food Products***

This segment comprises the processing, branding and distribution of a wide range of edible food products, which includes vegetable oil produced from palm and oilseeds, sugar, flour, rice, noodles, specialty fats, snacks, bakery and dairy products. These food products are sold in either consumer and medium packaging or in bulk depending on customer requirements.

***Feed and Industrial Products***

This segment comprises the processing, merchandising and distribution of products, which includes animal feeds, non-edible palm and lauric products, agricultural commodities, oleochemicals, gas oil and biodiesel.

***Plantation and Sugar Milling***

This segment comprises oil palm plantation and sugar milling activities, which includes the cultivation and milling of palm oil and sugarcane.

***Others***

This segment includes logistics & jetty port services and investment activities.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain aspects, is measured differently from operating profit or loss in the consolidated financial statements. Group income taxes are managed on a group basis and are not allocated to operating segments.

***Allocation basis and transfer pricing***

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly income tax, deferred tax assets and liabilities, loans and borrowings, corporate assets and related expenses.

Inter-segment sales took place on terms agreed between the various business segments. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

## 11. SEGMENT AND REVENUE INFORMATION (CONTINUED)

| | Food Products | Feed and Industrial Products | Plantation and Sugar Milling | Others | Eliminations | Per Consolidated Financial Statements |
|---|---|---|---|---|---|---|
| | **US$'000** | **US$'000** | **US$'000** | **US$'000** | **US$'000** | **US$'000** |
| **6 months ended 31 December 2021** | | | | | | |
| **Revenue:** | | | | | | |
| Sales to external customers | **15,539,694** | **19,696,227** | **958,319** | **64,962** | **-** | **36,259,202** |
| Inter-segment | **323,065** | **2,034,203** | **1,246,398** | **96,712** | **(3,700,378)** | **-** |
| Total revenue | **15,862,759** | **21,730,430** | **2,204,717** | **161,674** | **(3,700,378)** | **36,259,202** |
| **Results:** | | | | | | |
| Segment results | **252,602** | **782,195** | **400,099** | **38,488** | **-** | **1,473,384** |
| Share of results of joint ventures | **(1,379)** | **24,343** | **-** | **577** | **-** | **23,541** |
| Share of results of associates | **26,734** | **(11,347)** | **31,063** | **10,301** | **-** | **56,751** |
| Unallocated expenses | | | | | | **(3,323)** |
| Profit before tax | | | | | | **1,550,353** |
| Income tax expense | | | | | | **(349,638)** |
| Profit for the period | | | | | | **1,200,715** |

| | Food Products | Feed and Industrial Products | Plantation and Sugar Milling | Others | Eliminations | Per Consolidated Financial Statements |
|---|---|---|---|---|---|---|
| | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 |
| **6 months ended 31 December 2020** | | | | | | |
| **Revenue:** | | | | | | |
| Sales to external customers | 12,921,181 | 14,270,359 | 355,515 | 322,022 | - | 27,869,077 |
| Inter-segment | 297,604 | 1,744,553 | 857,726 | 102,301 | (3,002,184) | - |
| Total revenue | 13,218,785 | 16,014,912 | 1,213,241 | 424,323 | (3,002,184) | 27,869,077 |
| **Results:** | | | | | | |
| Segment results | 657,391 | 425,139 | 187,773 | 100,727 | - | 1,371,030 |
| Share of results of joint ventures | (3,570) | 37,976 | - | (1,782) | - | 32,624 |
| Share of results of associates | 52,126 | 78 | 27,683 | 5,607 | - | 85,494 |
| Unallocated expenses | | | | | | (2,578) |
| Profit before tax | | | | | | 1,486,570 |
| Income tax expense | | | | | | (444,065) |
| Profit for the period | | | | | | 1,042,505 |

## 11. SEGMENT AND REVENUE INFORMATION (CONTINUED)

| | Food Products | Feed and Industrial Products | Plantation and Sugar Milling | Others | Eliminations | Per Consolidated Financial Statements |
|---|---|---|---|---|---|---|
| | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 |
| **12 months ended 31 December 2021** | | | | | | |
| **Revenue:** | | | | | | |
| Sales to external customers | 28,966,864 | 35,227,767 | 1,468,943 | 130,045 | - | 65,793,619 |
| Inter-segment | 541,286 | 3,666,756 | 2,181,996 | 168,428 | (6,558,466) | - |
| Total revenue | 29,508,150 | 38,894,523 | 3,650,939 | 298,473 | (6,558,466) | 65,793,619 |
| **Results:** | | | | | | |
| Segment results | 680,936 | 1,261,026 | 564,051 | 47,224 | - | 2,553,237 |
| Share of results of joint ventures | 2,583 | 60,731 | - | 234 | - | 63,548 |
| Share of results of associates | 50,829 | 27,650 | 59,980 | 17,488 | - | 155,947 |
| Unallocated expenses | | | | | | (6,871) |
| Profit before tax | | | | | | 2,765,861 |
| Income tax expense | | | | | | (699,602) |
| Profit for the year | | | | | | 2,066,259 |
| **Assets and Liabilities: (As at 31 December 2021)** | | | | | | |
| Segment assets | 23,133,013 | 23,903,379 | 6,914,459 | 8,688,934 | (7,762,512) | 54,877,273 |
| Investment in joint ventures | 304,662 | 326,220 | - | 690 | - | 631,572 |
| Investment in associates | 1,021,406 | 842,309 | 489,376 | 521,865 | - | 2,874,956 |
| Unallocated assets | | | | | | 334,645 |
| Total assets | | | | | | 58,718,446 |
| Segment liabilities | 15,498,435 | 15,911,456 | 2,760,326 | 8,664,906 | (7,762,512) | 35,072,611 |
| Unallocated liabilities | | | | | | 1,043,506 |
| Total liabilities | | | | | | 36,116,117 |

## 11. SEGMENT AND REVENUE INFORMATION (CONTINUED)

| | Food Products | Feed and Industrial Products | Plantation and Sugar Milling | Others | Eliminations | Per Consolidated Financial Statements |
|---|---|---|---|---|---|---|
| | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 | US$'000 |
| **12 months ended 31 December 2020** | | | | | | |
| **Revenue:** | | | | | | |
| Sales to external customers | 23,208,554 | 26,068,395 | 662,369 | 587,476 | - | 50,526,794 |
| Inter-segment | 388,125 | 2,864,195 | 1,492,038 | 193,119 | (4,937,477) | - |
| Total revenue | 23,596,679 | 28,932,590 | 2,154,407 | 780,595 | (4,937,477) | 50,526,794 |
| **Results:** | | | | | | |
| Segment results | 1,152,398 | 795,877 | 104,832 | 59,237 | - | 2,112,344 |
| Share of results of joint ventures | 18,189 | 51,081 | - | 1,853 | - | 71,123 |
| Share of results of associates | 79,563 | (2,149) | 42,437 | 11,211 | - | 131,062 |
| Unallocated expenses | | | | | | (3,467) |
| Profit before tax | | | | | | 2,311,062 |
| Income tax expense | | | | | | (620,088) |
| Profit for the year | | | | | | 1,690,974 |
| **Assets and Liabilities: (As at 31 December 2020)** | | | | | | |
| Segment assets | 19,234,743 | 19,612,155 | 5,667,814 | 8,901,258 | (6,069,963) | 47,346,007 |
| Investment in joint ventures | 341,091 | 279,824 | - | 3,244 | - | 624,159 |
| Investment in associates | 951,533 | 808,946 | 478,813 | 487,030 | - | 2,726,322 |
| Unallocated assets | | | | | | 323,488 |
| Total assets | | | | | | 51,019,976 |
| Segment liabilities | 12,571,693 | 11,493,671 | 1,639,478 | 8,884,460 | (6,069,963) | 28,519,339 |
| Unallocated liabilities | | | | | | 1,117,330 |
| Total liabilities | | | | | | 29,636,669 |

## 11. SEGMENT AND REVENUE INFORMATION (CONTINUED)

Geographical information

Revenue information based on the geographical location of customers as follows:

| | Revenues | | | |
|---|---|---|---|---|
| | **6 months ended 31 December 2021 US$'million** | 6 months ended 31 December 2020 US$'million | **12 months ended 31 December 2021 US$'million** | 12 months ended 31 December 2021 US$'million |
| South East Asia | **8,283** | 5,180 | **14,995** | 10,097 |
| People's Republic of China | **17,146** | 15,626 | **31,544** | 27,570 |
| India | **936** | 778 | **1,853** | 1,251 |
| Europe | **1,515** | 794 | **2,548** | 1,649 |
| Australia/New Zealand | **1,543** | 1,327 | **2,711** | 2,315 |
| Africa | **2,790** | 1,938 | **5,036** | 3,154 |
| Others | **4,046** | 2,226 | **7,107** | 4,491 |
| | **36,259** | 27,869 | **65,794** | 50,527 |

Breakdown of sales

| | **FY2021 US$'000** | **FY2020 US$'000** | **Change %** |
|---|---|---|---|
| (a) Sales reported for first half year | 29,534,417 | 22,657,717 | 30.4% |
| (b) Operating profit after tax before deducting non-controlling interests reported for first half | 865,544 | 648,469 | 33.5% |
| (c) Sales reported for second half year | 36,259,202 | 27,869,077 | 30.1% |
| (d) Operating profit after tax before deducting non-controlling interests reported for second half | 1,200,715 | 1,042,505 | 15.2% |

## 12. DIVIDENDS

| | **12 months ended 31 December 2021 SGD per share** | 12 months ended 31 December 2020 SGD per share |
|---|---|---|
| Interim ordinary dividend | **0.050** | 0.040 |
| Final ordinary dividend | **0.105** | 0.090 |
| **Total interim and final dividend** | **0.155** | 0.130 |
| Special dividend | **-** | 0.065 |
| **Total dividend** | **0.155** | 0.195 |

| Annual Dividend | **12 months ended 31 December 2021 US$'000** | 12 months ended 31 December 2020 US$'000 |
|---|---|---|
| Ordinary | | |
| - Interim | **231,768** | 185,907 |
| - Final # | **487,923** | 427,664 |
| - Special | **-** | 308,869 |
| Total | **719,691** | 922,440 |

# Final ordinary dividend is estimated based on number of shares outstanding (excluding treasury shares) as at 31 January 2022.

## H. Other information required by listing rule appendix 7.2

**1. Review**

The condensed interim balance sheets of Wilmar International Limited and its subsidiaries as at 31 December 2021 and the related condensed interim consolidated income statement, condensed interim consolidated statement of comprehensive income, condensed interim statements of changes in equity and condensed interim consolidated cash flow statement for the six months and full year ended 31 December 2021 and certain explanatory notes have not been audited or reviewed by the Company's auditors.

**2. Review of performance of the Group**

***Overview***

FY2021 was an excellent year for the Group, achieving record core net profit of US$1.84 billion (FY2020: US$1.49 billion), a 24.0% increase from prior year. Including non-operating gains, net profit for the year increased by 23.2% to US$1.89 billion (FY2020: US$1.53 billion). The solid results were achieved on the back of strong performance in the third and fourth quarter of the year. The Group also saw a jump in its core net profit by 30.5% to US$1.11 billion in 2H2021 (2H2020: US$850.8 million). This is the highest full year and second half net profits attained by the Group since listing.

