



## SG Issuer

**1,091,000 European Style Cash Settled Long Certificates expiring on 25 February 2022 relating to the ordinary shares of Hong Kong Exchanges and Clearing Limited with a Daily Leverage of 5x (the “Certificates”)**

- The terms set out in this Term Sheet are a summary of, and are subject to the terms and conditions set out in SG Issuer’s (the “**Issuer**”) base listing document dated 21 June 2018 (the “**Base Listing Document**”), the addendum to the Base Listing Document dated 5 November 2018 and the supplemental listing document to be dated on or about 25 February 2019 (the “**Supplemental Listing Document**”, together with the Base Listing Document, the “**Listing Documents**”).
- The Supplemental Listing Document may specify terms which shall, to the extent so specified or to the extent inconsistent with the relevant terms of this Term Sheet, replace or modify the relevant terms for the purpose of this series of Certificates.
- **If you are in any doubt on whether Certificates are suitable for you, you should consult your financial advisers or such other professional advisers to the extent that you consider necessary.**
- Please read the Listing Documents and the risk factors stated in such Listing Documents and in this Term Sheet carefully. **You should not invest in Certificates if you do not understand the risks or are not willing to assume the risks. The Certificates are classified as capital markets products other than prescribed capital markets products<sup>1</sup> and Specified Investment Products (SIPs)<sup>2</sup> and can only be sold to retail investors with enhanced safeguards, including an assessment of such investors’ investment knowledge or experience.**
- This Term Sheet 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 or the Guarantor, 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 Certificates or other securities of the Issuer or the Guarantor. This Term Sheet may not be distributed or circulated by you to any person other than in a manner which complies with the restrictions set out in the section entitled “Sales Restrictions” in the Base Listing Document.

**A. TERMS OF THE ISSUE**

<b>SGX Counter Full Name (SGX Stock Code)</b>	DLC SG5xLong HKEx (DVOW)	<b>Issue Size</b>	1,091,000 Certificates
<b>Type</b>	European Style Cash Settled Long Certificates on Single Equities	<b>Launch Date</b>	19 February 2019
<b>Underlying Stock</b>	Ordinary shares of Hong Kong Exchanges and Clearing Limited	<b>Issue/Initial Settlement Date</b>	25 February 2019
<b>Company</b>	Hong Kong Exchanges and Clearing Limited (RIC: 0388.HK)	<b>Expected Listing Date</b>	26 February 2019
<b>Underlying Price<sup>3</sup> and Source</b>	The closing price of the Underlying Stock on 25 February 2019 (Reuters)	<b>Expiry Date</b>	25 February 2022 (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)
<b>Calculation Agent</b>	Société Générale		
<b>Issue Price</b>	SGD 2.20		
<b>Strike Level</b>	Zero	<b>Valuation Date</b>	24 February 2022 or if such day is not an Exchange Business Day, the immediately preceding Exchange Business Day.
<b>Daily Leverage</b>	5x (within the Leverage Strategy as described in Appendix I)		
<b>Notional Amount per Certificate</b>	SGD 2.20		

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

<sup>2</sup> 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.

<sup>3</sup> These figures are calculated as at, and based on information available to the Issuer on or about the Issue Date. 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 the Issue Date.

