

CHF – 18 Months

## Terms and Conditions

### I. PREAMBLE

Any offers of the Notes described in this Term Sheet will be subject to the restrictions of Directive 2003/71/EC of the European Parliament and of the Council of November 4th, 2003 (the "Prospectus Directive") including any relevant implementing measures in each Member State of the European Economic Area in which the Prospectus Directive has been implemented. Potential investors into whose possession this Term Sheet comes are required by the Issuer to inform themselves about and to observe these restrictions. Any offers made in violation of these restrictions will be unlawful.

This product does not represent a collective investment scheme and is not subject to the supervision of the Swiss Financial Market Supervisory Authority FINMA. Investors in this product are therefore not eligible for the specific protection under the Collective Investment Schemes Act (CISA).

These Notes are governed by the Terms and conditions of the SG Issuer Debt Issuance Programme dated 6 July 2016 (the "Prospectus") and the relating Final Terms.

Terms in upper cases which are not defined herein have the meaning given to them in the Prospectus.

The Prospectus is available upon request to Kepler Cheuvreux ("KECH").

### II. PRODUCT CHARACTERISTICS

Valor	:	35932740
ISIN Code	:	CH0359327407
Issue Size / Aggregate Nominal Amount	:	CHF 780,000 (i.e. 780 Notes) (subject to the issue of additional Notes)
Specified Denomination	:	CHF 1,000
Issue Price	:	100%
Specified Currency	:	CHF
Capital Protection	:	No
Guarantor	:	<b>Société Générale</b> , France (Ratings : A2 (Moody's), A (S&P), A (Fitch), A (high) DBRS as of the Launch Date) / Registered office is located at 29, boulevard Haussmann, Paris, 75009, France. The Guarantor is a credit institution authorized to act as a bank in France and is authorized and supervised by the European Central Bank and the Autorité de Contrôle Prudentiel et de Résolution and regulated by the Autorité des Marchés Financiers.
Issuer	:	<b>SG Issuer</b> / Head office at 33, boulevard du Prince Henri, L-1724 Luxembourg The Issuer is not subject to individual prudential supervision in its jurisdiction of incorporation and is not rated. The Issuer is a wholly owned subsidiary of Société Générale Bank & Trust S.A. ("SGBT") (which is a subsidiary of the Guarantor) and as such falls within the perimeter of consolidated supervision over SGBT by the Commission de Surveillance du Secteur Financier in Luxembourg.
Minimum Investment	:	CHF 1,000 (i.e. 1 Note)
Minimum Trading Lot	:	CHF 1,000 (i.e. 1 Note)

## Dates

<b>Launch Date</b>	: 22 March 2017
<b>Valuation Date(0)</b>	: 22 March 2017 (i.e. "first Valuation Date")
<b>Issue Date</b>	: 29 March 2017
<b>Interest Commencement Date</b>	: Issue Date
<b>Valuation Date(i) (i from 1 to 5)</b>	: 22 June 2017, 22 September 2017, 22 December 2017, 22 March 2018, 22 June 2018
<b>Valuation Date(6)</b>	: 24 September 2018 (i.e. "last Valuation Date")
<b>Maturity Date</b>	: 1 October 2018

## Key Parameters

**Underlying(s)** : The following Shares (each an "Underlying(k)" and together the "Basket") as defined below

k	Company	Bloomberg Ticker	Exchange	Website	Strike	Knock-In Threshold
1	Porsche Automobil Holding SE	PAH3 GY	Frankfurt Stock Exchange (Xetra)	www.porsche-se.com	EUR 50.340	EUR 32.721
2	Ralph Lauren Corp	RL UN	New York Stock Exchange	www.ralphlauren.com	USD 78.210	USD 50.837
3	Swatch Group AG/The	UHR VX	Six Swiss Exchange	www.swatchgroup.com	CHF 345.000	CHF 224.250
4	Tiffany & Co	TIF UN	New York Stock Exchange	www.tiffany.com	USD 95.110	USD 61.822

**WorstPerformance(i)  
(i from 1 to 6)** : means the Minimum, for k from 1 to 4, of Performance(i,k), as defined in Condition 4.6 of the Additional Terms and Conditions relating to Formulae.

