

# Registration Document

pursuant to Article 20(1) in connection with Article 10(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council (the "**Prospectus Regulation**") in conjunction with Article 7 and Annex 6 of the Commission Delegated Regulation (EU) 2019/980 (the "**Delegated Regulation**")

of

## Société Générale Effekten GmbH

Frankfurt am Main

A German limited liability company (*Gesellschaft mit beschränkter Haftung*)  
Registered office: Neue Mainzer Straße 46-50, D-60311 Frankfurt am Main  
Commercial register no (Frankfurt local court (*Amtsgericht*)): HRB 32283  
LEI: 529900W18LQJN6SJ336

(the "**Issuer**")

dated

**20 December 2019**

(the "**Registration Document**")

*This Registration Document expires on 20 December 2020. The obligation to supplement this Registration Document in the event of significant new factors, material mistakes or material inaccuracies does not apply when this Registration Document is no longer valid.*

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## I. RISK FACTORS RELATING TO THE SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH

In this section the risks specific to Société Générale Effekten GmbH (the "**Issuer**", the "**Company**" or "**SGE**" and together with its consolidated subsidiaries Société Générale Securities Services GmbH, Unterföhring ("**SGSS**") and ALD Lease Finanz GmbH, Hamburg ("**ALD LF**") the "**SGE Group**") are set out. The following risk factors are presented in risk categories (sections 1 and 2.) depending on their nature whereby in each risk category the two most material risk factors according to the Issuer are set out first. The respective most material risk factors are **marked in grey**. The risk factors which are not marked in grey are not ranked in order of their materiality within the respective category.

The assessment of materiality of each risk factor has been made by the Issuer as of the date of this Registration Document on the basis of the probability of their occurrence and the expected magnitude of their negative impact on the Issuer. The assessment of materiality is disclosed by specifying whether a risk

- results in **losses** or in **negative** or **adverse impacts/effects** on the Issuers results of operations or profitability. In this context the expressions "material" and "significant" denote a higher expected magnitude of materiality of the respective risk. As a result of the occurrence of any such risks, the market value of securities which are issued by the Issuer can fall significantly, and investors in such securities may lose parts of their investment; or
- has a **material adverse effect** on any or all of the Issuers issuance business or results of operations or may result in an insolvency of the Issuer which denotes an even higher expected magnitude of materiality of the respective risk. If any of such denoted risks materialise, the market value of securities which are issued the Issuer can fall significantly or even to zero. Furthermore, the issuer may not be able to fulfil its obligations under the securities which are issued by it. Accordingly, investors in securities which are issued by the Issuer may lose parts of their investment or their entire investment (**risk of total loss**).

### 1. Risks resulting from the specific business structure of Société Générale Effekten GmbH

#### a) Risks resulting from the Issuer's limited own assets

In accordance with its articles of association, the sole purpose of the Issuer is to issue and sell securities and engage in associated activities, as well as to purchase, sell, hold and manage its own interests in other companies in Germany and abroad, particularly those in the financial and service area.

The Issuer has only a limited liable capital stock amounting to EUR 25,564.59. By acquiring securities from the Issuer, investors are therefore exposed to a considerably higher credit risk compared to an issuer with much greater capital resources. Accordingly, if the Issuer, in light of its limited capital stock, is unable to fund payments under securities issued by it, the Issuer's issuance business will be materially adversely effected as the Issuer will not or only partially be able to fulfil its obligations arising from such securities. Investors in securities may therefore lose parts of their investment or their entire investment (**risk of total loss**).

## b) Risks resulting from the Issuer's dependency on Société Générale

The Issuer will issue securities based on one of the two issuance structures set out below in order to fund payments on the securities:

- the Issuer enters into a hedging transaction with Société Générale in relation to the respective securities or
- the Issuer enters into a trust agreement with Société Générale.

In each case a limited recourse applies with respect to rights of creditors against the Issuer if the Issuer is subject to payment shortfalls. This results in the following risks depend on the structure of the respective issuance and are set out separately.

