

## Final Information of Securityholders

### Notice of Issuer Substitution

10 February 2020

On 8 November 2018, Commerzbank AG ("**Commerzbank**") had entered into an agreement with Société Générale S.A. ("**Société Générale**") to sell its Equity Markets & Commodities business, which includes *inter alia* the issuance and trading of investment and leverage products, to Société Générale and affiliated entities.

We hereby notify all holders of the relevant securities (as identified by the ISIN codes listed in the first column (*ISIN*) in the attachments hereto; the "**Transferred Securities**") that as of 10 February 2020 (the "**Effective Date**") Société Générale Effekten GmbH, Frankfurt am Main, ("**SGE**") assumes all obligations of Commerzbank as issuer of each Transferred Securities listed below. As of the Effective Date, all rights and obligations of Commerzbank under and in relation to the Transferred Securities have been transferred to SGE (the "**Issuer Substitution**").

Société Générale has taken on the calculation agent functions under such securities, which until the Effective Date were exercised by Commerzbank.

Société Générale has taken on the paying agent functions under such securities, which until the Effective Date were exercised by Commerzbank.

With respect to any Commerzbank proprietary index underlying the securities subject to an Issuer Substitution (the "**Proprietary Indices**") hereunder, each such Proprietary Index will be substituted by a new similar (as regards to its concept, description and methodology) proprietary index with Société Générale acting as Index Sponsor (*Indexsponsor*) and Société Générale will appoint a third party index calculation agent. Until the Effective Date Commerzbank will continue to act as Index Sponsor and index calculation agent. All levels in respect of an Index will be published in connection with the ticker identified in the corresponding second column (*New underlying proprietary Index ticker*) in the Attachment 2 hereto.

In addition, SGE has agreed to indemnify the relevant holders of Transferred Securities assumed by it from any tax, duty, assessment or governmental charge imposed on such holder in respect of such Issuer Substitution.

Securities of SGE are subject to certain selling and transfer restrictions which may be applicable in certain jurisdictions including restrictions prohibiting the sale or any other transfer to, or for the account or benefit of, any U.S. persons. In particular, these securities may not be sold or otherwise transferred except in an "offshore transaction" (as defined under Regulation S of the United States Securities Act of 1933, as amended) to or for the account or benefit of a person who (a) is not a U.S. person as defined in Rule 902(k)(1) of Regulation S; and (b) is not a person who comes within any definition of U.S. person for the purposes of the United States Commodities Exchange Act of 1936, as amended (the CEA) or any Commodities Futures Trading Commission (the CFTC) Rule, 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) and (c) is not a "U.S.

person" for purposes of the final rules implementing the credit risk retention requirements of Section 15G of the U.S. Securities Exchange Act of 1934, as amended (such a person or account, Permitted Transferee). Any transfer to a person that is not a Permitted Transferee will be void *ab initio* and of no legal effect whatsoever.

Société Générale has issued an unconditional and irrevocable parent guarantee for the benefit of the relevant holders of Transferred Securities relating to the performance of all of SGE's payment obligations (including any delivery obligations) arising under the relevant Transferred Securities (the "**Parent Guarantee**"). The Parent Guarantee is available on: [https://prospectus.socgen.com/program\\_search/guarantee-6-feb-20](https://prospectus.socgen.com/program_search/guarantee-6-feb-20)

**With respect to the securities listed in Attachment 1 hereto:**

For details and further information regarding the Issuer Substitution, please contact: [CrystalFlowMigration@commerzbank.com](mailto:CrystalFlowMigration@commerzbank.com)

**With respect to the securities listed in Attachment 2 hereto:**

For details and further information regarding the Issuer Substitution, please contact Commerzbank AG, Residual Legacy and Management, email: [FK-CPM EMC\\_Legacy\\_Trading@commerzbank.com](mailto:FK-CPM EMC_Legacy_Trading@commerzbank.com) and [MOEQDBOOKINGS@commerzbank.com](mailto:MOEQDBOOKINGS@commerzbank.com)

**Attachment 1** (*List of Transferred Securities*)

<b>ISIN</b>
XS1715814270
XS1715817372
XS1715817968
XS1715820913
XS1715821309
XS1715891427
XS1715902562
XS1892376853
XS1991460848
XS1991461572
XS1991461739
XS1991462117
XS1991462208
XS1991463511
XS1991464758
XS1991464915

**Attachment 2** (*List of Transferred Securities*)

<b>ISIN</b>	<b>New underlying proprietary Index ticker</b>
XS1715814353	SGKMMAFE
XS1715816481	SGKMMAFE
XS1715818263	SGKMMAFE
XS1715818933	SGKMMAFE
XS1715821218	SGKMMAFE