Strong performance in the Feed and Industrial Products segment and Plantation and Sugar Milling segment continued into the second half of the year. The favourable performance in the Feed and Industrial Products segment was on the back of good refining margins and sustained sales volume from midstream tropical oil operations, as well as steady contributions from sugar merchandising activities, though these were partially impacted by thinner margins and weaker sales volume from soybean crushing activities. Higher palm oil and sugar prices further drove the growth for Plantation and Sugar Milling segment in 2H2021. Nevertheless, high raw material cost impacted the Food Products segment, as raw material cost increased faster than selling price adjustments. Strong growth from the Group's investments in Africa contributed favourably to the Group's results in 2H2021 but overall contribution from investments was affected by weaker share of results mainly from the Group's associates and joint ventures in China and Europe. Together with the gains from non-operating items and changes in fair value of biological assets, net profit for 2H2021 improved by 23.4% to US$1.14 billion (2H2020: US$923.6 million).

***Revenue and Cost of Sales***

Revenue for 2H2021 increased by 30.1% to US$36.26 billion (2H2020: US$27.87 billion) mainly as a result of higher commodity prices during the said period. In addition, sales volume for medium pack and bulk Food Products and tropical oils grew during the period, though the growth was dampened by weaker oilseeds and grains and sugar merchandising sales. Correspondingly, cost of sales for the period increased by 30.6% to US$32.40 billion (2H2020: US$24.80 billion).

Revenue for the full year increased by 30.2% to US$65.79 billion (FY2020: US$50.53 billion) while cost of sales increased by 30.4% to US$58.60 billion (FY2020: US$44.93 billion).

***Finance Income***
***Finance Costs***

| | **2H2021** | **2H2020** | **FY2021** | **FY2020** |
|---|---|---|---|---|
| | US$ million | US$ million | US$ million | US$ million |
| Finance income | 174.6 | 183.4 | 335.3 | 419.8 |
| Finance costs | (316.1) | (250.5) | (588.4) | (651.1) |

Finance income decreased by 4.8% to US$174.6 million in 2H2021 (2H2020: US$183.4 million) upon the maturity of higher yielding deposits that were placed in the earlier part of 2020. Finance cost increased by 26.2% to US$316.1 million in 2H2021 (2H2020: US$250.5 million) due to higher average borrowings, in line with the increase in commodity prices and increasing interest rates during the said period. Similarly, for FY2021, finance income decreased by 20.1% to US$335.3 million (FY2020: US$419.8 million) while finance cost decreased by 9.6% to US$588.4 million (FY2020: US$651.1 million).

## H. Other information required by listing rule appendix 7.2 (continued)

***Other Operating Items – Net***

| | 2H2021 | 2H2020 | FY2021 | FY2020 |
|---|---|---|---|---|
| | US$ million | US$ million | US$ million | US$ million |
| Other operating income | 142.9 | 250.1 | 255.5 | 334.9 |
| Other operating expenses | (104.2) | (93.6) | (196.8) | (176.8) |
| Other operating items – net | 38.7 | 156.5 | 58.7 | 158.1 |

Net other operating gains were lower at US$38.7 million in 2H2021 (2H2020: US$156.5 million gain) and at US$58.7 million for FY2021 (FY2020: US$158.1 million) mainly due to higher foreign exchange loss arising from the revaluation of the Group's financial assets and liabilities. The decrease in net other operating gains for FY2021 was offset by a decrease in non-cash impairment of sugar assets in India in 1H2021.

Taking into account the foreign exchange impact arising from forward exchange instruments entered into for hedging purposes reported under cost of sales, the Group recorded net foreign exchange losses of US$16.0 million (2H2020: US$50.9 million gain) and US$28.4 million (FY2020: US$56.3 million gain) in 2H2021 and FY2021 respectively.

***Selling and Distribution Expenses***

Selling and distribution expenses increased by 29.4% to US$1.77 billion in 2H2021 (2H2020: US$1.37 billion) mainly due to higher export duties as a result of increased CPO prices during the period, as well as higher freight charges incurred as global freight rates increased. For FY2021, selling and distribution expenses increased by 35.6% to US$3.41 billion (FY2020: US$2.52 billion).

***Administrative Expenses***

Administrative expenses, comprising mainly personnel costs, IT related costs and depreciation charges, increased by 11.1% to US$556.9 million in 2H2021 (2H2020: US$501.2 million) and 14.7% to US$1.10 billion in FY2021 (FY2020: US$955.5 million). This is in line with the growth of the Group's business.

***Non-operating Items***

The Group recorded non-operating gains of US$15.9 million in 2H2021 (2H2020: US$72.3 million) mainly from lower investment income and gains arising from investment securities. The gains were higher in prior period due to the volatile stock market conditions globally in early 2020, and the strong recovery in equity market conditions in 2H2020. Non-operating gains for the full year were US$36.9 million (FY2020: US$51.5 million), mainly from investment income.

***Share of Results of Joint Ventures & Associates***

The Group's investment in Africa performed well in 2H2021 and contributed favourably to the Group's share of results of joint ventures and associates. Nevertheless, overall share of results of joint ventures and associates for 2H2021 was lower at US$80.3 million in 2H2021 (2H2020: US$118.1 million) as it was impacted by weaker results mainly from investments in China and Europe. Together with strong contributions from the Group's investments in 1H2021, overall share of results of joint ventures and associates increased by 8.6% to US$219.5 million in FY2021 (FY2020: US$202.2 million).

***Income Tax Expense***

Effective tax rate for the Group was 23.8% in 2H2021 (2H2020: 32.5%) and 27.5% in FY2021 (FY2020: 29.4%) as a result of changes in composition of profits from different tax jurisdictions.

## H. Other information required by listing rule appendix 7.2 (continued)

**Group Financial Performance by Business Segment**

**Sales Volume of Key Segments**

| | Sales Volume | | | Sales Volume | | |
|---|---|---|---|---|---|---|
| | **2H2021** MT'000 | **2H2020** MT'000 | **Inc/(Dec)** % | **FY2021** MT'000 | **FY2020** MT'000 | **Inc/(Dec)** % |
| **Food Products** | | | | | | |
| - Consumer Products | 4,436 | 4,697 | -5.6% | 8,539 | 9,423 | -9.4% |
| - Medium Pack and Bulk | 10,513 | 10,256 | 2.5% | 19,726 | 17,794 | 10.9% |
| **Feed and Industrial Products** | | | | | | |
| - Tropical Oils | 11,839 | 11,512 | 2.8% | 22,808 | 22,226 | 2.6% |
| - Oilseeds and Grains | 11,125 | 11,889 | -6.4% | 20,199 | 22,071 | -8.5% |
| - Sugar | 5,854 | 8,338 | -29.8% | 11,987 | 13,787 | -13.1% |
| **Plantation and Sugar Milling** # | | | | | | |
| - Sugar Milling | 2,246 | 2,206 | 1.8% | 3,300 | 3,527 | -6.4% |

# Excludes oil palm plantation volume

**Six Months Ended 31 December**

| Revenue | 2H2021 US$'000 | 2H2020 US$'000 | Variance US$'000 | % |
|---|---|---|---|---|
| **Food Products** | | | | |
| - Consumer Products | 6,453,651 | 5,864,015 | 589,636 | 10.1% |
| - Medium Pack and Bulk | 9,409,108 | 7,354,770 | 2,054,338 | 27.9% |
| **Feed and Industrial Products** | | | | |
| - Tropical Oils | 13,708,802 | 8,715,961 | 4,992,841 | 57.3% |
| - Oilseeds and Grains | 5,184,324 | 4,585,194 | 599,130 | 13.1% |
| - Sugar | 2,837,304 | 2,713,757 | 123,547 | 4.6% |
| **Plantation and Sugar Milling** | | | | |
| - Oil Palm Plantation | 1,416,461 | 653,340 | 763,121 | 116.8% |
| - Sugar Milling | 788,256 | 559,901 | 228,355 | 40.8% |
| Others | 161,674 | 424,323 | (262,649) | -61.9% |
| Eliminations | (3,700,378) | (3,002,184) | (698,194) | -23.3% |
| **Total revenue** | **36,259,202** | **27,869,077** | **8,390,125** | **30.1%** |

**Twelve Months Ended 31 December**

| Revenue | FY2021 US$'000 | FY2020 US$'000 | Variance US$'000 | % |
|---|---|---|---|---|
| **Food Products** | | | | |
| - Consumer Products | 12,171,630 | 11,167,695 | 1,003,935 | 9.0% |
| - Medium Pack and Bulk | 17,336,520 | 12,428,984 | 4,907,536 | 39.5% |
| **Feed and Industrial Products** | | | | |
| - Tropical Oils | 24,218,630 | 16,240,437 | 7,978,193 | 49.1% |
| - Oilseeds and Grains | 9,242,704 | 8,130,699 | 1,112,005 | 13.7% |
| - Sugar | 5,433,189 | 4,561,454 | 871,735 | 19.1% |
| **Plantation and Sugar Milling** | | | | |
| - Oil Palm Plantation | 2,435,086 | 1,137,893 | 1,297,193 | 114.0% |
| - Sugar Milling | 1,215,853 | 1,016,514 | 199,339 | 19.6% |
| Others | 298,473 | 780,595 | (482,122) | -61.8% |
| Eliminations | (6,558,466) | (4,937,477) | (1,620,989) | -32.8% |
| **Total revenue** | **65,793,619** | **50,526,794** | **15,266,825** | **30.2%** |

## H. Other information required by listing rule appendix 7.2 (continued)

**Six Months Ended 31 December**

| Profit before tax | 2H2021 US$'000 | 2H2020 US$'000 | Variance US$'000 | % |
|---|---|---|---|---|
| Food Products | 252,602 | 657,391 | (404,789) | -61.6% |
| Feed and Industrial Products | 782,195 | 425,139 | 357,056 | 84.0% |
| Plantation and Sugar Milling | 400,099 | 187,773 | 212,326 | 113.1% |
| Others | 38,488 | 100,727 | (62,239) | -61.8% |
| Share of results of joint ventures | 23,541 | 32,624 | (9,083) | -27.8% |
| Share of results of associates | 56,751 | 85,494 | (28,743) | -33.6% |
| Unallocated expenses # | (3,323) | (2,578) | (745) | -28.9% |
| **Total profit before tax** | **1,550,353** | **1,486,570** | **63,783** | **4.3%** |

**Twelve Months Ended 31 December**

| Profit before tax | FY2021 US$'000 | FY2020 US$'000 | Variance US$'000 | % |
|---|---|---|---|---|
| Food Products | 680,936 | 1,152,398 | (471,462) | -40.9% |
| Feed and Industrial Products | 1,261,026 | 795,877 | 465,149 | 58.4% |
| Plantation and Sugar Milling | 564,051 | 104,832 | 459,219 | 438.1% |
| Others | 47,224 | 59,237 | (12,013) | -20.3% |
| Share of results of joint ventures | 63,548 | 71,123 | (7,575) | -10.7% |
| Share of results of associates | 155,947 | 131,062 | 24,885 | 19.0% |
| Unallocated expenses # | (6,871) | (3,467) | (3,404) | -98.2% |
| **Total profit before tax** | **2,765,861** | **2,311,062** | **454,799** | **19.7%** |

# Unallocated expenses refer to expenses in relation to the grant of share options to employees.

## H. Other information required by listing rule appendix 7.2 (continued)

***Food Products (Consumer Products, Medium Pack and Bulk)***

This segment recorded an overall volume growth of 3.9%, with sales volume increasing to 28.3 million MT in FY2021 (FY2020: 27.2 million MT). The growth in sales volume was mainly driven by its medium pack and bulk sales, as the relaxation of Covid-19 restrictions in countries globally saw consumer consumption trend in FY2021 reverting to pre-Covid pattern. Compared to FY2020, more people dined out in FY2021, resulting in stronger demand from the HORECA and food processing industries. The Group also focused on its rice and flour expansion plans, leading these businesses to record strong volume growth during the year. Nevertheless, the segment was impacted by high raw material cost during the year, resulting in lower profits of US$680.9 million (FY2020: US$1.15 billion).