### *aa) Risks in case of hedging transactions with Société Générale in relation to the respective securities*

The Issuer may enter into hedging transactions with Société Générale in relation to the securities. In this case, relevant hedging transactions are intended to cover the amount of any payments due under the securities issued by the Issuer. If the financial resources provided by Société Générale as guarantor from these hedging transactions ultimately prove to be insufficient to fully satisfy the claims of all holders of securities issued under the guarantee structure, the terms and conditions of the securities will provide that the claims of the holders of such securities will lapse pro rata to the amount of the shortfall incurred by the Issuer. This means that recourse to the issuer is limited to any actual proceeds received from Société Générale (Limited Recourse). There are no further claims of the holders of such securities against the Issuer, irrespective of whether the Issuer would be in a position to settle its payment obligations from the securities with other means at its disposal. The holders of such securities are therefore exposed to the credit risk of Société Générale. Therefore, in the case of an insolvency of Société Générale investors may lose parts of their investment or their entire investment (**risk of total loss**).

### *bb) Risks in case of a trust agreement entered into with Société Générale in relation to the securities*

The Issuer may enter into a trust agreement with Société Générale in relation to the securities. In this case, the securities will be issued as direct, unconditional, unsecured, and, subject to a guarantee, unsubordinated obligations of Société Générale Effekten GmbH with limited recourse and will rank at least pari passu without any preference among themselves. Pursuant to the trust agreement entered into between Société Générale Effekten GmbH and Société Générale as guarantor (the "**Trust Agreement**") Société Générale Effekten GmbH as issuer commits, inter alia, to (i) issue and to redeem such securities on a fiduciary (*treuhänderisch*) basis in its own name (*im eigenen Namen*) but for the account (*für Rechnung*) of Société Générale (ii) collect any proceeds resulting from the issuance of the securities (*Emissionserlöse*) and to deliver such proceeds to Société Générale and (iii) use the funds made available by Société Générale pursuant to the Trust Agreement for payments owed in the Issuer's own name but for the account of Société Générale (whereby the funds correspond to the amounts of the payments made by the Issuer pursuant to the securities at maturity, and enable them to meet its payment obligations in a timely manner). The ability of the Issuer to meet its payment obligations under the securities in full depends on the Issuer receiving in full the amounts which Société Générale is obliged to pay to it under the Trust Agreement.

As a result of the trust arrangement under the Trust Agreement, the holders of such securities are directly dependent on the credit risk of the Société Générale. To the extent the funds to be received from Société

Générale under the Trust Agreement prove ultimately insufficient to satisfy the claims of all holders of such securities in full, then the claims of the securityholders will be extinguished proportionately in the amount of the Issuer's shortfall arising therefrom and no securityholder has any further claims (except for any termination or early redemption rights of the securityholders) against the Issuer. This applies irrespective of whether the Issuer would be able to make such payments out of other funds available to it (limited recourse).

Therefore, in the case of an insolvency of Société Générale investors may lose parts of their investment or their entire investment (**risk of total loss**).

**c) Risks Relating to the insolvency of hedging counterparties of the Issuer**

Investors are also exposed to the insolvency risk of the parties with whom the Issuer concludes derivative transactions to hedge its obligations from the issue of securities. As opposed to an issuer with a more diversified range of potential contracting parties, the Issuer is subject to a cluster risk as it only concludes hedging transactions with affiliated companies in relation to the securities. In this context, cluster risk is the credit risk resulting from the limited range of potential contracting parties with whom various hedging transactions can be conducted. An insolvency of companies affiliated to the Issuer may have a material adverse effect on the Issuer's issuance business and directly trigger the insolvency of the Issuer. In this case investors may lose parts of their investment or their entire investment (**risk of total loss**).

**d) Market Risk**

The Issuer is primarily engaged in issuing and selling securities. The Issuer's activities and annual issue volume may be influenced by negative trends on the markets in which it operates. Difficult market conditions, however, may lead to a lower issue volume. The general market trend for securities is primarily linked to capital market trends, themselves shaped by the global economy as well as economic and political factors at national level (market risk). Difficult market conditions, and a negative development of the capital markets can have a material adverse effect on the Issuer's issuance activities and results of operations as the Issuer's main business activity comprises the issue and sale of securities. If the market risk materialises investors may lose parts of their investment or their entire investment (**risk of total loss**).

**2. Risks relating to the Issuer on the level of the SGE Group**

Following the acquisition of two subsidiaries the Issuer is the parent company of the SGE Group as of 1 January 2017. In the following the most material risks of the Issuer on the level of the SGE Group are set out.