**Performance(i,k)  
(i from 1 to 6)  
(k from 1 to 4)** : means  $(S(i,k) / S(0,k)) - 100\%$ , as defined in Condition 4.1 of the Additional Terms and Conditions relating to Formulae.

**S(i,k)  
(i from 0 to 6)  
(k from 1 to 4)** : means in respect of any Valuation Date(i), the Closing Price of the Underlying(k), as defined in Condition 4.0 of the Additional Terms and Conditions relating to Formulae.

**Strike(k)  
(k from 1 to 4)** :  $100\% \times S(0,k)$

**European Knock-In Event** : is deemed to have occurred, as determined by the Calculation Agent, if on Valuation Date(6), the Closing Price of at least one Underlying(k) is lower than its Knock-In Threshold(k).

**Knock-In Threshold(k)  
(k from 1 to 4)** :  $65\% \times S(0,k)$

## Fixed Coupon(s)

<b>Fixed Coupon Amount(s)</b>	: Unless previously redeemed, on each Interest Payment Date, the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:  Rate of Interest x Specified Denomination.  Such amount being rounded up to 2 decimal places.
<b>Rate of Interest</b>	: 2.15% payable in arrear
<b>Interest Payment Date(s)</b>	: 29 June 2017, 29 September 2017, 4 January 2018, 29 March 2018, 29 June 2018 and the Maturity Date
<b>Business Day Convention</b>	: Following Business Day Convention (unadjusted)

## Final Redemption

<b>Final Redemption Amount</b>	: Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:
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**Scenario 1:**

If a European Knock-In Event has not occurred, then:

$$\text{Final Redemption Amount} = \text{Specified Denomination} \times 100\%$$

**Scenario 2:**

If a European Knock-In Event has occurred, then:

$$\text{Final Redemption Amount} = \text{Physical Delivery Amount}(6)$$

<b>Physical Delivery Amount(6)</b>	: An integer number of Deliverable Asset(k) determined and calculated pursuant to the following formula:
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$$\text{Physical Delivery Amount}(6) = \text{Specified Denomination} / (\text{Strike}(k) \times \text{FXRate}(6,k))$$

with :

- (k) being the Underlying with the lowest Performance(6,k), provided that if several Underlyings achieve the same lowest Performance(6,k), the Underlying having the largest market capitalisation is retained;
- The fractional part of this number, if any, is paid in cash: the cash amount denominated in the Specified Currency is calculated by multiplying (a) the fractional part by (b) the product of (i) the relevant Closing Price of the Underlying as of Valuation Date(6) and (ii) FXRate(6,k) as of the Valuation Date(6). This cash amount is rounded up to 4 decimals.

<b>FXRate(6,k) (k from 1 to 4)</b>	: means on Valuation Date(6) and for the Underlying(k), the fixing of the relevant foreign exchange rate as ascertained as by the Calculation Agent based on the Price Source as of the Valuation Time, as defined in the Condition 4.0 of the Additional terms and Conditions relating to Formulae. With:  - Valuation Time deemed to be the cut-off time commonly used by market participants for this Price Source.  - Price Source being the Reuters Page WMR 13:00 (London time), except for rates involving non-deliverable currencies in Asia (in which case the Reuters Page WMR 8:00 London time will be used) and for rates involving non-deliverable currencies in Latin America (in which case the Reuters Page WMR 16:00 London time will be used).
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## Early Redemption

In addition to any redemption of the Notes prior to the Maturity Date for (special) tax or regulatory reasons or in case of an Event of Default (in each case as further set out in the Conditions as defined below) or upon the occurrence of an early redemption or termination event as specified in the relevant Additional Terms and Conditions (if any) in the Base Prospectus, in each case at an early redemption amount further specified in the Final Terms, the Notes will be redeemed early as follows:

**Automatic Early Redemption Amount(s)** : Unless previously redeemed, if an Automatic Early Redemption Event has occurred, then the Issuer shall redeem early the Notes on the Automatic Early Redemption Date(i) (i from 2 to 5), in accordance with the following provisions in respect of each Note:

$$\text{Automatic Early Redemption Amount(i)} = \text{Specified Denomination} \times 100\%$$

**Automatic Early Redemption Date(i)**  
(i from 2 to 17) : 29 September 2017, 4 January 2018, 29 March 2018 and 29 June 2018

**Automatic Early Redemption Event** : is deemed to have occurred, as determined by the Calculation Agent, if on a Valuation Date(i) (i from 2 to 5), WorstPerformance(i) is higher than or equal to -5%.