<b>Management Fee (p.a.)<sup>4</sup></b>	0.40%	<b>Last Trading Date</b>	The date falling 5 Business Days immediately preceding the Expiry Date, currently being 18 February 2022
<b>Gap Premium (p.a.)</b>	4.60%, is a hedging cost against extreme market movements overnight.		
<b>Funding Cost<sup>5</sup></b>	The annualised costs of funding, referencing a publically published interbank offered rate plus spread.	<b>Rebalancing Cost<sup>5</sup></b>	The transaction costs (if applicable), computed as a function of leverage and daily performance of the Underlying Stock.
<b>Board Lot</b>	100 Certificates	<b>Settlement Date</b>	No later than five Business Days following the Expiry Date, currently being 04 March 2022
<b>Relevant Stock Exchange for the Certificates</b>	The Singapore Exchange Securities Trading Limited (“SGX-ST”)	<b>Listing</b>	Application will be made for the listing of, and permission to deal in, the Certificates on the SGX-ST and the issue of the Certificates is conditional upon listing being granted
<b>Relevant Stock Exchange for the Underlying Stock</b>	The Stock Exchange of Hong Kong Limited (“HKEX”)		
<b>Clearing System</b>	The Central Depository (Pte) Limited (“CDP”)	<b>Warrant Agent</b>	CDP
<b>Exercise</b>	Automatic Exercise	<b>Settlement Method</b>	Cash Settlement
<b>Settlement Currency</b>	Singapore Dollar (“SGD”)	<b>Underlying Stock Currency</b>	Hong Kong Dollar (“HKD”)
<b>Business Day and Exchange Business Day</b>	A “ <b>Business Day</b> ” 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 “ <b>Exchange Business Day</b> ” 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.	<b>Governing Law</b>	Singapore law
<b>Cash Settlement Amount</b>	In respect of each Certificate, shall be an amount payable in the Settlement Currency equal to: Notional Amount per Certificate x Closing Level Please refer to the “Information relating to the European Style Cash Settled Long Certificates on Single Equities” section of the Supplemental Listing Document for examples and illustrations of the calculation of the Cash Settlement Amount.		
<b>Closing Level</b>	In respect of each Certificate, shall be an amount payable in the Settlement Currency equal to: $\left( \frac{Final\ Reference\ Level \times Final\ Exchange\ Rate}{Initial\ Reference\ Level \times Initial\ Exchange\ Rate} - Strike\ Level \right) \times Hedging\ Fee\ Factor$		
<b>Hedging Fee Factor</b>	In respect of each Certificate, shall be an amount calculated as: Product (for t from 1 to Valuation Date) of (1 – Management Fee x (ACT (t-1;t) ÷ 360)) x (1 – Gap Premium (t-1) x (ACT (t-1;t) ÷ 360)), where: “t” refers to “ <b>Observation Date</b> ” which means each Underlying Stock Business Day from (and including) the Underlying Stock Business Day immediately preceding the Expected Listing Date to the Valuation Date; and ACT (t-1;t) means the number of calendar days between the Underlying Stock Business Day immediately preceding the Observation Date (which is “t-1”) (included) and the Observation Date (which is “t”) (excluded). An “ <b>Underlying Stock Business Day</b> ” means a day on which 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 of the Supplemental Listing Document for examples and illustrations of the calculation of the Hedging Fee Factor.		
<b>Initial Reference Level</b>	1,000		

<sup>4</sup> Please note that the Management Fee may be increased up to a maximum of 3% p.a. on giving one month’s notice to investors. Any increase in the Management Fee will be announced on the SGXNET. Please refer to the section of the Supplemental Listing Document entitled “Fees and Charges” 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.

<sup>5</sup> These costs are embedded within the Leverage Strategy.