**a) Counterparty Default Risks**

The SGE Group is subject to counterparty default risks. Counterparty default risks refer to risks of losses arising from the inability of the SGE Group's customers, issuers or other counterparties to meet their financial commitments. Within the SGE Group receivables under operating leases, customer receivables, collectible income presented in other assets, and loan commitments and issued guarantees are subject to credit default risk, which is accounted for as an impairment or loss allowance in the amount of the expected credit loss. In the area of purchase financing, the SGE Group manages 1,373 exposures, with the 362 largest borrowers representing an exposure of EUR 962 million accounting for 76 % of the total

credit volume of EUR 1,269 million. The risk expenses resulting from the writedowns of receivables and the addition to and reversal of recognized valuation allowances amounted to EUR 0.4 million in the first half of the financial year 2019. Within the SGE Group in particular ALD LF's lending and leasing business, which is part of the Financial Services to Corporates and Retails segment, is subject to counterparty default risks. If the counterparty default risks materialise for the SGE Group, this could have a material adverse effect on the Issuer's results of operations as parent company of the SGE Group.

**b) Market Price Risks**

The SGE Group is subject to market price risks. The market price risk is the risk of a loss of value on financial instruments arising from changes in market parameters, the volatility of these parameters and correlations between them. Within the SGE Group market price risks arise in particular from equity investment positions of the SGSS which are part of the Asset Management segment. The equity investment positions comprise of liquid funds which are invested primarily in current accounts and term deposit accounts as well as, to a minor extent, in investment shares. Accordingly, if the market price risks materialise this could have a significant negative effect on the Groups and in turn the Issuer's results of operations.

**c) Residual Value Risks**

The SGE Group is subject to the residual value risks. The residual value risk refers to the risk in leasing that the residual value of a leased asset cannot be realised at the calculated residual value or that the leased asset is not taken over by the lessee. The residual value risk arises in connection with the leasing business of ALD LF which is part of the segment Financial Services to Corporates and Retails. The SGE Group assumed the residual value risk for 55% of new contracts in the first half of financial year 2019 (previous year: 61%). Therefore, the percentage of vehicles for which ALD LF assumes the residual value risk is 56% (previous year: 54%). If the residual value risks materialise this could have a significant negative effect on the Group's and in turn the Issuer's results of operations.

**d) Compliance and legal Risks**

The SGE Group is subject to compliance and legal risks. Compliance risk refers to the risk of court-ordered, administrative or disciplinary sanctions, or of material financial loss, due to failure to comply with the provisions governing the SGE Group's activities. Compliance risks within the SGE-Group mainly occur within the asset management of SGSS..

The SGE Group is exposed to risks from legal disputes or proceedings involving investors, authorities, or business partners in which it is either currently involved or which could arise in the future. In addition, the SGE Group and its products are subject to constant tax and regulatory audits.

Since August 2015, various former and current employees of the Société Générale Group, of which the SGE Group forms a part, have been under investigation by German prosecution and tax authorities for their alleged involvement in the so-called "CumEx" transactions made in connection with capital gains tax on dividends on German shares. These investigations partially relate to a fund managed by SGSS, a subsidiary of the Issuer, and to transactions on behalf of customers. SGSS was notified by the Local Court of Bonn on 19 June 2019 that a criminal proceeding had been initiated against two persons employed by a company advising this fund. On 19 August 2019, the Local Court of Bonn decided to include SGSS as a "secondary party " in the criminal proceeding.

The outcome of current, pending, or future audits and proceedings relating to the SGE Group cannot be foreseen; as a result, expenses of the SGE Group can be incurred due to decisions handed down by courts or other authorities or the agreement of settlements that are not covered in full or in part by insurance benefits.

Any ongoing or future investigations, examinations, legal disputes or proceedings due to possible violations of legal provisions or regulatory requirements by the SGE Group may result in criminal or civil sanctions including monetary penalties and other financial disadvantages, adversely impact the reputation and ultimately have a negative impact on the results of operations of SGE the Group and in turn of the Issuer.