## General Information

**Calculation Agent** : Société Générale, Tour Société Générale, 17 cours Valmy, 92987 Paris La Défense Cedex, France

**Paying Agent** : Société Générale, Paris, Zurich Branch, Talacker 50, 8021 Zurich, Switzerland

**Governing Law** : English Law

**Jurisdiction** : English Courts

**Type** : Debt Instrument

**Type of Structured Notes** : Share Linked Notes  
The provisions of the following Additional Terms and Conditions apply:  
Additional Terms and Conditions for Share Linked Notes The Additional Terms and Conditions comprise provisions particularly (without limitations) as to the consequences of (market and other) disruption events, adjustment events or other extraordinary events affecting the underlying of the Notes or Société Générale's hedging position.

**Reference of the Product** : Not Applicable, i.e. the Additional Terms and Conditions relating to Formulae set out in the Base Prospectus do not apply, although some capital terms used herein have the same meaning as given to them in such Additional Terms and Conditions relating to Formulae.

**Status** : The Notes will be direct, unconditional, unsecured and unsubordinated obligations of the Issuer.

**Public Offering** : None - only private placement

**Listing/Trading** : No listing

**Payment Business Day Convention** : Following Payment Business Day

**Financial Centre(s)** : Zurich

**Clearing** : SIX SIS Ltd, Clearstream Banking / Euroclear Bank S.A./N.V.

<b>TEFRA Rules</b>	: Not Applicable
<b>Form of Notes</b>	: Uncertificated SIS Notes: Notes in uncertificated book entry form issued, cleared and settled through SIX SIS Ltd.
<b>Secondary Market</b>	: Daily price indications will be published on Bloomberg and Telekurs.  Under normal conditions, Kepler Cheuvreux may, in its sole discretion and on a reasonable effort basis, provide a secondary market during life of the Notes with an indicative bid offer spread of 1%. However, the spread between bid and offer prices may decrease or increase during the term of the Notes. There can be no guarantee as to the price at which Kepler Cheuvreux would offer to purchase the Notes. Furthermore, under some circumstances, the secondary market may be limited and subject to wider bid offer spreads (see Liquidity Risk).
<b>Type of quoting</b>	: The bid and offer prices will be quoted as "dirty prices", i.e accrued interest (if any) is already included in the prices.

### **Tax Treatment Switzerland**

*The following is a summary of the Issuer's understanding of current law and practice in Switzerland relating to the taxation of the Notes. This summary does not address the tax consequences of an investment in the Notes in any other jurisdiction than Switzerland. Because this summary does not address all tax considerations under Swiss law and does not consider the specific tax situation of an investor, prospective investors are recommended to consult their personal tax advisors as to the tax consequences of the purchase, ownership, sale or redemption of the Notes including, in particular, the effect of tax laws of any other jurisdiction.*

*An investor shall be liable for all current and future taxes and duties resulting from an investment in the Notes.*

#### **Swiss Federal Stamp Duty**

Primary market transactions concerning the product are not subject to Swiss stamp transfer tax.

Secondary market transactions concerning the product are subject to Swiss stamp transfer tax if they are made by or through the intermediary of a Swiss bank or Swiss securities dealer and if no exemption applies.

The physical delivery of securities upon redemption of the product is subject to Swiss stamp transfer tax if it is made by or through the intermediary of a Swiss bank or Swiss securities dealer and if no exemption applies.

#### **Swiss Income Tax**

This product is classified for Swiss tax purposes as a transparent non-Swiss bond-like derivative financial instrument without a predominantly one-time interest payment ("Obligationen-ähnliches Produkt ohne überwiegende Einmalverzinsung"; non-IUP). As a result, the interest component of the coupon payments generated by the product is taxable income at payment date for Swiss resident individual investors. Any negative interest is not tax deductible. The option premium component of the coupon payments generated by the product and any gain on the disposal of the product are tax-free for Swiss resident individual investors holding the product for private investment purposes. A capital loss is not tax-deductible. The information regarding the split of the coupon (interest component and option premium component) is available in the term sheet of the product.