<b>Final Reference Level</b>	The closing level of the Leverage Strategy on the Valuation Date. Please refer to Appendix I “Specific Definitions relating to the Leverage Strategy” for an illustration of the calculation of the closing level of the Leverage Strategy.
<b>Initial Exchange Rate<sup>3</sup></b>	The rate for the conversion of HKD to SGD as at 5:00pm (Singapore Time) on 25 February 2019 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, which will be specified in the Supplemental Listing Document.
<b>Final Exchange Rate</b>	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.
<b>Air Bag Mechanism</b>	The “ <b>Air Bag Mechanism</b> ” 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 during the trading day (which represents an approximately 75% loss after a 5 times leverage), the Air Bag Mechanism is triggered and the Leverage Strategy is adjusted intra-day. The Air Bag Mechanism reduces the impact on the Leverage Strategy if the Underlying Stock falls further, but will also maintain a reduced exposure to the Underlying Stock in the event the Underlying Stock starts to rise after the Air Bag Mechanism is triggered, thereby reducing its ability to recoup losses. Trading of Certificates is suspended for at least 30 minutes after the Air Bag is triggered.  Please refer to “Product Specific Risks” relating to the Air Bag Mechanism, the “Extraordinary Strategy Adjustment for Performance Reasons (“Air Bag Mechanism”)” section of Appendix I below, and the “Description of Air Bag Mechanism” section of the Supplemental Listing Document for further information of the Air Bag Mechanism.
<b>Form</b>	The Certificates will be represented by a global warrant, which will be deposited with the CDP. No definitive Warrants will be issued.
<b>Adjustments and Extraordinary Events</b>	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 in the Listing Documents) occur in respect of the Underlying Stock. Please refer to the “Information relating to the European Style Cash Settled Long Certificates on Single Equities” section of the Supplemental Listing Document for examples and illustrations of adjustments that may be made to the terms of the Certificates due to certain corporate actions on the Underlying Stock.
<b>Further Issuance</b>	The Issuer may issue further certificates which will form a single series with the existing issue of Certificates, subject to the approval of the SGX-ST.
<b>Documents</b>	The Listing Documents are and will be available for inspection during usual business hours on any weekday (public holidays excepted) at the following address: Société Générale, Singapore Branch, 8 Marina Boulevard, #12-01 Marina Bay Financial Centre Tower 1, Singapore 018981.
<b>Selling Restrictions</b>	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 Certificate 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.
<b>B. INFORMATION ON THE ISSUER AND GUARANTOR</b>	
<b>Name of Issuer</b>	SG Issuer The Issuer is incorporated in Luxembourg with limited liability.
<b>Name of Guarantor</b>	Société Générale The Guarantor is incorporated in France as a <i>Société Anonyme</i> .
<b>Credit Rating of the Guarantor</b>	As of the Launch Date: Moody’s Investors Service, Inc.: A1 S&P Global Ratings: A
<b>Issuer / Guarantor Regulated by</b>	The Issuer is supervised by the Luxembourg Commission de Surveillance du Secteur Financier on a consolidated basis. The Guarantor is regulated by, <i>inter alia</i> , the Autorité de contrôle prudentiel et de résolution (ACPR) in France.
<b>Issuer’s / Guarantor’s Website and any other Contact Information</b>	<ul style="list-style-type: none"> <li>The Issuer’s contact information is as follows: Contact number: +352 27 85 44 40 Email address: <a href="mailto:SGIS@sgcib.com">SGIS@sgcib.com</a></li> <li>For more information, including financial information, on the Guarantor, please see the Guarantor’s corporate web-site <a href="http://www.societegenerale.com">www.societegenerale.com</a>.</li> </ul>
<b>C. INFORMATION ON MARKET MAKING</b>	
<b>Name of Designated Market Maker (“DMM”)</b>	Société Générale
<b>Maximum Bid and Offer</b>	10 ticks or S\$0.20 whichever is greater

<b>Spread</b>	
<b>Minimum Quantity subject to Bid and Offer Spread</b>	10,000 Certificates
<b>Last Trading Day for Market Making</b>	The date falling 5 Exchange Business Days immediately preceding the Expiry Date.
<b>Circumstances where a Quote will/may not be provided</b>	<p>The DMM may not provide quotations in the following circumstances:</p> <ul style="list-style-type: none"> <li>(i) during the pre-market opening and five minutes following the opening of the SGX-ST on any trading day;</li> <li>(ii) if the Certificates are valueless (where the Issuer's bid price is below the minimum bid size for such securities as prescribed by the SGX-ST), the DMM will not provide the bid price. In such an instance, the DMM will provide the offer price only;</li> <li>(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;</li> <li>(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;</li> <li>(v) where the Certificates are suspended from trading for any reason;</li> <li>(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 ;</li> <li>(vii) where the Issuer or the DMM faces technical problems affecting the ability of the DMM to provide bids and offer quotations;</li> <li>(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;</li> <li>(ix) in cases where the Issuer has no Certificates to sell, then the DMM will only provide the bid price;</li> <li>(x) if the stock market experiences exceptional price movement and volatility;</li> <li>(xi) when it is a public holiday in Singapore and/or Hong Kong and/or the SGX-ST and/or the HKEX is not open for dealings; and</li> <li>(xii) during the suspension of trading of Certificates after an Air Bag Mechanism has been triggered.</li> </ul>

#### **D. PRODUCT SUITABILITY**

##### **WHO IS THIS PRODUCT SUITABLE FOR?**

- This product is 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. The Certificates are classified as Specified Investment Products (SIPs) and can only be sold to retail investors with enhanced safeguards, including an assessment of such investors' investment knowledge or experience.
- This product should be only considered for intraday trading and short term investment periods due to its leveraged exposure and the daily compounding, which may lead to a performance different from 5 times the performance of the Underlying Stock over a period longer than one day.

You should consider carefully whether the Certificates are suitable for you in light of your experience, objectives, financial position and other relevant circumstances. The Certificates are not suitable for inexperienced investors.

