

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).

**6,700,000 European Style Cash Settled Long Certificates relating to
the ordinary H shares of China Merchants Bank Co., Ltd.
with a Daily Leverage of 5x**

issued by

SG Issuer

(Incorporated in Luxembourg with limited liability)

unconditionally and irrevocably guaranteed by

Société Générale

Issue Price: S\$1.20 per Certificate

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

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

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

The Certificates are complex products. You should exercise caution in relation to them. Investors are warned that the price of the Certificates may fall in value as rapidly as it may rise and

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

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

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

Application has been made to the SGX-ST for permission to deal in and for quotation of the Certificates and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Certificates. It is expected that dealings in the Certificates will commence on or about 5 August 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.

4 August 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.

Table of Contents

	<i>Page</i>
Risk Factors	6
Terms and Conditions of the Certificates	15
Terms and Conditions of the European Style Cash Settled Long/Short Certificates on Single Equities	26
Summary of the Issue	40
Information relating to the European Style Cash Settled Long Certificates on Single Equities	42
Information relating to the Company	58
Information relating to the Designated Market Maker	59
Supplemental Information relating to the Guarantor	61
Supplemental General Information	62
Placing and Sale	64
Appendix I	
Appendix II	

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 31 to 35 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 may be an exchange rate risk relating to the Certificates where the Cash Settlement Amount is converted from a foreign currency into Singapore dollars.

Exchange rates between currencies are determined by forces of supply and demand in the foreign exchange markets. These forces are, in turn, affected by factors such as international balances of payments and other economic and financial conditions, government intervention in currency markets and currency trading speculation. Fluctuations in foreign exchange rates, foreign political and economic developments, and the imposition of exchange controls or other foreign governmental laws or restrictions applicable to such investments may affect the foreign currency market price and the exchange rate-adjusted equivalent price of the Certificates. Fluctuations in the exchange rate of any one currency may be offset by fluctuations in the exchange rate of other relevant currencies;

- (m) 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;
- (n) when held for longer than a day, the performance of the Certificates could be more or less than the leverage factor that is embedded within the Certificates. The performance of the Certificates each day is locked in, and any subsequent returns are based on what was achieved the previous day. This process, referred to as compounding, may lead to a performance difference from 5 times the performance of the Underlying Stock over a period longer than one day. This difference may be amplified in a volatile market with a sideways trend, where market movements are not clear in direction, whereby investors may sustain substantial losses;
- (o) 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);
- (p) 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;
- (q) there is no assurance that the Air Bag Mechanism will prevent investors from losing the entire value of their investment, in the event of (i) an overnight fall in the Underlying Stock, where there is a 20% or greater gap between the previous day closing price and the opening price of the Underlying Stock the following day, as the Air Bag Mechanism will only be triggered when market opens (including the pre-opening session) the following day or (ii) a sharp intraday fall

in the price of the Underlying Stock of 20% or greater within the 15 minutes Observation Period compared to the reference price, being: (1) if air bag has not been previously triggered on the same day, the previous closing price of the Underlying Stock, or (2) if one or more air bag have been previously triggered on the same day, the latest New Observed Price. Investors may refer to pages 51 to 52 of this document for more information;

- (r) 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;
- (s) 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 37 to 38 of this document for more information;
- (t) 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;
- (u) 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;
- (v) 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;

- (w) 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;

- (x) 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;

- (y) 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;

- (z) 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;

- (aa) 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;

- (bb) 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;

- (cc) the reform of HIBOR may adversely affect the value of the Certificates

The Hong Kong Inter-bank Offered Rate (“**HIBOR**”) benchmark is referenced in the Leverage Strategy.

It is not possible to predict with certainty whether, and to what extent, HIBOR will continue to be supported going forwards. This may cause HIBOR to perform differently than they have done in the past, and may have other consequences which cannot be predicted. Such factors may have (without limitation) the following effects: (i) discouraging market participants from continuing to administer or contribute to a benchmark; (ii) triggering changes in the rules or methodologies used in the benchmark and/or (iii) leading to the disappearance of the benchmark. Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on the Certificates.

In addition, the occurrence of a modification or cessation of HIBOR may cause adjustment of the Certificates which may include selecting one or more successor benchmarks and making related adjustments to the Certificates, including if applicable to reflect increased costs.

The Calculation Agent may make adjustments as it may determine appropriate if any of the following circumstances occurs or may occur: (1) HIBOR is materially changed or cancelled or (2)(i) the relevant authorisation, registration, recognition, endorsement, equivalence decision or approval in respect of the benchmark or the administrator or sponsor of the benchmark is not obtained, (ii) an application for authorisation, registration, recognition, endorsement, equivalence decision, approval or inclusion in any official register is rejected or (iii) any authorisation, registration, recognition, endorsement, equivalence decision or approval is suspended or inclusion in any official register is withdrawn.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by any of the international or national reforms in making any investment decision with respect to any Certificate;

- (dd) the US Foreign Account Tax Compliance Act (“**FATCA**”) withholding risk:

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

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

(ee) 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

(ff) risk factors relating to the BRRD

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

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

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

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

Societe Generale has been, and continues to be, designated as a significant supervised entity for the purposes of Article 49(1) of Regulation (EU) No 468/2014 of the ECB of 16 April 2014 establishing the framework for cooperation within the SSM between the ECB and national

competent authorities and with national designated authorities (the “**SSM Regulation**”) and is consequently subject to the direct supervision of the ECB in the context of the SSM. This means that Societe Generale and SG Issuer (being covered by the consolidated prudential supervision of Societe Generale) are also subject to the SRM which came into force in 2015. The SRM Regulation mirrors the BRRD and, to a large part, refers to the BRRD so that the SRB is able to apply the same powers that would otherwise be available to the relevant national resolution authority.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

TERMS AND CONDITIONS OF THE CERTIFICATES

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

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

Certificates:	6,700,000 European Style Cash Settled Long Certificates relating to the ordinary H shares of China Merchants Bank Co., Ltd. (the “ Underlying Stock ”)
ISIN:	LU2348856696
Company:	China Merchants Bank Co., Ltd. (RIC: 3968.HK)
Underlying Price ³ and Source:	HK\$40.65 (Reuters)
Calculation Agent:	Société Générale
Strike Level:	Zero
Daily Leverage:	5x (within the Leverage Strategy as described below)
Notional Amount per Certificate:	SGD 1.20
Management Fee (p.a.) ⁴ :	0.40%
Gap Premium (p.a.) ⁵ :	6.00%, is a hedging cost against extreme market movements overnight.
Funding Cost ⁶ :	The annualised costs of funding, referencing a publicly published interbank offered 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:	29 July 2022
Closing Date:	4 August 2022
Expected Listing Date:	5 August 2022

³ These figures are calculated as at, and based on information available to the Issuer on or about 4 August 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 4 August 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.

Last Trading Date:	The date falling 5 Business Days immediately preceding the Expiry Date, currently being 25 July 2024
Expiry Date:	1 August 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:	31 July 2024 or if such day is not an Exchange Business Day, the immediately preceding Exchange Business Day.
Exercise:	<p>The Certificates may only be exercised on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, in a Board Lot or integral multiples thereof. Certificate Holders shall not be required to deliver an exercise notice. Exercise of Certificates shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in Condition 4(c) of the Conditions. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, and Certificate Holders shall not be entitled to receive any payment from the Issuer in respect of the Certificates.</p>
Cash Settlement Amount:	<p>In respect of each Certificate, shall be an amount payable in the Settlement Currency equal to:</p> <p>Closing Level multiplied by the Notional Amount per Certificate</p> <p>Please refer to the “Information relating to the European Style Cash Settled Long Certificates on Single Equities” section on pages 42 to 57 of this document for examples and illustrations of the calculation of the Cash Settlement Amount.</p>
Hedging Fee Factor:	<p>In respect of each Certificate, shall be an amount calculated as: Product (for t from 2 to Valuation Date) of $(1 - \text{Management Fee} \times (\text{ACT}(t-1;t) \div 360)) \times (1 - \text{Gap Premium}(t-1) \times (\text{ACT}(t-1;t) \div 360))$, where:</p> <p>“$t$” refers to “Observation Date” which means each Underlying Stock Business Day (subject to Market Disruption Event) from (and including) the Underlying Stock Business Day immediately preceding the Expected Listing Date to the Valuation Date; and</p>

ACT (t-1;t) means the number of calendar days between the Underlying Stock 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 Underlying Stock Business Day on which there is no Market Disruption Event, unless there is a Market Disruption Event on each of the five Underlying Stock 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 Underlying Stock 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 Underlying Stock 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.

An “**Underlying Stock Business Day**” is a day on which The Stock Exchange of Hong Kong Limited (the “**HKEX**”) is open for dealings in Hong Kong during its normal trading hours and banks are open for business in Hong Kong.

Please refer to the “Information relating to the European Style Cash Settled Long Certificates on Single Equities” section on pages 42 to 57 of this document for examples and illustrations of the calculation of the Hedging Fee Factor.

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

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

Initial Reference Level: 1,000

Final Reference Level: The closing level of the Leverage Strategy (as described below) on the Valuation Date

The calculation of the closing level of the Leverage Strategy is set out in the “Specific Definitions relating to the Leverage Strategy” section on pages 19 to 25 below.

Initial Exchange Rate³: 0.1756

Final Exchange Rate: The rate for the conversion of HKD to SGD as at 5:00pm (Singapore Time) on the Valuation Date as shown on Reuters, provided that if the Reuters service ceases to display such information, as determined by

the Issuer by reference to such source(s) as the Issuer may reasonably determine to be appropriate at such a time.

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.

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

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

Please refer to the “Extraordinary Strategy Adjustment for Performance Reasons (“Air Bag Mechanism”)” section on pages 23 to 25 below and the “Description of Air Bag Mechanism” section on pages 48 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:

Hong Kong Dollar (“**HKD**”)

Settlement Currency:

Singapore Dollar (“**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:

HKEX

Business Day and Exchange Business Day:

A “**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.

An “**Exchange Business Day**” is a day on which the SGX-ST and the HKEX are open for dealings in Singapore and Hong Kong respectively during its normal trading hours and banks are open for business in Singapore and Hong Kong.

Warrant Agent:	The Central Depository (Pte) Limited (“ CDP ”)
Clearing System:	CDP
Fees and Charges:	<p>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.</p> <p>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.</p>
Further Information:	Please refer to the website at dlc.socgen.com for more information on the theoretical closing price of the Certificates on the previous trading day, the closing price of the Underlying Stock on the previous trading day, the Air Bag Trigger Price for each trading day and the Management Fee and Gap Premium.

Specific Definitions relating to the Leverage Strategy

Description of the Leverage Strategy

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

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

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

Leverage Strategy Formula

LSL_t	<p>means, for any Observation Date(t), the Leverage Strategy Closing Level as of such day (t).</p> <p>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:</p> <p>On Observation Date(1):</p> $LSL_1 = 1000$ <p>On each subsequent Observation Date(t):</p> $LSL_t = \text{Max}[LSL_{t-1} \times (1 + LR_{t-1,t} - FC_{t-1,t} - RC_{t-1,t}), 0]$
LR_{t-1,t}	<p>means the Leveraged Return of the Underlying Stock between Observation Date(t-1) and Observation Date(t) closing prices, calculated as follows:</p> $LR_{t-1,t} = \text{Leverage} \times \left(\frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right)$
FC_{t-1,t}	<p>means, the Funding Cost between Observation Date(t-1) (included) and Observation Date(t) (excluded) calculated as follows:</p> $FC_{t-1,t} = (\text{Leverage} - 1) \times \frac{\text{Rate}_{t-1} \times \text{ACT}(t-1, t)}{\text{DayCountBasisRate}}$
RC_{t-1,t}	<p>means the Rebalancing Cost of the Leverage Strategy on Observation Date (t), calculated as follows:</p> $RC_{t-1,t} = \text{Leverage} \times (\text{Leverage} - 1) \times \left(\left \frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right \right) \times TC$
TC	<p>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:</p> <p>0.13%</p> <p>“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.</p>
Leverage	5
S_t	<p>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.</p>

Rate_t	<p>means, in respect of each Observation Date(t), a rate calculated as of such day in accordance with the following formula:</p> $\text{Rate}_t = \text{CashRate}_t + \% \text{SpreadLevel}_t$
Rfactor_t	<p>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:</p> $Rfactor_t = 1 - \frac{Div_t}{S_{t-1}}$ <p>where</p> <p><i>Div_t</i> 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.</p>
CashRate_t	<p>means, in respect of each Observation Date(t), the Overnight HKD Hong Kong Interbank Offered Rate (HIBOR) Fixing, as published on Reuters RIC H1HKDOND= or any successor page, being the rate as of day (t), provided that if any of such rate is not available, then that rate shall be determined by reference to the latest available rate that was published on the relevant Reuters page. Upon the occurrence or likely occurrence, as determined by the Calculation Agent, of modification, the permanent or indefinite cancellation or cessation in the provision of HIBOR, or a regulator or other official sector entity prohibits the use of HIBOR, 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.</p>
%SpreadLevel_t	<p>means, in respect of each Observation Date(t), a rate which shall be determined with respect to such Valuation Date(t) by the Calculation Agent as the difference between (1) the 12-month HKD Hong Kong Interbank Offered Rate (HIBOR) Fixing, as published on Reuters RIC H1HKD1YD= and (2) Overnight HKD Hong Kong Interbank Offered Rate (HIBOR) Fixing, as published on Reuters RIC H1HKDOND= or any successor page, each being the rate as of day (t), provided that if any of such rates is not available, then that rate shall be determined by reference to the latest available rate that was published on the relevant Reuters page. Upon the occurrence or likely occurrence, as determined by the Calculation Agent, of modification, the permanent or indefinite cancellation or cessation in the provision of HIBOR, or a regulator or other official sector entity prohibits the use of HIBOR, 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.</p> <p>Provided that if such difference is negative, %SpreadLevel_t should be 0%.</p>

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

not be restored and (b) it is being made in the awareness that the statement or publication will engage certain contractual triggers for fallbacks activated by pre-cessation announcements by such supervisor (howsoever described) in contracts;

**Administrator/
Benchmark Event**

means, for a Reference Rate, any authorisation, registration, recognition, endorsement, equivalence decision, approval or inclusion in any official register in respect of the Reference Rate or the administrator or sponsor of the Benchmark has not been, or will not be, obtained or has been, or will be, rejected, refused, suspended or withdrawn by the relevant competent authority or other relevant official body, in each case with the effect that either the Issuer, the Calculation Agent or any other entity is not, or will not be, permitted under any applicable law or regulation to use the Reference Rate to perform its or their respective obligations under the Certificates.

Reference Rate(s)

means the rate(s) used in the Leverage Strategy Formula, for example SORA, SOFR and US Federal Funds Effective Rate.

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

**Extraordinary Strategy
Adjustment for
Performance Reasons**

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

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

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

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

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

$ILSL_{IR(k)}$

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

(1) for $k = 1$:

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

(2) for $k > 1$:

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

$ILR_{IR(k-1),IR(k)}$

means the Intraday Leveraged Return between $IR(k-1)$ and $IR(k)$, calculated as follows:

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

$IRC_{IR(k-1),IR(k)}$	<p>means the Intraday Rebalancing Cost of the Leverage Strategy in respect of $IR(k)$ on a given Intraday Restrike Date, calculated as follows:</p> $IRC_{IR(k-1),IR(k)} = \text{Leverage} \times (\text{Leverage} - 1) \times \left(\left \frac{IS_{IR(k)}}{IS_{IR(k-1)}} - 1 \right \right) \times TC$
$IS_{IR(k)}$	<p>means the Underlying Stock Price in respect of $IR(k)$ computed as follows:</p> <p>(1) for $k=0$</p> $IS_{IR(0)} = S_{IRD-1} \times Rfactor_{IRD}$ <p>(2) for $k=1$ to n</p> <p>means in respect of $IR(k)$, the lowest price of the Underlying Stock during the respective Intraday Restrike Observation Period</p> <p>(3) with respect to $IR(C)$</p> $IS_{IR(C)} = S_{IRD}$ <p>In each case, subject to the adjustments and provisions of the Conditions.</p>
$IR(k)$	<p>For $k=0$, means the scheduled close for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on the Observation Date immediately preceding the relevant Intraday Restrike Date;</p> <p>For $k=1$ to n, means the k^{th} Intraday Restrike Event on the relevant Intraday Restrike Date.</p>
$IR(C)$	means the scheduled close for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on the relevant Intraday Restrike Date.
n	means the number of Intraday Restrike Events that occurred on the relevant Intraday Restrike Date.
Intraday Restrike Event	<p>means in respect of an Observation Date(t):</p> <p>(1) provided no Intraday Restrike Event has previously occurred on such Observation Date (t), the decrease at any Calculation Time of the Underlying Stock price by 15% or more compared with the relevant Underlying Stock Price $IS_{IR(0)}$ as of such Calculation Time.</p> <p>(2) if k Intraday Restrike Events have occurred on the relevant Intraday Restrike Date, the decrease at any Calculation Time of the Underlying Stock price by 15% or more compared with the relevant Underlying Stock Price $IS_{IR(k)}$ as of such Calculation Time.</p>
Calculation Time	means any time between the TimeReferenceOpening and the TimeReferenceClosing, provided that the relevant data is available to enable the Calculation Agent to determine the Leverage Strategy Level.
TimeReferenceOpening	means the scheduled opening time (including pre-opening session) for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto).

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

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

TERMS AND CONDITIONS OF

THE EUROPEAN STYLE CASH SETTLED LONG/SHORT CERTIFICATES ON SINGLE EQUITIES

1. Form, Status and Guarantee, Transfer and Title

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

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

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

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

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

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

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

- (i) *pari passu* with all other direct, unconditional, unsecured and unsubordinated obligations of the Guarantor outstanding as of the date of the entry into force of the law no. 2016-1691 (the “**Law**”) on 11 December 2016;
- (ii) *pari passu* with all other present or future direct, unconditional, unsecured and senior preferred obligations (as provided for in Article L. 613-30-3 I 3° of the Code) of the Guarantor issued after the date of the entry into force of the Law on 11 December 2016;
- (iii) junior to all present or future claims of the Guarantor benefiting from the statutorily preferred exceptions; and
- (iv) senior to all present and future senior non-preferred obligations (as provided for in Article L.613-30-3 I 4° of the Code) of the Guarantor.

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

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

- (C) the cancellation of the Certificates; and/or
- (D) the amendment or alteration of the expiration of the Certificates or amendment of the amounts payable on the Certificates, or the date on which the amounts become payable, including by suspending payment for a temporary period; and

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

(the “**Statutory Bail-In**”);

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

- (A) ranking:
 - (1) junior to liabilities of the Guarantor benefitting from statutorily preferred exceptions pursuant to Article L.613-30-3-I 1° and 2 of the M&F Code;
 - (2) *pari passu* with liabilities of the Guarantor as defined in Article L.613-30-3-I-3 of the M&F Code; and
 - (3) senior to liabilities of the Guarantor as defined in Article L.613-30-3-I-4 of the M&F Code; and
- (B) which are not *titres non structurés* as defined under Article R.613-28 of the M&F Code, and
- (C) which are not or are no longer eligible to be taken into account for the purposes of the MREL (as defined below) ratio of the Guarantor

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

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

and the European Union applicable to the Issuer or the Guarantor or other members of its group.

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

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

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

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

For the purposes of this Condition:

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

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

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

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

2. Certificate Rights and Exercise Expenses

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

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

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

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

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

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

“**Market Disruption Event**” means the occurrence or existence of (i) any suspension of trading on the Relevant Stock Exchange of the Underlying Stock requested by the Company if that suspension is, in the determination of the Issuer, material, (ii) any suspension of or limitation imposed on trading (including but not limited to unforeseen circumstances such as by reason of movements in price exceeding limits permitted by the Relevant Stock Exchange or any act of God, war, riot, public disorder, explosion, terrorism or otherwise) on the Relevant Stock Exchange in the Underlying Stock if that suspension or limitation is, in the determination of the Issuer, material, or (iii) the closing of the Relevant Stock Exchange or a disruption to trading on the Relevant Stock Exchange if that disruption is, in the determination of the Issuer, material as a result of the occurrence of any act of God, war, riot, public disorder, explosion or terrorism.

- (b) *Exercise Expenses.* Certificate Holders will be required to pay all charges which are incurred in respect of the exercise of the Certificates (the “**Exercise Expenses**”). An amount equivalent to the Exercise Expenses will be deducted by the Issuer from the Cash Settlement Amount in accordance with Condition 4. Notwithstanding the foregoing, the Certificate Holders shall account to the Issuer on demand for any Exercise Expenses to the extent that they were not or could not be deducted from the Cash Settlement Amount prior to the date of payment of the Cash Settlement Amount to the Certificate Holders in accordance with Condition 4.