The annual coupon payment of 8.57% is split into two components: 0% interest payment which is subject to income tax and 8.57% premium payment which is classified as a capital receipt.

#### **Swiss Withholding Tax**

This product is not subject to Swiss withholding tax.

Switzerland has entered into bilateral tax treaties with several States (currently the UK and Austria) imposing a final withholding tax ("Abgeltungssteuer") on investment income and capital gains of individual investors resident in any of these States. Such final withholding tax will be levied by the Swiss paying agent of such investors and transferred to the authorities in the relevant State. The applicable tax rate depends on the home country of the investor and the type of investment income or capital gain.

The relevant investor may authorize the Swiss paying agent to report the investment income and capital gains to the Swiss federal tax authority who will then report it to the relevant State. Such a reporting substitutes the final withholding tax.

*The tax information only provides a general overview of the potential Swiss tax consequences linked to this Product at the time of issue. Tax laws and tax doctrine may change, possibly with retroactive effect.*

*Please note that this tax information does not replace professional tax advice from a personal tax advisor considering the particular circumstances of a holder or a prospective holder. Therefore, the Issuer and Kepler Cheuvreux highly*

*recommend consulting the personal tax advisor as to the tax consequences of the purchase, ownership, sale or exercise of these Certificates. The Issuer and Kepler Cheuvreux hereby expressly exclude any liabilities in respect of any tax implications arising thereof.*

### **III. IMPORTANT INFORMATION**

#### **Selling Restrictions**

For selling restrictions and other details see the Prospectus which sets out standard selling restrictions including notably a permanent restriction on sales to US Persons.

#### **European Economic Area**

This Term Sheet is addressed solely to (i) persons outside the European Economic Area and/or (ii) Qualified Investors (as defined in the Prospectus Directive) (all such persons in (i) and (ii) together being referred to as “Relevant Persons”).

By being in receipt of this Term Sheet you acknowledge, represent and agree that (i) you will not distribute, forward, copy, reproduce or otherwise pass on this Term Sheet to any person who is not a Relevant Person, (ii) you are aware of and understand the requirements of the Prospectus Directive including any relevant implementing measures in each Member State of the European Economic Area in which the Prospectus Directive has been implemented

#### **Switzerland**

This product does not represent a collective investment scheme and is not subject to the supervision of the Swiss Financial Market Supervisory Authority FINMA. Investors in this product are therefore not eligible for the specific protection under the Collective Investment Schemes Act (CISA).

This Notes may not be distributed to non-qualified investors in or from Switzerland and neither this document nor any other material document relating to the Notes may be distributed to non-qualified investors in or from Switzerland, as such terms are defined under the CISA, its implementing ordinances and the relevant practice of the FINMA. The Notes may only be distributed in or from Switzerland to qualified investors, as such term defined in the CISA and its implementing ordinances. This document does not constitute a simplified prospectus within the meaning of Art. 5 CISA. The Notes is not intended to be listed on the Swiss Stock Exchange (“SIX”) or any other regulated securities markets in Switzerland and consequently, the information presented in this Notes does not comply with the information standards set out in the relevant listing rules.

#### **Risk Factors**

Investing in the Notes involves substantial risks, including without limitation, principal, interest rate, currency, credit, political, liquidity and market risks and is suitable only for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks and the merits of an investment in the Securities. The description of risks and special considerations below does not purport to be exhaustive and prospective investors should consider all the information set forth in the Base Prospectus in addition to the risk factors set out below.

Each of the Guarantor, the Issuer and KECH disclaim any responsibility to update prospective investors in relation to such risks subsequent to the date hereof. Prospective purchasers of the Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risks and should reach an investment decision after careful consideration with their tax, accounting and legal advisers of the suitability of the Notes in light of their particular financial circumstances, financial condition and investment objectives. Investment in the Notes may not be suitable for all investors. The Issuer reserves the right not to issue the Securities in its sole and absolute discretion.