#### **Key Product Features**

##### **WHAT ARE YOU INVESTING IN?**

- You are investing in the daily leveraged certificates, which are in the form of a zero-strike warrant, that provides you with a fixed leveraged return on the daily performance of the Underlying Stock, plus any costs or fees that may apply.
- The Certificates track the performance of the Leverage Strategy. This Leverage Strategy provides a return based on a fixed daily leveraged return of the Underlying Stock.
- As an example, the Certificates' daily performance will correspond to 5 times the daily performance of the Underlying Stock (excluding costs). If the Underlying Stock price rises by 1% compared to the previous closing price, the Certificate will rise by 5% (excluding costs). If the Underlying Stock price falls by 1% compared to the previous closing price, the Certificate will fall by 5% (excluding costs).

##### Floor level of the Leverage Strategy

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

##### Leverage Mechanism

- The leverage mechanism is designed to provide 5 times the daily performance of the Underlying Stock (excluding costs). As the initial investment is only the price of the Certificates, the leverage is derived by a process equivalent to financing an additional 4 times the daily performance of the Underlying Stock at a funding rate determined according to the formula of the Leverage Strategy.

##### **Further Information**

Please refer to the "Information relating to the Company" section in the Supplemental Listing Document and the Issuer's website at [dlc.socgen.com](http://dlc.socgen.com).

#### **Calculation of the Cash Settlement Amount**

In respect of each Certificate, shall be an amount (if positive) payable in the Settlement Currency equal to: the Notional Amount per Certificate times the Closing Level.

## WHAT WOULD YOU GAIN OR LOSE IN DIFFERENT SITUATIONS?

- **Best case scenario:**

The price of the Underlying Stock increases substantially resulting in a significant increase in the price of the Certificates. You would then sell the Certificates and realise a profit. The DMM is required to provide liquidity in the Certificates to ensure that there will generally be a market price available for the purchase and sale of the Certificates.

- **Worst case scenario:**

If you buy the Certificates and the price of the Underlying Stock decreases sharply, the value of the Certificates will decrease by a multiple of the aforementioned decrease in the price of the Underlying Stock, and you may lose your entire investment.

Please refer to Appendix II below for an illustration on how returns and losses can occur under different scenarios.

## E. KEY RISKS

### WHAT ARE THE KEY RISKS OF THIS INVESTMENT?

- Investment in the 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.

### PLEASE REFER TO THE LISTING DOCUMENTS FOR A COMPLETE LIST OF RISKS

- The Risk Factors below are a summary of the Risk Factors set out in the Base Listing Document and the Supplemental Listing Document.

### Further Information

Please refer to the “Risk Factors” section set out in the Base Listing Document and in the Supplemental Listing Document for a complete list of risks and details of the risks.

### Market Risks

- **Market price of the Certificates may be affected by many factors**

Due to their nature, Certificates can be volatile instruments and may be subject to considerable fluctuations in value 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.

- **You may lose your entire investment**

Certain events relating to the Underlying Stock or the Company may cause adverse movements in the value and the price of the Underlying Stock, as a result of which, you may, in extreme circumstances, sustain a significant loss of your investment if the price of the Underlying Stock has fallen sharply on the Expiry Date.

### Liquidity Risks

- **The secondary market may be illiquid**

The Issuer acting through its DMM 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.

### Product Specific Risks

- **Certificates only exercisable on the Expiry Date**

The Certificates are only exercisable on the Expiry Date and you may not exercise the Certificates prior to such date. Accordingly, if on the Expiry Date the Cash Settlement Amount is zero or close to zero, you will lose your entire investment in the Certificates.

- The total return on an investment in any Certificate will be affected by the Hedging Fee Factor, Management Fee and Gap Premium.

- **Trading in the Certificates may be suspended**

You should note that if trading in the Underlying Stock is suspended or halted on the relevant stock exchange, trading in the relevant Certificates will be suspended for a similar period.

- **Issuer may make adjustments to the terms and conditions of the Certificates**

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.

- **You may be exposed to an exchange rate risk**

There may be an exchange rate risk where the Cash Settlement Amount is converted from a foreign currency into Singapore Dollars.

- **You will be exposed to leveraged risks**

If the investment results in a loss, any such loss will be increased by the leverage factor of the Certificates. Consequently, you could lose more than you would if you invested directly in the Underlying Stock.