- (c) No Rights. The purchase of Certificates does not confer on the Certificate Holders any right (whether in respect of voting, dividend or other distributions in respect of the Underlying Stock or otherwise) which the holder of an Underlying Stock may have.

3. Expiry Date

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

4. Exercise of Certificates

- (a) *Exercise.* Certificates may only be exercised on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, in accordance with Condition 4(b).
- (b) *Automatic Exercise.* Certificate Holders shall not be required to deliver an exercise notice. Exercise of Certificates shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates shall be deemed to have been automatically exercised at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in Condition 4(c) below. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, and Certificate Holders shall not be entitled to receive any payment from the Issuer in respect of the Certificates.
- (c) *Settlement.* In respect of Certificates which are automatically exercised in accordance with Condition 4(b), the Issuer will pay to the relevant Certificate Holder the Cash Settlement Amount (if any) in the Settlement Currency. The aggregate Cash Settlement Amount (less any Exercise Expenses) shall be despatched as soon as practicable and no later than five Business Days following the Expiry Date by way of crossed cheque or other payment in immediately available funds drawn in favour of the Certificate Holder only (or, in the case of joint Certificate Holders, the first-named Certificate Holder) appearing in the records maintained by CDP. Any payment made pursuant to this Condition 4(c) shall be delivered at the risk and expense of the Certificate Holder and posted to the Certificate Holder's address appearing in the records maintained by CDP (or, in the case of joint Certificate Holders, to the address of the first-named Certificate Holder appearing in the records maintained by CDP). If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable.
- (d) *CDP not liable.* CDP shall not be liable to any Certificate Holder with respect to any action taken or omitted to be taken by the Issuer or the Warrant Agent in connection with the exercise of the Certificates or otherwise pursuant to or in connection with these Conditions.
- (e) *Business Day.* In these Conditions, a "**Business Day**" shall be a day on which the SGX-ST is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore.

5. Warrant Agent

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

6. Adjustments

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

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

Once the Issuer determines that its proposed course of action in connection with a Merger Event, Tender Offer, Nationalisation or Insolvency, it shall give notice to the Certificate Holders in accordance with Condition 9 stating the occurrence of the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, giving details thereof and the action proposed to be taken in relation thereto. Certificate Holders

should be aware that due to the nature of such events, the Issuer will not make an immediate determination of its proposed course of action or adjustment upon the announcement or occurrence of a Merger Event, Tender Offer, Nationalisation or Insolvency.

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

materially prejudicial to the Certificate Holders generally (without considering the circumstances of any individual Certificate Holder or the tax or other consequences of such adjustment or amendment in any particular jurisdiction).

- (f) *Notice of Adjustments.* All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Certificate Holders. The Issuer will give, or procure that there is given, notice as soon as practicable of any adjustment and of the date from which such adjustment is effective by publication in accordance with Condition 9. For the avoidance of doubt, no notice will be given if the Issuer determines that adjustments will not be made.

7. Purchases

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

8. Meetings of Certificate Holders; Modification

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

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

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

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

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

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

9. Notices

- (a) *Documents.* All cheques and other documents required or permitted by these Conditions to be sent to a Certificate Holder or to which a Certificate Holder is entitled or which the Issuer shall have agreed to deliver to a Certificate Holder may be delivered by hand or sent by post addressed to the Certificate Holder at his address appearing in the records maintained by CDP or, in the case of joint Certificate Holders, addressed to the joint holder first named at his address appearing in the records maintained by CDP, and airmail post shall be used if that address is not in Singapore. All documents delivered or sent in accordance with this paragraph shall be delivered or sent at the risk of the relevant Certificate Holder.
- (b) *Notices.* All notices to Certificate Holders will be validly given if published in English on the web-site of the SGX-ST. Such notices shall be deemed to have been given on the date of the first such publication. If publication on the web-site of the SGX-ST is not practicable, notice will be given in such other manner as the Issuer may determine. The Issuer shall, at least one month prior to the expiry of any Certificate, give notice of the date of expiry of such Certificate in the manner prescribed above.

10. Liquidation

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

11. Further Issues

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

12. Delisting

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

amendments shall be given to the Certificate Holders in accordance with Condition 9 as soon as practicable after they are determined.

13. Early Termination

- (a) *Early Termination for Illegality and Force Majeure, etc.* If the Issuer determines that a Regulatory Event (as defined below) has occurred and, for reasons beyond its control, the performance of its obligations under the Certificates has become illegal or impractical in whole or in part for any reason, or the Issuer determines that, for reasons beyond its control, it is no longer legal or practical for it to maintain its hedging arrangements with respect to the Certificates for any reason, the Issuer may in its discretion and without obligation terminate the Certificates early in accordance with Condition 13(d).

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

For the purposes of this Condition:

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

“Change in law” means (i) the adoption, enactment, promulgation, execution or ratification of any applicable new law, regulation or rule (including, without limitation, any applicable tax law, regulation or rule) after the Certificates have been issued, (ii)

the implementation or application of any applicable law, regulation or rule (including, without limitation, any applicable tax law, regulation or rule) already in force when the Certificates have been issued but in respect of which the manner of its implementation or application was not known or unclear at the time, or (iii) the change of any applicable law, regulation or rule existing when the Certificates are issued, or the change in the interpretation or application or practice relating thereto, existing when the Certificates are issued of any applicable law, regulation or rule, by any competent court, tribunal, regulatory authority or any other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government (including any additional or alternative court, tribunal, authority or entity, to that existing when the Certificates are issued).

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

For the purposes of this Condition:

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

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

14. Substitution of the Issuer

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

Upon any such substitution, all references to the Issuer in the Conditions and all agreements relating to the Certificates will be to the Substituted Obligor and the Certificates will be modified as required, and the Certificate Holders will be notified of the modified terms and conditions of such Certificates in accordance with Condition 9.

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

15. Governing Law

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

16. Prescription

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

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

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

SUMMARY OF THE ISSUE

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

Issuer:	SG Issuer
Company:	China Merchants Bank Co., Ltd.
The Certificates:	European Style Cash Settled Long Certificates relating to the Underlying Stock
Number:	6,700,000 Certificates
Form:	The Certificates will be issued subject to, and with the benefit of, a master instrument by way of deed poll dated 17 June 2022 (the “ Master Instrument ”) and executed by the Issuer and the Guarantor and a master warrant agent agreement dated 29 May 2017 (the “ Master Warrant Agent Agreement ”) and made between the Issuer, the Guarantor and the Warrant Agent.
Cash Settlement Amount:	In respect of each Certificate, is the amount (if positive) equal to: Notional Amount per Certificate x Closing Level
Denominations:	Certificates are represented by a global warrant in respect of all the Certificates.
Exercise:	The Certificates may only be exercised on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, in a Board Lot or integral multiples thereof. Certificate Holders will not be required to deliver an exercise notice. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Certificates will be deemed to have been automatically exercised at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day. The Cash Settlement Amount less the Exercise Expenses in respect of the Certificates shall be paid in the manner set out in Condition 4(c) of the Conditions. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero, all Certificates shall be deemed to have expired at 10:00 a.m. (Singapore time) on the Expiry Date or if the Expiry Date is not a Business Day, the immediately preceding Business Day, and Certificate Holders shall not be entitled to receive any payment from the Issuer in respect of the Certificates.
Exercise and Trading Currency:	SGD
Board Lot:	100 Certificates

Transfers of Certificates:	Certificates may only be transferred in Board Lots (or integral multiples thereof). All transfers in Certificates, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon registration of the transfer in the records of CDP.
Listing:	Application has been made to the SGX-ST for permission to deal in and for quotation of the Certificates and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Certificates. Issue of the Certificates is conditional on such listing being granted. It is expected that dealings in the Certificates on the SGX-ST will commence on or about 5 August 2022.
Governing Law:	The laws of Singapore
Warrant Agent:	The Central Depository (Pte) Limited 11 North Buona Vista Drive #06-07 The Metropolis Tower 2 Singapore 138589
Further Issues:	Further issues which will form a single series with the Certificates will be permitted, subject to the approval of the SGX-ST.

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

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

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

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

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

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

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

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

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

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

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

B) Trading the Certificates before Expiry

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

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

Illustration of the Calculation of Hedging Fee Factor

Hedging Fee Factor	=	Product of the Daily Fees
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Daily Fees	=	Daily Management Fee Adjustment
		$1 - \text{Management Fee} \times \text{ACT} (t-1;t) / 360$
		x
		Daily Gap Premium Adjustment
		$1 - \text{Gap Premium} (t-1) \times \text{ACT} (t-1;t) / 360$

Illustration of the Calculation of Cash Settlement Amount

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

Value of Certificates	=	$t^7=0$	x	$t=1$	x	$t=2$	x ...	$t=i$
		Notional Amount		Leverage Strategy daily performance ⁸ x Daily Fees		Leverage Strategy daily performance x Daily Fees		Leverage Strategy Daily performance x Daily Fees

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

Final Value of Certificates	=	$t=0$	x	$\frac{\text{Final Reference Level} \times \text{Final Exchange Rate}}{\text{Initial Reference Level} \times \text{Initial Exchange Rate}}$	x	Hedging Fee Factor
		Notional Amount				

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 Underlying Stock Business Day (subject to Market Disruption Event) from (and including) the Underlying Stock 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 H shares of China Merchants Bank Co., Ltd.
Expected Listing Date:	03/07/2018
Expiry Date:	18/07/2018
Initial Reference Level:	1,000
Initial Exchange Rate:	1
Final Reference Level:	1,200
Final Exchange Rate:	1
Issue Price:	1.20 SGD
Notional Amount per Certificate:	1.20 SGD
Management Fee (p.a.):	0.40%
Gap Premium (p.a.):	6.00%
Strike Level:	Zero

Hedging Fee Factor

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

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

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

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

$$\text{HFF}(1) = 100\% \times \left(1 - 0.40\% \times \frac{1}{360}\right) \times \left(1 - 6.00\% \times \frac{1}{360}\right)$$

$$\text{HFF}(1) = 100\% \times 99.9989\% \times 99.9833\% \approx 99.9822\%$$

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

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

$$\text{HFF (2)} = 99.9822\% \times \left(1 - 0.40\% \times \frac{3}{360}\right) \times \left(1 - 6.00\% \times \frac{3}{360}\right)$$

$$\text{HFF (2)} = 99.9822\% \times 99.9967\% \times 99.9500\% \approx 99.9289\%$$

The same principle applies to the following Underlying Stock 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 99.7337% as illustrated below:

Date	HFF
3/7/2018	100.0000%
4/7/2018	99.9822%
5/7/2018	99.9644%
6/7/2018	99.9467%
9/7/2018	99.8934%
10/7/2018	99.8756%
11/7/2018	99.8579%
12/7/2018	99.8401%
13/7/2018	99.8224%
16/7/2018	99.7691%
17/7/2018	99.7514%
18/7/2018	99.7337%

Cash Settlement Amount

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

$$\begin{aligned} \text{Closing Level} &= [(\text{Final Reference Level} \times \text{Final Exchange Rate}) / (\text{Initial Reference Level} \times \text{Initial Exchange Rate}) - \text{Strike Level}] \times \text{Hedging Fee Factor} \\ &= [(1200 \times 1) / (1000 \times 1) - 0] \times 99.7337\% \\ &= 119.68\% \end{aligned}$$

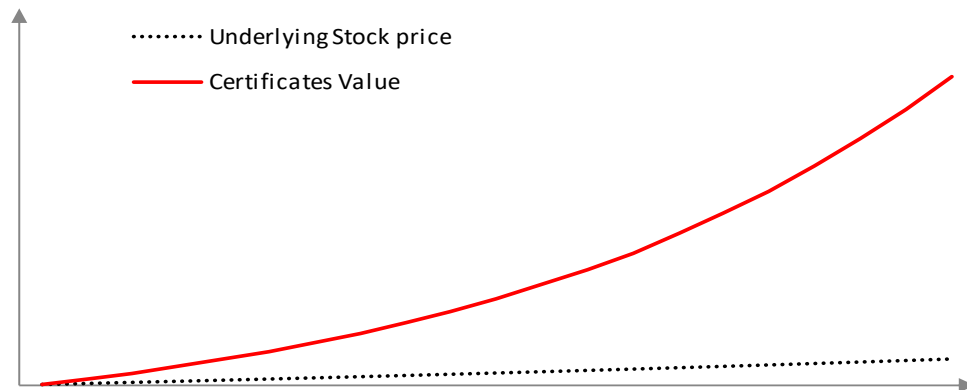
$$\begin{aligned} \text{Cash Settlement Amount} &= \text{Closing Level} \times \text{Notional Amount per Certificate} \\ &= 119.68\% \times 1.20 \text{ SGD} \\ &= \mathbf{1.436 \text{ SGD}} \end{aligned}$$

Illustration on how returns and losses can occur under different scenarios

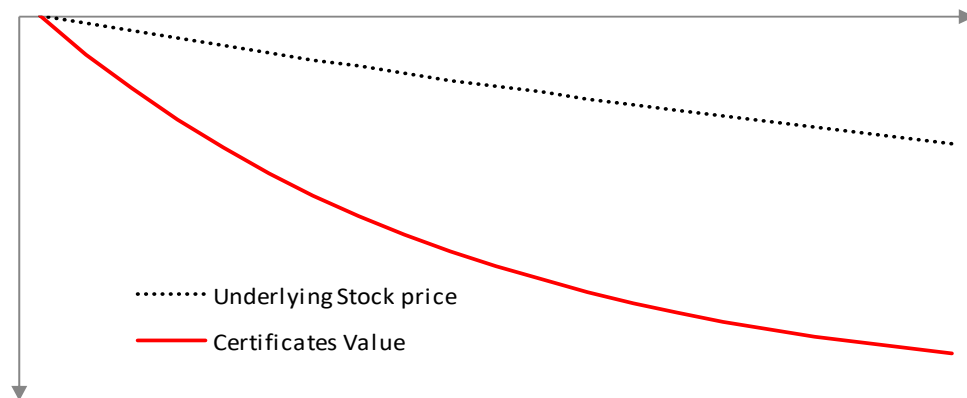
The examples are purely hypothetical and do not take fees and charges payable by investors into consideration. The examples highlight the effect of the Underlying Stock performance on the value of the Certificates and do not take into account the possible influence of fees, exchange rates, dividends,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

1. Illustrative examples

Scenario 1 – Upward Trend



Scenario 2 – Downward Trend



Scenario 3 – Volatile Market



2. Numerical Examples

Scenario 1 – Upward Trend

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

Value of the Certificates						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		10.0%	10.0%	10.0%	10.0%	10.0%
Price at end of day	1.2	1.32	1.45	1.60	1.76	1.93
Accumulated Return		10.00%	21.00%	33.10%	46.41%	61.05%

Scenario 2 – Downward Trend

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

Value of the Certificates						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		-10.0%	-10.0%	-10.0%	-10.0%	-10.0%
Price at end of day	1.2	1.08	0.97	0.87	0.79	0.71
Accumulated Return		-10.00%	-19.00%	-27.10%	-34.39%	-40.95%

Scenario 3 – Volatile Market

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

Value of the Certificates						
	Day 0	Day 1	Day 2	Day 3	Day 4	Day 5
Daily return		10.0%	-10.0%	10.0%	-10.0%	10.0%
Price at end of day	1.2	1.32	1.19	1.31	1.18	1.29
Accumulated Return		10.00%	-1.00%	8.90%	-1.99%	7.81%

Description of Air Bag Mechanism

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

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

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

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

Air Bag Mechanism timeline

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

With **Market Close** defined as:

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



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

Illustrative examples of the Air Bag Mechanism⁹

Scenario 1 – Downward Trend after Air Bag trigger



Scenario 2 – Upward Trend after Air Bag trigger



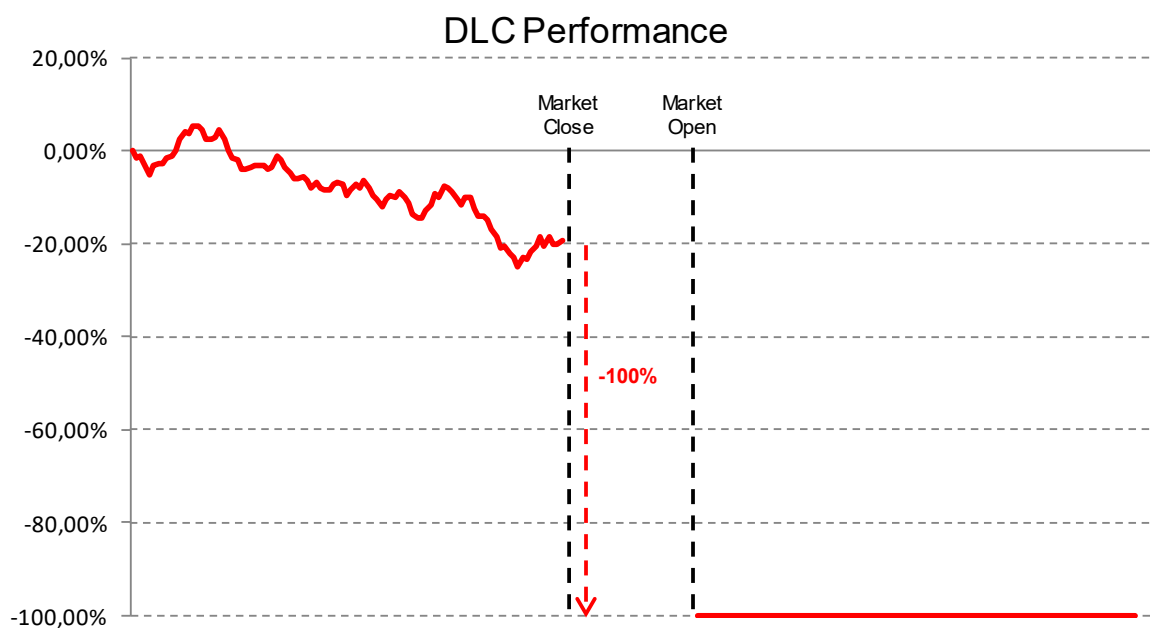
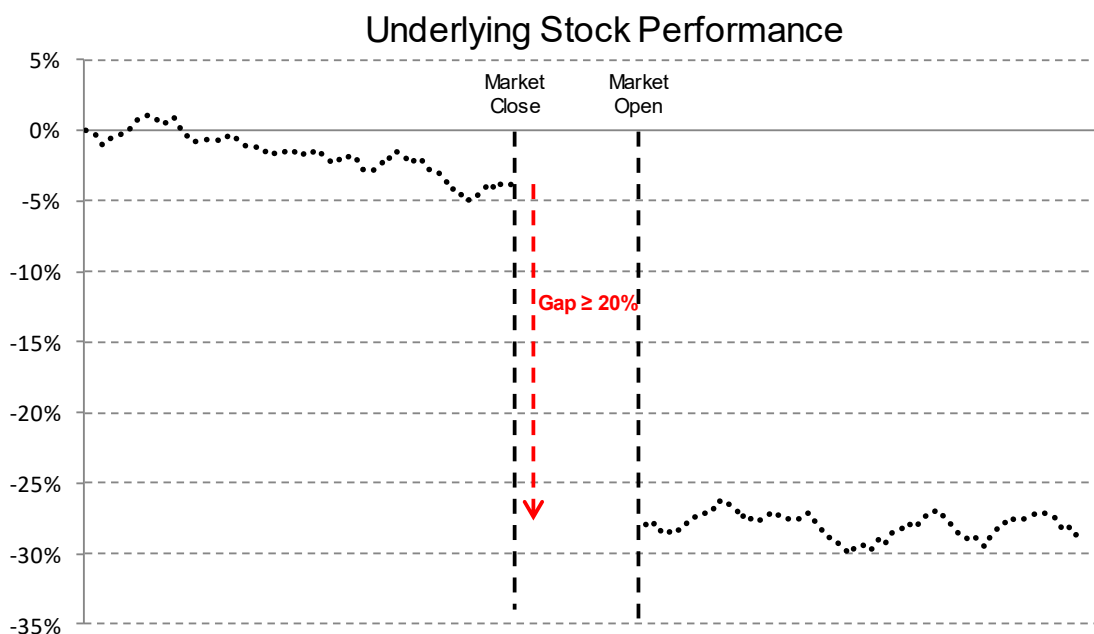
⁹ The illustrative examples are not exhaustive.