Overall sales volume for 2H2021 was comparable with 2H2020 at 14.9 million MT. Medium pack and bulk products sales volume grew by 2.5% in 2H2021 to 10.5 million MT (2H2020: 10.3 million MT), while consumer products sales decreased by 5.6% to 4.4 million MT (2H2020: 4.7 million MT). However, this lower rate of decrease in consumer pack sales volume in 2H2021 compared to 1H2021 reflected the improvement in our sales activities in the second half of the year.

Despite the decrease in sales volume, overall revenue from consumer pack sales increased by 10.1% in 2H2021 to US$6.45 billion (2H2020: US$5.86 billion) as a result of upward selling price adjustments to consumer pack products, while revenue of medium pack and bulk products grew by 27.9% to US$9.41 billion (2H2020: US$7.35 billion).

***Feed and Industrial Products (Tropical Oils, Oilseeds and Grains and Sugar)***

Profit for the segment rose by 84.0% to US$782.2 million in 2H2021 (2H2020: US$425.1 million). The growth was on the back of good refining margins and sustained demand for midstream tropical oils products, as well as steady contributions from sugar merchandising activities. However, soybean crushing margins were thin during the said period as hog farming margins continued to remain weak, resulting in lower demand for soybean meals. For FY2021, segment profit increased by 58.4% to US$1.26 billion (FY2020: US$795.9 million).

Overall volume for the segment decreased to 28.8 million MT in 2H2021 (2H2020: 31.7 million MT) and to 55.0 million MT in FY2021 (FY2020: 58.1 million MT) as a result of weaker demand for oilseeds and lower sugar merchandising activities. Revenue for the segment increased by 35.7% to US$21.73 billion in 2H2021 (2H2020: US$16.01 billion) and by 34.4% to US$38.89 billion in FY2021 (FY2020: US$28.93 billion) on the back of higher commodity prices.

***Plantation and Sugar Milling***

Plantation and Sugar Milling's profit more than doubled during the period, from US$187.8 million in 2H2020 to US$400.1 million in 2H2021 on the back of firmer oil palm and sugar prices. Unfavourable weather conditions impacted oil palm production during the current period, with production yield for palm plantations decreasing to 9.5 MT per hectare in 2H2021 (2H2020: 10.8 MT per hectare). This led to an overall decrease in fresh fruit bunches production to 1,933,504 MT in 2H2021 (2H2020: 2,121,508 MT). Together with the strong segment results in 1H2021 and absence of impairment of sugar milling assets in India, segment profit for the year increased by more than five times to US$564.1 million (FY2020: US$104.8 million).

Sales volume for sugar milling operations increased by 1.8% to 2.2 million MT in 2H2021 (2H2020: 2.2 million MT) whereas full year sales volume affected by weaker demand in 1H2021 decreased by 6.4% to 3.3 million MT in FY2021 (FY2020: 3.5 million MT). Backed by higher sugar prices, revenue increased by 40.8% to US$788.3 million in 2H2021 (2H2020: US$559.9 million) and by 19.6% to US$1.22 billion in FY2021 (FY2020: US$1.02 billion).

## H. Other information required by listing rule appendix 7.2 (continued)

***Others***

This segment recorded profit before tax of US$38.5 million in 2H2021 (2H2020: US$100.7 million) mainly from lower mark-to-market gains and investment income from the Group's investment portfolio. Together with higher mark-to-market gains recognised in 1Q2021, full year profit of the segment was US$47.2 million (FY2020: US$59.2 million).

***Review of Balance Sheet and Cash Flows***

Higher inventory stockholding and commodity prices during the year led inventories to increase by 24.4% to US$11.74 billion as at 31 December 2021. Average inventory turnover days also increased to 69 days in FY2021 (FY2020: 63 days). Inventory turnover days was much lower in the previous year due to the Covid-19 pandemic and lockdown situation in China in early 2020 which caused more households to stock up on food products, resulting in inventories being sold at a much faster pace.

In line with the increase in sales revenue generated by the Group, trade receivables increased by US$1.56 billion to US$6.83 billion in FY2021. Average turnover days for FY2021 stayed healthy and comparable at 32 days (FY2020: 32 days).

As at 31 December 2021, trade payables increased by US$395.6 million to US$2.01 billion in FY2021 mainly due to the increase in commodity prices. Average turnover days was lower at 12 days in FY2021 (FY2020: 14 days).

The Group generated strong operating cash flows before working capital changes of US$3.99 billion for FY2021, on the back of the solid set of results achieved during the year. However, higher commodity prices led to a cash outflow of US$3.10 billion on working capital. Correspondingly, this led to higher net loans and borrowings (net of other bank deposits, cash and bank balances and financial products with financial institutions – current) by US$3.63 billion to US$17.24 billion as of 31 December 2021, resulting in net gearing ratio increasing to 0.87x in FY2021 (FY2020: 0.72x). Adjusted net debts (excluding liquid working capital), which better reflects the Group's debt position, increased by US$310.7 million to US$5.35 billion as at 31 December 2021 (FY2020: US$5.04 billion) mainly due to higher dividend payout of US$1.05 billion and share buyback of US$97.5 million. Adjusted net gearing ratio remains stable and healthy at 0.27x for FY2021 (FY2020: 0.27x). As at 31 December 2021, the Group has US$25.84 billion of unutilised banking facilities.

*Note : Turnover days are calculated by averaging the monthly turnover days to better reflect the true turnover period in view of the seasonality of the Group's business. Monthly turnover days are computed using revenue and cost of sales for the month.*

## H. Other information required by listing rule appendix 7.2 (continued)

**3. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

No forecast was previously disclosed by the Group.

**4. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events.**

Over the years, our focus has always been to grow the business for the long term, devoting resources to develop businesses with synergies with our existing businesses, develop new and often difficult markets with huge potential and building integrated processing facilities which increase the competitiveness of our plants, while widening our product offerings. However, this strategy requires patience because of its long gestation in showing results. Our ability to achieve good results during the current difficult business environment is a result of the realisation of this strategy. The successful listing of our China subsidiary, Yihai Kerry Arawana Holdings Co. Ltd. in October 2020 and India joint venture, Adani Wilmar Limited in February 2022 at significant market capitalisation, reflects the tremendous value creation of this approach and the significant under-valuation of our group assets. The Group's long-term assets, including intangible assets and investments in joint ventures and associates, have a net book value of US$23.8 billion as at 31 December 2021. However, this approach is only possible with the support of our shareholders, Board of Directors and employees with long term commitment to our Group. We will continue with this strategy and believe it will build Wilmar into a significant global food and agri business in the future.

Looking ahead, we expect sales volume for our Food Products segment to grow as we expand our plants and into central kitchen businesses in China. Soybean crushing will be challenging with high soybean prices and poor hog farming margins in China. Palm Processing, Palm Plantation and Sugar Milling segment should perform well.

Barring unforeseen circumstances, we expect results for FY2022 to be satisfactory.

## H. Other information required by listing rule appendix 7.2 (continued)

**5. Dividend Information**

**5a. Current Financial Period Reported on**

Any dividend declared for the current financial period reported on?

Yes.

**5b. Corresponding Period of the Immediate Preceding Financial Year**

Any dividend declared for the corresponding period of the immediately preceding financial year?

Yes.
Please see Note 12 for more information.

**5c. Date payable**

6 May 2022

**5d. Books closure date**

Notice is hereby given that the Share Transfer Register and Register of Members of the Company will be closed on 28 April 2022 for the purposes of determining shareholders' entitlements to the proposed final dividend of S$0.105 per ordinary share for the financial year ended 31 December 2021 (the "Proposed Dividend").

Duly completed and stamped transfers in respect of ordinary shares not registered in the name of The Central Depository (Pte) Limited, together with all relevant documents of title thereto, received by the Company's Share Registrar, Tricor Barbinder Share Registration Services of 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 pm on 27 April 2022 will be registered to determine shareholders' entitlement to the Proposed Dividend.

Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with the Company's ordinary shares as at 5.00 pm on 27 April 2022 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved by shareholders at the Company's Annual General Meeting will be paid on 6 May 2022.

# H. Other information required by listing rule appendix 7.2 (continued)

**6. Interested Person Transactions**

| Name of Interested Person | Aggregate value of all Interested Person Transactions during the period under review (excluding transactions less than SGD100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) | Aggregate value of all Interested Person Transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than SGD100,000) |
|---|---|---|
| | **2021**<br>**US$'000** | **2021**<br>**US$'000** |
| Archer Daniels Midland Group | NIL | 1,230,060 |
| Associates of Kuok Khoon Ean & Kuok Khoon Hua# | 65,112 | 148,876 |
| Kuok Khoon Hong's Associates | 12,033 | 6,637 |
| PPB Group Bhd | 229,724 | NIL |
| Kuok Brothers Sdn Bhd | 559 | NIL |

# *The IP associates for Mr Kuok Khoon Ean and Mr Kuok Khoon Hua are substantially the same, and are not disclosed separately to avoid duplication.*

**7. Confirmation pursuant to Rule 720 (1) of the SGX-ST Listing Manual**

The Company confirms that it has procured undertakings from all its Directors and Executive Officers (in the format set out in Appendix 7.7) pursuant to Rule 720 (1) of the SGX-ST Listing Manual.

BY ORDER OF THE BOARD

………………………………………………………….
KUOK KHOON HONG
Chairman and
Chief Executive Officer

22 February 2022

## H. Other information required by listing rule appendix 7.2 (continued)

**8. Disclosure of persons occupying managerial positions in the issuer or any of its principal subsidiaries who are relatives of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13).**

**(i) Person related to Mr Kuok Khoon Hong (Chairman & CEO and a Substantial Shareholder of the Company)**

| Name | Age | Family relationship with any director and/or substantial shareholder | Current position and duties, and the year the position was held | Details of changes in duties and position held, if any, during the year |
|---|---|---|---|---|
| Teo La-Mei | 62 | Cousin of Mr Kuok Khoon Hong | Appointed as Group Legal Counsel & Company Secretary on 19 August 2009<br><br>Appointed as Executive Director on 21 February 2019 | No Change |

**(ii) Persons related to Mr Kuok Khoon Ean (Non-Executive Director of the Company)**

| Name | Age | Family relationship with any director and/or substantial shareholder | Current position and duties, and the year the position was held | Details of changes in duties and position held, if any, during the year |
|---|---|---|---|---|
| Kuok Khoon Hong | 72 | Cousin of Mr Kuok Khoon Ean | Appointed as Chairman & CEO of the Wilmar Group on 14 July 2006 | No Change |
| Teo La-Mei | 62 | Cousin of Mr Kuok Khoon Ean | Appointed as Group Legal Counsel & Company Secretary on 19 August 2009<br><br>Appointed as Executive Director on 21 February 2019 | No Change |

## H. Other information required by listing rule appendix 7.2 (continued)

**(iii) Persons related to Mr Kuok Khoon Hua (Non-Executive Director of the Company)**

| Name | Age | Family relationship with any director and/or substantial shareholder | Current position and duties, and the year the position was held | Details of changes in duties and position held, if any, during the year |
|---|---|---|---|---|
| Kuok Khoon Hong | 72 | Cousin of Mr Kuok Khoon Hua | Appointed as Chairman & CEO of the Wilmar Group on 14 July 2006 | No Change |
| Teo La-Mei | 62 | Cousin of Mr Kuok Khoon Hua | Appointed as Group Legal Counsel & Company Secretary on 19 August 2009<br><br>Appointed as Executive Director on 21 February 2019 | No Change |

**(iv) Person related to Ms Teo La-Mei (Executive Director of the Company)**

| Name | Age | Family relationship with any director and/or substantial shareholder | Current position and duties, and the year the position was held | Details of changes in duties and position held, if any, during the year |
|---|---|---|---|---|
| Kuok Khoon Hong | 72 | Cousin of Ms Teo La-Mei | Appointed as Chairman & CEO of the Wilmar Group on 14 July 2006 | No Change |

## APPENDIX II

## REPRODUCTION OF THE PRESS RELEASE DATED 10 FEBRUARY 2022 CONTAINING THE GUARANTOR'S CONSOLIDATED FINANCIAL RESULTS FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2021

The information set out below is a reproduction of the press release dated 10 February 2022 containing the Guarantor's consolidated financial results for the fourth quarter ended 31 December 2021.