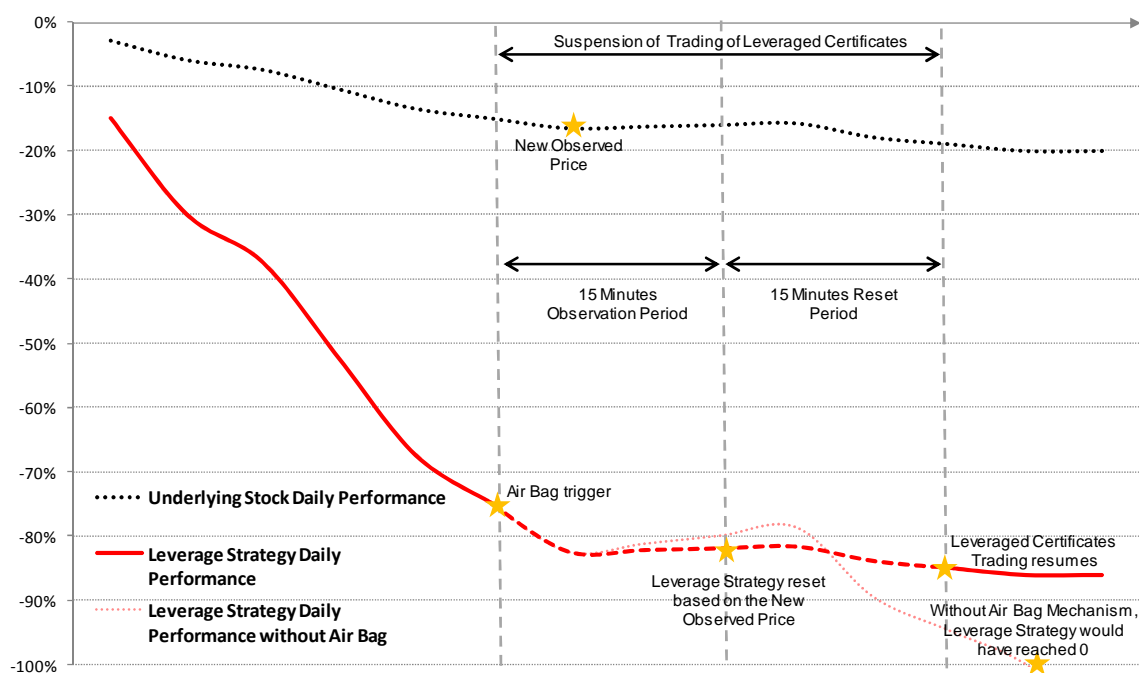
- **Product performance may differ from 5 times the performance of the Underlying Stock over a period longer than one day**

When held for longer than a day, product performance could be more or less than the leverage factor that is embedded within the Certificates. The performance 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.

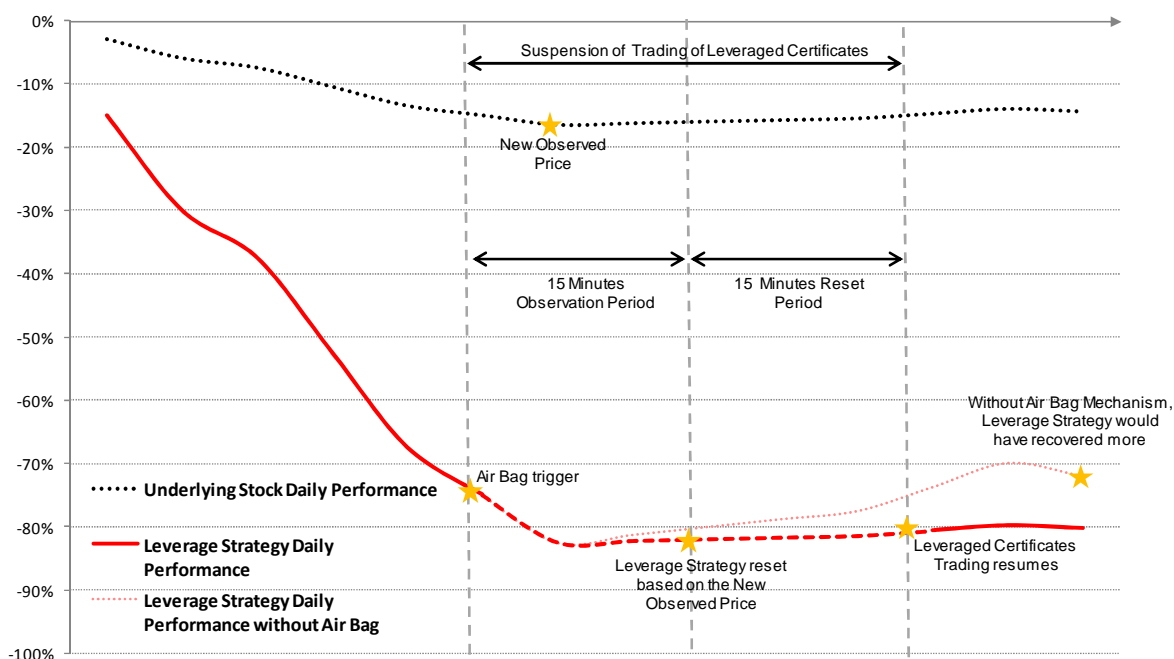
- **When triggered, the Air Bag Mechanism may reduce the ability for the product to recoup losses**