**Investors should also refer to “Risk Factors” set out in the Documentation.**

#### **Credit Risk of the Issuer and Guarantor**

As the Notes constitute obligations of the Issuer and Guarantor, investors are exposed to their credit risk during the life of the Notes. The Issuer’s and the Guarantor’s credit ratings are an assessment of their ability to pay their obligations. Consequently, real or anticipated changes in the Issuer’s or the Guarantor’s credit rating and/or fluctuations in the prevailing credit spread of their issued debt may affect the trading value of the Notes. However, because the return on the Notes is dependent upon factors in addition to the Issuer’s and the Guarantor’s ability to pay their obligations under the Notes, an improvement in the Issuer’s or the Guarantor’s credit ratings will not reduce the other investment risks related to the Notes.

No assurance can be given as to what the financial condition of the Issuer and the Guarantor will be at any time during the term of the Notes or the Maturity Date. The Guarantor could incur losses in future periods as a result of various factors including increased market volatility or decreased market liquidity, which may adversely impact the valuation of its trading and investment positions as more fully described in the Prospectus.

If the Issuer or Guarantor were to become insolvent, your investment would be at risk and you could lose all or some of the money you initially invested. The Notes are not backed, guaranteed or protected by any financial protection or compensation scheme. For the avoidance of doubt, the Issuer will use the proceeds of this Notes issuance for its general corporate purposes as described in the Prospectus.

**The securities may not be a suitable investment for all investors**

The Notes may not be a suitable investment for all investors. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances.

The Notes are complex financial instruments. A potential investor should not invest in the Notes which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how such Notes will perform under changing conditions, the resulting effects on the value of those Notes, and the impact this investment will have on the potential investor's overall investment portfolio.

Neither the Issuer, the Guarantor nor KECH is responsible for the legality and/or suitability of the purchase of the Notes by a prospective investor (whether it is acquiring the Notes as principal or in a fiduciary capacity) or for compliance by that prospective purchaser with any law, regulation, rule, directive or policy applicable to it. A prospective investor may not rely on the Issuer, the Guarantor or the Dealer when making determination in relation to these matters.

**Early Redemption of the Notes may affect the return on the Notes and result in substantial losses to Holders**

The Notes may be redeemed prior to the Maturity Date upon certain circumstances as described herein, including as a result of an Adjustment Event, Tax Redemption Event or an election by the Issuer or the Holders' to redeem the Notes prior to the Maturity Date. Upon any early redemption of the Notes, the redemption amount shall be calculated in accordance with the Prospectus or as otherwise specified in the Final Terms. The redemption amount may be substantially less in value than the Nominal of the Note and may in certain circumstances, be equal to zero. Accordingly, the Notes are only suitable as an investment from investors who are able to understand the financial risks associated with any early redemption and willing to withstand the consequences it may have on their initial investment, in particular the risk to incur a substantive loss.

**Value of the Notes prior to the Maturity Date**

The value of the Notes will be affected by many factors including, but not limited to, the complexity and volatility of the Underlying, time remaining to the Maturity Date, interest rates, and dividend yield. Furthermore, value of the Notes may be particularly affected by the credit risk of the Issuer and Guarantor and Liquidity Risk as described below. The effect of one factor may offset the increase in the value of the Notes caused by another factor and the effect of one factor may exacerbate the decrease in the value of the Notes caused by another factor.

An investor may lose some or all of its investment if it seeks to sell the relevant Notes prior to their scheduled settlement/maturity and the sale price of the Notes in the secondary market is less than the investor's initial investment

**Value of the Notes on the Maturity Date**

The return on the Notes will be determined by the Calculation Agent in its sole and absolute discretion and consequently, such determination may not reflect the return the investor would realise if he or she actually owned the Underlying or the components thereof.

An investor will not be a beneficial owner of the Underlying or of the components of the Underlying and will not be entitled to any voting rights or other control rights to which holders of the Underlying or the components thereof would be entitled.

*If capital of the Notes is not guaranteed:* Redemption price may vary according to the price of the Underlying on the last valuation date and can result in investors sustaining a total loss of the purchase price of the Notes if the price of the Underlying does not move in the anticipated direction. This risk is unrelated to the financial creditworthiness of the Issuer and Guarantor.

