

PRIIPS REGULATION / PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (*EEA*). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (**MiFID II**); (ii) a customer within the meaning of Directive 2016/97/EU, as amended, 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 Directive 2003/71/EC (as amended, the **Prospectus Directive**). Consequently, no key information document required by Regulation (EU) no. 1286/2014, as amended (the **PRIIPS Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 25 January 2019

SOCIÉTÉ GÉNÉRALE SFH
(the *Issuer*)

Issue of €1,000,000,000 0.750 per cent. obligations de financement de l'habitat
due 29 January 2027 extendible up to 29 January 2028

Series 85
Tranche 1
(the *Notes*)
under the €40,000,000,000 Euro Medium Term Note Programme
Issue Price: 99.815 per cent.

BANCA IMI
LANDESBANK BADEN-WÜRTTEMBERG
NATWEST MARKETS
NORDEA BANK ABP
COÖPERATIEVE RABOBANK U.A.
SOCIÉTÉ GÉNÉRALE CORPORATE & INVESTMENT BANKING
(the *Joint Lead Managers*)

DZ BANK AG
NORD/LB

(the *Co-Lead Managers*, together with the Joint Lead Managers, the *Managers*)

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **Conditions**) set forth in the base prospectus dated 30 May 2018 which received visa n°18-211 from the *Autorité des marchés financiers* (the **AMF**) on 30 May 2018, the first supplement to the base prospectus dated 15 November 2018 which received visa n°18-518 from the AMF on 15 November 2018 and the second supplement to the base prospectus dated 7 December 2018 which received visa n°18-553 from the AMF on 7 December 2018 (together, 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, as amended (the **Prospectus Directive**).

This document constitutes the final terms of the Notes (the **Final Terms**) described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing on the websites of (a) the AMF (www.amf-france.org) during a period of twelve (12) months from the date of approval of the Base Prospectus and (b) the Issuer (prospectus.socgen.com) and during normal business hours at the registered office of the Issuer and at the specified office of the Paying Agent(s) where copies may be obtained.

1. (i) Series Number: 85
(ii) Tranche Number: 1
(iii) Date on which the Notes will be assimilated (*assimilées*) and form a single Series: Not Applicable
2. Specified Currency or Currencies: Euro (€)
3. Aggregate Nominal Amount of Notes:
 - (i) Series: €1,000,000,000
 - (ii) Tranche: €1,000,000,000
4. Issue Price: 99.815 per cent. of the Aggregate Nominal Amount
5. Specified Denomination(s): €100,000
6. (i) Issue Date: 29 January 2019
(ii) Interest Commencement Date: Issue Date
7. Maturity Date: 29 January 2027
8. Extended Maturity Date: 29 January 2028
9. Interest Basis/rate of Interest: 0.750 per cent. Fixed Rate
(further particulars specified below)
10. Redemption / Payment Basis: Redemption at par
(further particulars specified below)
11. Change of Interest Basis: Not Applicable

12. **Redemption at the Option of the Issuer:** Not Applicable
13. **Date of corporate authorisations for issuance of Notes obtained:** Decisions of the Board of Directors (*Conseil d'administration*) of the Issuer dated 17 May 2018 and 18 December 2018 (i) approving the issuance programme of *obligations de financement de l'habitat* for a period of one year as from 17 May 2018, (ii) granting authority to the Chief Executive Officer (*Directeur Général*) of the Issuer and to the Deputy Chief Executive Officer (*Directeur Général Délégué*) of the Issuer, acting jointly or separately, to decide the issue of *obligations de financement de l'habitat* within certain limits and (iii) approving the quarterly issuance programme of the *obligations de financement de l'habitat* for the first quarter 2019.
- Decision of Mr. Vincent Robillard, Deputy Chief Executive Officer (*Directeur Général Délégué*) of the Issuer dated 21 January 2019 deciding the issue of the Notes.
14. **Method of distribution:** Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Notes Provisions:** Applicable
- (i) **Rate of Interest:** 0.750 per cent. *per annum* payable annually in arrear on each Interest Payment Date.
- (ii) **Interest Payment Dates:** 29 January in each year from (and including) 29 January 2020 up to (and including) the Maturity Date and, if applicable, up to (and including) the Extended Maturity Date (Unadjusted).
- (iii) **Fixed Coupon Amount:** €750 per Note of €100,000 in Specified Denomination.
- (iv) **Broken Amount(s):** Not Applicable
- (v) **Day Count Fraction:** Actual/Actual-ICMA
- (vi) **Determination Dates:** 29 January in each year
16. **Floating Rate Notes Provisions:** Not Applicable
17. **Fixed/Floating Rate Notes Provisions:** Not Applicable
18. **Zero Coupon Notes Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION