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. Illustrative examples of the Air Bag Mechanism are set out below.

### Scenario 1 – Downward Trend after Air Bag trigger



### Scenario 2 – Upward Trend after Air Bag trigger



- **There is no assurance that the Air Bag Mechanism will prevent investors from losing the entire value of their investment**, in the event of (i) an overnight fall in the Underlying Stock, where there is a 20% or greater gap between the previous day closing price and the opening price of the Underlying Stock the following day, as the Air Bag Mechanism will only be triggered when market opens the following day or (ii) a sharp intraday fall in the Underlying Stock price of 20% or greater (comparative to the previous closing price of the Underlying Stock or the previous observed price in case of an air bag previously on the same day) during the Observation Period.
- **The Certificates may be cancelled by the Issuer**  
 The Certificates may be cancelled at the discretion of the Issuer under certain circumstances, on giving notice to investors in accordance with the terms and conditions of the Certificates. Any money received by an investor on cancellation of the Certificates, which will be at the mark to market price, may be less than the capital initially invested by the investor, resulting in a loss to the investor.

#### Issuer Related Risks

- **You are exposed to the credit risk of the Issuer and the Guarantor**  
 The Certificates constitute general and unsecured obligations of the Issuer and of no other person, and the guarantee provided by the Guarantor constitutes general unsecured obligations of the Guarantor and of no other person. 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. You should note 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.

- **Conflicts of interest may arise from the overall activities of the Issuer, the Guarantor and their subsidiaries or affiliates**  
The Issuer, the Guarantor and any of their subsidiaries and affiliates are diversified financial institutions that 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/or 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 investors in the Certificates or otherwise create conflicts of interests in connection with the issue of Certificates by the Issuer.
- **Hedging or market-making activities by the Issuer, the Guarantor and their subsidiaries or affiliates may affect the Certificates**  
In connection with 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 investors in the Certificates.

## **F. FEES AND CHARGES**

### **WHAT ARE THE FEES AND CHARGES OF THIS INVESTMENT?**

- Normal transaction and brokerage fees apply, similar to fees that you would pay for other transactions on SGX-ST.
- Investors holding their position overnight will also incur the annualised cost (which consists of the Management Fee and Gap Premium, which are calculated daily and applied to the value of the product, as well as certain costs embedded within the Leverage Strategy including the Funding Cost and Rebalancing Cost). The Management Fee and Gap Premium will be published on the website at [dlc.socgen.com](http://dlc.socgen.com) and updated daily.

## APPENDIX I

### 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

<b>LSL<sub>t</sub></b>	<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> $LSL_t = \text{Max}[LSL_{t-1} \times (1 + LR_{t-1,t} - FC_{t-1,t} - RC_{t-1,t}), 0]$
<b>LR<sub>t-1,t</sub></b>	<p>means the Leveraged Return of the Underlying Stock between Observation Date(t-1) and Observation Date(t) closing prices, calculated as follows:</p> $LR_{t-1,t} = \text{Leverage} \times \left( \frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right)$
<b>FC<sub>t-1,t</sub></b>	<p>means, the Funding Cost between Observation Date(t-1) (included) and Observation Date(t) (excluded) calculated as follows :</p> $FC_{t-1,t} = (\text{Leverage} - 1) \times \frac{\text{Rate}_{t-1} \times \text{ACT}(t - 1, t)}{\text{DayCountBasisRate}}$
<b>RC<sub>t-1,t</sub></b>	<p>means the Rebalancing Cost of the Leverage Strategy on Observation Date (t), calculated as follows :</p> $RC_{t-1,t} = \text{Leverage} \times (\text{Leverage} - 1) \times \left( \left  \frac{S_t}{S_{t-1} \times Rfactor_t} - 1 \right  \right) \times \text{TC}$
<b>TC</b>	<p>means the Transaction Costs applicable (including Stamp Duty) that are equal to :</p> <p>0.10%</p>
<b>Leverage</b>	<p>5</p>
<b>S<sub>t</sub></b>	<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<sub>t</sub>** means, in respect of each Observation Date(t), a rate calculated as of such day in accordance with the following formula:

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

**Rfactor<sub>t</sub>** 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 :

$$\text{Rfactor}_t = 1 - \frac{\text{Div}_t}{\text{S}_{t-1}}$$

where

*Div<sub>t</sub>* 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.