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

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

Scenario 1 – Overnight fall of the Underlying Stock

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



Scenario 2 – Sharp intraday fall of the Underlying Stock

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



Examples and illustrations of adjustments due to certain corporate actions

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

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

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

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

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

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

Where:

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

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

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

1. Stock split

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

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

$$S_t = \$51$$

$$Div_t = \$0$$

$$DivExc_t = \$0$$

M = 1 (i.e. 1 new Shares for 1 existing Share)

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

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

As a consequence:

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

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

Value of the Certificate (t-1)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.20	1.32	10%

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

2. Share Consolidation

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

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

$$S_t = \$202$$

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

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

M = -0.5 (i.e. 0.5 Shares canceled for each 1 existing Share)

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

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

As a consequence:

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

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

Value of the Certificate (t-1)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.20	1.26	5%

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

3. Rights Issues

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

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

$$S_t = \$84$$

$$Div_t = \$0$$

$$DivExc_t = \$0$$

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

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

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

As a consequence:

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

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

Value of the Certificate (t-1)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.20	1.50	25%

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

4. Bonus Issues

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

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

$$S_t = \$85$$

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

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

$$R = \$0$$

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

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

As a consequence:

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

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

Value of the Certificate (t-1)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.20	1.32	10%

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

5. Extraordinary Dividend

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

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

$$S_t = \$84$$

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

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

$$R = \$0$$

$$M = 0$$

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

As a consequence:

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

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

Value of the Certificate (t-1)	Value of the Certificate (t)	Certificates' performance (excluding any cost and fees)
1.20	1.50	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 Hong Kong Exchanges and Clearing Limited (the “HKExCL”) at <http://www.hkex.com.hk> and/or the Company’s web-site at <https://english.cmbchina.com/>. The Issuer has not independently verified any of such information.

China Merchants Bank Co., Ltd. (the “**Company**” or the “**Bank**”) is a China-based commercial bank. The Bank operates its businesses through three segments, which are Wholesale Finance segment, Retail Finance segment and Other segment. Wholesale Finance segment consists of savings and loans; settlement and cash management services; trade finance and offshore business; investment banking; interbank lending, buyback and other interbank business; asset custody business; financial market business and other businesses. Retail Finance segment includes savings and loans, bank card services, wealth management, private banking and other services. Other segment consists of investment real estates and the operations of the Company’s subsidiaries, affiliated companies and joint venture companies. The Company operates its business in domestic market and to overseas markets, with China as its main market.

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 three months ended 31 March 2022 and has been extracted and reproduced from an announcement by the Company dated 22 April 2022 in relation to the same. Further information relating to the Company may be located on the web-site of the HKExCL at <http://www.hkex.com.hk>.

INFORMATION RELATING TO THE DESIGNATED MARKET MAKER

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

- (a) Maximum bid and offer spread : (i) when the best bid price of the Certificate is S\$10 and below: 10 ticks or S\$0.20 whichever is greater; and
(ii) when the best bid price of the Certificate is above S\$10: 5% of the best bid price of the Certificate.
- (b) Minimum quantity subject to bid and offer spread : 10,000 Certificates
- (c) Last Trading Day for Market Making : The date falling 5 Exchange 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) before the Relevant Stock Exchange for the Underlying Stock has opened and after the Relevant Stock Exchange for the Underlying Stock has closed on any trading day;
- (iv) when trading in the Underlying Stock is suspended or limited in a material way for any reason, for the avoidance of doubt, the DMM is not obliged to provide quotations for the Certificates at any time when the Underlying Stock is not negotiated/traded for any reason;
- (v) where the Certificates are suspended from trading for any reason;
- (vi) market disruption events, including, without limitation, any suspension of or limitation imposed on trading (including but not limited to unforeseen circumstances such as by reason of movements in price exceeding limits permitted by the SGX-ST or any act of God, war, riot, public disorder, explosion, terrorism or otherwise) in the Underlying Stock;
- (vii) where the Issuer or the DMM faces technical problems affecting the ability of the DMM to provide bids and offer quotations;
- (viii) where the ability of the Issuer to source a hedge or unwind an existing hedge, as determined by the Issuer in good faith, is materially affected by the prevailing market conditions, and the Issuer informs the SGX-ST of its inability to do so as soon as practicable;
- (ix) in cases where the Issuer has no Certificates to sell, then the DMM will only provide the bid price;
- (x) if the stock market experiences exceptional price movement and volatility;

- (xi) when it is a public holiday in Singapore and/or Hong Kong and/or the SGX-ST and/or the HKEX are not open for dealings; and
- (xii) 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 Exchange 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 3 August 2022 containing the Guarantor's consolidated financial results for the second quarter ended 30 June 2022.

SUPPLEMENTAL GENERAL INFORMATION

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

1. Save as disclosed in this document and the Base Listing Document, neither the Issuer nor the Guarantor is involved in any legal or arbitration proceedings (including any proceedings which are pending or threatened of which the Issuer or the Guarantor is aware) which may have or have had in the previous 12 months a significant effect on the financial position of the Issuer or the Guarantor in the context of the issuance of the Certificates.
2. Settlement of trades done on a normal “ready basis” on the SGX-ST generally take place on the second Business Day following the transaction. Dealing in the Certificates will take place in Board Lots in Singapore dollars. For further details on the transfer of Certificates and their exercise, please refer to the section headed “Summary of the Issue” above.
3. It is not the current intention of the Issuer to apply for a listing of the Certificates on any stock exchange other than the SGX-ST.
4. Save as disclosed in the Base Listing Document and herein, there has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2021 or the Guarantor since 30 June 2022, in the context of the issuance of Certificates hereunder.
5. The following contracts, relating to the issue of the Certificates, have been or will be entered into by the Issuer and/or the Guarantor and may be material to the issue of the Certificates:
 - (a) the Guarantee;
 - (b) the Master Instrument; and
 - (c) the Master Warrant Agent Agreement.

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

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

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

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

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

PLACING AND SALE

General

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

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

Singapore

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

Hong Kong

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

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

European Economic Area

Each dealer represents and agrees, and each further dealer appointed in respect of the Certificates will be required to represent and agree, that it has not offered, sold or otherwise made

available and will not offer, sell, or otherwise make available any Certificates which are the subject of the offering as contemplated by this document to any retail investor in the European Economic Area. For the purposes of this provision:

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

United Kingdom

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

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

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

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

investments (as principal or agent) for the purposes of their businesses where the issue of the Certificates would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;

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

United States

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

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

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

As used in the preceding paragraphs, the term “**United States**” includes the territories, the possessions and all other areas subject to the jurisdiction of the United States of America, and the term “**U.S. person**” means any person who is (i) a U.S. person as defined under Regulation S under the Securities Act, (ii) a U.S. person as defined in paragraph 7701(a)(30) of the Internal Revenue Code of 1986, or (iii) a person who comes within any definition of U.S. person for the purposes of the United States Commodity Exchange Act of 1936, as amended (the “**CEA**”) or any rules thereunder of the CFTC (the “**CFTC Rules**”), guidance or order proposed or issued under the CEA (for the avoidance of doubt, any person who is not a “Non-United States person” defined under CFTC Rule 4.7(a)(1)(iv), but excluding, for purposes of subsection (D) thereof, the exception for qualified eligible persons who are not “Non-United States persons”, shall be considered a U.S. person).

APPENDIX I

REPRODUCTION OF THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2022 OF CHINA MERCHANTS BANK CO., LTD. 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 three months ended 31 March 2022 and has been extracted and reproduced from an announcement by the Company dated 22 April 2022 in relation to the same.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



招商銀行

CHINA MERCHANTS BANK

招商銀行股份有限公司

CHINA MERCHANTS BANK CO., LTD.

(H Share Stock Code: 03968)

(Preference Share Stock Code: 04614)

FIRST QUARTERLY REPORT OF 2022

The financial information set out in this quarterly report is unaudited and prepared in accordance with the International Financial Reporting Standards.

This announcement is made by the Company pursuant to Rule 13.09 and Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

1 Important Notice

The Board of Directors, the Board of Supervisors, Directors, Supervisors and senior management of the Company confirm that the contents in this report are true, accurate, and complete and have no false representations, misleading statements or material omissions, and they will individually and collectively accept legal responsibility for such contents.

Miao Jianmin, Chairman of the Board of Directors of the Company, Wang Liang, First Executive Vice President (in charge of the works of China Merchants Bank), Chief Financial Officer and Secretary of the Board of Directors, and Li Li, the person in charge of the Finance and Accounting Department, hereby make representations in respect of the truthfulness, accuracy and completeness of the financial information in this report.

The 39th meeting of the Eleventh Session of the Board of Directors and the 29th meeting of the Eleventh Session of the Board of Supervisors of the Company had reviewed and approved the first quarterly report of 2022 of the Company, respectively.

All financial statements set out in this report are prepared in accordance with the International Financial Reporting Standards and are unaudited. The unaudited quarterly report prepared by the Company in accordance with the PRC Accounting Standards has been published on the website of Shanghai Stock Exchange. Unless otherwise stated, all monetary sums stated in this report are expressed in RMB. In the event of any discrepancies in interpretation between the English and Chinese versions, the Chinese version shall prevail.

“China Merchants Bank”, “the Company” and “the Bank” mentioned in this report refer to China Merchants Bank Co., Ltd.; “the Group” refers to China Merchants Bank and its subsidiaries; “CMB Wing Lung Bank” refers to CMB Wing Lung Bank Limited; “CMB Financial Leasing” or “CMBFL” refer to CMB Financial Leasing Co., Ltd.; “CMB International Capital” or “CMBIC” refer to CMB International Capital Holdings Corporation Limited; “CMB Wealth Management” refers to CMB Wealth Management Company Limited; “China Merchants Fund” or “CMFM” refer to China Merchants Fund Management Co., Ltd.; and “CIGNA & CMAM” refers to CIGNA & CMB Asset Management Company Limited.

We have included in this report certain forward-looking statements with respect to the financial position, operating results and business development of the Group. We use words such as “will”, “may”, “expect”, “try”, “strive”, “plan”, “anticipate”, “aim at”, and similar expressions to indicate forward-looking statements. These statements are based on current plans, estimates and projections. Although the Group believes that the expectations reflected in these forward-looking statements are reasonable, the Group gives no assurance that these expectations will turn into reality or prove to be correct. Therefore they should not be deemed as the Group’s commitments. Investors should not place undue reliance on such statements and should pay attention to investment risks. You are cautioned that such forward-looking statements are related to future events or future financial position, business, or other performances of the Group, and are subject to a number of uncertainties which may cause substantial differences from those in the actual results.

2 Major Financial Data

2.1 Major accounting data and financial indicators of the Group

<i>(in millions of RMB, unless otherwise stated)</i>	At the end of the reporting period 31 March 2022	At the end of last year 31 December 2021	Increase/ decrease at the end of the reporting period as compared to the end of last year (%)
Total assets	9,415,379	9,249,021	1.80
Equity attributable to shareholders of the Bank	893,494	858,745	4.05
Net assets per share attributable to ordinary shareholders of the Bank <i>(in RMB Yuan)</i> ⁽¹⁾	30.39	29.01	4.76

<i>(in millions of RMB, unless otherwise stated)</i>	January to March 2022	January to March 2021	Increase/ decrease as compared to the corresponding period of last year (%)
Net operating income	91,999	84,844	8.43
Net profit attributable to shareholders of the Bank	36,022	32,015	12.52
Basic earnings per share attributable to ordinary shareholders of the Bank <i>(in RMB Yuan)</i> ⁽¹⁾	1.43	1.27	12.60
Diluted earnings per share attributable to ordinary shareholders of the Bank <i>(in RMB Yuan)</i> ⁽¹⁾	1.43	1.27	12.60
Annualised weighted average return on net assets attributable to ordinary shareholders of the Bank (%) ⁽¹⁾	19.24	19.54	Decrease of 0.30 percentage point
Net cash generated from operating activities ⁽²⁾	5,551	(32,388)	N/A

Notes:

- (1) Such indicators are calculated in accordance with the Rules for the Compilation and Submission of Information Disclosure by Companies Offering Securities to the Public No. 9--Calculation and Disclosure of Return on Net Assets and Earnings per Share. The Company issued non-cumulative preference shares in 2017 and perpetual bonds in 2020 and 2021, both of which are classified as other equity instruments. The Company did not distribute dividends on preferred shares and perpetual bonds in the first quarter of 2022. Therefore, when calculating basic and diluted earnings per share attributable to ordinary shareholders of the Bank, return on average equity, net assets per share and other indicators, no dividend on preference shares or interest on perpetual bonds were involved to be deducted from "net profit attributable to shareholders of the Bank", while preference shares and perpetual bonds were deducted from both the "average equity" and the "net assets".
- (2) The increase in the net cash generated from operating activities was mainly due to the net increase in deposits from customers.

2.2 Explanation on the differences between the financial statements prepared in accordance with the PRC Accounting Standards and the International Financial Reporting Standards

In the financial statements prepared by the Group in accordance with the PRC Accounting Standards and the International Financial Reporting Standards, there has been no difference in the net profit attributable to shareholders of the Bank for the reporting period ended 31 March 2022 and the equity attributable to shareholders of the Bank as at the end of the reporting period.

3 Information on Shareholders

3.1 Information on the shareholders of ordinary shares

As at the end of the reporting period, the holders of ordinary shares of the Company are in a total of 497,144, including 467,333 holders of A Shares and 29,811 holders of H Shares, whose shareholdings are all not subject to restrictions on sales. As at the end of the reporting period, the top 10 ordinary shareholders and the top 10 ordinary shareholders whose shareholdings are not subject to restrictions on sales of the Company were as follows.

No.	Name of shareholder	Type of shareholder	Shares held at the end of the period (share)	Percentage of total share capital (%)	Type of shares	Changes as compared to the end of last year (share)	Shares subject to restrictions on sales (share)	Shares pledged, marked or frozen (share)
1	HKSCC Nominees Ltd.	Offshore legal person	4,552,885,976	18.05	H Shares not subject to restrictions on sales	479,661	-	Unknown
2	China Merchants Steam Navigation Co., Ltd.	State-owned legal person	3,289,470,337	13.04	A Shares not subject to restrictions on sales	-	-	-
3	Hong Kong Securities Clearing Company Limited	Offshore legal person	1,704,361,213	6.76	A Shares not subject to restrictions on sales	186,905,434	-	-
4	China Ocean Shipping Company Limited	State-owned legal person	1,574,729,111	6.24	A Shares not subject to restrictions on sales	-	-	-
5	Shenzhen Yan Qing Investment and Development Company Ltd.	State-owned legal person	1,258,542,349	4.99	A Shares not subject to restrictions on sales	-	-	-
6	China Merchants Finance Investment Holdings Co., Ltd.	State-owned legal person	1,147,377,415	4.55	A Shares not subject to restrictions on sales	-	-	-
7	Hexie Health Insurance Co., Ltd. – Traditional – Ordinary insurance products	Domestic legal person	1,130,991,537	4.48	A Shares not subject to restrictions on sales	-	-	-
8	Shenzhen Chu Yuan Investment and Development Company Ltd.	State-owned legal person	944,013,171	3.74	A Shares not subject to restrictions on sales	-	-	-
9	Dajia Life Insurance Co., Ltd. – Universal products	Domestic legal person	815,030,635	3.23	A Shares not subject to restrictions on sales	-	-	-
10	COSCO Shipping (Guangzhou) Co., Ltd.	State-owned legal person	696,450,214	2.76	A Shares not subject to restrictions on sales	-	-	-

Notes:

- (1) Shares held by HKSCC Nominees Ltd. are the total shares in the accounts of holders of H Shares of the Company trading on the transaction platform of HKSCC Nominees Ltd.. Hong Kong Securities Clearing Company Ltd. is an institution designated by others to hold shares on behalf of them as a nominal holder, and the shares held by it are the A shares of China Merchants Bank acquired by investors through Shanghai-Hong Kong Stock Connect.
- (2) As at the end of the reporting period, of the aforesaid top 10 shareholders, HKSCC Nominees Ltd. is a wholly-owned subsidiary of Hong Kong Securities Clearing Company Ltd.; China Merchants Steam Navigation Co., Ltd., Shenzhen Yan Qing Investment and Development Company Ltd., China Merchants Finance Investment Holdings Co. Ltd. and Shenzhen Chu Yuan Investment and Development Company Ltd. are all subsidiaries of China Merchants Group Ltd.; China Ocean Shipping Company Limited and COSCO Shipping (Guangzhou) Co., Ltd. are both subsidiaries of China COSCO Shipping Corporation Limited. The Company is not aware of any affiliated relationships or action in concert among other shareholders.
- (3) The above shareholders of A shares did not hold the shares of the Company through credit securities accounts, neither were there cases of proxy, trustee nor waiver of voting rights.

3.2 Information on the shareholders of preference shares

As at the end of the reporting period, the Company had a total of 16 holders of preference shares (or their nominees), including 1 holder of offshore preference shares (or its nominee) and 15 holders of domestic preference shares. During the period from January to March 2022, the Company did not restore any voting right of the preference shares. As at the end of the reporting period, the Company had no holder of preference shares with voting right restored.

As at the end of the reporting period, the shareholdings of the top 10 holders of offshore preference shares (or their nominees) of the Company were as follows.

No.	Name of shareholder	Type of shareholder	Type of shares	Shares held at the end of the period (share)	Percentage of shareholding (%)	Changes as compared to the end of last year (share)	Shares subject to restrictions on sales (share)	Shares pledged, marked or frozen (share)
1	The Bank of New York Depository (Nominees) Limited	Offshore legal person	Offshore preference shares	50,000,000	100	-	-	Unknown

Notes:

- (1) The shareholding of holders of preference shares is calculated based on the information listed in the register of holders of preference shares maintained by the Company.
- (2) As the issuance is an offshore non-public issuance, the information listed in the register of holders of preference shares is the information on the nominees of the placees.
- (3) The Company is not aware of any affiliated relationship or action in concert among the above holders of preference shares and the top 10 holders of ordinary shares.
- (4) "Percentage of shareholding" represents the percentage of the number of offshore preference shares held by the holders of preference shares to the total number of offshore preference shares.

As at the end of the reporting period, the shareholdings of the top 10 holders of domestic preference shares of the Company were as follows.

No.	Name of shareholders	Type of shareholders	Type of shares	Shares held at the end of the period (share)	Percentage of shareholding (%)	Changes as compared to the end of last year (share)	Shares subject to restrictions on sales (share)	Shares pledged, marked or frozen (share)
1	China Mobile Communications Group Co., Ltd.	State-owned legal person	Domestic preference shares	106,000,000	38.55	-	-	-
2	CCB Capital – “Qianyuan – Private” (乾元 – 私享), an open private banking RMB wealth management product (daily calculated) of China Construction Bank –Anxin Private (安鑫私享) No.2 Special Asset Management Scheme of CCB Capital	Others	Domestic preference shares	40,000,000	14.55	-	-	-
3	BOC Asset – Bank of China – Bank of China Limited, Shenzhen Branch	Others	Domestic preference shares	25,000,000	9.09	-	-	-
4	China National Tobacco (Henan Province) Company	State-owned legal person	Domestic preference shares	20,000,000	7.27	-	-	-
	Ping An Property & Casualty Insurance Company of China, Ltd. – Traditional – Ordinary insurance products	Others	Domestic preference shares	20,000,000	7.27	-	-	-
6	China National Tobacco (Anhui Province) Company	State-owned legal person	Domestic preference shares	15,000,000	5.45	-	-	-
	China National Tobacco (Sichuan Province) Company	State-owned legal person	Domestic preference shares	15,000,000	5.45	-	-	-
8	Everbright Securities Asset Management – China Everbright Bank – Xinyou (鑫優) No. 2 Collective Asset Management Scheme of Everbright Securities Asset Management	Others	Domestic preference shares	9,000,000	3.27	-	-	-
9	Everbright Securities Asset Management – China Everbright Bank – Xinyou (鑫優) Collective Asset Management Scheme of Everbright Securities Asset Management	Others	Domestic preference shares	7,200,000	2.62	-800,000	-	-
10	CITIC Securities Co., Ltd.	State-owned legal person	Domestic preference shares	5,000,000	1.82	-	-	-
	Changjiang Pension Insurance -Bank of China – China Pacific Life Insurance Co., Ltd.	Others	Domestic preference shares	5,000,000	1.82	-	-	-
	China National Tobacco (Liaoning Province) Company	State-owned legal person	Domestic preference shares	5,000,000	1.82	-	-	-

Notes:

- (1) The shareholdings of holders of domestic preference shares are listed by single account based on the information presented in the register of holders of preference shares maintained by the Company.
- (2) China National Tobacco (Henan Province) Company, China National Tobacco (Anhui Province) Company, China National Tobacco (Sichuan Province) Company and China National Tobacco (Liaoning Province) Company are all wholly-owned subsidiaries of China National Tobacco Corporation. “Everbright Securities Asset Management –China Everbright Bank – Xinyou (鑫優) No. 2 Collective Asset Management Scheme of Everbright Securities Asset Management” and “Everbright Securities Asset Management – China Everbright Bank – Xinyou (鑫優) Collective Asset Management Scheme of Everbright Securities Asset Management” are both managed by Everbright Securities Asset Management Co. Ltd.. Save for the above, the Company is not aware of any affiliated relationship or action in concert among the above holders of preference shares or between the above holders of preference shares and the Company’s top 10 holders of ordinary shares.
- (3) “Percentage of shareholdings” represents the percentage of the number of domestic preference shares held by the holders of preference shares to the total number of domestic preference shares.