**e) Operational Risks**

The SGE Group is subject to operational risks. Operational risks are risk of losses resulting from inadequacies or failures in processes, personnel or information systems, or from external events. Operational risks is especially important in the Financial Services to Corporates and Retail segment, which is part of the ALD LF, as this segment performs the function of fraud prevention, which monitors new business and the loan portfolio, identifies suspicious events and initiates measures to mitigate losses and also educates our employees.

In the Asset Management segment, an additional non-compliance risk (including legal and tax risks) has been identified within the SGE Group. The non-compliance risk refers to the risk of contractual or regulatory penalties or fines or other material financial losses resulting from non-compliance with regulatory and contractual provisions. There is a risk that the SGE Group will be liable to recourse as a result of violations of statutory or contractual provisions or due to breaches of a duty to exercise due care and diligence vis-à-vis investors. Accordingly, the realisation of operational risks may have an adverse effect on the SGE Group's and in turn on the Issuer's results of operations.

## **II. RESPONSIBILITY FOR THE INFORMATION IN THE REGISTRATION DOCUMENT**

Société Générale Effekten GmbH, Frankfurt am Main, as the Issuer, and Société Générale, Paris (France), as the offeror and as guarantor, assume responsibility for the information contained in this Registration Document.

They declare that to the best of their knowledge, the information contained in the Registration Document is in accordance with the facts and that the Registration Document makes no omission likely to affect its import.



### III. STATEMENT ON THE BAFIN APPROVAL

Potential Investors should note that:

- a) this Registration Document has been approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* ("**BaFin**"), as competent authority under Regulation (EU) 2017/1129;
- b) BaFin only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129;
- c) such approval should not be considered as an endorsement of the Issuer that is the subject of this Registration Document.

#### **IV. AUDITOR**

The consolidated financial statements of Société Générale Effekten GmbH, Frankfurt am Main prepared in accordance with the IFRS reporting standards for the financial year 2017 (from 1 January 2017 to 31 December 2017), the consolidated financial statements of Société Générale Effekten GmbH, Frankfurt am Main prepared in accordance with the IFRS reporting standards for the financial year 2018 (from 1 January 2018 to 31 December 2018) have been audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Franklinstraße 50, D-60486 Frankfurt am Main.

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Franklinstraße 50, D-60486 Frankfurt am Main, is and was at the time of the abovementioned audits, a member of the public law institution German Chambers of Auditors ("Wirtschaftsprüferkammer K.d.ö.R."), Rauchstrasse 26, D-10787 Berlin.

## V. INFORMATION ON THE ISSUER

### 1. History and development

Société Générale Effekten GmbH has its registered office in Frankfurt am Main and is entered in the commercial register of Frankfurt local court under no. HRB 32283. It came into existence after LT Industriebeteiligungs-Gesellschaft mbH, which was founded on 3 March 1977, was renamed by resolution of the shareholders' meeting on 5 October 1990. Société Générale Effekten GmbH was founded as a limited liability company (*Gesellschaft mit beschränkter Haftung* - GmbH) under German law. Société Générale Effekten GmbH is the legal and commercial name of the Issuer. Its Legal Entity Identifier (LEI) is 529900W18LQJN6SJ336.

The Issuer acquired the interests in Société Générale Securities Services GmbH (SGSS), Unterföhring, and ALD Lease Finanz GmbH (hereinafter referred to as "**ALD LF**"), Hamburg, including its subsidiaries (the Issuer, SGSS and ALD LF together the "**SGE Group**"), with the execution of the purchase agreement on 1 January 2017. Following the aforementioned acquisition the Issuer became the parent company of the SGE Group as of 1 January 2017.

The business address and telephone number of the Issuer are:

Société Générale Effekten GmbH  
Neue Mainzer Straße 46-50  
D-60311 Frankfurt am Main  
Tel. 069/71 74 0

The fully paid-in capital stock of Société Générale Effekten GmbH amounts to EUR 25,564.59. All shares in the Company are held by Société Générale.

The website of the Issuer is <http://www.sg-zertifikate.de> (whereby the information on this website does not form part of this Registration Document unless information from this website is incorporated by reference into this Registration Document as set out in "VI. INFORMATION INCORPORATED BY REFERENCE" below).