**CashRate<sub>t</sub>** means, in respect of each Observation Date(t), the Overnight HKD Hong Kong Interbank Offered Rate (HIBOR) Fixing, as published on Reuters RIC HIKHDOND= or any successor page.

**%SpreadLevel<sub>t</sub>** 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 HIKHD1YD= and (2) Overnight HKD Hong Kong Interbank Offered Rate (HIBOR) Fixing, as published on Reuters RIC HIKHDOND= or any successor page.

Provided that if such difference is negative, **%SpreadLevel<sub>t</sub>** should be 0%.

**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

### 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<sub>IRD</sub>**) should be computed as follows :

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

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

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

**ILSL<sub>IR(k)</sub>** means, in respect of IR(k), the Intraday Leverage Strategy Level in accordance with the following provisions :

(1) for k = 1 :

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

(2) for k > 1 :

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

**ILLR<sub>IR(k-1),IR(k)</sub>**

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

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

**IRC<sub>IR(k-1),IR(k)</sub>**

means the Intraday Rebalancing Cost of the Leverage Strategy in respect of IR(k) on a given Intraday Restrike Date, calculated as follows :

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

**IS<sub>IR(k)</sub>**

means the Underlying Stock Price in respect of IR(k) computed as follows :

(1) for k=0

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

(2) for k=1 to n

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

(3) with respect to IR(C)

$$IS_{IR(C)} = S_{IRD}$$

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

**IR(k)**

For k=0, means the scheduled close for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto) on the Observation Date immediately preceding the relevant Intraday Restrike Date;

For k=1 to n, means the k<sup>th</sup> Intraday Restrike Event on the relevant Intraday Restrike Date.

**IR(C)**

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

**n**

means the number of Intraday Restrike Events that occurred on the relevant Intraday Restrike Date.

**Intraday Restrike Event**

means in respect of an Observation Date(t) :

(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.

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

**Calculation Time**

means any time between the TimeReferenceOpening and the TimeReferenceClosing, provided that the relevant data is available to enable the Calculation Agent to determine the Leverage Strategy Level.

**TimeReferenceOpening**

means the scheduled opening time for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto).

<b>TimeReferenceClosing</b>	means the scheduled closing time for the Relevant Stock Exchange for the Underlying Stock (or any successor thereto).
<b>Intraday Restrike Event Observation Period</b>	<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>
<b>Intraday Restrike Event Time</b>	means in respect of an Intraday Restrike Event, the Calculation Time on which such event occurs.