4 Management Discussion and Analysis

4.1 Analysis of overall operation

The Group continued to adhere to the concept of dynamic and balanced development of “Quality, Efficiency and Scale”, and has always insisted on implementation of its strategic direction of “Light-model Bank” and the strategic positioning of “One Body with Two Wings”. From January to March 2022, the Group’s businesses were carried out in a sound manner, with its operating income and profit increasing steadily, and asset quality remaining generally stable.

From January to March 2022, the Group realised a net operating income of RMB91.999 billion, representing a year-on-year increase of 8.43%; a net profit attributable to the shareholders of the Bank of RMB36.022 billion, representing a year-on-year increase of 12.52%; a net interest income of RMB54.464 billion, representing a year-on-year increase of 9.97%; and a net non-interest income of RMB37.535 billion, representing a year-on-year increase of 6.27%. The annualised return on average asset (ROAA) attributable to the shareholders of the Bank and annualised return on average equity (ROAE) attributable to the ordinary shareholders of the Bank was 1.54% and 19.24%, respectively, representing a year-on-year increase of 0.04 percentage point and a year-on-year decrease of 0.30 percentage point, respectively.

As at the end of the reporting period, the Group’s total assets amounted to RMB9,415.379 billion, representing an increase of 1.80% as compared with the end of the previous year. The total loans and advances to customers amounted to RMB5,758.105 billion, representing an increase of 3.38% as compared with the end of the previous year. Total liabilities amounted to RMB8,514.645 billion, representing an increase of 1.57% as compared with the end of the previous year. Total deposits from customers amounted to RMB6,680.094 billion, representing an increase of 5.25% as compared with the end of the previous year (the amount of deposits and loans in the section headed “Management Discussion and Analysis” of this report does not include interest receivable or payable).

As at the end of the reporting period, the Group’s non-performing loans amounted to RMB54.138 billion, representing an increase of RMB3.276 billion as compared with the end of the previous year. The non-performing loan ratio was 0.94%, up by 0.03 percentage point as compared with the end of the previous year. The allowance coverage ratio was 462.68%, representing a decrease of 21.19 percentage points as compared with the end of the previous year. The allowance-to-loan ratio was 4.35%, representing a decrease of 0.07 percentage point as compared with the end of the previous year.

4.2 Analysis of statement of profit or loss

Net interest income

From January to March 2022, the Group's net interest income amounted to RMB54.464 billion, representing a year-on-year increase of 9.97% and accounting for 59.20% of net operating income.

From January to March 2022, the net interest spread and the net interest margin of the Group were 2.39% and 2.51% respectively, representing a year-on-year decrease of 5 basis points and 1 basis point, respectively, which was mainly due to the cumulative effect of downward trend in market interest rate in recent years, resulting in a decrease in the yields on interest-earning assets. At the same time, the Group continued to increase the proportion of deposits from customers to interest-bearing liabilities, which to a certain extent compensated for the impact of declined yields on interest-earning assets.

The Group	January to March 2022			January to March 2021		
	Average balance	Interest income	Annualised average yield (%)	Average balance	Interest income	Annualised average yield (%)
<i>(in millions of RMB, except for percentages)</i>						
Interest-earning assets						
Loans and advances to customers	5,682,612	65,600	4.68	5,213,564	60,863	4.73
Investments	1,872,118	15,158	3.28	1,592,140	13,299	3.39
Balances with the central bank	566,812	1,976	1.41	537,166	1,942	1.47
Balances and placements with banks and other financial institutions	683,256	3,552	2.11	637,653	2,883	1.83
Total	8,804,798	86,286	3.97	7,980,523	78,987	4.01
	Average balance	Interest expense	Annualised average cost ratio (%)	Average balance	Interest expense	Annualised average cost ratio (%)
<i>(in millions of RMB, except for percentages)</i>						
Interest-bearing liabilities						
Deposits from customers	6,595,673	23,810	1.46	5,861,988	20,075	1.39
Deposits and placements from banks and other financial institutions	1,000,005	4,075	1.65	1,071,427	4,433	1.68
Debt securities issued	422,407	3,029	2.91	346,065	2,692	3.15
Borrowings from the central bank	131,855	768	2.36	308,182	2,117	2.79
Lease liabilities	14,075	140	4.03	14,978	146	3.95
Total	8,164,015	31,822	1.58	7,602,640	29,463	1.57
Net interest income	/	54,464	/	/	49,524	/
Net interest spread	/	/	2.39	/	/	2.44
Net interest margin	/	/	2.51	/	/	2.52

Net non-interest income

From January to March 2022, the Group recorded a net non-interest income of RMB37.535 billion, representing a year-on-year increase of 6.27% and accounting for 40.80% of net operating income. The Group upgraded its services comprehensively based on its customers' needs, driving steady growth in total assets under management from retail customers, enabling coordinated operation of its asset management and asset custody businesses. Amid the downturn of the capital market, fee and commission income from wealth management declined, but demonstrated strong resilience, with fee and commission income from asset management and commission income from custody businesses continuing to grow. At the same time, the promotion of the digital operation model and the deepening of our investment banking, commercial banking, private banking, technology, and research services also generated new growth opportunities for our bank card business, investment banking business and supply chain finance business. Among the net non-interest income, net fee and commission income amounted to RMB28.695 billion, representing a year-on-year increase of 5.49%; other net non-interest income amounted to RMB8.840 billion, representing a year-on-year increase of 8.89%, which was mainly due to the increase in income from operating leases.

Among the Group's net fee and commission income, from the perspective of major items: **Fee and commission income from wealth management** amounted to RMB10.429 billion, representing a year-on-year decrease of 11.11%, which was mainly due to the effect of a downturn in the capital market. Among those incomes, income from agency distribution of insurance policies amounted to RMB5.471 billion, income from agency sales of wealth management products amounted to RMB1.765 billion¹, income from agency distribution of funds amounted to RMB1.727 billion, income from agency distribution of trust schemes amounted to RMB1.228 billion, income from securities brokerage amounted to RMB236 million and income from agency distribution of precious metals amounted to RMB2 million. **Fee and commission income from asset management** amounted to RMB3.249 billion², representing a year-on-year increase of 47.55%, which was mainly attributable to the growth in the management fee income from wealth management products of CMB Wealth Management and the income from fund management fees of China Merchants Fund, all being subsidiaries of the Company; **commission income from custody businesses** amounted to RMB1.633 billion, representing a year-on-year increase of 11.32%, which was mainly attributable to the scale expansion and structural optimisation of custody businesses; **income from bank card fees and settlement and clearing fees** amounted to RMB5.593 billion and RMB4.463 billion, respectively.

¹ Income from agency sales of wealth management products represents the income from the sales of wealth management products by the Group that related to its sales service.

² Fee and commission income from asset management mainly includes the income from the issuance and management of various asset management products such as funds, wealth management and asset management plans of China Merchants Fund, CMB International Capital, CMB Wealth Management and CIGNA & CMAM, all being subsidiaries of the Company.

Operating expenses

From January to March 2022, the Group's operating expenses amounted to RMB26.109 billion, representing a year-on-year increase of 7.86%, among which staff costs amounted to RMB17.094 billion, increased by 9.89% as compared with the corresponding period of the previous year and other operating expenses amounted to RMB9.015 billion³, increased by 4.22% as compared with the corresponding period of the previous year; the Group's cost-to-income ratio was 26.10%, representing a decrease of 0.41 percentage point as compared with the corresponding period of the previous year. The Group continued to promote the substitution of traditional costs with technological innovation, with its resource efficiency gradually improving.

Expected credit losses

From January to March 2022, the expected credit losses of the Group were RMB21.523 billion, representing a year-on-year increase of 4.76%. Specifically, the expected credit losses of loans and advances to customers amounted to RMB11.060 billion, representing a year-on-year increase of RMB4.990 billion, which was mainly due to the Group's increased prudent provision for the risky real estate customers during the reporting period; the expected credit losses of other categories of assets other than loans and advances totalled RMB10.463 billion, representing a year-on-year decrease of RMB4.012 billion, mainly due to the quality of other categories of assets remaining stable and the decline in the scale of certain categories of assets being greater than that for the same period of the previous year, for which we made less provision for credit losses correspondingly.

4.3 Analysis of balance sheet

As at the end of the reporting period, total assets of the Group amounted to RMB9,415.379 billion, representing an increase of 1.80% as compared with the end of the previous year, which was mainly attributable to the increase in loans and advances to customers and financial investments of the Group. As at the end of the reporting period, the Group's total loans and advances to customers amounted to RMB5,758.105 billion, representing an increase of 3.38% as compared with the end of the previous year; total loans and advances to customers accounted for 61.16% of the total assets, representing an increase of 0.94 percentage point as compared with the end of the previous year. In particular, the retail loans of the Group amounted to RMB3,025.461 billion, representing an increase of RMB37.670 billion or 1.26% as compared with the end of the previous year, while its growth rate slowing down, which was mainly due to the weakened willingness of the residents to consume and the reduced effective demand for loans from small and micro customers as a result of the recurring impact of the COVID-19 pandemic; the corporate loans of the Group amounted to RMB2,236.745 billion, representing an increase of RMB85.807 billion or 3.99% as compared to the end of the previous year, with a rapid growth mainly driven by the Group's continued strengthening of support for the real economy.

³ Other operating expenses include depreciation, amortisation, rental, taxes and surcharges, allowances for insurance claims and other various administrative expenses.

As at the end of the reporting period, total liabilities of the Group amounted to RMB8,514.645 billion, representing an increase of 1.57% as compared with the end of the previous year, which was mainly attributable to the increase in deposits from customers. As at the end of the reporting period, the Group's total deposits from customers amounted to RMB6,680.094 billion, representing an increase of 5.25% as compared with the end of the previous year and accounting for 78.45% of total liabilities of the Group, and were the major funding source of the Group. Among the Group's deposits from customers, demand deposits accounted for 63.65% while time deposits accounted for 36.35%. Among the demand deposits, corporate deposits accounted for 62.59% while retail deposits accounted for 37.41%. Among the time deposits, corporate deposits accounted for 65.23% while retail deposits accounted for 34.77%. From January to March 2022, among the daily average balance of deposits from customers of the Group, demand deposits accounted for 63.41%, down by 0.93 percentage point year-on-year.

As at the end of the reporting period, the equity attributable to shareholders of the Bank of the Group was RMB893.494 billion, representing an increase of 4.05% as compared with the end of the previous year, among which retained earnings amounted to RMB463.849 billion, representing an increase of 8.23% as compared with the end of the previous year; investment revaluation reserve amounted to RMB14.035 billion, representing a decrease of 6.73% as compared with the end of the previous year, mainly due to the decrease in the valuation of those classified as financial assets measured at fair value through other comprehensive income; exchange reserve was RMB-2.466 billion, representing a decrease of RMB322 million as compared with the end of the previous year, which was mainly due to the effect of change in exchange rates.

4.4 Risk management and control for real estate sector

The Chinese government currently continues to adhere to the positioning that "housing is for living in, not for speculation" in the real estate industry, while actively exploring new development models with equal emphasis on housing rental and purchase, accelerating the development of long-term rental housing market, and promoting the construction of government-subsidized housing, so as to support the commodity housing market in better meeting the reasonable needs of homebuyers. Meanwhile, it will strive to keep land costs, housing prices and market expectations stable, and adopt city-specific measures to facilitate a virtuous cycle and sound development in the real estate sector. The Chinese government's policy guidance and principles on the real estate sector remain unchanged, as a result of which the real estate industry will gradually return to the origin of residential properties, and the regulation policies will tend to stabilize. In addition, the People's Bank of China and the China Banking and Insurance Regulatory Commission encourage banks to extend loans for the M&A of real estate projects in a prudent and orderly manner under the principles of legal compliance, risk control and commercial sustainability, so as to promote the real estate enterprises to address risks in a market-based manner.

The Group attached great importance to the risk prevention in the real estate sector and optimised its internal credit policy in a dynamic manner according to the regulatory policies, regulatory requirements on real estate industry and industrial developments in active response to the guidance of national policy in accordance with the overall strategy of “control over total volume, prudent access, focus on regions, adjustment of structure, and strict management”. As at the end of the reporting period, the total balance of the businesses related to the real estate sector for which the Group is exposed to credit risks, such as actual and contingent credit, proprietary bond investments, and proprietary investment of non-standardised assets amounted to RMB517.459 billion, representing an increase of 1.17% as compared to the end of the previous year, of which the Company’s corporate real estate loan balance was RMB365.266 billion, representing an increase of RMB9.289 billion as compared to the end of the previous year and accounting for 6.74% of the Company’s total loans and advances to customers with a decrease of 0.04 percentage point as compared to the end of the previous year, which were mainly granted to quality projects and customers; the total balance of the businesses of which the Group doesn’t assume credit risks, such as wealth management funds, entrusted loans, agency distribution of trust schemes under the active management by cooperative institutions, and debt financing instruments with the Group as the lead underwriter, amounted to RMB378.365 billion, representing a decrease of 8.18% as compared to the end of the previous year. During the reporting period, as the market expectations of the real estate industry were restoring, there may still need a certain period of time before the market being stabilized. Meanwhile, the risks in the industry were being released, the funding tension and challenges faced by the real estate enterprises with high debt level and those with financial difficulties were yet to be alleviated, and certain real estate enterprise would continue to be exposed to credit risks. As at the end of the reporting period, the non-performing loan ratio of the Company’s corporate real estate loans was 2.57%, representing an increase of 1.18 percentage points as compared to the end of the previous year. The customer structure of the real estate business for which the Company assumes credit risks remained sound, among which, the balance of customers with high credit rating accounted for 83.10%.

In the long run, the operating mode of the real estate industry featuring “high debt, high leverage, and high turnover” is hardly sustainable, and the industry-wide “shrinkage” has been a general trend. In the future, the Group will continue to implement the relevant national policies on the real estate industry, strengthen market research and forward-looking forecasts, as well as make structural adjustments to its real estate customers, regions, businesses and products. Furthermore, it will focus on central cities and strategic customers with priority given to M&A financing for top-tiered enterprises, and further consolidate post-investment and lending management, while strictly implementing the real estate loan management requirements, and enhancing risk monitoring and analysis of key customers, making adequate provision for projects on a case-by-case basis according to the specific risks, so as to optimize our risk management measures in a timely manner, and continue to promote risk-dissolving and handling in the real estate sector. Therefore, the Group’s risks in relation to the real estate sector are generally controllable.

4.5 Analysis of Loan Quality

During the reporting period, the Group further identified asset classification in a strict manner to fully expose risks. Due to increasing risks from customers of real estate sector and the impacts of pandemic outbreaks in certain areas on retail loans, both the balance and percentage of the Group's non-performing loans, special-mentioned loans and overdue loans increased as compared with the end of the previous year. As at the end of the reporting period, the Group's non-performing loans amounted to RMB54.138 billion, representing an increase of RMB3.276 billion as compared with the end of the previous year, and non-performing loan ratio was 0.94%, representing an increase of 0.03 percentage point as compared with the end of the previous year; special-mention loans amounted to RMB55.165 billion, representing an increase of RMB8.556 billion as compared with the end of the previous year, and the percentage of special-mention loans was 0.96%, representing an increase of 0.12 percentage point as compared with the end of the previous year; overdue loans amounted to RMB62.647 billion, representing an increase of RMB5.221 billion as compared with the end of the previous year, and the percentage of overdue loans was 1.09%, representing an increase of 0.07 percentage point as compared with the end of the previous year. As at the end of the reporting period, the ratio of the Group's non-performing loans to the loans overdue for more than 90 days was 1.71, and the ratio of the Company's non-performing loans to the loans overdue for more than 60 days was 1.34.

Distribution of the Company's loans and non-performing loans by industry

The Company	31 March 2022				31 December 2021			
(in millions of RMB, except for percentages)	Balance of loans and advances	Percentage of the total (%)	Balance of non-performing loans	Non-performing loan ratio (%) ⁽¹⁾	Balance of loans and advances	Percentage of the total (%)	Balance of non-performing loans	Non-performing loan ratio (%) ⁽¹⁾
Corporate loans	1,958,315	36.11	26,036	1.33	1,882,161	35.84	24,666	1.31
Transportation, storage and postal services	382,790	7.06	977	0.26	365,707	6.96	2,335	0.64
Property development	365,266	6.74	9,404	2.57	355,977	6.78	4,961	1.39
Manufacturing	338,759	6.24	6,400	1.89	320,060	6.09	6,790	2.12
Production and supply of electric power, heat, gas and water	142,738	2.63	404	0.28	147,319	2.80	599	0.41
Leasing and commercial services	162,322	2.99	3,552	2.19	158,416	3.02	4,054	2.56
Wholesale and retail	152,401	2.81	2,762	1.81	142,738	2.72	3,324	2.33
Finance	65,332	1.20	90	0.14	60,026	1.14	90	0.15
Construction	125,076	2.31	547	0.44	119,265	2.27	569	0.48
Information transmission, software and IT service	66,599	1.23	66	0.10	60,612	1.15	67	0.11
Water conservancy, environment and public utilities	55,248	1.02	183	0.33	55,005	1.05	152	0.28
Mining	33,109	0.61	750	2.27	32,174	0.61	785	2.44
Others ⁽²⁾	68,675	1.27	901	1.31	64,862	1.25	940	1.45
Discounted bills	487,215	8.99	–	–	429,105	8.17	–	–
Retail loans	2,977,007	54.90	24,309	0.82	2,941,020	55.99	24,082	0.82
Total loans and advances to customers	5,422,537	100.00	50,345	0.93	5,252,286	100.00	48,748	0.93

Notes:

(1) Represents the percentage of the non-performing loans in a certain category to the total loans of that category.

(2) Consists primarily of agriculture, forestry, animal husbandry, fishery, accommodation and catering, health and social work, etc.

During the reporting period, affected by the risk exposure of high-debt real estate companies and certain corporate customers with poor management, the Company's non-performing loan ratios in the property development and water conservancy, environment and public utilities were on the rise, while the non-performing loan ratios in other industries decreased.

Asset quality of the Company's loans and advances by product type

The Company	31 March 2022						
<i>(in millions of RMB, except for percentages)</i>	Balance of loans and advances	Balance of non-performing loans	Non-performing loan ratio (%)	Balance of special-mentioned loans	Percentage of special-mentioned loans (%)	Balance of overdue loans	Percentage of overdue loans (%)
Corporate loans	1,958,315	26,036	1.33	15,275	0.78	21,908	1.12
Discounted bills	487,215	—	—	6	—	—	—
Retail loans	2,977,007	24,309	0.82	35,261	1.18	37,566	1.26
Micro-finance loans	590,721	3,362	0.57	2,158	0.37	3,352	0.57
Residential mortgage loans	1,374,205	3,693	0.27	7,525	0.55	4,056	0.30
Credit card loans	823,768	14,161	1.72	24,910	3.02	26,895	3.26
Consumer loans	171,040	1,768	1.03	547	0.32	1,921	1.12
Others ^(Note)	17,273	1,325	7.67	121	0.70	1,342	7.77
Total loans and advances to customers	5,422,537	50,345	0.93	50,542	0.93	59,474	1.10

The Company	31 December 2021						
<i>(in millions of RMB, except for percentages)</i>	Balance of loans and advances	Balance of non-performing loans	Non-performing loan ratio (%)	Balance of special-mentioned loans	Percentage of special-mentioned loans (%)	Balance of overdue loans	Percentage of overdue loans (%)
Corporate loans	1,882,161	24,666	1.31	10,456	0.56	18,912	1.00
Discounted bills	429,105	—	—	9	—	—	—
Retail loans	2,941,020	24,082	0.82	33,075	1.12	36,761	1.25
Micro-finance loans	560,565	3,488	0.62	1,792	0.32	3,076	0.55
Residential mortgage loans	1,364,518	3,806	0.28	4,928	0.36	3,782	0.28
Credit card loans	840,253	13,844	1.65	25,700	3.06	26,818	3.19
Consumer loans	155,984	1,595	1.02	502	0.32	1,727	1.11
Others ^(Note)	19,700	1,349	6.85	153	0.78	1,358	6.89
Total loans and advances to customers	5,252,286	48,748	0.93	43,540	0.83	55,673	1.06

Note: Others consist primarily of commercial housing loans, automobile loans, house decoration loans, education loans, internet joint consumer loans and other personal loans pledged by monetary assets.

