

**FINAL TERMS DATED JANUARY 10, 2017**

**SOCIETE GENERALE**

**Issue of U.S.\$600,000,000 4.000% Senior Non-Preferred Fixed Rate Notes due 2027**

**under the U.S.\$25,000,000,000**

**U.S. Medium Term Note Program**

**PART A – CONTRACTUAL TERMS**

The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States or for the account or benefit of U.S. persons (as defined in Regulation S under the Securities Act), except in certain transactions exempt from the registration requirements of the Securities Act. For a description of certain restrictions on offers and sales of Notes, see “*Plan of Distribution (Conflicts of Interest)*” in the Base Prospectus referred to below.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated January 3, 2017 which received visa no. 17-0001 from the *Autorité des marchés financiers* (the “AMF”) (the “Base Prospectus”), which constitutes a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council dated 4 November 2003 on the prospectus to be published when securities are admitted to trading, as amended (the Prospectus Directive).

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. Copies of the Base Prospectus and these Final Terms are available for inspection from the head office of the Issuer, the specified offices of the Paying Agents, on the website of the AMF at [www.amf-france.org](http://www.amf-france.org) and on the website of the Issuer (<http://prospectus.socgen.com>).

- |   |       |                         |                |
|---|-------|-------------------------|----------------|
| 1 | (i)   | Series Number:          | 09             |
|   | (ii)  | Tranche Number:         | 01             |
|   | (iii) | Date on which the Notes | Not Applicable |

become fungible:

|    |  |   |
|----|--|---|
| 2  | Specified Currency or Currencies:                        | United States Dollars (U.S.\$)  |
| 3  | Aggregate Nominal Amount of Notes:                       |   |
|    | (i) Series:  | U.S.\$600,000,000   |
|    | (ii)Tranche:   | U.S.\$600,000,000   |
| 4  | Issue Price:   | 99.324 per cent. of the Aggregate Nominal Amount  |
| 5  | (i)Specified Denominations:                              | U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof.  |
|    | (ii)Calculation Amount:                                  | U.S.\$1,000   |
| 6  | (i) Issue Date:  | January 12, 2017  |
|    | (ii) Interest Commencement Date                          | Issue Date  |
| 7  | Maturity Date:   | January 12, 2027  |
| 8  | Interest Basis:  | 4.000 per cent. Fixed Rate  |
| 9  | Redemption/Payment Basis:                                | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 10 | Change of Interest Basis:                                | Not Applicable  |
| 11 | Put/Call Options:  | Not Applicable  |
| 12 | (i) Status   | Senior Non-Preferred Notes pursuant to Article L. 613-30-3-I-4 of the French <i>Code monétaire et financier</i>   |
|    | (ii) Date Board approval for issuance of Notes obtained: | Decisions of the Board of Directors of the Issuer dated February 10, 2016 and duly authorized officers of the Issuer, dated January 6, 2017             |

## **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

|    |                                   |            |
|----|-----------------------------------|------------|
| 13 | <b>Fixed Rate Note Provisions</b> | Applicable |
|----|-----------------------------------|------------|

|   |   |
|---|---|
| (i) Rate of Interest:                   | 4.000 per cent. per annum in arrear on each Interest Payment Date |
| (ii) Interest Payment Date(s):          | January 12 and July 12 in each year unadjusted                    |
| (iii) Fixed Coupon Amount(s):           | U.S.\$20.00 per Calculation Amount                                |
| (iv) Broken Amount(s):                  | Not Applicable  |
| (v) Day Count Fraction:                 | 30/360  |
| (vi) Determination Dates:               | Not Applicable  |
| <b>14 Floating Rate Note Provisions</b> | Not Applicable  |