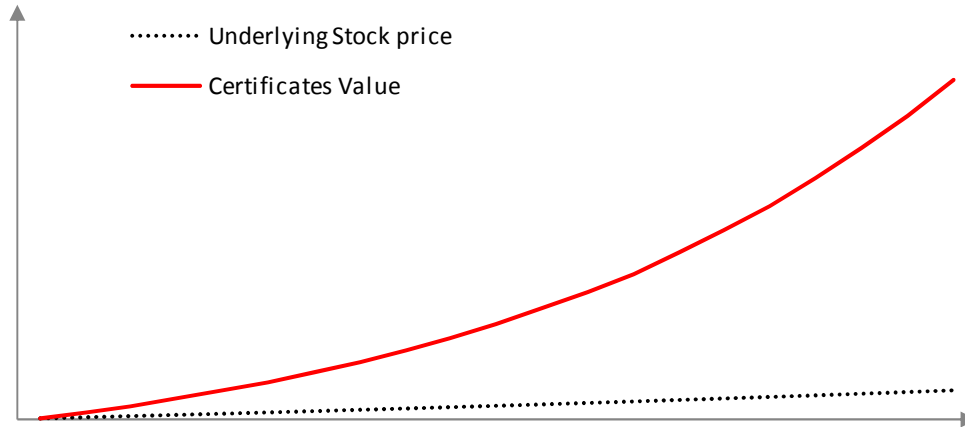
## APPENDIX II

### ILLUSTRATION ON HOW RETURNS AND LOSSES CAN OCCUR UNDER DIFFERENT SCENARIOS

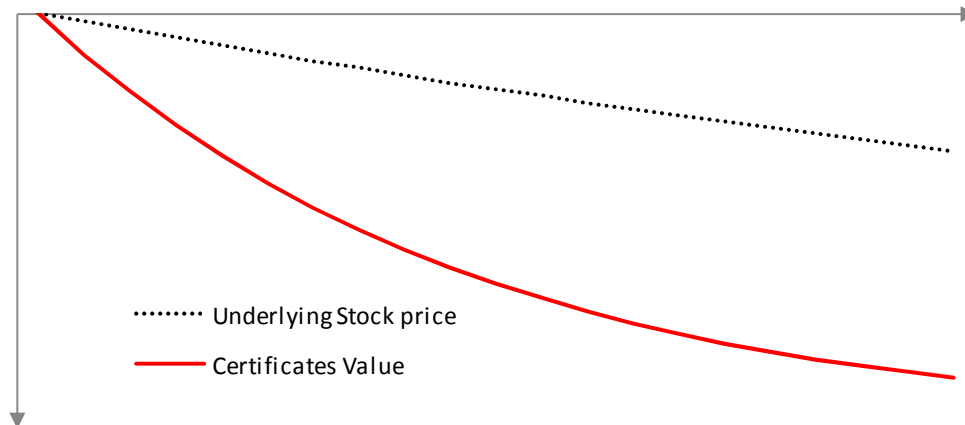
The examples are purely hypothetical and do not take fees and charges payable by investors into consideration. The examples highlight the effect of the Underlying Stock performance on the value of the Certificates and do not take into account the possible influence of fees or any other market parameters.

#### 1. Illustrative examples

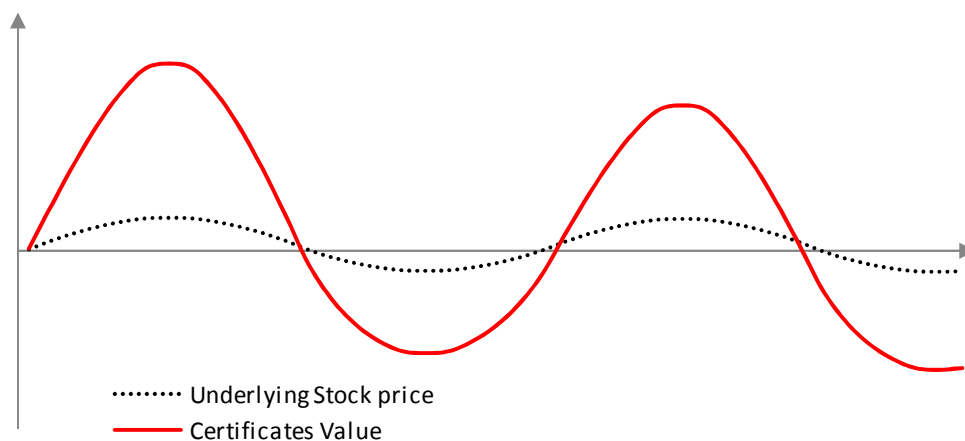
##### *Scenario 1 – Upward Trend*



##### *Scenario 2 – Downward Trend*



##### *Scenario 3 – Volatile Market*



## 2. Numerical Examples

### *Scenario 1 – Upward Trend*

<b>Underlying Stock</b>						
	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%

<b>Value of the Certificates</b>						
	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	2.2	2.42	2.66	2.93	3.22	3.54
Accumulated Return		10.00%	21.00%	33.10%	46.41%	61.05%

### *Scenario 2 – Downward Trend*

<b>Underlying Stock</b>						
	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%

<b>Value of the Certificates</b>						
	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	2.2	1.98	1.78	1.60	1.44	1.30
Accumulated Return		-10.00%	-19.00%	-27.10%	-34.39%	-40.95%

### *Scenario 3 – Volatile Market*

<b>Underlying Stock</b>						
	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%

<b>Value of the Certificates</b>						
	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	2.2	2.42	2.18	2.40	2.16	2.37
Accumulated Return		10.00%	-1.00%	8.90%	-1.99%	7.81%