From January to March 2022, with sporadic pandemic outbreaks in China, the operation of small- and micro-sized enterprises and private industrial and commercial businesses as well as the employment and income of residents were significantly affected. The retail loan risks of the Company rose periodically. As at the end of the reporting period, the balance of non-performing retail loans amounted to RMB24.309 billion, representing an increase of RMB227 million as compared with the end of the previous year, and the non-performing loan ratio was 0.82%, which was basically the same as that at the end of the previous year; the balance of special-mentioned loans amounted to RMB35.261 billion, representing an increase of RMB2.186 billion as compared with the end of the previous year, and the percentage of special-mentioned loans was 1.18%, up by 0.06 percentage point as compared with the end of the previous year; and the balance of overdue loans amounted to RMB37.566 billion, representing an increase of RMB805 million as compared with the end of the previous year, and the percentage of overdue loans was 1.26%, up by 0.01 percentage point as compared with the end of the previous year.

The Company will continue to guarantee financial services for small- and micro-sized enterprises and individuals, focus on the management of valuable customers, deepen the adjustment of customer structure and asset structure, so as to further improve risk management measures, strengthen allowances to enhance the risk offset capacity and strive to maintain relative stability of the asset quality of retail loans.

The formation and disposal of non-performing loans of the Company

During the reporting period, the Company recorded new non-performing loans of RMB15.436 billion, representing a year-on-year increase of RMB3.870 billion, with a formation ratio (annualised) of non-performing loans of 1.16%, up by 0.21 percentage point year-on-year. Among them, the formation amount of non-performing corporate loans was RMB5.233 billion, representing an increase of RMB1.845 billion year-on-year, which was mainly because the increase in the formation amount of new non-performing loans of property development; the formation amount of non-performing retail loans (excluding credit cards) was RMB1.435 billion, representing an increase of RMB426 million year-on-year; and the formation amount of new non-performing loans of credit cards was 8.768 billion, representing an increase of RMB1.599 billion year-on-year, mainly due to the adjustment to timing of recognising credit card loans as overdue loans, downgrading loans overdue for more than 60 days to non-performing loans, and the impacts of the pandemic.

The Company continued to dispose of non-performing assets actively. During the reporting period, the Company disposed of non-performing loans amounting to RMB13.854 billion, of which RMB5.942 billion was written off; RMB3.022 billion was recovered by collection; RMB3.575 billion was securitised; and RMB1.315 billion was disposed of by repossession, transfer, upward migration after restructuring, remission and other means.

The allowances for loan losses of the Company

The Company continued to adopt a stable and prudent policy in respect of making allowances. As at the end of the reporting period, the balance of allowances for impairment losses on loans of the Company amounted to RMB243.237 billion, representing an increase of RMB4.052 billion as compared with the end of the previous year. The allowance coverage ratio of the Company was 483.14%, representing a decrease of 7.52 percentage points as compared with the end of the previous year. The allowance-to-loan ratio of the Company was 4.49%, representing a decrease of 0.06 percentage point as compared with the end of the previous year. During the reporting period, credit cost ratio (annualised) of the Company was 0.81%, up by 0.32 percentage point year-on-year, which was mainly because the Company had made forward-looking and prudent provisions for the expected credit losses on loans and advances to customers to enhance its ability to withstand risks during the reporting period.

Outlook of asset quality and countermeasures

With continuing pandemic overseas and escalating geopolitical conflicts, the external environment is becoming more complicated, severe and uncertain. Amid an increase in frequency of pandemic outbreaks in China, economic development is facing triple pressures of shrinking demand, disrupted supply and weakening expectations. Specifically, as the recovery of consumption and investment has been slow, it is more difficult to stabilise exports; with energy and raw materials in short supply, the pressure of imported inflation has increased; and with difficulties in the production and operation of medium-, small- and micro-sized enterprises and private industrial and commercial businesses, there is great pressure in employment. Due to the sharp local fiscal revenue and expenditure contradiction in certain place, there are more hidden risks in economic and financial sector. Affected by multiple internal and external factors, some industries and regions are exposed to rising risks, and the Company's asset quality will be confronted with certain challenges. The Company will closely follow the changes in the macroeconomic situation, continue to adjust the customer structure and credit structure, and strengthen risk monitoring and pre-warning in key areas such as real estate, local government credit and group customers with large credit amount. The Company will formulate targeted management and control plans and strengthen the management of special-mentioned loans and overdue loans, so as to effectively prevent and resolve potential risks. By making adequate provisions and taking various measures to increase the disposal of non-performing assets, the Company strives to maintain the overall stability on asset quality.

4.6 Information on capital adequacy ratios

The Group continued to optimise its business structure and enhance capital management, and has satisfied various capital requirements of the Chinese banking regulatory authorities constantly till the end of the reporting period, namely that the capital adequacy ratio, the Tier 1 capital adequacy ratio and the core Tier 1 capital adequacy ratio of the Group and the Company shall be no less than 10.5%, 8.5% and 7.5%, respectively, and that the leverage ratio shall be no less than 4%. In addition, the Group is in the third group on the list of domestic systematically important banks in China, facing requirements of 0.75% of supplementary capital and 0.375% of supplementary leverage ratio according to the requirements of "Ancillary Regulatory Provision for Systematically Important Banks (Trial) 《系統重要性銀行附加監管規定(試行)》", which will take effect on 1 January 2023. As at the end of the reporting period, both the Group and the Company satisfied the supplementary capital and leverage ratio requirements for domestic systematically important banks.

Capital adequacy ratios under the Advanced Measurement Approach

As at the end of the reporting period, the core Tier 1 capital adequacy ratio, the Tier 1 capital adequacy ratio and the capital adequacy ratio of the Group under the Advanced Measurement Approach were 12.71%, 14.89% and 17.29%, respectively.

The Group (in millions of RMB, except for percentages)	31 March 2022	31 December 2021	Increase/ decrease at the end of the reporting period as compared to the end of last year (%)
The capital adequacy ratios under the Advanced Measurement Approach ⁽¹⁾			
Net core Tier 1 capital	739,165	704,337	4.94
Net Tier 1 capital	866,208	831,380	4.19
Net capital	1,005,266	972,606	3.36
Core Tier 1 capital adequacy ratio	12.71%	12.66%	Increase of 0.05 percentage point
Tier 1 capital adequacy ratio	14.89%	14.94%	Decrease of 0.05 percentage point
Capital adequacy ratio	17.29%	17.48%	Decrease of 0.19 percentage point
Information on leverage ratio ⁽²⁾			
Total on and off balance sheet assets after adjustment	10,728,500	10,394,899	3.21
Leverage ratio	8.07%	8.00%	Increase of 0.07 percentage point

Notes:

- (1) The "Advanced Measurement Approach" refers to the advanced measurement approach set out in the "Capital Rules for Commercial Banks (Provisional)" issued by the former China Banking Regulatory Commission ("CBRC") on 7 June 2012 (same as below). In accordance with the requirements of the aforementioned rules, the scope of entities for calculating the capital adequacy ratio of the Group shall include China Merchants Bank and its subsidiaries. The scope of entities for calculating the capital adequacy ratio of the Company shall include all the domestic and offshore branches and sub-branches of China Merchants Bank. As at the end of the reporting period, the Group's subsidiaries for calculating its capital adequacy ratio included CMB Wing Lung Bank, CMB International Capital, CMB Financial Leasing, CMB Wealth Management, China Merchants Fund, CIGNA & CMAM and China Merchants Bank (Europe) Co., Ltd.. During the parallel run period when the Advanced Measurement Approach for capital measurement is implemented, a commercial bank shall use the capital floor adjustment coefficients to adjust the amount of its risk-weighted assets multiplying the sum of its minimum capital requirement and reserve capital requirement, total amount of capital deductions and the allowances for excessive loan loss which can be included into capital. The capital floor adjustment coefficients shall be 95%, 90% and 80% in the first year, the second year, and the third and subsequent years, respectively, during the parallel run period. 2022 is the eighth year since the implementation of the parallel run period.
- (2) Since 2015, the leverage ratio shall be calculated based on the "Measures for Management of the Leverage Ratio of Commercial Banks (Revised)" promulgated by former CBRC on 12 February 2015. The leverage ratio of the Group was 8.00%, 7.42% and 7.15% as at the end of 2021, the end of the third quarter of 2021 and the end of the second quarter of 2021, respectively.

As at the end of the reporting period, the core Tier 1 capital adequacy ratio, the Tier 1 capital adequacy ratio and the capital adequacy ratio of the Company under the Advanced Measurement Approach were 12.24%, 14.55% and 17.03%, respectively. The Company's risk-adjusted return on capital (RAROC, before tax) under the Advanced Measurement Approach was 29.32%, continuing to maintain at a high level.

The Company (in millions of RMB, except for percentages)	31 March 2022	31 December 2021	Increase/ decrease at the end of the reporting period as compared to the end of last year (%)
The capital adequacy ratios under the Advanced Measurement Approach			
Net core Tier 1 capital	650,401	617,403	5.34
Net Tier 1 capital	773,351	741,627	4.28
Net capital	905,082	875,859	3.34
Core Tier 1 capital adequacy ratio	12.24%	12.15%	Increase of 0.09 percentage point
Tier 1 capital adequacy ratio	14.55%	14.59%	Decrease of 0.04 percentage point
Capital adequacy ratio	17.03%	17.23%	Decrease of 0.20 percentage point

Capital adequacy ratios under the Weighted Approach

As at the end of the reporting period, the core Tier 1 capital adequacy ratio, the Tier 1 capital adequacy ratio and the capital adequacy ratio of the Group under the Weighted Approach were 11.15%, 13.06% and 14.50%, respectively.

The Group	31 March 2022	31 December 2021	Increase/ decrease at the end of the reporting period as compared to the end of last year (%)
The capital adequacy ratios under the Weighted Approach^(Note)			
Core Tier 1 capital adequacy ratio	11.15%	11.17%	Decrease of 0.02 percentage point
Tier 1 capital adequacy ratio	13.06%	13.19%	Decrease of 0.13 percentage point
Capital adequacy ratio	14.50%	14.71%	Decrease of 0.21 percentage point

Note: The "Weighted Approach" refers to the Weighted Approach for credit risk, the Standardised Measurement Approach for market risk and the Basic Indicator Approach for operational risk in accordance with the relevant provisions of the "Capital Rules for Commercial Banks (Provisional)" issued by the former CBRC on 7 June 2012. Same as below.

As at the end of the reporting period, the core Tier 1 capital adequacy ratio, the Tier 1 capital adequacy ratio and the capital adequacy ratio of the Company under the Weighted Approach were 10.61%, 12.62% and 14.06%, respectively.

	31 March 2022	31 December 2021	Increase/ decrease at the end of the reporting period as compared to the end of last year (%)
The Company			
The capital adequacy ratios under the Weighted Approach			
Core Tier 1 capital adequacy ratio	10.61%	10.60%	Increase of 0.01 percentage point
Tier 1 capital adequacy ratio	12.62%	12.73%	Decrease of 0.11 percentage point
Capital adequacy ratio	14.06%	14.26%	Decrease of 0.20 percentage point

4.7 Other Significant Business Metrics

As at the end of the reporting period, the Company had 176 million retail customers (including debit and credit card customers), representing an increase of 1.73% as compared with the end of the previous year. The balance of total assets under management (AUM) from our retail customers amounted to RMB11,339.250 billion, representing an increase of RMB580.080 billion or 5.39% as compared with the end of the previous year.

As at the end of the reporting period, the number of Sunflower-level and above customers of the Company (retail customers of the Company with minimum total daily average assets of RMB500,000 per month) reached 3,894,500, representing an increase of 6.06% as compared with the end of the previous year. AUM from the Sunflower-level and above customers amounted to RMB9,256.259 billion, representing an increase of 4.75% as compared with the end of the previous year.

As at the end of the reporting period, the Company had 125,183 private banking customers (retail customers of the Company with minimum total daily average assets of RMB10 million per month), representing an increase of 2.56% as compared with the end of the previous year; balance of AUM from private banking customers amounted to RMB3,500.828 billion, representing an increase of 3.15% as compared with the end of the previous year; AUM per account amounted to RMB27.9657 million, representing an increase of RMB161,400 as compared with the end of the previous year.

As at the end of the reporting period, the total asset management business of CMB Wealth Management, China Merchants Fund, CMB International Capital and CIGNA & CMAM, all being subsidiaries of the Company, amounted to RMB4.41 trillion⁴, representing an increase of 2.32% as compared with the end of the previous year, among which the balance of wealth management products under management by CMB Wealth Management amounted to RMB2.82 trillion⁵, including the balance of new products of RMB2.66 trillion⁶, accounting for 94.33% of the balance of wealth management products; the scale of asset management business of China Merchants Fund amounted to RMB1.39 trillion; the scale of asset management business of CIGNA & CMAM amounted to RMB101.668 billion; the scale of asset management business of CMB International Capital amounted to RMB98.357 billion.

4 The total asset management business of China Merchants Fund and CMB International Capital include the data of their subsidiaries.

5 The balance is the sum of customers' principal in the off-balance sheet wealth management products and the changes in net value of net-value products as at the end of the reporting period.

6 New products are wealth management products in compliance with the relevant provisions of the New Regulation on Asset Management.

5 Financial Statements

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(Expressed in millions of RMB unless otherwise stated)

	January to March 2022	January to March 2021
Interest income	86,286	78,987
Interest expense	(31,822)	(29,463)
Net interest income	54,464	49,524
Fee and commission income	30,845	29,074
Fee and commission expense	(2,150)	(1,872)
Net fee and commission income	28,695	27,202
Other net income	8,256	7,464
Operating income	91,415	84,190
Operating expenses	(26,109)	(24,206)
Operating profit before impairment losses	65,306	59,984
Expected credit losses	(21,523)	(20,545)
Share of profits of joint ventures	397	662
Share of profits of associates	187	(8)
Profit before tax	44,367	40,093
Income tax	(8,058)	(7,844)
Net Profit	36,309	32,249
Attributable to:		
Shareholders of the Bank	36,022	32,015
Non-controlling interests	287	234
Earnings per share		
Basic and diluted earnings per share (RMB)	1.43	1.27

UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(Expressed in millions of RMB unless otherwise stated)

	January to March 2022	January to March 2021
Net profit for the period	36,309	32,249
Other comprehensive income, net of tax		
Items that may be reclassified subsequently to profit or loss:		
Share of other comprehensive income from equity-accounted investees that will be reclassified subsequently to profit or loss	(794)	(301)
Fair value change on debt instruments measured at fair value through other comprehensive income	(3,226)	(861)
Net changes in expected credit losses of debt instruments measured at fair value through other comprehensive income	2,955	661
Cash flow hedge: net movement in hedging reserve	62	46
Exchange difference on translation of financial statements of foreign operations	(355)	(211)
Items that will not be reclassified subsequently to profit or loss:		
Fair value gain on equity instruments measured at fair value through other comprehensive income	50	3
Other comprehensive income for the period, net of tax	(1,308)	(663)
Attributable to:		
Shareholders of the Bank	(1,273)	(658)
Non-controlling interests	(35)	(5)
Total comprehensive income for the period	35,001	31,586
Attributable to:		
Shareholders of the Bank	34,749	31,357
Non-controlling interests	252	229

UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Expressed in millions of RMB unless otherwise stated)

Item	31 March 2022	31 December 2021
Assets		
Cash	11,484	13,310
Precious metals	4,680	4,639
Balances with central bank	603,615	553,898
Balances with banks and other financial institutions	120,671	80,350
Placements with banks and other financial institutions	269,543	194,421
Amounts held under resale agreements	196,558	524,601
Loans and advances to customers	5,519,265	5,335,391
Financial investments at fair value through profit or loss	442,788	348,123
Derivative financial assets	23,715	23,390
Debt investments at amortised cost	1,232,026	1,185,841
Debt investments at fair value through other comprehensive income	686,895	636,038
Equity investments designated at fair value through other comprehensive income	7,806	6,995
Interest in joint ventures	14,460	14,779
Interest in associates	9,101	8,875
Investment properties	1,350	1,372
Property and equipment	89,245	80,415
Right-of-use assets	18,147	18,403
Intangible assets	3,825	4,066
Goodwill	9,954	9,954
Deferred tax assets	85,066	81,639
Other assets	65,185	122,521
Total assets	9,415,379	9,249,021

UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(Expressed in millions of RMB unless otherwise stated)

Item	31 March 2022	31 December 2021
Liabilities		
Borrowing from central bank	169,366	159,987
Deposits from banks and other financial institutions	647,331	753,018
Placements from banks and other financial institutions	169,357	170,650
Financial liabilities at fair value through profit or loss	71,106	63,761
Derivative financial liabilities	29,140	27,282
Amounts sold under repurchase agreements	110,482	157,660
Deposits from customers	6,721,946	6,385,154
Salaries and welfare payable	19,480	19,761
Tax payable	29,809	22,491
Contract liabilities	8,042	7,536
Lease liabilities	13,544	13,812
Provisions	20,490	14,660
Debt securities issued	377,879	446,645
Deferred tax liabilities	1,357	1,353
Other liabilities	125,316	139,570
Total liabilities	8,514,645	8,383,340
Equity		
Share capital	25,220	25,220
Other equity instruments	127,043	127,043
Including: Preference shares	34,065	34,065
Perpetual bonds	92,978	92,978
Capital reserve	67,523	67,523
Investment revaluation reserve	14,035	15,047
Hedging reserve	100	39
Surplus reserve	82,137	82,137
Regulatory general reserve	116,053	115,288
Retained earnings	425,464	390,207
Proposed profit appropriations	38,385	38,385
Exchange reserve	(2,466)	(2,144)
Total equity attributable to shareholders of the Bank	893,494	858,745
Non-controlling interests	7,240	6,936
Including: Non-controlling interest	3,636	3,300
Perpetual debt capital	3,604	3,636
Total equity	900,734	865,681
Total liabilities and equity	9,415,379	9,249,021

UNAUDITED CONSOLIDATED CASH FLOW STATEMENT

(Expressed in millions of RMB unless otherwise stated)

	January to March 2022	January to March 2021
Operating activities		
Profit before tax	44,367	40,093
Adjustments for:		
– Impairment losses on loans and advances	11,060	6,070
– Impairment losses on investments and others	10,463	14,475
– Unwinding of discount on the allowances of loans and advances	(62)	(53)
– Depreciation of property and equipment and investment properties	1,064	1,029
– Depreciation of right-of-use assets	1,003	1,058
– Amortisation of other assets	320	335
– Net gain on investments in debt securities and equity instruments	(2,336)	(1,064)
– Interest income on investments	(15,158)	(13,299)
– Interest expense on issued debt securities	3,029	2,692
– Share of profits of associates	(187)	8
– Share of profits of joint ventures	(397)	(662)
– Net gains on disposal of property and equipment and other assets	(139)	(13)
– Interest expense on lease liabilities	140	146
Changes in:		
Balances with central bank	(12,198)	(9,454)
Loans and advances to customers	(186,503)	(283,401)
Other assets	(7,757)	765
Deposits from customers	333,016	198,878
Deposits and placements from banks and other financial institutions	(153,871)	29,822
Balances and placements with banks and other financial institutions with original maturity over 3 months	(25,528)	22,511
Borrowings from central bank	9,290	(25,193)
Other liabilities	1,057	(12,858)
Net cash generated from operating activities before income tax payment	10,673	(28,115)
Income tax paid	(5,122)	(4,273)
Net cash generated from operating activities	5,551	(32,388)

UNAUDITED CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)

(Expressed in millions of RMB unless otherwise stated)

	January to March 2022	January to March 2021
Investing activities		
Payment for the purchase of investments	(287,863)	(268,516)
Proceeds from the disposal of investments	114,264	210,958
Investment gains received from investments	19,014	16,313
Payment for the purchases of property and equipment and other assets	(9,013)	(3,850)
Proceeds from the disposal of properties and equipment and other assets	208	364
Net cash flows used in investing activities	(163,390)	(44,731)
Financing activities		
Proceeds from the issue of debt securities	5,343	23,071
Proceeds from the issue of negotiable interbank certificates of deposits	17,339	142,873
Proceeds from the issue of certificates of deposits	742	11,286
Proceeds from other financing activities	6,021	–
Repayment of negotiable interbank certificates of deposits	(88,000)	(89,833)
Repayment of certificates of deposit	(2,465)	(14,496)
Repayment of debt securities	(1,500)	–
Repayment of lease liabilities	(1,190)	(1,133)
Distribution paid on perpetual debt capital	(83)	–
Interest paid on financing activities	(908)	(631)
Repayments for other financing activities	(65)	–
Net cash generated from (used in) financing activities	(64,766)	71,137
Decrease in cash and cash equivalents	(222,605)	(5,982)
Cash and cash equivalents as of 1 January	801,754	552,790
Effects of foreign exchange rate changes on cash and cash equivalents	(726)	(87)
Cash and cash equivalents as of 31 March	578,423	546,721
Cash flows from operating activities include:		
Interest received	70,670	64,746
Interest paid	25,215	24,263

6 Information on Liquidity Coverage Ratio

The Group prepared and disclosed information on liquidity coverage ratio in accordance with the “Measures for the Disclosure of Information on Liquidity Coverage Ratio by Commercial Banks”. The basis used herein may differ from those adopted in Hong Kong and other regions. The average liquidity coverage ratio of the Group was 175.32% in the first quarter of 2022, representing an increase of 10.50 percentage points as compared with the previous quarter, which was mainly due to the increase of qualified high-quality assets. The Group’s liquidity coverage ratio at the end of the first quarter of 2022 was 153.77%, which was in compliance with the regulatory requirements of the China Banking and Insurance Regulatory Commission. The breakdown of the Group’s average value of each item of liquidity coverage ratio in the first quarter of 2022 is set out below.