*If capital of the Notes is protected (in whole or part):* the relevant portion of principal of the Notes will, to the extent specified in the Final Terms, not be at risk of loss as a result of any fluctuations in value of any Underlying to which the Notes are linked. The Notes will only be expected to provide the return on the relevant portion of principal upon their maturity. The amount of interest or other non-principal amount payable in respect of the Notes may be dependent on the performance of the Underlying to which the Notes are linked and is not protected as described in relation to principal. Holders may receive no return on their investment during its term.

**Liquidity Risk**

The Notes are not intended to be short-term trading instrument and investors should be prepared to hold their Notes until the Maturity Date. There is no assurance that any secondary market will be developed or be maintained for the Notes or that the secondary market will be liquid. An illiquid market may have an adverse impact on the price at which the Notes may be sold in the secondary market. While under ordinary market conditions, Kepler Cheuvreux intends to provide a secondary market in the Notes, it is not required to do so and Kepler Cheuvreux may discontinue its market at any time without notice, at its sole discretion.

**No provision of advice**

Neither the Issuer, the Guarantor nor KECH is or shall be deemed to be a source of advice, information or analysis with respect to any Underlying. In particular, neither this Term Sheet nor the Prospectus constitutes an investment advice or recommendation to subscribe in the Notes.

Each investor shall be deemed (i) to acknowledge its understanding and acceptance of the matters set out herein, (ii) to have made its own examination and assessment of any Underlying, (iii) not to have relied on any representation of the Issuer, the Guarantor or KECH regarding any Underlying and (iv) not to have received any information from the Issuer, the Guarantor or KECH regarding any Underlying.

Each investor in the Notes should determine for itself the relevance and adequacy of the information contained in, or referred to in, this Prospectus and its purchase of Notes should be based upon such investigation as it deems

necessary. All information herein and under the Notes relating to any Underlying is derived from publicly available information released by the relevant Sponsor and other public sources and neither the Issuer, the Guarantor nor KECH has separately and independently verified and will separately and independently verify any such information. Neither the Issuer, the Guarantor nor KECH undertakes to review the performance or value of any Underlying during the life of the Notes or to advise any investor or prospective investor in the Notes of any information coming to the attention of the Issuer and/or the Guarantor. Neither the Issuer, the Guarantor nor KECH makes any representation, warranty, or guarantee (express or implied) regarding (i) the accuracy, completeness or adequacy of the information relating to any Underlying or (ii) the performance thereof.

Each investor in the Notes shall be deemed to acknowledge its understanding and acceptance on the date on which it purchases the Notes that it is acting for its own account, and it has made its own independent decisions to purchase the Notes and as to whether such a purchase or holding is appropriate or proper for it based upon its own judgment and upon advice from such advisers as it has deemed necessary; that it is not relying on any communication (written or oral) of the Issuer, the Guarantor or KECH as investment advice or as a recommendation to purchase the Notes or a direct or indirect interest (including by way of participation) in the Notes; and that it is capable of assessing the (on its own behalf or through independent professional advice), and understands and accepts, the terms, conditions and risks of purchasing or holding the Notes (or a direct or indirect interest (including by way of participation) in the Notes). Neither the Issuer, the Guarantor and not KECH thereof is acting as a fiduciary for or an adviser to it in respect of the Notes or any direct or indirect interest (including by way of participation) in the Notes.

### **Fees**

Fees and Commissions will be payable in relation to these Notes. Detail of those fee and commissions are available to you upon request

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The contents of this document are indicative, are subject to change without notice and are subject to the finalisation of the Prospectus and other relevant documents and procedures relating to the Notes described in this document. This document does not constitute a commitment from Kepler Cheuvreux to subscribe for or place the Notes described in this document. This document is intended for the sole use of the Investor on the basis that before entering into this, and/or any related transaction, the Investor will ensure that it fully understands the potential risks and the financial, legal, regulatory, tax, accounting and other implications of this and/or any related transaction. The Investor should consult with such advisers as it deems necessary to assist it in making these evaluations. Kepler Cheuvreux will not act as Investor's adviser nor owe any fiduciary duty to the Investor in connection with this and/or any related transaction and no reliance may be placed on Kepler Cheuvreux for advice or recommendations of any sort. This document may not be communicated or distributed to any other person without the prior written consent of the Kepler Cheuvreux, and the Notes described in this document will, if issued, be subject to restrictions on their offer and sale in the United States of America and elsewhere.