### 2. Business Overview

The business purpose of the Issuer, as stipulated in its articles of association, is to issue and sell securities and engage in associated activities, as well as to purchase, sell, hold and manage its own interests in other companies in Germany and abroad, particularly those in the financial and service area generally, but excluding those activities and interests that would require authorization for the Issuer itself or would result in the Issuer being classified as a (mixed) financial holding company.

The SGE Group operates in three segments that are managed respectively by SGE, SGSS and ALD LF.

SGE is a wholly owned subsidiary of Société Générale, Frankfurt, which is a branch of Société Générale., Paris. The purpose of the Issuer is to issue warrants and certificates that are both sold in their entirety to Société Générale, Paris, Société Générale Option Europe, Paris, Société Générale Madrid branch, and other Subsidiaries of Société Générale, Paris. Accordingly, the principal financing of the Issuers' activities is the sale of Securities to the above mentioned companies of the Société Générale Group. In

addition, there is a cost agreement (cost-plus-agreement) with Société Générale, Paris and Société Générale, Frankfurt under which the personnel and other operational costs of the Issuer are passed on to Société Générale, Paris and Société Générale, Frankfurt.

All counterparties are companies of the Société Générale Group (consisting of the parent company Société Générale, Paris and its affiliates) (the "**SG Group**"). Another area in which the Issuer is active is the acquisition and holding and management of equity investments.

Due to the introduction of the "European passport" the Issuer can list its products on various stock markets in the European Union (stock markets in Madrid, Milan, Paris, Luxembourg, London, Stockholm, Helsinki, etc.) under a valid securities prospectus that has been approved by the responsible supervisory authority and passported into the respective country. In the event of a listing on a stock exchange in a country that is not a member of the European Union, approval is obtained through the corresponding supervisory authority of the respective country. The listing on foreign stock exchanges, which was discontinued in recent years, is to be recommenced as part of the takeover of parts of the "Equity Markets & Commodities" (EMC) division of Commerzbank AG. Following the acquisition by the aforementioned counterparties, Société Générale, Paris, places offerings with the ultimate buyers in a second step in such a manner that it does not have an impact on the economic relationships of the Issuer. Securities (bonds and certificates) for a total of 52,989 products were issued in financial year 2018 (previous year: 18,228). In addition, 366,081 leveraged products (predominantly warrants and knock-out products) were issued in 2018 (previous year: 344,810). In the first half of the year of 2019, 24,181 Certificates (first half-year 2018: 13,849) and 174,650 warrants (first half-year 2018: 198,301) were issued.

The securities are primarily issued on the German and Austrian market. The German capital market is one of the most important derivatives markets. The securities may also be sold publicly in certain other EU member states.

As an independent leasing company not affiliated with any manufacturers, ALD LF is according to the appraisal of the Issuer a professional and reliable partner to car dealers. Its aspiration is to promote the independence of car dealerships with its service portfolio and to increase the profitability of car dealers.

Together with cooperation partners, in particular the subsidiary Bank Deutsches Kraftfahrzeuggewerbe GmbH (hereinafter referred to as "**BDK**"), Hamburg, car dealerships and their customers are offered financing solutions and services covering all their automotive needs. The product range covers all financial products in the dealership: sales financing and leasing, purchase financing and insurance that increase the loyalty of the customers to the dealership and thus increase earning opportunities. As a subsidiary of ALD LF, BDK also works with several manufacturers and importers together, assuming a portion of the captive business up to and including the complete servicing of a manufacturer bank.

All essential sales and processing functions are shown in connection with the provision of services by employees of BDK. Therefore, the cooperation partners and customers receive the service for all products from one source.

SGSS is an asset management company as defined under sections 17 and 18 of the Investment Code (*Kapitalanlagegesetzbuch*, KAGB). The business model of SGSS involves the management of investment funds in connection with the so-called Master AMC Model as well as the insourcing of fund management

from other asset management companies. Direct investments continue to be managed. These services are provided primarily to European customers.

The business purpose of the Issuer as stipulated in Art. 2 of its articles of association dated 8 December 2016, is to issue and sell securities and engage in associated activities, as well as to purchase, sell, hold and manage its own interests in other companies in Germany and abroad, particularly those in the financial and service area generally, but excluding those activities and interests that would require authorization for the Issuer itself or would result in the Issuer being classified as a (mixed) financial holding company.