(Unit: in millions of RMB, except for percentages)

No.		Unweighted amount	Weighted amount
Stock of high quality liquid assets			
1	Total stock of high quality liquid assets	/	1,547,672
Cash outflows			
2	Retail and small business customers deposits, of which:	2,571,277	225,271
3	Stable deposits	637,128	31,856
4	Less stable deposits	1,934,149	193,415
5	Unsecured wholesale funding, of which:	4,201,598	1,385,416
6	Operational deposits (excluding correspondent banks)	2,640,973	656,626
7	Non-operational deposits (including all counterparties)	1,528,396	696,561
8	Unsecured debt issuance	32,229	32,229
9	Secured funding	/	2,915
10	Additional requirements, of which:	1,747,244	391,886
11	Cash outflows arising from derivative contracts and other transactions arising from related collateral requirements	310,540	310,540
12	Cash outflows arising from secured debt instruments funding	–	–
13	Undrawn committed credit and liquidity facilities	1,436,704	81,346
14	Other contractual obligations to extend funds	66,977	66,977
15	Other contingent funding obligations	2,879,650	100,091
16	Total cash outflows	/	2,172,556
Cash inflows			
17	Secured lending (including reverse repo and securities borrowing)	294,289	294,032
18	Contractual inflows from fully performing loans	1,069,101	682,843
19	Other cash inflows	322,118	312,894
20	Total cash inflows	1,685,508	1,289,769
			Adjusted value
21	Total stock of high quality liquid assets		1,547,672
22	Net cash outflows		882,787
23	Liquidity coverage ratio		175.32%

Notes:

- (1) Data from domestic operation was a simple arithmetic average of the 90-day value in the latest quarter and the monthly average in the latest quarter was used for subsidiaries in the above table.
- (2) The high quality liquid assets in the above table comprise cash, central bank reserve available under stress conditions, as well as the bonds that meet the definition of Tier 1 and Tier 2 assets set out by China Banking and Insurance Regulatory Commission on the “Measures for the Liquidity Risk Management of Commercial Banks”.s

The Board of Directors of China Merchants Bank Co., Ltd.

22 April 2022

As at the date of this announcement, the executive directors of the Company are Wang Liang and Tian Huiyu; the non-executive directors of the Company are Miao Jianmin, Fu Gangfeng, Zhou Song, Hong Xiaoyuan, Zhang Jian, Su Min, Wang Daxiong and Luo Sheng; and the independent non-executive directors of the Company are Wong See Hong, Li Menggang, Liu Qiao, Tian Hongqi, Li Chaoxian and Shi Yongdong.

APPENDIX II

REPRODUCTION OF THE PRESS RELEASE DATED 3 AUGUST 2022 CONTAINING THE GUARANTOR'S CONSOLIDATED FINANCIAL RESULTS FOR THE SECOND QUARTER ENDED 30 JUNE 2022

The information set out below is a reproduction of the press release dated 3 August 2022 containing the Guarantor's consolidated financial results for the second quarter ended 30 June 2022.

RESULTS AT JUNE 30TH, 2022

Press release

Paris, August 3rd, 2022

EXCELLENT UNDERLYING PERFORMANCE IN Q2 22 AND H1 22

Q2 2022

Strong revenue growth for all the businesses, up +12.8% vs. Q2 21 (+13.4%*), driven by record levels in several businesses

Good cost control and improvement in the cost to income ratio (61.8%⁽¹⁾) excluding contribution to the Single Resolution Fund)

Low cost of risk at 15 basis points, with a limited level of defaults

Effective exit from Russia⁽²⁾: EUR -3.3bn P&L impact before tax and very limited impact on capital

Underlying Group net income of EUR 1.5 billion (EUR -1.5 billion on a reported basis)

Underlying profitability (ROTE) of 10.5%⁽¹⁾

H1 2022

Underlying Group net income of EUR 3.1 billion⁽¹⁾ (EUR -640 million on a reported basis), up +16.3% vs. H1 21

Underlying profitability (ROTE) of 10.8%⁽¹⁾

CAPITAL POSITION

CET 1 ratio of 12.9%⁽³⁾ at end-June 2022, around 360bp over MDA

Launch of the 2021 share buyback programme, for around EUR 915 million

2022 distribution provision of EUR 1.44 per share⁽⁴⁾ at end-June 2022

STRENGTHENING OF OUR 2025 ESG TARGETS

Target of EUR 300 billion in sustainable finance for 2022 to 2025

Global Best Bank Transition Strategy (Euromoney Awards for Excellence 2022)

2025 FINANCIAL TARGETS

Revenue growth (above or equal to 3% 2021-2025 CAGR)

Improvement in the cost to income ratio (below or equal 62%)

Expected profitability of 10% (ROTE)

Target CET 1 ratio of 12% post Basel IV

Pay-out policy maintained: 50% of underlying Group net income (with a maximum of 40% of the distribution in the form of a share buy-backs⁽⁵⁾)

Frédéric Oudéa, the Group's Chief Executive Officer, commented:

"Q2 2022 concluded two years of intense and disciplined execution of our various strategic projects. We have successfully simplified and strengthened the resilience of our business model, transformed our businesses to support the changing needs of our customers and the far-reaching transformations around digital technologies and ESG, and invested in a targeted manner in businesses with strong growth potential. We combined, in H1 2022, strong growth in revenues and underlying profitability above 10% (ROTE) and we were able to manage our exit from the Russian activities without significant capital impact and without handicapping the Group's strategic developments. These dynamics and performances make us confident regarding both the short term, in an undeniably more uncertain environment, and in the medium term. By 2025, having reaped all the benefits of the numerous strategic and operating efficiency initiatives under way, we confirm our ability to deliver profitability of 10% on the basis of a target core Tier 1 capital ratio of 12%, while maintaining an attractive distribution policy for our shareholders."

(1) Underlying data (see methodology note No. 5 for the transition from accounting data to underlying data)

(2) Disposal of Rosbank and its Russian subsidiaries

(3) Phased-in ratio (fully-loaded ratio of 12.8%)

(4) On the basis of a distribution of 50% of underlying Group net income after deduction of interest on deeply subordinated notes and undated subordinated notes

(5) After deduction of interest on deeply subordinated notes and undated subordinated notes. Subject to General Meeting of Shareholders and regulatory approval

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	Q2 22	Q2 21	Change		H1 22	H1 21	Change	
Net banking income	7,065	6,261	+12.8%	+13.4%*	14,346	12,506	+14.7%	+14.8%*
Operating expenses	(4,458)	(4,107)	+8.5%	+9.6%*	(9,787)	(8,855)	+10.5%	+11.2%*
Underlying operating expenses ⁽¹⁾	(4,590)	(4,225)	+8.6%	+9.6%*	(8,915)	(8,322)	+7.1%	+7.9%*
Gross operating income	2,607	2,154	+21.0%	+20.7%*	4,559	3,651	+24.9%	+23.3%*
Underlying gross operating income ⁽¹⁾	2,475	2,036	+21.6%	+21.3%*	5,431	4,184	+29.8%	+28.4%*
Net cost of risk	(217)	(142)	+52.8%	+52.4%*	(778)	(418)	+86.1%	+23.4%*
Operating income	2,390	2,012	+18.8%	+18.5%*	3,781	3,233	+17.0%	+23.2%*
Underlying operating income ⁽¹⁾	2,258	1,894	+19.2%	+18.9%*	4,653	3,766	+23.6%	+29.2%*
Net profits or losses from other assets	(3,292)	5	n/s	n/s	(3,290)	11	n/s	n/s
Net income from companies accounted for by the equity method	4	2	+100.0%	+100.0%*	4	5	-20.0%	-20.0%*
Income tax	(327)	(404)	-19.0%	-19.0%*	(680)	(687)	-1.0%	+48.7%*
Net income	(1,225)	1,615	n/s	n/s	(185)	2,562	n/s	n/s
O.w. non-controlling interests	257	176	+46.0%	+43.6%*	455	309	+47.2%	+45.7%*
Reported Group net income	(1,482)	1,439	n/s	n/s	(640)	2,253	n/s	n/s
Underlying Group net income ⁽¹⁾	1,505	1,349	+11.5%	+11.0%*	3,079	2,647	+16.3%	+11.1%*
ROE	-12.0%	9.8%			-3.4%	7.5%		
ROTE	-13.5%	11.2%			-3.8%	8.6%		
Underlying ROTE ⁽¹⁾	10.5%	10.4%			10.8%	10.2%		

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

Societe Generale's Board of Directors, which met on August 2nd, 2022 under the chairmanship of Lorenzo Bini Smaghi, examined the Societe Generale Group's results for Q2 and H1 2022.

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

On May 18th, 2022, the Group withdrew in an orderly and effective manner from Russia with the finalisation of the disposal of Rosbank and its insurance subsidiaries in Russia. This disposal results in the accounting of a loss in income statement of EUR 3.3 billion before tax, largely absorbed this semester with Group net income share at EUR -640 million. Despite a residual capital impact of -7 basis points over the quarter, the phased in CET 1 ratio remained stable at 12.9% at the end-June 2022.

Net banking income

Net banking income was substantially higher in Q2 22, up +12.8% (+13.4%*) vs. Q2 21, driven by an excellent performance by all the businesses.

The healthy momentum continued in French Retail Banking, with an increase in net banking income of +8.5% vs. Q2 21 reflecting notably a good commercial momentum, a high level of service fees and a record performance in Private Banking.

International Retail Banking & Financial Services enjoyed strong revenue growth (+21.4%* vs. Q2 21), driven by a record quarter for ALD and International Retail Banking. As a result, International Retail Banking saw its activities grow +12.7%* vs. Q2 21. Financial Services' net banking income was substantially higher (+45.1%* vs. Q2 21) while Insurance net banking income rose +7.9%* vs. Q2 21.

Global Banking & Investor Solutions once again delivered an excellent performance, with revenues up +18.3% (+16.1%*) vs. Q2 21. Global Markets & Investor Services was substantially higher (+25.3%, +19.8%*) than in Q2 21 while Financing & Advisory activities were at a record level, up +14.0% (+9.1%*) vs. Q2 21.

In H1 22, the Group posted strong revenue growth of +14.7% (+14.8%*) vs. H1 21, with growth in all the businesses.

Operating expenses

In Q2 22, operating expenses totalled EUR 4,458 million on a reported basis and EUR 4,590 million on an underlying basis (restated for transformation costs and the linearisation of IFRIC 21), an increase of +8.6% vs. Q2 21.

In H1 22, underlying operating expenses were up +7.1% vs. H1 21 at EUR 8,915 million on an underlying basis (EUR 9,787 million on a reported basis). This rise can be explained primarily by the higher contribution to the Single Resolution Fund (EUR +138 million), the increase in variable remuneration linked to the growth in revenues and the Global Employee Share Ownership Plan (EUR +152 million). The increase in other expenses therefore amounts to EUR +303 million, representing a rise of +3.5% vs. H1 21.

Driven by a very positive jaws effect, underlying gross operating income grew substantially in Q2 2022 (+21.6%) to EUR 2,475 million and the underlying cost to income ratio, excluding the Single Resolution Fund, improved by more than 3 points (61.8% vs. 65.1% in Q2 21).

In H1 2022, underlying gross operating income enjoyed a strong growth momentum, up +29.8% vs. H1 21 at EUR 5,431 million.

The Group now expects an underlying cost to income ratio excluding the Single Resolution Fund of between 64% and 66% in 2022.

Cost of risk

The cost of risk stood at a low level of 15 basis points in Q2 22, or EUR 217 million, lower than in Q1 22 which included the cost of risk of the Russian activities sold (39 basis points). It breaks down into a limited provision on non-performing loans of EUR 156 million and an additional provision on performing loans of EUR 61 million.

In H1 2022, the cost of risk amounted to 27 basis points.

Offshore exposure to Russia was reduced to EUR 2.6 billion of EAD (*Exposure At Default*) at June 30th, 2022. Exposure at risk on this portfolio is estimated at less than EUR 1 billion. The total associated provisions were EUR 377 million at end-June 2022.

Moreover, at end-June 2022, the Group's residual exposure in relation to Rosbank amounted to less than EUR 0.5 billion of EAD, corresponding mainly to guarantees and letters of credit that were recognised under intra-group exposure before the disposal of Rosbank.

The Group's provisions on performing loans amounted to EUR 3,409 million at end-June, an increase of EUR 54 million vs. end-December 2021.

The non-performing loans ratio amounted to 2.8%⁽¹⁾ at June 30th, 2022, lower than at end-March 2022 (2.9%). The Group's gross coverage ratio for doubtful outstandings was higher at 50%⁽²⁾ at June 30th, 2022.

The cost of risk is still expected to be between 30 and 35 basis points in 2022.

(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	Q2 22	Q2 21	H1 22	H1 21
Reported Group net income	(1,482)	1,439	(640)	2,253
Underlying Group net income ⁽¹⁾	1,505	1,349	3,079	2,647

In %	Q2 22	Q2 21	H1 22	H1 21
ROTE	-13.5%	11.2%	-3.8%	8.6%
Underlying ROTE ⁽¹⁾	10.5%	10.4%	10.8%	10.2%

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

Earnings per share amounts to EUR -1.10 in H1 22 (EUR 2.29 in H1 21). Underlying earnings per share amounts to EUR 2.87 over the same period (EUR 2.40 in H1 21).

2. THE GROUP'S FINANCIAL STRUCTURE

Group **shareholders' equity** totalled EUR 64.6 billion at June 30th, 2022 (EUR 65.1 billion at December 31st, 2021). Net asset value per share was EUR 67.0 and tangible net asset value per share was EUR 59.4.

The consolidated balance sheet totalled EUR 1,539 billion at June 30th, 2022 (EUR 1,464 billion at December 31st, 2021). The net amount of customer loan outstandings at June 30th, 2022, including lease financing, was EUR 498 billion (EUR 488 billion at December 31st, 2021) – excluding assets and securities purchased under resale agreements. At the same time, customer deposits amounted to EUR 512 billion, vs. EUR 502 billion at December 31st, 2021 (excluding assets and securities sold under repurchase agreements).

At July 18th, 2022, the parent company had issued EUR 33.7 billion of medium/long-term debt, having an average maturity of 5.2 years and an average spread of 54 basis points (vs. the 6-month midswap, excluding subordinated debt). The subsidiaries had issued EUR 1.2 billion. In total, the Group had issued EUR 34.9 billion of medium/long-term debt.

The LCR (Liquidity Coverage Ratio) was well above regulatory requirements at 140% at end-June 2022 (141% on average in Q2), vs. 129% at end-December 2021. At the same time, the NSFR (Net Stable Funding Ratio) was at a level of 112% at end-June 2022.

The Group's **risk-weighted assets** (RWA) amounted to EUR 367.6 billion at June 30th, 2022 (vs. EUR 363.4 billion at end-December 2021) according to CRR2/CRD5 rules. Risk-weighted assets in respect of credit risk represent 84% of the total, at EUR 309 billion, up 1.3% vs. December 31st, 2021.

At June 30th, 2022, the Group's **Common Equity Tier 1** ratio stood at 12.9%, or around 360 basis points over MDA. The CET1 ratio at June 30th, 2022 includes an effect of +9 basis points for phasing of the IFRS 9 impact. Excluding this effect, the fully-loaded ratio amounts to 12.8%. The Tier 1 ratio stood at 15.2% at end-June 2022 (15.9% at end-December 2021) and the total capital ratio amounted to 18.5% (18.8% at end-December 2021).

The **leverage ratio** stood at 4.1% at June 30th, 2022 (4.9% at end-December 2021) due primarily to the end of the European Central Bank's transitional measures.

With a level of 31.7 % of RWA and 8.4% of leverage exposure at end-June 2022, the Group's TLAC ratio is above the Financial Stability Board's requirements for 2022. At June 30th, 2022, 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".

3. FRENCH RETAIL BANKING

In EURm	Q2 22	Q2 21	Change	H1 22	H1 21	Change
Net banking income	2,256	2,080	+8.5%	4,444	4,103	+8.3%
<i>Net banking income excl. PEL/CEL</i>	2,185	2,063	+5.9%	4,350	4,098	+6.1%
Operating expenses	(1,513)	(1,447)	+4.6%	(3,233)	(3,058)	+5.7%
<i>Underlying operating expenses⁽¹⁾</i>	(1,571)	(1,489)	+5.5%	(3,120)	(2,972)	+5.0%
Gross operating income	743	633	+17.4%	1,211	1,045	+15.9%
<i>Underlying gross operating income⁽¹⁾</i>	614	574	+7.0%	1,230	1,126	+9.2%
Net cost of risk	(21)	(8)	x 2,6	(68)	(137)	-50.4%
Operating income	722	625	+15.5%	1,143	908	+25.9%
Net profits or losses from other assets	3	1	x 3,0	3	4	-25.0%
Reported Group net income	539	454	+18.7%	852	666	+27.9%
<i>Underlying Group net income⁽¹⁾</i>	444	412	+7.6%	866	724	+19.5%
RONE	17.5%	15.0%		14.1%	11.0%	
<i>Underlying RONE⁽¹⁾</i>	14.4%	13.6%		14.4%	11.9%	

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

NB: including Private Banking activities as per Q1 22 restatement (France and international), includes other businesses transferred following the disposal of Lyxor

Societe Generale and Cr dit du Nord networks

Average loan outstandings were 3% higher than in Q2 21 at EUR 214 billion. Home loan outstandings rose +4% vs. Q2 21. Medium/long-term loan production for corporate and professional customers was 42% higher than in Q2 21, with the progressive amortisation of State Guaranteed Loans.

Average outstanding balance sheet deposits including BMTN (negotiable medium-term notes) continued to rise (+4% vs. Q2 21) to EUR 243 billion.

As a result, the average loan/deposit ratio stood at 88% in Q2 22 vs. 89% in Q2 21.

Life insurance assets under management⁽²⁾ totalled EUR 110 billion at end-June 2022, up +1% year-on-year. Gross life insurance inflow amounted to EUR 2.2 billion in Q2 22, with the unit-linked share accounting for 34%.

Property/casualty insurance premiums and personal protection insurance premiums were up +4% vs. Q2 21.

Boursorama

The bank consolidated its position as the leading online bank in France, with nearly 4 million clients at end-June 2022 (+35% vs. Q2 21), thanks to the onboarding of 357,000 new clients in Q2 22 (x2.1 vs. Q2 21). The transfer of ING's client base led to the acquisition of around 134,000 new clients during the quarter.

Average outstanding loans rose +28% vs. Q2 21 to EUR 15 billion. Home loan outstandings were up +27% vs. Q2 21, while consumer loan outstandings climbed +32% vs. Q2 21.

Average outstanding savings including deposits and financial savings were 19% higher than in Q2 21 at EUR 39 billion, while outstanding deposits were up +31% vs. Q2 21. Brokerage recorded more than 1.5 million transactions in Q2 22.