# RESULTS AT DECEMBER 31ST 2021

**Press release**
Paris, February 10th 2022

## 2021, RECORD GROUP NET INCOME

**Substantial increase in underlying revenues of +16.1%(1) vs. 2020 (+17.2%(1)*),** with a historically high level of Financing & Advisory and Financial Services activities, very solid Global Markets activities throughout the year, and a healthy momentum in Retail Banking

**Underlying gross operating income of EUR 8.5 billion(1)**, up 51.0%(1) vs. 2020, with a significant positive jaws effect and costs under control, up +4.3%(1)

**Still low cost of risk at** 13 basis points

**Underlying Group net income of EUR 5.3 billion(1) (EUR 5.6 billion on a reported basis)**

**Underlying profitability (ROTE) of 10.2%(1)** (11.7% on a reported basis)

**In Q4 21, underlying gross operating income of EUR 1.9 billion(1)**, +24.1% vs. Q4 20

**Underlying Group net income of EUR 1.2 billion(1)**, +94.4% vs. Q4 20 (EUR 1.8 billion on a reported basis)

**Underlying profitability (ROTE) of 9.2%(1)** (16.6% on a reported basis)

## ATTRACTIVE SHAREHOLDER DISTRIBUTION

**Distribution equivalent to EUR 2.75 per share, or:**

- **a dividend in cash,** proposed to the General Meeting, **of EUR 1.65 per share**
- **a share buyback programme,** for around EUR 915 million, **equivalent to EUR 1.1 per share**

**Solid CET 1 ratio of 13.7%(2)** at end-2021, around 470 basis points above the regulatory requirement

## ACCELERATION IN STRATEGIC AND BUSINESS DEVELOPMENTS

**Strengthening of our competitive position on mobility, announcement of the planned acquisition of LeasePlan by ALD** with a view to creating a mobility leader

**Client onboarding by Boursorama one year ahead of schedule,** announcement of entry into exclusive discussions with the ING group with a view to offering ING's customers in France the best alternative banking solution

**Good momentum of the retail banking networks** in France in the context of **preparations for the merger**

**Continued digitalisation initiatives and improvement of operational efficiency** in International Retail Banking

**Solid performance by Global Markets throughout the year,** with the successful repositioning of structured products and a reduction in the risk profile

**Record performance by Financing & Advisory,** driven by strong market momentum and an increase in allocated capital

**Fréderic Oudéa, the Group's Chief Executive Officer, commented:**

*"2021 marks a milestone for the Societe Generale Group, which achieved the best financial results in its history, enabling it to generate a good level of profitability and offer its shareholders an attractive return. All the businesses have contributed to this excellent performance. The Group also had a very robust balance sheet at the end of the year, with a very good quality loan portfolio and high capital ratios. In addition, the Group was able, firstly, to successfully continue advancing on major projects such as the merger of the two retail banking networks Societe Generale and Crédit du Nord and secondly, achieve two strategic transactions strengthening two differentiating assets, with the entry into exclusive discussions for the acquisition of Leaseplan by ALD and with ING concerning its retail banking activities in France. The Group is therefore entering 2022 with confidence, with the priority objective of the disciplined execution of this high value-creating roadmap and the finalisation of its outlines by accelerating the transformations around ESG issues and new technologies."*

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*(1) Underlying data (see methodology note section 10.5 for the transition from accounting data to underlying data)*
*(2) Phased-in ratio (fully-loaded ratio of 13.6%) after distribution provision*
*The footnote * in this document corresponds to data adjusted for changes in Group Structure and at constant exchange rates*

## 1. GROUP CONSOLIDATED RESULTS

| In EURm | Q4 21 | Q4 20 | Change | | 2021 | 2020 | Change | |
|---|---|---|---|---|---|---|---|---|
| Net banking income | 6,620 | 5,838 | +13.4% | +11.7%* | 25,798 | 22,113 | +16.7% | +17.7%* |
| *Underlying net banking income(1)* | 6,503 | 5,838 | +11.4% | +9.8%* | 25,681 | 22,113 | +4.3% | +17.2%* |
| Operating expenses | (4,565) | (4,351) | +4.9% | +3.6%* | (17,590) | (16,714) | +5.2% | +5.8%* |
| *Underlying operating expenses(1)* | *(4,617)* | *(4,318)* | *+6.9%* | *+5.6%** | *(17,211)* | *(16,504)* | *+4.3%* | *+4.9%** |
| Gross operating income | 2,055 | 1,487 | +38.2% | +35.3%* | 8,208 | 5,399 | +52.0% | +55.1%* |
| *Underlying gross operating income(1)* | *1,886* | *1,520* | *+24.1%* | *+21.4%** | *8,470* | *5,609* | *+51.0%* | *+53.9%** |
| Net cost of risk | (86) | (689) | -87.5% | -87.7%* | (700) | (3,306) | -78.8% | -78.6%* |
| Operating income | 1,969 | 798 | x 2.5 | x 2.4 | 7,508 | 2,093 | x 3.6 | x 3.7* |
| *Underlying operating income(1)* | *1,800* | *851* | *x 2.1* | *x 2.1* | *7,770* | *2,323* | *x 3.3* | *x 3.4** |
| Net profits or losses from other assets | 449 | (94) | n/s | n/s | 635 | (12) | n/s | n/s* |
| Impairment losses on goodwill | (114) | 0 | n/s | n/s | (114) | (684) | n/s | n/s |
| Income tax | (311) | (125) | x 2.5 | x 2.4 | (1,697) | (1,204) | +41.0% | +43.2%* |
| Net income | 1,995 | 582 | x 3.4 | x 3.3 | 6,338 | 196 | x 32.3 | x 43.8 |
| O.w. non-controlling interests | 208 | 112 | +85.7% | +81.2%* | 697 | 454 | +53.5% | +53.6%* |
| Reported Group net income | 1,787 | 470 | x 3.8 | x 3.7 | 5,641 | (258) | n/s | n/s |
| *Underlying Group net income(1)* | *1,226* | *631* | *+94.4%* | *+90.4%** | *5,264* | *1,435* | *x 3.7* | *x 3.8** |
| ROE | 12.1% | 2.4% | | | 9.6% | -1.7% | | |
| ROTE | 16.6% | 2.7% | | | 11.7% | -0.4% | | |
| *Underlying ROTE(1)* | *9.2%* | *4.1%* | | | *10.2%* | *1.7%* | | |

*(1) Adjusted for exceptional items and linearisation of IFRIC 21*

Societe Generale's Board of Directors, which met on February 9th, 2022 under the chairmanship of Lorenzo Bini Smaghi, examined the Societe Generale Group's results for Q4 and full-year 2021.

The various restatements enabling the transition from underlying data to published data are presented in the methodology notes (section 10.5).

### Net banking income

**Net banking income was substantially higher in 2021, up +16.7% (+17.7%*) vs. 2020,** and +16.1% (+17.2%*) vs. 2020 on an underlying basis, with a very strong momentum in all the businesses.

French Retail Banking posted a solid performance in 2021. As a result, net banking income (excluding PEL/CEL provision) increased by +4.8% vs. 2020, driven by the recovery in net interest income and buoyant commissions, particularly financial commissions.

International Retail Banking & Financial Services enjoyed strong revenue growth (+9.9%* vs. 2020), underpinned by the excellent momentum in Financial Services to Corporates (+32.0%* vs. 2020) and Insurance (+8.6%* vs. 2020). International Retail Banking benefited from a rebound in its activities (+2.8%* vs. 2020).

Global Banking & Investor Solutions delivered a remarkable performance, with revenues up +25.2% (+26.1%*) vs. 2020. Financing & Advisory enjoyed a record performance, with growth of +14.8% (+15.8%*) vs. 2020, while the revenues of Global Markets & Investor Services were substantially higher (+35.6%, +36.9%*) than in 2020.

**In Q4 21**, the Group continued to enjoy a strong revenue growth momentum (+13.4%, +11.7%*) vs. Q4 20, with a positive and evenly balanced contribution from all the businesses.

## Operating expenses

In 2021, operating expenses totalled EUR 17,590 million on a reported basis and EUR 17,211 million on an underlying basis (restated for transformation costs), an increase of +4.3% vs. 2020.
This increase can be explained primarily by the rise in variable costs linked to the growth in revenues (EUR +701 million) and the increase in the contribution to the Single Resolution Fund (EUR +116 million). The other operating expenses declined by EUR 70 million, excluding structure effect.

**Driven by a very positive jaws effect,** underlying gross operating income grew substantially (+51.0%) to EUR 8,470 million and the underlying cost to income ratio improved by nearly 8 points (67.0% vs. 74.6% in 2020).

In **Q4 21**, operating expenses totalled EUR 4,565 million on a reported basis and EUR 4,617 million on an underlying basis (restated for the linearisation of IFRIC 21 and transformation costs), representing an increase of +6.9% vs. Q4 20.

**Excluding the contribution to the Single Resolution Fund, the underlying cost to income ratio is expected to be between 66% and 68% in 2022 and improving onwards. This aggregate, excluding the contribution to the SRF, amounts to 64.7% in 2021, it being specified that the contribution to the Single Resolution Fund is EUR 586 million in 2021.**

There is expected to be an increase in the contribution to the Single Resolution Fund until 2023 included.

The Group's radical transformations as announced in 2021 have led to changes in 2023 cost outlook. The various initiatives in progress will contribute to a decline in the Group's underlying cost to income ratio beyond 2022 excluding the contribution to the Single Resolution Fund year after year.

## Cost of risk

**In 2021, the cost of risk stood at a low level of 13 basis points,** lower than in 2020 (64 basis points), or EUR 700 million (vs. EUR 3,306 million in 2020). It breaks down into a provision on non-performing loans of EUR 949 million and a provision write-back on performing loans of EUR 249 million.

The Group's provisions on performing loans amounted to EUR 3,355 million at end-2021.

**In Q4 21**, **the cost of risk stood at 6 basis points,** lower than in Q4 20 (54 basis points), or EUR 86 million and lower than in Q3 21 (15 basis points). It breaks down into a provision on non-performing loans of EUR 218 million and a provision write-back on performing loans of EUR 132 million.

In order to support its customers during the crisis, the Group granted State Guaranteed Loans. At December 31st 2021, the residual amount of State Guaranteed Loans represented around EUR 17 billion. In France, the total amount of State Guaranteed Loans ("PGE") amounts to around EUR 14 billion and net exposure is around EUR 1.5 billion.

The gross doubtful outstandings ratio amounted to 2.9%(1) at December 31st 2021, lower than at end-September 2021 (3.1%). The Group's gross coverage ratio for doubtful outstandings amounted to 51%(2) at December 31st 2021.