### **3. Organizational Structure**

Due to the different business models of individual SGE Group companies, SGE Group management is carried out locally in the individual segments and a differentiation is made between the segments "Global Banking and Investor Solutions" (SGE's warrant and certificate business), "Financial Services to Corporates and Retail" (ALD LF's lending and leasing business), and "Asset Management" (SGSS).

The Issuer is a wholly owned subsidiary of Société Générale, Paris, a limited liability company under French law (*société anonyme*) (hereinafter also "**Société Générale**") and consequently a part of the SG Group. According to its own appraisal, the SG Group, whose parent company Société Générale is, is one of the leading financial services groups in Europe.

The principal markets in which the SG Group is operating are France, other European Union countries and the United States.

Société Générale is listed on the Euronext Paris (Euronext).

Service level agreements are in place between the Issuer and Société Générale. Within the scope of these service level agreements the Issuer has access to resources of Société Générale, Frankfurt am Main branch, and/or Société Générale, Paris.

The Issuer is dependent on Société Générale.

### **4. Management and Company Representatives**

The managing directors of Société Générale Effekten GmbH are currently Ms. Françoise Esnouf, Frankfurt am Main, Mr. Helmut Höfer, Frankfurt am Main and Mr. Rainer Welfens, Frankfurt am Main.

Ms. Françoise Esnouf, Mr. Helmut Höfer and Mr. Rainer Welfens can be contacted at Société Générale, Frankfurt am Main branch, Neue Mainzer Straße 46-50, D-60311 Frankfurt am Main.

The Company is represented jointly by two managing directors or by one managing director together with an authorized signatory.

The articles of association do not contain any provisions on the appointment of a supervisory board. No supervisory board existed during the past financial year.

Provided that the above mentioned persons perform any activities out of the range of the scope of the Issuers activities, these activities are not relevant for the Issuer.

There are no potential conflicts of interest between the obligations of the managing directors in respect of Société Générale Effekten GmbH and their private interests and other obligations.

The issuer as a capital market-oriented company according to Sec. 264d HGB (German Commercial Code (Handelsgesetzbuch, "HGB")) has established an audit committee according to Sec. 324 HGB. As at the date of this Registration Document the audit committee consists of the following members:

Mr. Peter Boesenberg (chair)

Mr. Dimitri Brunot

Mr. Marco Maibaum

Mr. Achim Oswald

Mr. Rainer Welfens

Ms. Heike Stuebban

The Audit Committee regularly deals with the development of the SGE Group's financial position, financial performance and cash flows. As part of the process of preparing the consolidated financial statements, the shareholders must approve the consolidated financial statements. In order to fulfill these duties, the financial statement documents are made available to the Audit Committee. The members of the Audit Committee also receive a summary report on SGE's issuing activities and its accounting once every quarter.

## **5. Significant Court or Arbitration Proceedings**

Any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the Issuer and/or SGE Group's financial position or profitability, do not exist or have not existed.

## **6. Financial Information of the Issuer**

### **a) Historical Financial Information**

The financial information contained in this Registration document is based on the audited consolidated financial statements of Société Générale Effekten GmbH prepared in accordance with the IFRS reporting standards for the financial year 2018, the audited consolidated financial statements of Société Générale Effekten GmbH prepared in accordance with the IFRS reporting standards for the financial year 2017 as well as unaudited interim financial statements of Société Générale Effekten GmbH prepared in accordance with the IFRS reporting standards as at 30 June 2019.

The audited consolidated financial statements of Société Générale Effekten GmbH for the financial year 2018, the audited consolidated financial statements of Société Générale Effekten GmbH for the fiscal year 2017 and the unaudited interim financial statements of Société Générale Effekten GmbH as at 30 June 2019 are incorporated by reference into this Registration Document (see "V. INFORMATION INCORPORATED BY REFERENCE" below).

## **b) Audit of the Financial Information**

The consolidated financial statements of Société Générale Effekten GmbH, Frankfurt am Main for the financial year 2017 and the consolidated financial statements of Société Générale Effekten GmbH, Frankfurt am Main for the financial year 2018 have been audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft in accordance with the IFRS reporting standards, and an unqualified audit opinion has been issued thereon. The interim financial statements of Société Générale Effekten GmbH, Frankfurt am Main as at 30 June 2019 have not been audited and therefore no audit opinion has been issued.