(2) Total life insurance outstandings after the integration of Private Banking in Q1 22

The ING customer referral process is progressing as expected. At July 22nd, the customer acquisition rate was 50% or around 250,000 ING customers out of the 500,000 eligible customers. The outstandings collected totalled around EUR 7 billion, including primarily life insurance outstandings. The exclusive offering reserved for ING customers is set to end in September.

Private Banking

Private Banking activities, which were transferred to French Retail Banking at the beginning of 2022, cover the activities in France and internationally as well as the other activities transferred at the time of the disposal of Lyxor. The business enjoyed strong commercial activity. Assets under management totalled EUR 147 billion, up +0.4% vs. Q2 21. Net inflow was buoyant at EUR 2.6 billion in Q2 22, despite the volatility of the financial markets. Net banking income was therefore at a record level of EUR 334 million in Q2 22, up +23.7% vs. Q2 21.

Net banking income excluding PEL/CEL

Q2 22: revenues totalled EUR 2,256 million, up +5.9% vs. Q2 21, when restated for the PEL/CEL provision. Net interest income, excluding PEL/CEL, and other revenues was up +5.0% vs. Q2 21, underpinned by good commercial activity and revaluations of assets held in the portfolio in a buoyant environment, and despite the impact of the rate on the Livret A passbook savings account and still negative rates. Fees increased by +7.1% vs. Q2 21, driven by the good performance of service fees.

H1 22: revenues totalled EUR 4,444 million, up +6.1% vs. H1 21, when restated for the PEL/CEL provision. Net interest income, excluding PEL/CEL and other revenues, was up +5.4% vs. H1 21. Fees were 7.0% higher than in H1 21.

Operating expenses

Q2 22: operating expenses totalled EUR 1,513 million (+4.6% vs. Q2 21) and EUR 1,571 million on an underlying basis (+5.5% vs. Q2 21). The cost to income ratio stood at 67%, an improvement of 2.5 points vs. Q2 21. The business posted a positive jaws effect.

H1 22: operating expenses totalled EUR 3,233 million (+5.7% vs. H1 21). The cost to income ratio stood at 73%, an improvement of 1.8 points vs. H1 21.

Cost of risk

Q2 22: the commercial cost of risk amounted to EUR 21 million or 3 basis points, higher than in Q2 21 (1 basis point). The cost of risk was lower than in Q1 22, when it stood at 8 basis points.

H1 22: the commercial cost of risk amounted to EUR 68 million or 6 basis points, lower than in H1 21 (12 basis points).

Contribution to Group net income

Q2 22: the contribution to Group net income was EUR 539 million in Q2 22, up +18.7% vs. Q2 21 (EUR 454 million in Q2 21). RONE (after linearisation of the IFRIC 21 charge and restated for the PEL/CEL provision) stood at 14.4% in Q2 22 (18.3% excluding Boursorama).

H1 22: the contribution to Group net income was EUR 852 million, up +27.9% vs. H1 21. RONE (after linearisation of the IFRIC 21 charge and restated for the PEL/CEL provision) stood at 14.4% in H1 22 (11.9% in H1 21).

4. INTERNATIONAL RETAIL BANKING & FINANCIAL SERVICES

In EURm	Q2 22	Q2 21	Change		H1 22	H1 21	Change	
Net banking income	2,304	1,989	+15.8%	+21.4%*	4,527	3,851	+17.6%	+20.4%*
Operating expenses	(1,045)	(1,011)	+3.4%	+9.5%*	(2,228)	(2,100)	+6.1%	+9.0%*
<i>Underlying operating expenses⁽¹⁾</i>	<i>(1,075)</i>	<i>(1,035)</i>	+3.9%	+9.9%*	<i>(2,167)</i>	<i>(2,052)</i>	+5.6%	+8.5%*
Gross operating income	1,259	978	+28.7%	+33.5%*	2,299	1,751	+31.3%	+33.9%*
<i>Underlying gross operating income⁽¹⁾</i>	<i>1,229</i>	<i>954</i>	+28.8%	+33.7%*	<i>2,360</i>	<i>1,799</i>	+31.2%	+33.8%*
Net cost of risk	(97)	(121)	-19.8%	-19.6%*	(422)	(263)	+60.5%	-11.2%*
Operating income	1,162	857	+35.6%	+41.2%*	1,877	1,488	+26.1%	+51.2%*
Net profits or losses from other assets	8	4	+100.0%	+98.2%*	10	6	+66.7%	+65.3%*
Reported Group net income	694	522	+33.0%	+40.1%*	1,094	914	+19.7%	+39.9%*
<i>Underlying Group net income⁽¹⁾</i>	<i>676</i>	<i>508</i>	+33.2%	+40.6%*	<i>1,130</i>	<i>942</i>	+20.0%	+39.5%*
RONE	26.3%	20.6%			20.3%	18.2%		
<i>Underlying RONE⁽¹⁾</i>	<i>25.6%</i>	<i>20.0%</i>			<i>20.9%</i>	<i>18.7%</i>		

(1) Adjusted for the linearisation of IFRIC 21

International Retail Banking's outstanding loans totalled EUR 85.0 billion, up +5.1%* vs. Q2 21. Outstanding deposits increased by +3.2%* vs. Q2 21, to EUR 80.1 billion.

For the Europe scope, outstanding loans were up +6.2%* vs. end-June 2021 at EUR 61.5 billion, driven by a positive momentum in all the regions: +9.1%* in the Czech Republic, +8.9%* in Romania, and +1.8%* in Western Europe. Outstanding deposits rose +2.6%* to EUR 54.2 billion.

In Africa, Mediterranean Basin and French Overseas Territories, outstanding loans increased by +2.3%* when adjusted for changes in Group structure and at constant exchange rates. Outstanding deposits continued to enjoy a healthy momentum, up +4.4%*.

In the Insurance business, the life insurance savings business remained at a high level, with outstandings of EUR 131 billion at end-June 2022 and a unit-linked share of 35%, stable vs. June 2021. Gross life insurance savings inflow increased by +0.3%* in Q2 22 vs. Q2 21, with a substantial share of unit-linked products (44%). Protection insurance saw an increase of +7%* vs. Q2 21, with a healthy momentum in all geographical regions for property/casualty insurance premiums, which were up +7%*.

Financial Services also enjoyed a very good momentum. Operational Vehicle Leasing and Fleet Management posted record net banking income, up +54%*, due to the business' good performance and continued very strong demand for used cars. The number of contracts totalled 1.8 million, including 1.4 million financed vehicles, an increase of +5.4% vs. end-June 2021. Equipment Finance outstanding loans were 1.1% higher than at end-June 2021, at EUR 14.5 billion (excluding factoring).

Net banking income

Net banking income amounted to EUR 2,304 million in Q2 22, up +21.4%* vs. Q2 21.

International Retail Banking's net banking income totalled EUR 1,270 million in Q2 22, an increase of +12.7%*.

Revenues in Europe climbed +17.2%* vs. Q2 21, due primarily to substantial growth in net interest income (+21%* vs. Q2 21), particularly in the Czech Republic (+48%* vs. Q2 21), as a result of the rise in rates.

The Africa, Mediterranean Basin and French Overseas Territories scope posted revenues up +6.4%* vs. Q2 21 at EUR 481 million, driven by all the businesses.

Insurance posted net banking income up +7.9%* vs. Q2 21, at EUR 252 million.

Financial Services' net banking income was substantially higher (+45.1%*) than in Q2 21, at EUR 782 million. This performance is due primarily at ALD level to good commercial dynamics, the increase in the

used car sale result (EUR 3,212 per vehicle in H1 22), a depreciation adjustment and, to a lesser extent, the transfer to hyperinflation accounting for activities in Turkey.

Operating expenses

Operating expenses rose +9.5%* on a reported basis vs. Q2 21 to EUR 1,045 million, resulting in a substantial positive jaws effect. The cost to income ratio (after linearisation of the IFRIC 21 charge) stood at 46.7% in Q2 22, lower than in Q2 21 (52.0%).

In International Retail Banking, operating expenses were 5.1%* higher than in Q2 21.

In the **Insurance** business, operating expenses rose +6.3%* vs. Q2 21, with a cost to income ratio (after linearisation of the IFRIC 21 charge) of 39.5%.

In **Financial Services**, operating expenses increased by +22.4%* vs. Q2 21, generating a very positive jaws effect.

Cost of risk

In Q2 22, the cost of risk was substantially lower at 28 basis points (or EUR 97 million), vs. 92 basis points in Q1 22. It was lower than in Q2 21 (37 basis points). This significant improvement, both sequential and year-on-year, is due to the low level of defaults but also the disposal by the Group of its banking and insurance activities in Russia.

Contribution to Group net income

The contribution to Group net income totalled EUR 694 million in Q2 22, substantially higher (+40.1%*) than in Q2 21.

Underlying RONE stood at 25.6% in Q2 22 (vs. 20.0% in Q2 21) and around 26.4% pro forma for the Russian activities sold. In International Retail Banking, underlying RONE was 19.1% (around 20.2% pro forma for the Russian activities sold) and 32.7% in Financial Services and Insurance.

5. GLOBAL BANKING & INVESTOR SOLUTIONS

In EURm	Q2 22	Q2 21	Variation		H1 22	H1 21	Variation	
Net banking income	2,563	2,166	+18.3%	+16.1%*	5,318	4,499	+18.2%	+16.5%*
Operating expenses	(1,565)	(1,498)	+4.5%	+3.4%*	(3,737)	(3,391)	+10.2%	+10.3%*
<i>Underlying operating expenses⁽¹⁾</i>	<i>(1,755)</i>	<i>(1,623)</i>	<i>+8.1%</i>	<i>+7.1%*</i>	<i>(3,366)</i>	<i>(3,149)</i>	<i>+6.9%</i>	<i>+7.0%*</i>
Gross operating income	998	668	+49.4%	+43.8%*	1,581	1,108	+42.7%	+34.3%*
<i>Underlying gross operating income⁽¹⁾</i>	<i>808</i>	<i>543</i>	<i>+48.9%</i>	<i>+42.1%*</i>	<i>1,952</i>	<i>1,350</i>	<i>+44.6%</i>	<i>+37.5%*</i>
Net cost of risk	(69)	(15)	x 4.6	x 4.2*	(263)	(18)	x 14.6	x 14.2*
Operating income	929	653	+42.3%	+37.1%*	1,318	1,090	+20.9%	+13.7%*
Reported Group net income	742	506	+46.6%	+41.2%*	1,044	853	+22.4%	+15.2%*
<i>Underlying Group net income⁽¹⁾</i>	<i>596</i>	<i>410</i>	<i>+45.3%</i>	<i>+38.6%*</i>	<i>1,329</i>	<i>1,039</i>	<i>+27.9%</i>	<i>+21.7%*</i>
RONE	20.3%	14.9%			14.5%	12.6%		
<i>Underlying RONE⁽¹⁾</i>	<i>16.3%</i>	<i>12.1%</i>			<i>18.5%</i>	<i>15.4%</i>		

(1) Adjusted for the linearisation of IFRIC 21

NB: excluding Private Banking activities as per Q1 22 restatement (France and International). Excludes businesses transferred following the disposal of Lyxor

Net banking income

Global Banking & Investor Solutions delivered a very solid performance in Q2, with revenues of EUR 2,563 million, significantly higher (+18.3%) than in Q2 21.

In H1 22, revenues rose +18.2% vs. H1 21 (EUR 5,318 million vs. EUR 4,499 million, +16.5%*).

In Global Markets & Investor Services, net banking income totalled EUR 1,742 million in Q2 22 (+25.3% vs. Q2 21). It amounted to EUR 3,707 million in H1 22, up +21.9% vs. H1 21 (+17.3%*).

Global Markets turned in a strong performance in Q2 22 (EUR 1,516 million), up +23.3% vs. Q2 21, benefiting from dynamic commercial activity in all the businesses and regions in a volatile environment. Revenues were higher in H1 22 (+21.7%) than in H1 21 at EUR 3,293 million.

The Equity activity enjoyed an excellent quarter (EUR 833 million, +7.5% vs. Q2 21), driven by strong client demand, particularly in equity derivatives and prime services. Revenues were up +13.8% in H1 22 vs. H1 21 at EUR 1,843 million.

Fixed Income & Currency activities posted substantially higher revenues (+50% vs. Q2 21) at EUR 683 million in an environment of rising rates. Revenues increased to EUR 1,450 million in H1 22 (+33.6% vs. H1 21).

Securities Services posted a significant increase in revenues in Q2 (+41.0% vs. Q2 21), to EUR 226 million. Revenues were up +23.6% in H1 22 vs. H1 21 at EUR 414 million. Securities Services' assets under custody and assets under administration amounted to EUR 4,277 billion and EUR 627 billion respectively.

Financing & Advisory posted revenues of EUR 821 million, up +14.0% vs. Q2 21. They amounted to EUR 1,611 million in H1 22, significantly higher (+18.9%) than in H1 21.

The Global Banking & Advisory business, up +11.1% vs. Q2 21, capitalised on the good market momentum, particularly in activities related to Natural Resources and Infrastructure. These performances were also driven by the strategy focused on Environmental, Social and global Governance criteria. The Asset-Backed Products platform enjoyed strong growth in Q2. Investment Banking was resilient in Q2, despite a decline in capital markets given the uncertainty related to the war in Ukraine and inflationary pressures.

Global Transaction and Payment Services continued to experience very high growth, up +29.1% vs. Q2 21, primarily on the back of the increase in rates and volumes.

Operating expenses

Operating expenses totalled EUR 1,565 million in Q2 22, an increase of +4.5% vs. Q2 21 on a reported basis, and +8.1% on an underlying basis. The increase on an underlying basis can be explained primarily by the rise of EUR 65 million in linearised IFRIC 21 charges in Q2.

With a substantial positive jaws effect, the underlying cost to income ratio excluding the contribution to the Single Resolution Fund improved significantly to 62.2%.

Operating expenses were up +10.2% on a reported basis and +6.9% on an underlying basis in H1 22.

Cost of risk

The cost of risk amounted to 16 basis points (or EUR 69 million) in Q2 22, with cost of risk amounting to EUR 108 million on the Russian offshore portfolio.

It stood at 30 basis points (or EUR 263 million) in H1 22 given the provisioning on the Russian offshore portfolio (EUR 260 million).

Contribution to Group net income

The contribution to Group net income was EUR 742 million on a reported basis and EUR 596 million on an underlying basis in Q2 22 (+45.3% vs. Q2 21). It was EUR 1,044 million on a reported basis and EUR 1,329 million on an underlying basis in H1 22.

Global Banking & Investor Solutions posted a substantial underlying RONE of 16.3% in Q2 22, a significant improvement compared with the RONE of 12.1% in Q2 21. RONE stood at 20.6% excluding the contribution to the Single Resolution Fund. The underlying RONE was 18.5% in H1 22 vs. 15.4% in H1 21.

6. CORPORATE CENTRE

In EURm	Q2 22	Q2 21	H1 22	H1 21
Net banking income	(58)	26	57	53
Operating expenses	(335)	(151)	(589)	(306)
<i>Underlying operating expenses⁽¹⁾</i>	<i>(189)</i>	<i>(78)</i>	<i>(262)</i>	<i>(149)</i>
Gross operating income	(393)	(125)	(532)	(253)
<i>Underlying gross operating income⁽¹⁾</i>	<i>(247)</i>	<i>(52)</i>	<i>(205)</i>	<i>(96)</i>
Net cost of risk	(30)	2	(25)	-
Net profits or losses from other assets	(3,303)	-	(3,303)	1
Income tax	321	124	333	160
Reported Group net income	(3,457)	(43)	(3,630)	(180)
<i>Underlying Group net income⁽¹⁾</i>	<i>(264)</i>	<i>7</i>	<i>(315)</i>	<i>(62)</i>

(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 function for the Group,
- certain costs related to cross-functional projects as well as certain costs incurred by the Group not re-invoiced to the businesses.

The Corporate Centre's net banking income totalled EUR -58 million in Q2 22 vs. EUR +26 million in Q2 21, and EUR +57 million in H1 22 vs. EUR +53 million in H1 21.

Operating expenses totalled EUR 335 million in Q2 22 vs. EUR 151 million in Q2 21. They include the Group's transformation costs for a total amount of EUR 159 million relating to the activities of French Retail Banking (EUR 97 million), Global Banking & Investor Solutions (EUR 25 million) and the Corporate Centre (EUR 37 million). Underlying costs came to EUR 189 million in Q2 22 compared to EUR 78 million in Q2 21. They were impacted in particular by the costs related to the Global Employee Share Ownership Plan for EUR 44 million.

In H1 22, operating expenses totalled EUR 589 million vs. EUR 306 million in H1 21. Transformation costs totalled EUR 302 million (EUR 201 million for the activities of French Retail Banking, EUR 39 million for Global Banking & Investor Solutions and EUR 62 million for the Corporate Centre). Underlying costs came to EUR 262 million in H1 22 compared to EUR 149 million in H1 21.

Gross operating income totalled EUR -393 million in Q2 22 vs. EUR -125 million in Q2 21. Underlying gross operating income came to EUR -247 million in Q2 22 vs. EUR -52 million in Q2 21. In H1 22, gross operating income was EUR -532 million on a reported basis (vs. EUR -253 million in H1 21) and EUR -205 million on an underlying basis (vs. EUR -96 million in H1 21).

The book loss related to the disposal of Rosbank and the insurance activities in Russia is recognised under net losses from other assets for an amount of around **EUR -3.3 billion** before tax in Q2 22.

The Corporate Centre's contribution to Group net income was EUR -3,457 million in Q2 22 vs. EUR -43 million in Q2 21. The Corporate Centre's contribution to Group net income on an underlying basis was EUR -264 million. In H1 22, the contribution to Group net income was EUR -3,630 million on a reported basis and EUR -315 million on an underlying basis.

7. OUTLOOK FOR 2025

After two years of profitable growth during which the Group simplified its business model, undertook far-reaching transformations in accordance with societal changes and invested in its businesses experiencing profitable growth, the Group intends to pursue the execution of its roadmap in a disciplined manner, and is aiming for profitability (ROTE) of 10% and a CET 1 ratio of 12% in 2025. While supporting the growth of its businesses, the Group plans an attractive shareholder distribution of 50% of Group net income⁽¹⁾ of which up to 40% of the distribution in share buy-backs⁽²⁾.

Based on our diversified, balanced and integrated business model, and on our corporate purpose, Societe Generale aims to be the preferred bank of its customers, a leader in sustainable finance, and a resolutely digital company focused on the efficient and responsible use of data.

ESG issues at the heart of the business model of the Group and its businesses

Societe Generale's ESG ambition is centred on four priorities: supporting customers in their ecological transition, initiating positive transformations locally, being a responsible employer and maintaining a culture of responsibility.

In addition to the acceleration of our sustainable financing targets, increased to EUR 300 billion by 2025, the Group's ESG ambition is also based on a vast training plan for all the Group's employees and proactive support for all customers, large corporates as well as SME, professional and individual customers. Furthermore, the Group is aiming to reduce its CO2 emissions by around 50% between 2019 and 2030.

Acceleration of digital and technological transformation

The Group wants to accelerate on the digital and technological aspect throughout the value chain. It already has a secure, resilient, and modern IT infrastructure. Our IT strategy aims to better serve our customers in terms of digital offering and customer experience and to continue to increase our efficiency and reactivity. In this respect, the Group is aiming for an IT intensity ratio of between 14% and 15% in 2025.

The Group also wants to build the bank of the future by innovating, through partnerships with start-ups and the development of new, differentiating and value-creating business models. It has already demonstrated its ability to develop and create new business models such as Boursorama.

Execution of strategic initiatives

The Group's roadmap is essentially based on the strategic initiatives presented to the market over the last few quarters by different businesses and is structured around three pillars: Retail Banking and Insurance, Global Banking & Investor Solutions and Mobility.

In French Retail Banking & Private Banking, the merger of the Societe Generale and Crédit du Nord networks aims to create a new reference bank, rooted in the regions, and fully adapted to the new economic and societal paradigms. This new bank, larger and more coherent, will benefit from an upgrade to increase the customer value proposition, accelerate digitalisation, and improve efficiency. Based on the quality and know-how of the franchises, French Retail Banking intends to accelerate the bancassurance model, extend Private Banking's expertise to high-net-worth clients and develop the mobility and ESG offering. This strategy aims to position the bank among the top 3 banks in terms of customer satisfaction, with a cost to income ratio of between 67% and 69% and profitability (RONE) of 10%.

(1) After deduction of interest on deeply subordinated notes and undated subordinated notes

(2) Subject to General Meeting of Shareholders and regulatory approval

In recent years, **Boursorama** has demonstrated the quality of its business model, capable of generating strong growth by benefiting from substantial economies of scale. The number of products per customer has also grown significantly over the period. The Group wants to take Boursorama to maturity and establish it as the definitive leader in online banking in France. Boursorama is aiming for net income of around EUR 200 million and profitability (RONE) above 25% under the IRBA in 2025.