**The cost of risk is expected to be below 30 basis points in 2022.**

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(1) *NPL ratio calculated according to the EBA methodology published on July 16th, 2019*
(2) *Ratio between the amount of provisions on doubtful outstandings and the amount of these same outstandings*

## Group net income

| In EURm | Q4 21 | Q4 20 | 2021 | 2020 |
|---|---|---|---|---|
| Reported Group net income | 1,787 | 470 | 5,641 | (258) |
| Underlying Group net income (1) | 1,226 | 631 | 5,264 | 1,435 |

| In EURm | Q4 21 | Q4 20 | 2021 | 2020 |
|---|---|---|---|---|
| Reported Group net income | 16.6% | 2.7% | 11.7% | -0.4% |
| Underlying Group net income (1) | 9.2% | 4.1% | 10.2% | 1.7% |

*(1) Adjusted for exceptional items and linearisation of IFRIC21*

Earnings per share amounts to EUR 5.97 in 2021 (EUR -1.02 in 2020). Underlying earnings per share amounts to EUR 5.52 over the same period (EUR 0.97 in 2020).

## Distribution to shareholders

**The Board of Directors has established its distribution policy at 50% of underlying Group net income[2], which is equivalent to EUR 2.75 per share.**

**A dividend in cash of EUR 1.65 per share will therefore be proposed to the Combined General Meeting of Shareholders on May 17th 2022.** The dividend will be detached on May 25th 2022 and paid on May 27th 2022.

**Furthermore, the Group plans to launch a share buyback programme for a total amount of around EUR 915 million, or the equivalent of EUR 1.1 per share.** This programme is subject to the customary authorisation of the ECB and the General Meeting for its implementation.

(2) *After deducting interest on deeply subordinated notes and undated subordinated notes*

## 2. THE GROUP'S FINANCIAL STRUCTURE

Group shareholders' equity totalled EUR 65.1 billion at December 31st, 2021 (EUR 61.7 billion at December 31st, 2020). Net asset value per share was EUR 68.7 and tangible net asset value per share was EUR 61.1.

The consolidated balance sheet totalled EUR 1,464 billion at December 31st, 2021 (EUR 1,444 billion(1) at December 31st, 2020). The net amount of customer loan outstandings at December 31st, 2021, including lease financing, was EUR 488 billion (EUR 440 billion at December 31st, 2020) – excluding assets and securities purchased under resale agreements. At the same time, customer deposits amounted to EUR 502 billion, vs. EUR 451 billion at December 31st, 2020 (excluding assets and securities sold under repurchase agreements).

At December 31st, 2021, the parent company had issued EUR 35.3 billion of medium/long-term debt, having an average maturity of 5.1 years and an average spread of 33 basis points (vs. the 6-month mid-swap, excluding subordinated debt). The subsidiaries had issued EUR 3.8 billion. In total, the Group had issued EUR 39.1 billion of medium/long-term debt.

The LCR (Liquidity Coverage Ratio) was well above regulatory requirements at 129% at end-December 2021 (131% on average in Q4), vs. 149% at end-December 2020. At the same time, the NSFR (Net Stable Funding Ratio) was at a level of 110% at end-December 2021.

The Group's **risk-weighted assets** (RWA) amounted to EUR 363.4 billion at December 31st, 2021 (vs. EUR 351.9 billion at end-December 2020) according to CRR2/CRD5 rules. Risk-weighted assets in respect of credit risk represent 83.9% of the total, at EUR 304.9 billion, up 6.1% vs. December 31st, 2020.

At December 31st, 2021, the Group's **Common Equity Tier 1** ratio stood at 13.7%, or around 470 basis points above the regulatory requirement. The CET1 ratio at December 31st, 2021 includes an effect of +16 basis points for phasing of the IFRS 9 impact. Excluding this effect, the fully-loaded ratio amounts to 13.6%. The Tier 1 ratio stood at 15.9% at end-December 2021 (16% at end-December 2020) and the total capital ratio amounted to 18.8% (19.2% at end-December 2020).

**The Group is aiming for a CET1 ratio between 200-250 basis points minimum above the regulatory requirement including after the entry into force of the regulation finalising the Basel III reform.**

The **leverage ratio** stood at 4.9% at December 31st, 2021 (4.8% at end-December 2020).

With a level of 31.1% of RWA and 9.5% of leverage exposure at end-December 2021, the Group's TLAC ratio is above the Financial Stability Board's requirements for 2021 and 2022. At December 31st, 2021, the Group was also above its 2022 MREL requirements of 25.2% 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".

(1) *Amounts restated compared with the financial statements published in 2020 (See Note1.7 of financial statements)*

## 3. FRENCH RETAIL BANKING

| In EURm | Q4 21 | Q4 20 | Change | 2021 | 2020 | Change |
|---|---|---|---|---|---|---|
| Net banking income | 2,048 | 1,845 | +11.0% | 7,777 | 7,315 | +6.3% |
| *Net banking income excl. PEL/CEL* | *2,027* | *1,870* | *+8.4%* | *7,738* | *7,381* | *+4.8%* |
| Operating expenses | (1,534) | (1,443) | +6.3% | (5,635) | (5,418) | +4.0% |
| *Underlying operating expenses(1)* | *(1,573)* | *(1,476)* | *+6.6%* | *(5,635)* | *(5,418)* | *+4.0%* |
| Gross operating income | 514 | 402 | +27.9% | 2,142 | 1,897 | +12.9% |
| *Underlying gross operating income(1)* | *454* | *394* | *+15.3%* | *2,103* | *1,963* | *+7.1%* |
| Net cost of risk | 20 | (276) | n/s | (104) | (1,097) | -90.5% |
| Operating income | 534 | 126 | x 4.2 | 2,038 | 800 | x 2.5 |
| Net profits or losses from other assets | 22 | 19 | +15.8% | 24 | 158 | -84.8% |
| Reported Group net income | 400 | 104 | x 3.8 | 1,492 | 666 | x 2.2 |
| *Underlying Group net income(1)* | *356* | *99* | *x 3.6* | *1,463* | *712* | *x 2.1* |
| RONE | 14.6% | 3.7% | | 13.4% | 5.8% | |
| *Underlying RONE(1)* | *13.0%* | *3.5%* | | *13.1%* | *6.2%* | |

*(1) Adjusted for the linearisation of IFRIC 21 and PEL/CEL provision*

**Societe Generale and Crédit du Nord networks**

Average loan outstandings were -1% lower than in Q4 20 at EUR 210 billion. They were 9% higher than in Q4 19. Average outstanding loans to individuals were up +2%, bolstered by the growth in home loan production (+33% vs. Q4 20). The production of medium/long-term loans to corporate and professional customers climbed +45% excluding State Guaranteed Loans vs. Q4 20.

Average outstanding balance sheet deposits increased by +7% vs. Q4 20 to EUR 241 billion (+22% vs. Q4 19), still driven by sight deposits.

As a result, the average loan/deposit ratio stood at 87% in Q4 21 vs. 94% in Q4 20.

Insurance assets under management totalled EUR 93 billion at end-December 2021, up +6% year-on-year. Gross life insurance inflow amounted to EUR 1.9 billion in Q4 21, with the unit-linked share accounting for 36%.

Private Banking's assets under management totalled EUR 78 billion at end-December 2021. Net inflow was buoyant at EUR 4.1 billion in 2021, an increase of 68% vs. 2020.

Property/casualty insurance premiums were up +5% vs. Q4 20, while personal protection insurance premiums were up +4% vs. Q4 20. The penetration rate for our customer base has improved both for property/casualty insurance and personal protection insurance.

**Boursorama**

The bank consolidated its position as the leading online bank in France, with more than 3.3 million clients at end-December 2021, thanks to the onboarding of 266,000 new clients in Q4 21 (+38% vs. Q4 20). Boursorama is aiming to have more than 4 million clients at end-2022, one year ahead of schedule relative to its plan.

This quarter, Boursorama distinguished itself by obtaining the highest NPS score among French banks in 2021 in the classification established by Bain & Company in December 2021. Moreover, Boursorama was ranked No. 1 in the classification best bank for Customer Experience Excellence in France in 2021 awarded by KPMG in November 2021. The bank also obtained the highest rating scores for its App among French banks with 4.8 on iOS (App Store) and 4.9 on Android (Google Play Store). In addition, Boursorama was voted the least expensive bank for the 14th consecutive year by Le Monde and Meilleurebanque.com in December 2021.

Average outstanding loans rose +28% vs. Q4 20 to EUR 14 billion. Home loan outstandings were up +30% vs. Q4 20.

Average outstanding savings including deposits and financial savings were 25% higher than in Q4 20 at EUR 35 billion, while outstanding deposits were up +25% vs. Q4 20. Life insurance outstandings were 13% higher than in Q4 20 while assets under management in UCITS increased by +16% vs. Q4 20. Brokerage volumes were stable in 2021 compared to 2020 at a record level (x3 compared to 2019).

## Net banking income excluding PEL/CEL

**2021:** revenues (excluding PEL/CEL) totalled EUR 7,738 million, up +4.8% vs. 2020. Net interest income (excluding PEL/CEL) was up +2.1% vs. 2020, underpinned by catch-up effects related to the TLTRO allowance and to State Guaranteed Loans. Commissions enjoyed a healthy momentum (+5.1% vs. 2020) against the backdrop of a recovery in activity following the lockdowns in 2020.

**Q4 21:** revenues (excluding PEL/CEL) totalled EUR 2,027 million, up +8.4% vs. Q4 20. Net interest income (excluding PEL/CEL) was up +6.7% vs. Q4 20. Commissions were 5.0% higher than in Q4 20.

## Operating expenses

**2021:** operating expenses totalled EUR 5,635 million (+4.0% vs. 2020). The cost to income ratio (restated for the PEL/CEL provision) stood at 72.8%, an improvement of 0.6 points vs. 2020.

**Q4 21:** operating expenses amounted to EUR 1,534 million (+6.3% vs. Q4 20) and EUR 1,573 million on an underlying basis. The cost to income ratio (after linearisation of the IFRIC 21 charge and restated for the PEL/CEL provision) stood at 77.6%, an improvement of 1.3 points vs. Q4 20.

## Cost of risk

**2021:** the cost of risk amounted to EUR 104 million or 5 basis points, a substantial decline compared to 2020 (52 basis points) which was marked by an environment of uncertainty linked to the pandemic.

**Q4 21:** the cost of risk represented a write-back of EUR 20 million or -4 basis points, a significant improvement vs. Q4 20 (50 basis points) and Q3 21 (write-back of 1 basis point).

## Contribution to Group net income

**2021:** the contribution to Group net income was EUR 1,492 million (x2.2 vs. 2020 impacted by the pandemic). RONE (restated for the PEL/CEL provision) stood at 13.1% in 2021 (6.2% in 2020) and 14.4% excluding Boursorama.

**Q4 21:** the contribution to Group net income was EUR 400 million vs. EUR 104 million in Q4 20. RONE (after linearisation of the IFRIC 21 charge and restated for the PEL/CEL provision) stood at 13.0% in Q4 21 (3.5% in Q4 20).