## **7. Significant Changes in the Financial Position of the SGE Group**

There has been no significant change in the financial position of the SGE Group since 30 June 2019.

## **8. Trend Information**

On 11 February 2019 Société Générale was granted approval by the European antitrust authority (the European Commission) to purchase Commerzbank AG's Equity Markets and Commodities (EMC) business segment. The EMC business includes the issuance of and market making for structured trading and investment products as well as parts of the Asset Management such as the business for exchange-traded funds (ETFs).

As a result of this takeover, Société Générale Effekten GmbH will be responsible for a significant part of the products as the future issuer. The listing of products on other European markets, which was discontinued in 2016, will also be recommenced. The transaction will be carried out in several steps. Smaller parts of the business segment will be transferred to Société Générale Effekten GmbH in 2019. Due to the number of transactions to be transferred and the complexity of the respective transfer processes, however, not all transfers will be completed in 2019 and will therefore be transferred in the first quarter of 2020. The management of Société Générale Effekten GmbH expects a further increase in business activity due to the integration of parts of the EMC business.

## **9. Material Changes in the prospects of the Issuer**

Since the date of its last published audited financial statements on 31 December 2018, there has been no material adverse change in the prospects of the Issuer.

## **10. Significant Changes in the Financial Performance of the SGE Group**

There has been no significant change in the financial performance of the SGE Group since 30 June 2019.

## **11. Material Contracts**

With effect from 28 February 2006, Société Générale Effekten GmbH concluded a framework trust agreement with Société Générale, Paris. The trust agreement governs the issue of debt securities in Société Générale Effekten GmbH's name for the account of Société Générale, Paris. Société Générale Effekten GmbH agrees to receive all proceeds from the issue of debt securities and pass them on to Société Générale, Paris. The trust agreement was concluded for a one-year term and will renew itself automatically by one more year unless it has been terminated with 15 days' notice.

Furthermore, Société Générale Effekten GmbH and Société Générale, Paris have entered into an agreement on 1 May 2005 regarding the refunding of the costs incurred by Société Générale Effekten GmbH in connection with its issuing activities. Under the terms of the agreement, Société Générale Effekten GmbH also receives a monthly management fee of 5% of the issue costs.

By signature of 7 September 2016, Société Générale Effekten GmbH entered into a profit transfer agreement for an indefinite term with Société Générale, Frankfurt am Main branch, with retroactive effect to 1 January 2016. The agreement can be terminated after five financial years with advance notice of one month before the end of a financial year.

By signature of 26 September 2017 ALD Lease Finanz GmbH entered into a profit transfer agreement for an indefinite term with Société Générale Effekten GmbH.

By signature of 1 December 2017 Société Générale Securities Services GmbH entered into a profit transfer agreement for an indefinite term with Société Générale Effekten GmbH.

On 3 July 2018 Société Générale signed an agreement with Commerzbank AG to purchase the Equity Markets & Commodities Division (EMC). On 8 November 2018, Commerzbank AG and Société Générale signed a purchase agreement to this effect. On 11 February 2019, Société Générale received permission from the European antitrust authorities (European Commission) to take over the Equity Markets & Commodities (EMC) activities of Commerzbank AG. The EMC business includes the issuance and market making of structured trading and investment products as well as parts of the Asset Management such as the business for exchange-traded funds (ETFs). Société Générale will function as a future issuer for a substantial part of the products as part of this takeover. The listing of the products on other European markets, which was discontinued in 2016, will also be recommenced. The transaction will be carried out in several steps. Smaller parts of the business segment will be transferred to Société Générale Effekten GmbH in 2019. Due to the number of transactions to be transferred and the complexity of the respective transfer processes, however, not all transfers will be completed in 2019 and will therefore be transferred in the first quarter of 2020. The management of Société Générale Effekten GmbH expects a further increase in business activity due to the integration of parts of the EMC business.

## **12. Documents Available for Inspection**

The documents named in this registration document relating to Société Générale Effekten GmbH and intended for publication are available for inspection at Société Générale, Frankfurt am Main branch, Neue Mainzer Straße 46 - 50, D-60311 Frankfurt am Main, during normal office hours.