The Group is pursuing its ambition of profitable growth in **International Retail Banking** by strengthening its leadership positions in its core geographical regions and capitalising on its strong franchises particularly in the corporate market. The Group is aiming for a cost to income ratio of between 50% and 52% in 2025 and profitability (RONE) above 16% in 2025.

In Insurance, the Group wants to strengthen its bancassurance model by capitalising on its leadership positions in life insurance and enhancing its offering in protection insurance with a strong ESG focus. The strengthening of retirement savings and partnerships are also strategic and differentiating areas of development between now and 2025. Insurance intends to achieve a cost to income ratio of around 40% and profitability (RONE) above 25% under IFRS4.

Mobility becomes the Group's third pillar with the creation of a major global player resulting from ALD's acquisition of LeasePlan. It represents a key development area for the Group, with estimated annual growth in the fleet of more than 6% following the integration of LeasePlan, a cost to income ratio of around 45%⁽¹⁾ and a RONE above 20% in 2025.

In line with the strategic plan presented in May 2021, **Global Banking & Investor Solutions** maintains its ambition to be a major European player with the support of a diversified and resilient business model. It is aiming for a cost to income ratio of between 65% and 68% and profitability (RONE) of between 12% and 14% in 2025.

Global Markets & Investor Services is pursuing the strategy initiated in 2021 regarding diversifying, rebalancing activities, and innovation, particularly in ESG and digital technology, in order to consolidate its positions and seize market opportunities. Risk appetite is set to remain stable over the period in accordance with the objective of ensuring greater resilience and predictability of performance. Global Markets' revenues are expected to be within a range of between EUR 4.7 and 5.3 billion.

Financing & Advisory is a key development area for the Group, with a target of average annual revenue growth of around 3% over the period 2021-2025. The strengthening of the franchises and the diversification of capital allocation towards the most dynamic sectors, customer segments or geographical regions remains a priority (Technology, Media and Telecoms, healthcare, and renewable energies) in the same way as accelerating the dissemination of ESG throughout the business. The Group is also continuing with its investment towards a more integrated, modular, and open platform in the Global Transaction and Payment businesses.

2025 financial targets

Through the execution of strategic initiatives, the selective allocation of capital to the most profitable and fast-growing businesses, and a focus on advisory and fee-generating activities, the Group is aiming for average annual revenue growth above or equal to 3% over the 2021-2025 period based on the lower end of the expected revenue range in Global Markets.

Thanks to the completion of the cost-cutting plans undertaken, the end of the Single Resolution Fund constitution phase and continued strict discipline, the increase in costs is expected to be lower than expected average inflation over the period. On these bases and on the back of revenue growth, the Group is aiming for a cost to income ratio below or equal to 62% in 2025.

(1) Calculated at ALD level: Total of operating expenses/gross margin (excluding the used car sale (UCS) result)

Moreover, the cost of risk is expected to be at a normalised level of around 30 basis points in 2025.

In the case of the CET1 ratio, the Group is aiming for a level of 12% in 2025, after taking into account in particular a capital impact from the finalisation of Basel III estimated at around 120 basis points on a fully loaded basis, excluding output floor (or 100 basis points in 2025, taking into account the phase-in), and an attractive shareholder distribution policy.

As a result, the Group's profitability (ROTE) is expected to be 10% in 2025.

8. 2022 FINANCIAL CALENDAR

2022 and 2023 Financial communication calendar

November 4 th , 2022	Third quarter and nine-month 2022 results
February 8 th , 2023	Fourth quarter and FY 2022 results
May 12 th , 2023	First quarter 2023 results

The Alternative Performance Measures, notably the notions of net banking income for the pillars, operating expenses, IFRIC 21 adjustment, cost of risk in basis points, ROE, ROTE, RONE, net assets, tangible net assets, and the amounts serving as a basis for the different restatements carried out (in particular, the transition from published data to underlying data) are presented in the methodology notes, as are the principles for the presentation of prudential ratios.

This document contains forward-looking statements relating to the targets and strategies of the Societe Generale Group.

These forward-looking statements are based on a series of assumptions, both general and specific, in particular the application of accounting principles and methods in accordance with IFRS (International Financial Reporting Standards) as adopted in the European Union, as well as the application of existing prudential regulations.

These forward-looking statements have also been developed from scenarios based on a number of economic assumptions in the context of a given competitive and regulatory environment. The Group may be unable to:

- anticipate all the risks, uncertainties or other factors likely to affect its business and to appraise their potential consequences;
- evaluate the extent to which the occurrence of a risk or a combination of risks could cause actual results to differ materially from those provided in this document and the related presentation.

Therefore, although Societe Generale believes that these statements are based on reasonable assumptions, these forward-looking statements are subject to numerous risks and uncertainties, in particular in the Covid-19 crisis and Ukraine war context, 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.

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	Q2 22	Q2 21	Variation	H1 22	H1 21	Variation
French Retail Banking	539	454	+18.7%	852	666	+27.9%
International Retail Banking and Financial Services	694	522	+33.0%	1,094	914	+19.7%
Global Banking and Investor Solutions	742	506	+46.6%	1,044	853	+22.4%
Core Businesses	1,975	1,482	+33.3%	2,990	2,433	+22.9%
Corporate Centre	(3,457)	(43)	n/s	(3,630)	(180)	n/s
Group	(1,482)	1,439	n/s	(640)	2,253	n/s

NB: Amounts restated in Q1 22 to take into account the transfer of Private Banking activities (French and international) to the French Retail Banking. Includes other activities transferred after the disposal of Lyxor

CONSOLIDATED BALANCE SHEET

In EUR m	30.06.2022	31.12.2021
Cash, due from central banks	183,203	179,969
Financial assets at fair value through profit or loss	380,165	342,714
Hedging derivatives	21,851	13,239
Financial assets at fair value through other comprehensive income	42,561	43,450
Securities at amortised cost	19,376	19,371
Due from banks at amortised cost	82,594	55,972
Customer loans at amortised cost	503,718	497,164
Revaluation differences on portfolios hedged against interest rate risk	(565)	131
Investments of insurance companies	162,621	178,898
Tax assets	4,343	4,812
Other assets	101,824	92,898
Non-current assets held for sale	6	27
Deferred profit-sharing	407	-
Investments accounted for using the equity method	111	95
Tangible and intangible fixed assets	32,615	31,968
Goodwill	3,794	3,741
Total	1,538,624	1,464,449

In EUR m	30.06.2022	31.12.2021
Due to central banks	9,868	5,152
Financial liabilities at fair value through profit or loss	344,131	307,563
Hedging derivatives	32,133	10,425
Debt securities issued	133,679	135,324
Due to banks	147,871	139,177
Customer deposits	519,431	509,133
Revaluation differences on portfolios hedged against interest rate risk	(6,148)	2,832
Tax liabilities	1,609	1,577
Other liabilities	120,517	106,305
Non-current liabilities held for sale	-	1
Insurance contracts related liabilities	143,435	155,288
Provisions	4,914	4,850
Subordinated debts	17,074	15,959
Total liabilities	1,468,514	1,393,586
Shareholder's equity	-	-
Shareholders' equity, Group share	-	-
Issued common stocks and capital reserves	21,735	21,913
Other equity instruments	7,534	7,534
Retained earnings	34,676	30,631
Net income	(640)	5,641
Sub-total	63,305	65,719
Unrealised or deferred capital gains and losses	1,277	(652)
Sub-total equity, Group share	64,582	65,067
Non-controlling interests	5,528	5,796
Total equity	70,110	70,863
Total	1,538,624	1,464,449

10. APPENDIX 2: METHODOLOGY

1 – The financial information presented for the financial year ending June 30th, 2022 was approved by the Board of Directors on August 2nd, 2022. It has been prepared in accordance with IFRS as adopted in the European Union and applicable at this date. The limited review procedures on the condensed interim financial statements at June 30th, 2022 carried by the Statutory Auditors are currently underway.

2 - Net banking income

The pillars' net banking income is defined on page 41 of Societe Generale's 2022 Universal Registration Document. The terms "Revenues" or "Net Banking Income" are used interchangeably. They provide a normalised measure of each pillar's net banking income taking into account the normative capital mobilised for its activity.

3 - Operating expenses

Operating expenses are defined on page 41 of Societe Generale's 2022 Universal Registration Document. The term "costs" is also used to refer to Operating Expenses. The Cost/Income Ratio is defined on page 41 of Societe Generale's 2022 Universal Registration Document.

4 - IFRIC 21 adjustment

The IFRIC 21 adjustment corrects the result of the charges recognised in the accounts in their entirety when they are due (generating event) so as to recognise only the portion relating to the current quarter, i.e., a quarter of the total. It consists in smoothing the charge recognised accordingly over the financial year in order to provide a more economic idea of the costs actually attributable to the activity over the period analysed.

The contributions to **Single Resolution Fund (« SRF »)** are part of IFRIC21 adjusted charges, they include contributions to national resolution funds within the EU.

5 – Exceptional items – Transition from accounting data to underlying data

It may be necessary for the Group to present underlying indicators in order to facilitate the understanding of its actual performance. The transition from published data to underlying data is obtained by restating published data for exceptional items and the IFRIC 21 adjustment.

Moreover, the Group restates the revenues and earnings of the French Retail Banking pillar for PEL/CEL provision allocations or write-backs. This adjustment makes it easier to identify the revenues and earnings relating to the pillar's activity, by excluding the volatile component related to commitments specific to regulated savings.

The reconciliation enabling the transition from published accounting data to underlying data is set out in the table below:

in EUR m	H1 22	H1 21	Q2 22	Q2 21
Exceptional operating expenses (-)	872	533	(132)	(118)
IFRIC linearisation	570	398	(291)	(203)
Transformation costs ⁽¹⁾	302	135	159	85
<i>Of which related to French Retail Banking</i>	201	60	97	38
<i>Of which related to Global Banking & Investor Solutions</i>	39	43	25	26
<i>Of which related to Corporate Centre</i>	62	32	37	21
Exceptional Net profit or losses from other assets (+/-)	(3,303)	0	(3,303)	0
Net losses from the disposal of Russian activities ⁽¹⁾	(3,300)		(3,300)	
Net losses from the disposal of Lyxor ⁽¹⁾	(3)		(3)	
Total exceptional items (pre-tax)	4,175	533	3,171	(118)
Reported Net income - Group Share	(640)	2,253	(1,482)	1,439
Total exceptional items - Group share (post-tax)	3,719	394	2,987	(90)
Underlying Net income - Group Share	3,079	2,647	1,505	1,349
<i>(1) Allocated to Corporate Centre</i>				

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

The cost of risk is defined on pages 43 and 663 of Societe Generale's 2022 Universal Registration Document. This indicator makes it possible to assess the level of risk of each of the pillars as a percentage of balance sheet loan commitments, including operating leases.

In EURm		Q2 22	Q2 21	H1 22	H1 21
French Retail Banking	Net Cost Of Risk	21	8	68	137
	Gross loan Outstandings	245,710	234,643	244,177	234,298
	Cost of Risk in bp	3	1	6	12
International Retail Banking and Financial Services	Net Cost Of Risk	97	121	422	263
	Gross loan Outstandings	141,075	131,344	140,811	130,770
	Cost of Risk in bp	28	37	60	40
Global Banking and Investor Solutions	Net Cost Of Risk	69	15	263	18
	Gross loan Outstandings	176,934	145,302	173,842	141,803
	Cost of Risk in bp	16	4	30	3
Corporate Centre	Net Cost Of Risk	30	(2)	25	0
	Gross loan Outstandings	14,943	13,561	14,678	13,262
	Cost of Risk in bp	79	(4)	34	0
Societe Generale Group	Net Cost Of Risk	217	142	778	418
	Gross loan Outstandings	578,662	524,849	573,508	520,133
	Cost of Risk in bp	15	11	27	16

NB: Amounts restated in Q1 22 to take into account the transfer of Private Banking activities (French and international) to the French Retail Banking. Includes other activities transferred after the disposal of Lyxor

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 notion of ROE (Return On Equity) and ROTE (Return On Tangible Equity), as well as the methodology for calculating it, are specified on pages 43 and 44 of Societe Generale's 2022 Universal Registration Document. This measure makes it possible to assess return on equity and Societe Generale's return on tangible equity.

RONE (*Return on Normative Equity*) determines the return on average normative equity allocated to the Group's businesses, according to the principles presented on page 44 of Societe Generale's 2022 Universal Registration Document.

The net result by the group retained for the numerator of the ratio is the net profit attributable to the accounting group adjusted by the interest to be paid on TSS & TSDI, interest paid to the holders of TSS & TSDI amortization of premiums issues and the impairment of goodwill.

Details of the corrections made to book equity in order to calculate ROE and ROTE for the period are given in the table below:

ROTE calculation: calculation methodology

End of period (in EURm)	Q2 22	Q2 21	H1 22	H1 21
Shareholders' equity Group share	64,583	63,136	64,583	63,136
Deeply subordinated notes	(8,683)	(8,905)	(8,683)	(8,905)
Undated subordinated notes	-	(62)	-	(62)
Interest of deeply & undated subordinated notes, issue premium amortisations ⁽¹⁾	(8)	(1)	(8)	(1)
OCI excluding conversion reserves	854	(699)	854	(699)
Distribution provision ⁽²⁾	(1,193)	(1,021)	(1,193)	(1,021)
Distribution for N-1	(914)	-	(914)	-
ROE equity end-of-period	54,638	52,448	54,638	52,448
Average ROE equity*	54,833	52,161	54,751	51,856
Average Goodwill	(3,646)	(3,927)	(3,636)	(3,928)
Average Intangible Assets	(2,723)	(2,542)	(2,738)	(2,524)
Average ROTE equity*	48,464	45,692	48,377	45,404
Group net Income	(1,482)	1,439	(640)	2,253
Interest on deeply subordinated notes and undated subordinated notes	(159)	(165)	(278)	(309)
Cancellation of goodwill impairment	-	-	2	-
Adjusted Group net Income	(1,641)	1,274	(916)	1,944
Average ROTE equity*	48,464	45,692	48,377	45,404
ROTE	-13.5%	11.2%	-3.8%	8.6%
Underlying Group net income	1,505	1,349	3,079	2,647
Interest on deeply subordinated notes and undated subordinated notes	(159)	(165)	(278)	(309)
Cancellation of goodwill impairment	-	-	2	-
Adjusted Underlying Group net Income	1,346	1,184	2,803	2,338
Average ROTE equity (underlying)*	51,451	45,602	52,096	45,797
Underlying ROTE	10.5%	10.4%	10.8%	10.2%

(1) Interest net of tax, payable or paid to holders of deeply subordinated notes & undated subordinated notes, issue premium amortisations

(2) The dividend to be paid is calculated based on a pay-out ratio of 50% of the underlying Group net income, after deduction of deeply subordinated notes and on undated subordinated notes

(*) Amounts restated compared with the financial statements published in 2020 (See Note 1.7 of the financial statements)

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

In EURm	Q2 22	Q2 21	Change	H1 22	H1 21	Change
French Retail Banking	12,295	12,116	+1.5%	12,058	12,162	-0.9%
International Retail Banking and Financial Services	10,570	10,158	+4.1%	10,794	10,058	+7.3%
Global Banking and Investor Solutions	14,642	13,581	+7.8%	14,386	13,492	+6.6%
Core Businesses	37,507	35,857	+4.6%	37,238	35,713	+4.3%
Corporate Center	17,326	16,306	+6.3%	17,513	16,144	+8.5%
Group	54,833	52,161	+5.1%	54,751	51,856	+5.6%

NB: Amounts restated in Q1 22 to take into account the transfer of Private Banking activities (French and international) to the French Retail Banking. Includes other activities transferred after the disposal of Lyxor

8 - Net assets and tangible net assets

Net assets and tangible net assets are defined in the methodology, page 46 of the Group's 2022 Universal Registration Document. The items used to calculate them are presented below:

End of period (in EURm)	H1 22	Q1 22	2021
Shareholders' equity Group share	64,583	65,852	65,067
Deeply subordinated notes	(8,683)	(8,178)	(8,003)
Undated subordinated notes			
Interest of deeply & undated subordinated notes, issue premium amortisations ⁽¹⁾	(8)	(65)	20
Book value of own shares in trading portfolio	(222)	(78)	37
Net Asset Value	55,669	57,531	57,121
Goodwill	(3,667)	(3,624)	(3,624)
Intangible Assets	(2,672)	(2,773)	(2,733)
Net Tangible Asset Value	49,330	51,134	50,764
Number of shares used to calculate NAPS*	831,045	831,044	831,162
Net Asset Value per Share	67.0	69.2	68.7
Net Tangible Asset Value per Share	59.4	61.5	61.1

(1) Interest net of tax, payable or paid to holders of deeply subordinated notes & undated subordinated notes, issue premium amortisations

() The number of shares considered is the number of ordinary shares outstanding as at end of period, excluding treasury shares and buybacks, but including the trading shares held by the Group.*

In accordance with IAS 33, historical data per share prior to the date of detachment of a preferential subscription right are restated by the adjustment coefficient for the transaction.

9 - Calculation of Earnings Per Share (EPS)

The EPS published by Societe Generale is calculated according to the rules defined by the IAS 33 standard (see page 45 of Societe Generale's 2022 Universal Registration Document). The corrections made to Group net income in order to calculate EPS correspond to the restatements carried out for the calculation of ROE and ROTE. As specified on page 45 of Societe Generale's 2022 Universal Registration Document, the Group also publishes EPS adjusted for the impact of non-economic and exceptional items presented in methodology note No. 5 (underlying EPS).

The calculation of Earnings Per Share is described in the following table:

Average number of shares (thousands)	H1 22	Q1 22	2021
Existing shares	842,540	845,248	853,371
Deductions			
Shares allocated to cover stock option plans and free shares awarded to staff	6,041	6,021	3,861
Other own shares and treasury shares	5,416	8,124	3,249
Number of shares used to calculate EPS*	831,084	831,103	846,261
Group net Income	(640)	842	5,641
Interest on deeply subordinated notes and undated subordinated notes	(278)	(119)	(590)
Capital gain net of tax on partial buybacks			
Adjusted Group net income	(918)	723	5,051
EPS (in EUR)	(1.10)	0.87	5.97
Underlying EPS** (in EUR)	2.87	1.00	5.52

(*) Calculated on the basis of underlying Group net income (excluding linearisation of IFRIC 21).

(**) The number of shares considered is the average number of ordinary shares outstanding during the period, excluding treasury shares and buybacks, but including the trading shares held by the Group.

10 - The Societe Generale Group's Common Equity Tier 1 capital is calculated in accordance with applicable CRR2/CRD5 rules. The fully loaded solvency ratios are presented pro forma for current earnings, net of dividends, for the current financial year, unless specified otherwise. When there is reference to phased-in ratios, these do not include the earnings for the current financial year, unless specified otherwise. The leverage ratio is also calculated according to applicable CRR2/CRD5 rules including the phased-in following the same rationale as solvency ratios.

NB (1) The sum of values contained in the tables and analyses may differ slightly from the total reported due to rounding rules.

(2) All the information on the results for the period (notably: press release, downloadable data, presentation slides and supplement) is available on Societe Generale's website www.societegenerale.com in the "Investor" section.

Societe Generale

Societe Generale is one of the leading European financial services groups. Based on a diversified and integrated banking model, the Group combines financial strength and proven expertise in innovation with a strategy of sustainable growth. Committed to the positive transformations of the world's societies and economies, Societe Generale and its teams seek to build, day after day, together with its clients, a better and sustainable future through responsible and innovative financial solutions.

Active in the real economy for over 150 years, with a solid position in Europe and connected to the rest of the world, Societe Generale has over 117,000 members of staff in 66 countries and supports on a daily basis 25 million individual clients, businesses and institutional investors around the world by offering a wide range of advisory services and tailored financial solutions. The Group is built on three complementary core businesses:

- **French Retail Banking** 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**, with networks in Africa, Central and Eastern Europe and specialised businesses that are leaders in their markets;
- **Global Banking and Investor Solutions**, which offers recognised expertise, key international locations and integrated solutions.

Societe Generale is included in the principal socially responsible investment indices: DJSI (Europe), FTSE4Good (Global and Europe), Bloomberg Gender-Equality Index, Refinitiv Diversity and Inclusion Index, Euronext Vigeo (Europe and Eurozone), STOXX Global ESG Leaders indexes, and the MSCI Low Carbon Leaders Index (World and Europe).

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Key figures as of 30 June 2022.

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