## 4. INTERNATIONAL RETAIL BANKING & FINANCIAL SERVICES

| In EURm | Q4 21 | Q4 20 | Change | | 2021 | 2020 | Change | |
|---|---|---|---|---|---|---|---|---|
| Net banking income | 2,159 | 1,919 | *+12.5%* | *+10.3%** | 8,117 | 7,524 | *+7.9%* | *+9.9%** |
| Operating expenses | (1,088) | (1,018) | *+6.9%* | *+4.2%** | (4,203) | (4,142) | *+1.5%* | *+3.1%** |
| *Underlying operating expenses(1)* | (1,112) | (1,042) | *+6.7%* | *+4.1%** | (4,203) | (4,142) | *+1.5%* | *+3.1%** |
| Gross operating income | 1,071 | 901 | *+18.9%* | *+17.3%** | 3,914 | 3,382 | *+15.7%* | *+18.3%** |
| *Underlying gross operating income(1)* | 1,047 | 877 | *+19.4%* | *+17.8%** | 3,914 | 3,382 | *+15.7%* | *+18.3%** |
| Net cost of risk | (96) | (287) | *-66.6%* | *-67.2%** | (504) | (1,265) | *-60.2%* | *-59.4%** |
| Operating income | 975 | 614 | *+58.8%* | *+57.5%** | 3,410 | 2,117 | *+61.1%* | *+65.2%** |
| Net profits or losses from other assets | 8 | 6 | *+33.3%* | *+36.6%** | 18 | 15 | *+20.0%* | *+21.2%** |
| Reported Group net income | 584 | 376 | *+55.3%* | *+54.9%** | 2,082 | 1,304 | *+59.7%* | *+64.4%** |
| *Underlying Group net income(1)* | 570 | 362 | *+57.5%* | *+57.1%** | 2,082 | 1,304 | *+59.7%* | *+64.4%** |
| RONE | 22.2% | 14.9% | | | 20.3% | 12.4% | | |
| *Underlying RONE(1)* | *21.7%* | *14.3%* | | | *20.3%* | *12.4%* | | |

*(1) Adjusted for the linearisation of IFRIC 21*

**International Retail Banking's** loan and deposit production provided confirmation in Q4 of its rebound in all geographical regions. Outstanding loans totalled EUR 93.6 billion. They rose +6.0%* vs. end-December 2020. Outstanding deposits were 8.5%* higher than in December 2020, at EUR 89.5 billion.

For the Europe scope, outstanding loans were up +6.6%* vs. December 2020 at EUR 59.9 billion, driven by all the regions: +6.5%* in the Czech Republic, +11.1%* in Romania, and +5.4%* in Western Europe. Outstanding deposits increased by +6.0%* to EUR 50.8 billion.

In Russia, outstanding loans rose +13.3%* vs. end-December 2020, with a robust commercial performance particularly in home loans (+15%* year-on-year) and in the corporate customers segment (+22%* year-on-year). There was a significant increase in outstanding deposits (+20.8%*).

In Africa, Mediterranean Basin and French Overseas Territories, outstanding loans rose +1.6%* year-on-year. Outstanding deposits continued to enjoy a healthy momentum, up +7.7%*.

**In the Insurance business,** the life insurance savings business saw outstandings increase +7%* at end-December 2021 vs. end-December 2020 to EUR 135 billion. The share of unit-linked products in outstandings was 37%, an increase of +4 points vs. December 2020.

**Financial Services to Corporates** also enjoyed a healthy momentum. Operational Vehicle Leasing and Fleet Management had 1.7 million contracts, including 1.4 million financed vehicles, an increase of +4.0% vs. end-December 2020. Equipment Finance's new leasing business was up +12.1%* vs. 2020, while outstanding loans rose +1.1% vs. end-December 2020, to EUR 14.7 billion (excluding factoring).

### Net banking income

Net banking income amounted to EUR 8,117 million in 2021, up +9.9%* vs. 2020. Revenues amounted to EUR 2,159 million in Q4 21, up +10.3%* vs. Q4 20.

**International Retail Banking's** net banking income totalled EUR 5,000 million in 2021, an increase of +2.8%* vs. 2020. It was up +3.5%* in Q4 21 at EUR 1,311 million.

Thanks to a rise in interest rates, a healthy commercial momentum and an increase in commissions (+16%* vs. Q4 20), revenues in Europe were 10.7%* higher than in Q4 20. Activity in the individual customers segment remained particularly robust in specialised consumer finance, with revenues up +9%* vs. Q4 20.

In 2021, the revenues of SG Russia[(1)] were down -2.8%* (-7.0%* vs. Q4 20), adversely affected firstly, by a temporary squeeze on individual customer margins (part of the rise in rates not being passed on to individual customers) and secondly, by a non-recurring item affecting the recognition of commissions.

The Africa, Mediterranean Basin and French Overseas Territories scope posted revenues up +4.6%* vs. 2020 at EUR 1,770 million. Despite persistent supply chain pressures and the sharp decline in tourism, activity proved resilient in Q4 21, with a gradual improvement in the commercial momentum. As a result, revenues were slightly lower (-1.2%) at EUR 453 million, with strong growth in certain key countries of Sub-Saharan Africa (Cote d'Ivoire, Senegal and Madagascar) particularly in the corporate customers segment.

**The Insurance business** posted net banking income up +8.6%* vs. 2020, at EUR 963 million in 2021. The gross premiums of the life insurance savings business were 25%* higher in Q4 21 than in Q4 20, with an attractive share of unit-linked products (44%). Protection insurance saw an increase of +5%* vs. December 2020. Property/casualty premiums rose +9%* in Q4 21 (including +7%* in France and +10%* internationally) and +8%* in 2021, as did personal protection insurance (+3%* vs. 2020). The Insurance business' net banking income was 8.1%* higher in Q4 21 than in Q4 20 at EUR 243 million.

**Financial Services to Corporates'** net banking income was substantially higher (+32.0%*) than in 2020, at EUR 2,154 million. This performance was driven primarily by the activities of ALD which posted strong growth in its fleet and the used car sale result (EUR 1,422 per vehicle in 2021). Financial Services to Corporates' net banking income totalled EUR 605 million in Q4 21, up +30.6%* vs. Q4 20.

## Operating expenses

Operating expenses totalled EUR 4,203 million, an increase of +3.1%* on a reported and underlying basis vs. 2020. Operating expenses amounted to EUR 1,088 million in Q4 21, up +4.2%* vs. Q4 20, in conjunction with the growth in revenue. As a result, the quarter generated a positive jaws effect. The cost to income ratio stood at 51.8% in 2021.

**In International Retail Banking,** operating expenses were slightly higher (+2.5%*) than in 2020. Operating expenses were 4.0%* higher than in Q4 20.

In the **Insurance** business, operating expenses were in line with the expansion ambitions and rose +4.8%* vs. 2020 and +6.6%* vs. Q4 20.

In **Financial Services to Corporates,** operating expenses increased by +4.4%* vs. 2020 and +4.7%* vs. Q4 20.

## Cost of risk

**Q4 21:** the cost of risk amounted to 28 basis points (EUR 96 million), vs. 43 basis points in Q3 21 and 89 basis points in Q4 20.

**2021:** the cost of risk amounted to 38 basis points (EUR 504 million). It was 96 basis points in 2020.

## Contribution to Group net income

The contribution to Group net income totalled EUR 2,082 million in 2021 (+64.4%* vs. 2020) and EUR 584 million in Q4 21 (+54.9%* vs. Q4 20).

Underlying RONE stood at 20.3% in 2021 (vs. 12.4% in 2020) and 21.7% in Q4 21 (14.3% in Q4 20), with RONE of 16% in International Retail Banking and 26% in Financial Services.

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[(1)] *SG Russia encompasses the entities Rosbank, Rosbank Insurance, ALD Automotive and their consolidated subsidiaries*

## 5. GLOBAL BANKING & INVESTOR SOLUTIONS

| In EURm | Q4 21 | Q4 20 | Variation | | 2021 | 2020 | Variation | |
|---|---|---|---|---|---|---|---|---|
| Net banking income | 2,320 | 2,072 | +12.0% | +9.7%* | 9,530 | 7,613 | +25.2% | +26.1%* |
| Operating expenses | (1,556) | (1,688) | -7.8% | -9.3%* | (6,863) | (6,713) | +2.2% | +2.7%* |
| *Underlying operating expenses(1)* | *(1,681)* | *(1,638)* | *+2.6%* | *+0.9%** | *(6,863)* | *(6,556)* | *+4.7%* | *+5.1%** |
| Gross operating income | 764 | 384 | +99.0% | +91.5%* | 2,667 | 900 | x 3.0 | x 3.0* |
| *Underlying gross operating income(1)* | *639* | *434* | *+47.3%* | *+42.4%** | *2,667* | *1,057* | *x 2.5* | *x 2.6* |
| Net cost of risk | (3) | (104) | -97.1% | -97.2%* | (86) | (922) | -90.7% | -90.5%* |
| Operating income | 761 | 280 | x 2.7 | x 2.6 | 2,581 | (22) | n/s | n/s |
| Reported Group net income | 635 | 280 | x 2.3 | x 2.2 | 2,076 | 57 | x 36.4 | x 40.8 |
| *Underlying Group net income(1)* | *539* | *320* | *+68.4%* | *+64.1%** | *2,076* | *183* | *x 11.4* | *x 11.8* |
| RONE | 16.3% | 7.8% | | | 13.9% | 0.4% | | |
| *Underlying RONE(1)* | *13.8%* | *9.0%* | | | *13.9%* | *1.3%* | | |

*(1) Adjusted for the linearisation of IFRIC 21*

## Net banking income

**In 2021, Global Banking & Investor Solutions** posted substantially higher revenues (+25.2%) than in 2020 at EUR 9,530 million, driven by a very strong momentum in all the businesses. Revenues rose +9.5% compared to 2019. This solid financial performance reflects the successful execution of the strategic plan presented in May 2021.
**In Q4 21**, revenues rose +12.0% vs. Q4 20, to EUR 2,320 million.

**In Global Markets & Investor Services,** net banking income totalled EUR 5,648 million in 2021 (+35.6% vs. 2020). It amounted to EUR 1,260 million in Q4 21 (+8.6% vs. Q4 20).

Global Markets turned in a very strong performance in 2021 (EUR 5,001 million), with an increase of +40.2% compared to 2020 which was heavily impacted by the health crisis. Market conditions were favourable in the Equity market and more complex in the fixed income markets in 2021. The reduction in the risk profile of structured products was completed in the first half of the year, ahead of schedule.
Q4 21 also delivered a solid performance (EUR 1,103 million), with an increase of +9.5% vs. Q4 20. The fourth quarter was marked by very buoyant commercial activity in most client segments.

The Equity activity enjoyed its best year since 2009 (EUR 3,150 million vs. EUR 1,275 million in 2020 and EUR 2,502 million in 2019), driven by good market conditions and the successful repositioning of the Investment Solutions product offering.
In Q4 21, the business was able to take advantage of still favourable market conditions on all products, and posted revenues of EUR 727 million, up +22.6% vs. Q4 20.

Fixed Income & Currency activities posted revenues of EUR 1,851 million in 2021, down -19.2% compared to 2020 which was marked by exceptional market conditions in the first half of the year.
Q4 21 delivered a resilient performance (-9.2% vs. Q4 20) in a more complex market, with higher revenues in emerging markets and financing.

There was a significant increase in Securities Services' revenues in 2021, with revenues up +8.4% vs. 2020, at EUR 647 million. They were 2.6% higher in Q4 21 than in Q4 20, at EUR 157 million.
Securities Services' assets under custody and assets under administration amounted to EUR 4,586 billion and EUR 697 billion respectively, up +6.3% and +9.2% in 2021.

**Financing & Advisory** delivered the best historical annual performance, with revenues of EUR 2,924 million, up +14.8% vs. 2020. Firstly, the business capitalised on the good market momentum, particularly in Investment Banking, by playing key roles in our clients' major transactions and secondly, it benefited from an additional capital allocation.