#### **PROVISIONS RELATING TO REDEMPTION**

|   |                                      |
|---|--------------------------------------|
| <b>15 Issuer Call</b>   | Not Applicable                       |
| <b>16 Noteholder Put with respect to Senior Preferred Notes</b>   | Not Applicable                       |
| <b>17 Early Redemption Amount</b>   |                                      |
| Early Redemption Amount(s) payable on redemption for Tax Event, MREL or TLAC Disqualification Event or on Event of Default (if applicable) or other early redemption: | U.S.\$1,000 per Calculation Amount   |
| <b>18 Events of Default with respect to Senior Non-Preferred Notes</b>  | Not Applicable, Condition 8B applies |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|                          |  |
|--------------------------|--|
| <b>19 Form of Notes:</b> |  |
|                          | <b>Registered Notes:</b>   |
|                          | Regulation S Global Note registered in the name of a nominee for DTC |
|                          | Rule 144A Global Note registered in the name of a nominee for DTC    |

20 Additional Financial Center(s) or other special provisions relating to payment dates: Not Applicable

#### **PURPOSE OF FINAL TERMS**

This Final Terms comprises the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the U.S.\$25,000,000,000 U.S. Medium Term Notes Program of Societe Generale.

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Societe Generale:

By: .....

Duly authorized

## **PART B – OTHER INFORMATION**

### **1 LISTING**

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be listed on Euronext Paris and admitted to trading on Euronext Paris with effect from January 12, 2017.
- (ii) Estimate of total expenses related to listing and admission to trading: EUR 11,725

### **2 RATINGS**

Ratings: The Notes to be issued are expected to be rated:

S & P: BBB+

Moody's: Baa3

Fitch: A

S&P, Moody's and Fitch are established in the European Union and registered under Regulation (EC) No 1060/2009 as amended by Regulation (EC) No 513/2011 (the "CRA Regulation"). As such S&P, Moody's and Fitch are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website ([www.esma.europa.eu](http://www.esma.europa.eu)) in accordance with the CRA Regulation.

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency. Neither the rating agency nor the Issuer is obligated to provide you with any notice of any suspension, change or withdrawal of any

rating. The rating agencies have informed us that investors may have access to the latest ratings on their websites (respectively: [www.standardandpoors.com](http://www.standardandpoors.com), [www.moodys.com](http://www.moodys.com) and [fitchratings.com](http://fitchratings.com)).

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in “Plan of Distribution (Conflicts of Interest)” in the Base Prospectus dated January 3, 2017, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4 REASONS FOR THE OFFER

|                        |  |
|------------------------|--|
| Reasons for the offer: | Please see the reasons set out under “Use of Proceeds” in the Base Prospectus. |
|------------------------|--|

### 5 YIELD (*Fixed Rate Notes only*)

|                      |   |
|----------------------|---|
| Indication of yield: | 4.083%  |
|                      | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

### 6 HISTORIC INTEREST RATES (*Floating Rate Notes only*)

Not Applicable

### 7 OPERATIONAL INFORMATION

|   |  |
|---|--|
| ISIN Codes:   | 144A: US83368RAK86, Reg S:<br>US83368TAG31 |
| Common Codes:   | 144A: 154896465, Reg S: 154896473          |
| CUSIP(s):   | 144: 83368RAK8, Reg S: 83368TAG3           |
| Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, société anonyme and DTC and the relevant identification number(s): | Not Applicable                             |
| Delivery:   | Delivery free of payment                   |
| Names and addresses of initial  | U.S. Bank National Association             |

Paying Agent(s): 100 Wall Street — 16th floor  
New York, NY 10005  
United States of America

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

**DISTRIBUTION**

**8** (i) If syndicated, names of Managers:

(a) Bookrunning Managers: Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Morgan Stanley & Co. LLC  
SG Americas Securities, LLC  
Wells Fargo Securities, LLC

(b) Managers: Banca IMI S.p.A.  
Credit Agricole Securities (USA) Inc.  
Standard Chartered Bank

(ii) Stabilizing Manager(s) (if any): SG Americas Securities, LLC

**9** If non-syndicated, name of Dealer: Not Applicable

**10** U.S. Selling Restrictions: Rule 144A/Reg. S Compliance Category 2;  
TEFRA not applicable