19. **Call Option:** Not Applicable
20. **Redemption by Instalments:** Not Applicable

21. Final Redemption Amount of each Note: €100,000 per Note of €100,000 Specified Denomination

22. Early Redemption Amount:

Early Redemption Amount(s) of each Note payable on early redemption: As set out in the Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. Form of Notes: Dematerialised Notes

(i) Form of Dematerialised Notes: Bearer form (*au porteur*)

(ii) Registration Agent: Not Applicable

(iii) Temporary Global Certificate: Not Applicable

24. Financial Centre(s) or other special provisions relating to payment dates for the purposes of Condition 7(g): Paris

Adjusted Payment Date (Condition 7(g)): Applicable

25. Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature): Not Applicable

26. Redenomination, renominalisation and reconventioning provisions: Not Applicable

27. Consolidation provisions: Not Applicable

28. Meeting and Voting Provisions (Condition 10): No *Masse* shall apply.

GENERAL

The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] per cent. producing a sum of: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the €40,000,000,000 Euro Medium Term Note Programme of Société Générale SFH.

THIRD PARTY INFORMATION

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

Signed on behalf of Société Générale SFH:

By:

Duly authorised


Vincent Robillard
Directeur Général Délégué
SG SFH

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Euronext Paris
- (ii) (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 29 January 2019.
- (b) Regulated Markets or equivalent markets on which, to the knowledge of the Issuer, securities of the same class of the Notes to be admitted to trading are already admitted to trading: Not Applicable
- (iii) Estimate of total expenses related to admission to trading: €11,325 (including AMF fees)
- (iv) Additional publication of Base Prospectus and Final Terms: The Base Prospectus is published on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (prospectus.socgen.com). These Final Terms will be published on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (prospectus.socgen.com).

2. RATINGS

The Notes are expected to be rated:

Moody's: Aaa

Fitch Ratings: AAA

Each of Fitch Ratings and Moody's is established in the European Community and is registered under European Regulation 1060/2009/EC of 16 September 2009 on credit rating agencies, as amended (the **CRA Regulation**). As such, each of Fitch Ratings and Moody's is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the CRA Regulation.

3. SPECIFIC CONTROLLER

The Specific Controller (*contrôleur spécifique*) of the Issuer has certified that the value of the assets of the Issuer will be greater than the value of its liabilities benefiting from the *Privilège* defined in Article L. 513-11 of the French Monetary and Financial Code, after settlement of this issue and of the issues which have been the subject of previous certifications.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Managers and as discussed in “Subscription and Sale”, so far as the Issuer is aware, no person involved in the offer of the Notes has a material interest in the offer.

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Not Applicable

6. YIELD

Indication of yield:

0.774 per cent. *per annum*.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. OPERATIONAL INFORMATION

ISIN Code:

FR0013398831

Common Code:

194177704

Depositories:

(i) Euroclear France to act as Central Depository

Yes

(ii) Common Depository for Euroclear Bank and Clearstream Banking, S.A

No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A and the relevant identification number(s):

Not Applicable

Delivery:

Delivery against payment

Name and address of Paying Agents:

Fiscal Agent and Principal Paying Agent:

Société Générale

BP 81236

32, rue du Champ de Tir

44312 Nantes Cedex 3

France

Luxembourg Paying Agent:

Société Générale Bank & Trust

11, avenue Emile Reuter

L-2420 Luxembourg

Name and address of Calculation Agent:

Société Générale

BP 81236

32, rue du Champ de Tir

44312 Nantes Cedex 3

France

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

8. DISTRIBUTION

(i) Method of distribution:

Syndicated

(ii) If syndicated, names of Managers:

Joint Lead Managers

BANCA IMI S.P.A.

COÖPERATIEVE RABOBANK U.A.

LANDESBANK BADEN-WÜRTTEMBERG

NATWEST MARKETS PLC

NORDEA BANK ABP

SOCIÉTÉ GÉNÉRALE

Co-Lead Managers

DZ BANK AG DEUTSCHE ZENTRAL-
GENOSSENSCHAFTSBANK, FRANKFURT
AM MAIN

NORDDEUTSCHE LANDESBANK –
GIROZENTRALE –

(iii) Stabilising Manager (if any):

Société Générale

(iv) If non-syndicated, name of Dealer:

Not Applicable

(v) U.S. Selling Restrictions:

The Issuer is Category 2 for the purposes of
Regulation S under the Securities Act.

TEFRA not Applicable

(vi) Prohibition of Sales to EEA Retail
Investors:

Applicable