In Q4 21, the business again enjoyed record revenues of EUR 814 million, substantially higher (+19.5%) than in Q4 20.
Investment Banking enjoyed an excellent quarter, driven by the strong momentum of M&A, Leveraged Buyout and equity capital market activities. Revenues from Asset Finance, Natural Resources and Infrastructure activities and the Asset-Backed Products platform also showed a substantial increase.
Global Transaction and Payment Services continued to experience strong growth, up +25.2% vs. Q4 20.

**Asset and Wealth Management's** net banking income totalled EUR 958 million in 2021 (+6.1% vs. 2020). It was 6.5% higher in Q4 21 vs. Q4 20.

In 2021, Private Banking posted an increase in revenues of +3.1% vs. 2020, to EUR 699 million (when restated for an exceptional impact of EUR +29 million related to an insurance payout received in 2020, revenues are up +7.7%). The business benefited from strong commercial activity in all regions. Net inflow amounted to EUR +7.7 billion in 2021. Assets under management totalled EUR 130 billion. They rose +12% in 2021.
In Q4 21, net banking income amounted to EUR 171 million, up +5.6% vs. Q4 20.

In 2021, Lyxor's net banking income totalled EUR 239 million, an increase of +15.5% vs. 2020. Assets under management were up +27% in 2021, at EUR 178 billion.
In Q4 21, revenues were 10.9% higher than in Q4 20.

## Operating expenses

**2021:** operating expenses totalled EUR 6,863 million, an increase of +2.2% vs. 2020 on a reported basis, and +4.7% on an underlying basis (operating expenses included a restructuring charge of EUR 157 million in Q4 20). This increase can be explained by the rise in variable costs related to the increase in earnings and IFRIC 21 charges. Thanks to a very positive jaws effect, there was a significant improvement in the cost to income ratio of 14 points (72% vs. 86% on an underlying basis in 2020).
**Q4 21:** operating expenses were up +2.6% on an underlying basis (at EUR 1,681 million).

## Net cost of risk

**2021:** the cost of risk was at a low level of 5 basis points (or EUR 86 million), well below 2020 (57 basis points) which was adversely affected by the health crisis.
**Q4 21:** it amounted to 1 basis point (or EUR 3 million), vs. 28 basis points in Q4 20.

## Contribution to Group net income

**2021:** the contribution to Group net income was EUR 2,076 million.
**Q4 21:** it was EUR 635 million on a reported basis and EUR 539 million on an underlying basis (+68.4% vs. Q4 20).

Global Banking & Investor Solutions posted a significant RONE of 13.9% in 2021 (16.1% when restated for the impact of the contribution to the Single Resolution Fund).
The underlying RONE was 13.8% in Q4 21.

## 6. CORPORATE CENTRE

| In EURm | Q4 21 | Q4 20 | 2021 | 2020 |
|---|---|---|---|---|
| Net banking income | 93 | 2 | 374 | (339) |
| *Underlying net banking income(1)* | *(24)* | 2 | *257* | (339) |
| Operating expenses | (387) | (202) | (889) | (441) |
| *Underlying operating expenses(1)* | *(251)* | *(162)* | *(510)* | *(388)* |
| Gross operating income | (294) | (200) | (515) | (780) |
| *Underlying gross operating income(1)* | *(275)* | *(160)* | *(253)* | *(727)* |
| Net cost of risk | (7) | (22) | (6) | (22) |
| Net profits or losses from other assets | 429 | (105) | 603 | (185) |
| Impairment losses on goodwill | (114) | - | (114) | (684) |
| Income tax | 193 | 52 | 187 | (482) |
| Reported Group net income | 168 | (290) | (9) | (2,285) |
| *Underlying Group net income(1)* | *(255)* | *(133)* | *(386)* | *(718)* |

*(1) Adjusted for the linearisation of IFRIC 21*

The Corporate Centre includes the property management of the Group's head office, the Group's equity portfolio, the Treasury activities 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 +374 million** in 2021 vs. EUR -339 million in 2020 and EUR +93 million in Q4 21, including the positive impact of a revaluation of securities for EUR 117 million vs. EUR +2 million in Q4 20.

**Operating expenses totalled EUR 889 million** in 2021 vs. EUR 441 million in 2020. They include the Group's transformation costs for a total amount of EUR 379 million relating to the activities of French Retail Banking (EUR 194 million), Global Banking & Investor Solutions (EUR 99 million) and the Corporate Centre (EUR 86 million). Underlying costs came to EUR 510 million in 2021 compared to EUR 388 million in 2020.
Operating expenses totalled EUR 387 million in Q4 21 vs. EUR 202 million in Q4 20. They include the Group's transformation costs for a total amount of EUR 147 million relating to the activities of French Retail Banking (EUR 88 million), Global Banking & Investor Solutions (EUR 33 million) and the Corporate Centre (EUR 26 million). Underlying costs came to EUR 251 million in Q4 21 compared to EUR 162 million in Q4 20.

**Gross operating income totalled EUR -515 million in 2021** vs. EUR -780 million in 2020 and EUR -294 million in Q4 21 vs. EUR -200 million in Q4 20. Underlying gross operating income came to EUR -253 million in 2021 vs. EUR -727 million in 2020.

Net profits or losses from other assets amounted to EUR +603 million in 2021 vs. EUR -185 million in 2020. In Q4 21, they totalled EUR +429 million including the proceeds of the disposal of Lyxor's asset management activities for EUR 439 million, vs. EUR -105 million in Q4 20 including EUR -101 million in respect of the disposal of SG Finans.
In Q4 21, the Group benefited from the recognition of EUR 130 million of deferred tax assets. Furthermore, the review of International Retail Banking's financial trajectory led to the impairment of goodwill for EUR 114 million in Q4 21.

The **Corporate Centre's contribution to Group net income was EUR -9 million** in 2021 vs. EUR -2,285 million in 2020 and EUR +168 million in Q4 21 vs. EUR -290 million in Q4 20. The Corporate Centre's contribution to Group net income on an underlying basis was EUR -255 million.

## 7. CONCLUSION

In 2021, the Group delivered the best annual performance in its history, with Group net income of EUR 5.6 billion and a strong contribution from all its businesses.

2021 was also marked by major progress in the execution of all our strategic initiatives and in the strategic reallocation of our capital in favour of businesses offering profitable growth. The Group therefore announced the planned acquisition of LeasePlan by ALD to create a mobility leader, as well as Boursorama's entry into exclusive discussions with ING with a view to offering ING's individual customers in France the best alternative banking solution.

At end-December 2021, the Group had a CET1 ratio of 13.7%[(1)], comfortably above its regulatory requirement.

The Board of Directors has established an attractive distribution of 2021 financial results to shareholders equivalent to EUR 2.75 per share. A dividend in cash of EUR 1.65 per share will be proposed to the General Meeting of Shareholders on May 17th.

Furthermore, the Group foresee a buyback programme for around EUR 915 million, or an amount equivalent to EUR 1.10 per share. Exceptionally, it has been retained a split of the distribution between 60% in cash and 40% through share buy-back.

In future, the Group intends to maintain a distribution policy of 50% of underlying Group net income[(2)] with up to 20% of the distribution in the form of a share buyback.

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[(1)] *Phased-in (13.6% fully-loaded) post distribution provision*
[(2)] *After deducting interest on deeply subordinated notes and undated subordinated notes*

## 8. 2022 FINANCIAL CALENDAR

2022 Financial communication calendar

| | |
|---|---|
| May 5th, 2022 | First quarter 2022 results |
| May 17th, 2022 | 2022 General Meeting |
| August 3rd, 2022 | Second quarter and first half 2022 results |
| November 4th, 2022 | Third quarter and nine-month 2022 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.

# 9. APPENDIX 1: FINANCIAL DATA

## GROUP NET INCOME BY CORE BUSINESS

| In EURm | Q4 21 | Q4 20 | Variation | 2021 | 2020 | Variation |
|---|---|---|---|---|---|---|
| French Retail Banking | 400 | 104 | x 3.8 | 1,492 | 666 | x 2.2 |
| International Retail Banking and Financial Services | 584 | 376 | +55.3% | 2,082 | 1,304 | +59.7% |
| Global Banking and Investor Solutions | 635 | 280 | x 2.3 | 2,076 | 57 | x 36.4 |
| Core Businesses | 1,619 | 760 | x 2.1 | 5,650 | 2,027 | x 2.8 |
| Corporate Centre | 168 | (290) | n/s | (9) | (2,285) | +99.6% |
| Group | 1,787 | 470 | x 3.8 | 5,641 | (258) | n/s |

## CONSOLIDATED BALANCE SHEET

| In EUR m | 31.12.2021 | 31.12.2020 |
|---|---|---|
| Cash, due from central banks | 179,969 | 168,179 |
| Financial assets at fair value through profit or loss * | 342,714 | 411,916 |
| Hedging derivatives | 13,239 | 20,667 |
| Financial assets at fair value through other comprehensive income | 43,450 | 52,060 |
| Securities at amortised cost | 19,371 | 15,635 |
| Due from banks at amortised cost | 55,972 | 53,380 |
| Customer loans at amortised cost | 497,164 | 448,761 |
| Revaluation differences on portfolios hedged against interest rate risk | 131 | 378 |
| Investments of insurance companies | 178,898 | 166,854 |
| Tax assets * | 4,812 | 4,995 |
| Other assets | 92,898 | 67,341 |
| Non-current assets held for sale | 27 | 6 |
| Investments accounted for using the equity method | 95 | 100 |
| Tangible and intangible fixed assets | 31,968 | 30,088 |
| Goodwill | 3,741 | 4,044 |
| **Total *** | **1,464,449** | **1,444,404** |

| In EUR m | 31.12.2021 | 31.12.2020 |
|---|---|---|
| Due to central banks | 5,152 | 1,489 |
| Financial liabilities at fair value through profit or loss * | 307,563 | 372,705 |
| Hedging derivatives | 10,425 | 12,461 |
| Debt securities issued | 135,324 | 138,957 |
| Due to banks | 139,177 | 135,571 |
| Customer deposits | 509,133 | 456,059 |
| Revaluation differences on portfolios hedged against interest rate risk | 2,832 | 7,696 |
| Tax liabilities * | 1,577 | 1,227 |
| Other liabilities | 106,305 | 84,937 |
| Non-current liabilities held for sale | 1 | - |
| Insurance contracts related liabilities | 155,288 | 146,126 |
| Provisions * | 4,850 | 4,732 |
| Subordinated debts | 15,959 | 15,432 |
| **Total liabilities *** | **1,393,586** | **1,377,392** |
| **Shareholder's equity** | | |
| **Shareholders' equity, Group share** | | |
| Issued common stocks and capital reserves | 21,913 | 22,333 |
| Other equity instruments | 7,534 | 9,295 |
| Retained earnings * | 30,631 | 32,102 |
| Net income | 5,641 | (258) |
| **Sub-total *** | **65,719** | **63,472** |
| Unrealised or deferred capital gains and losses | (652) | (1,762) |
| **Sub-total equity, Group share *** | **65,067** | **61,710** |
| Non-controlling interests * | 5,796 | 5,302 |
| **Total equity *** | **70,863** | **67,012** |
| **Total *** | **1,464,449** | **1,444,404** |

*(*) Amounts restated compared with the financial statements published in 2020 (See Note1.7 of financial statements)*

## 10. APPENDIX 2: METHODOLOGY

**1 –The financial information presented in respect of Q4 and 2021 was examined by the Board of Directors on February 9th, 2021** 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 2021 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 December 31st, 2020 (pages 466 et seq. of Societe Generale's 2021 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 2021 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:

| Q4 21 (in EURm) | Net Banking Income | Operating Expenses | Cost of risk | Net profit or losses from other assets | Impairment losses on goodwill | Income tax | Group net income | Business |
|---|---|---|---|---|---|---|---|---|
| Reported | 6 620 | (4 565) | (86) | 449 | (114) | (311) | 1 787 | |
| *(+) Revaluation gain** | *(117)* | | | | | *2* | *(115)* | *Corporate Center* |
| *(+) IFRIC 21 linearisation* | | *(199)* | | | | *46* | *(149)* | |
| *(+) Transformation charges** | | *147* | | | | *(39)* | *108* | *Corporate Center(1)* |
| *(+) Lyxor disposal** | | | | *(439)* | | *50* | *(389)* | *Corporate Center* |
| *(+) DTA recognition** | | | | | | *(130)* | *(130)* | *Corporate Center* |
| *(+) Goodwill impairment** | | | | | *114* | | *114* | *Corporate Center* |
| Underlying | 6 503 | (4 617) | (86) | 10 | 0 | (382) | 1 226 | |

| Q4 20 (in EURm) | Net Banking Income | Operating Expenses | Cost of risk | Net profit or losses from other assets | Impairment losses on goodwill | Income tax | Group net income | Business |
|---|---|---|---|---|---|---|---|---|
| Reported | 5 838 | (4 351) | (689) | (94) | 0 | (125) | 470 | |
| *(+) IFRIC 21 linearisation* | | *(177)* | | | | *52* | *(121)* | |
| *(+) Transformation charges** | | *210* | | | | *(63)* | *147* | *o/w GBIS (EUR -157m), Corporate Center (EUR -53m)* |
| *(+) Group refocusing plan** | | | *20* | *101* | | *14* | *135* | *Corporate Center* |
| Underlying | 5 838 | (4 318) | (669) | 7 | 0 | (123) | 631 | |

| 2021 (in EURm) | Net Banking Income | Operating Expenses | Cost of risk | Net profit or losses from other assets | Impairment losses on goodwill | Income tax | Group net income | Business |
|---|---|---|---|---|---|---|---|---|
| Reported | 25 798 | (17 590) | (700) | 635 | (114) | (1 697) | 5 641 | |
| *(+) Lyxor disposal** | | | | *(439)* | | *50* | *(389)* | *Corporate Center* |
| *(+) Transformation charges** | | *379* | | | | *(104)* | *275* | *Corporate Center(2)* |
| *(+) Capital gains on Haussmann office disposal** | | | | *(185)* | | *53* | *(132)* | *Corporate Center* |
| *(+) Revaluation gain** | *(117)* | | | | | *2* | *(115)* | *Corporate Center* |
| *(+) DTA recognition** | | | | | | *(130)* | *(130)* | *Corporate Center* |
| *(+) Goodwill impairment** | | | | | *114* | | *114* | *Corporate Center* |
| Underlying | 25 681 | (17 211) | (700) | 11 | 0 | (1 826) | 5 264 | |

| 2020 (in EURm) | Net Banking Income | Operating Expenses | Cost of risk | Net profit or losses from other assets | Impairment losses on goodwill | Income tax | Group net income | Business |
|---|---|---|---|---|---|---|---|---|
| Reported | 22 113 | (16 714) | (3 306) | (12) | (684) | (1 204) | (258) | |
| *(+) Transformation charges** | | *210* | | | | *(63)* | *147* | *o/w GBIS (EUR -157m), Corporate Center (EUR -53m)* |
| *(+) Group refocusing plan** | | | *20* | *178* | | *14* | *212* | *Corporate center* |
| *(+) Goodwill impairment** | | | | | *684* | | *684* | *Corporate center* |
| *(+) DTA impairment ** | | | | | | *650* | *650* | *Corporate center* |
| Underlying | 22 113 | (16 504) | (3 286) | 166 | 0 | (603) | 1 435 | |

*(*) Exceptional item*

*(1) Transformation and/or restructuring charges in Q4 21 related to RBDF (EUR 88m), GBIS (EUR 33m) and Corporate Center (EUR 26m)*

*(2) Transformation and/or restructuring charges in 2021 related to RBDF (EUR 194m), GBIS (EUR 99m) and Corporate Center (EUR 86m)*

### 6 - Cost of risk in basis points, coverage ratio for doubtful outstandings

The cost of risk is defined on pages 43 and 635 of Societe Generale's 2021 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 21 | Q4 20 | 2021 | 2020 |
|---|---|---|---|---|---|
| French Retail Banking | Net Cost Of Risk | (20) | 276 | 104 | 1,097 |
| | Gross loan Outstandings | 219,522 | 222,926 | 218,043 | 212,185 |
| | Cost of Risk in bp | (4) | 50 | 5 | 52 |
| International Retail Banking and Financial Services | Net Cost Of Risk | 96 | 287 | 504 | 1,265 |
| | Gross loan Outstandings | 137,018 | 128,965 | 133,321 | 132,082 |
| | Cost of Risk in bp | 28 | 89 | 38 | 96 |
| Global Banking and Investor Solutions | Net Cost Of Risk | 3 | 104 | 86 | 922 |
| | Gross loan Outstandings | 178,116 | 147,508 | 165,603 | 160,918 |
| | Cost of Risk in bp | 1 | 28 | 5 | 57 |
| Corporate Centre | Net Cost Of Risk | 7 | 22 | 6 | 22 |
| | Gross loan Outstandings | 14,574 | 14,044 | 13,835 | 11,611 |
| | Cost of Risk in bp | 16 | 62 | 4 | 20 |
| Societe Generale Group | Net Cost Of Risk | 86 | 689 | 700 | 3,306 |
| | Gross loan Outstandings | 549,229 | 513,443 | 530,801 | 516,797 |
| | Cost of Risk in bp | 6 | 54 | 13 | 64 |

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 2021 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 2021 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 | Q4 21 | Q4 20 | 2021 | 2020 |
|---|---|---|---|---|
| Shareholders' equity Group share* | 65,067 | 61,710 | 65,067 | 61,710 |
| Deeply subordinated notes | (8,003) | (8,830) | (8,003) | (8,830) |
| Undated subordinated notes | | (264) | | (264) |
| Interest net of tax payable to holders of deeply subordinated notes & undated subordinated notes, interest paid to holders of deeply subordinated notes & undated subordinated notes, issue premium amortisations | 20 | 19 | 20 | 19 |
| OCI excluding conversion reserves | (489) | (942) | (489) | (942) |
| Dividend provision | (2,286) | (467) | (2,286) | (467) |
| ROE equity end-of-period* | 54,310 | 51,227 | 54,310 | 51,227 |
| Average ROE equity* | 53,878 | 51,307 | 52,634 | 52,091 |
| Average Goodwill | (3,776) | (3,928) | (3,890) | (4,172) |
| Average Intangible Assets | (2,687) | (2,477) | (2,584) | (2,432) |
| Average ROTE equity* | 47,415 | 44,902 | 46,160 | 45,487 |
| Group net Income (a) | 1,787 | 470 | 5,641 | (258) |
| Underlying Group net income (b) | 1,226 | 631 | 5,264 | 1,435 |
| Interest on deeply subordinated notes and undated subordinated notes (c) | (151) | (164) | (590) | (611) |
| Cancellation of goodwill impairment (d) | 337 | - | 337 | 684 |
| Ajusted Group net Income (e) = (a)+ (c)+(d) | 1,973 | 306 | 5,388 | (185) |
| Ajusted Underlying Group net Income (f)=(b)+(c) | 1,075 | 467 | 4,674 | 824 |
| | | | | |
| Average ROTE equity (g)* | 47,415 | 44,902 | 46,160 | 45,487 |
| ROTE [quarter: (4*e/g), 12M: (2*e/g)] | 16.6% | 2.7% | 11.7% | -0.4% |
| | | | | |
| Average ROTE equity (underlying) (h)* | 46,854 | 45,063 | 45,783 | 47,180 |
| Underlying ROTE [quarter: (4*f/h), 12M: (2*f/h)] | 9.2% | 4.1% | 10.2% | 1.7% |

*(*) Amounts restated compared with the financial statements published in 2020 (See Note1.7 of the financial statements)*

**RONE calculation: Average capital allocated to Core Businesses (in EURm)**

| In EUR m | Q4 21 | Q4 20 | Change | 2021 | 2020 | Change |
|---|---|---|---|---|---|---|
| French Retail Banking | 10,990 | 11,186 | -1.8% | 11,149 | 11,427 | -2.4% |
| International Retail Banking and Financial Services | 10,523 | 10,112 | +4.1% | 10,246 | 10,499 | -2.4% |
| Global Banking and Investor Solutions | 15,602 | 14,287 | +9.2% | 14,916 | 14,302 | +4.3% |
| Core Businesses | 37,115 | 35,585 | +4.3% | 36,310 | 36,228 | +0.2% |
| Corporate Center | 16,763 | 15,722 | +6.7% | 16,324 | 15,863 | +2.9% |
| Group | 53,878 | 51,307 | +5.0% | 52,634 | 52,091 | +1.0% |

*(*) Amounts restated compared with the financial statements published in 2020 (See Note1.7 of the financial statements)*

## 8 - Net assets and tangible net assets

Net assets and tangible net assets are defined in the methodology, page 46 of the Group's 2021 Universal Registration Document. The items used to calculate them are presented below:

| End of period – in EUR m | 2021 | 2020 | 2019 |
|---|---|---|---|
| Shareholders' equity Group share* | 65,067 | 61,710 | 63,527 |
| Deeply subordinated notes | (8,003) | (8,830) | (9,501) |
| Undated subordinated notes | | (264) | (283) |
| Interest, net of tax, payable to holders of deeply subordinated notes & undated subordinated notes, interest paid to holders of deeply subordinated notes & undated subordinated notes, issue premium amortisations | 20 | 19 | 4 |
| Bookvalue of own shares in trading portfolio | 37 | 301 | 375 |
| Net Asset Value* | 57,121 | 52,936 | 54,122 |
| Goodwill | (3,624) | (3,928) | (4,510) |
| Intangible Assets | (2,733) | (2,484) | (2,362) |
| Net Tangible Asset Value* | 50,764 | 46,524 | 47,250 |
| | | | |
| Number of shares used to calculate NAPS** | 831,162 | 848,859 | 849,665 |
| Net Asset Value per Share | 68.7 | 62.4 | 63.7 |
| Net Tangible Asset Value per Share | 61.1 | 54.8 | 55.6 |

*(*) Amounts restated compared with the financial statements published in 2020 (See Note1.7 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 2021 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 2021 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) – in EUR m | 2021 | 2020 | 2019 |
|---|---|---|---|
| Existing shares | 853,371 | 853,371 | 834,062 |
| Deductions | | | |
| Shares allocated to cover stock option plans and free shares awarded to staff | 3,861 | 2,987 | 4,011 |
| Other own shares and treasury shares | 3,249 | | 149 |
| Number of shares used to calculate EPS** | 846,261 | 850,385 | 829,902 |
| Group net Income | 5,641 | (258) | 3,248 |
| Interest on deeply subordinated notes and undated subordinated notes | (590) | (611) | (715) |
| Capital gain net of tax on partial buybacks | | | |
| Adjusted Group net income | 5,051 | (869) | 2,533 |
| EPS (in EUR) | 5.97 | (1.02) | 3.05 |
| Underlying EPS* (in EUR) | 5.52 | 0.97 | 4.03 |

*(*) Calculated on the basis of underlying Group net income.*

*(**) 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.

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**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 133,000 members of staff in 61 countries and supports on a daily basis 30 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** which encompasses the Societe Generale, Credit du Nord and Boursorama brands. 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 to Corporates,** with networks in Africa, Russia, 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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