While this registration document is valid, the following documents can be inspected:

- The articles of association of Société Générale Effekten GmbH as amended on 8 December 2016\*;
- The consolidated financial statements of Société Générale Effekten GmbH prepared in accordance with the IFRS reporting standards as of 31 December 2018\*\*;
- The consolidated financial statements of Société Générale Effekten GmbH prepared in

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\* The document may be inspected on the following website: <https://www.sg-zertifikate.de/>.

\*\* The document may be inspected on the following website: <https://www.sg-zertifikate.de/de/service/about.html#documents> in the section "Rechtliche Dokumente" under the heading "Jahresabschlüsse"



- accordance with the IFRS reporting standards as of 31 December 2017<sup>\*\*</sup>; and
- the interim financial statements of Société Générale Effekten GmbH prepared in accordance with the IFRS reporting standards as of 30 June 2019<sup>\*\*</sup>.

## VI. INFORMATION INCORPORATED BY REFERENCE

The information\* incorporated by reference into this registration document is set out below.

### 1. Information incorporated from the registration document of Société Générale Effekten GmbH dated 25 June 2019

The following information is incorporated by reference into this Registration Document in accordance with Article 19(1)(a) of the Prospectus Regulation and forms part of this Registration Document:

Information	Incorporated from	Incorporated into this Registration Document on the following pages:
<b>Consolidated financial statements of Société Générale Effekten GmbH as at 31 December 2018</b>	<b>the following pages of the registration document of Société Générale Effekten GmbH dated 25 June 2019**</b>	<b>14</b>
- Group Management Report (except for the section "I. Expected development of the Group (Forecast Report)" as set out on pages F 134 to F-136)	F-124 to F-147	14
- Consolidated Income Statement	F-151	14
- Consolidated Statement of Comprehensive Income	F-152	14
- Consolidated Statement of Financial Position	F153 to F-154	14
- Consolidated Statement of Changes in Equity	F-155	14
- Consolidated Statement of Cash Flows	F-156 to F-157	14
- Notes to the Consolidated Financial Statements	F158 to F-237	14
- Auditor's Report by the Independent Auditor	F-239 to 247	14
<b>Consolidated financial statements of Société Générale Effekten GmbH as at 31 December 2017</b>		<b>14</b>
- Group Management Report (except for section "I. Expected development of the Group (Forecast Report)" as set out on pages F-11 to F-13)	F-1 to F-23	14
- Consolidated Income Statement	F-27	14
- Consolidated Statement of Comprehensive Income	F-28	14
- Consolidated Statement of Financial Position	F-29 to F-30	14

- Consolidated Statement of Changes in Equity	F-31 to F 32	14
- Consolidated Statement of Cash Flows	F-33 to 34	14
- Notes to the Consolidated Financial Statements	F-35 to F-113	14
- Auditor's Report by the Independent Auditor	F-115 to F-123	14

## 2. Information incorporated from the Interim financial statements of Société Générale Effekten GmbH as at 30 June 2019

The following information is incorporated by reference into this Registration Document in accordance with Article 19(1)(d) of the Prospectus Regulation and forms part of this Registration Document:

Information	Incorporated from	Incorporated into this Registration Document on the following pages:
<b>Interim financial statements of Société Générale Effekten GmbH as at 30 June 2019***</b>	<b>the following pages of the interim financial statements of Société Générale Effekten GmbH as at 30 June 2019</b>	<b>14</b>
- Group Management Report (except for section "I. Expected development of the Group (Forecast Report)" as set out on pages 11 to 13	p. 1 to p. 25	14
- Consolidated Income Statement	p.3	14
- Consolidated Statement of Comprehensive Income	p. 4	14
- Consolidated Statement of Financial Position	p. 5 and p. 6	14
- Consolidated Statement of Changes in Equity	p. 7 and p. 8	14
- Consolidated Statement of Cash Flows	p. 9 and p. 10	14
- Notes to the Consolidated Financial Statements	p. 11 to p. 76	14

\* The non-incorporated parts of the documents are either not relevant for the investor or are covered elsewhere in this Registration Document.

\*\* The Registration Document of Société Générale Effekten GmbH dated 25 June 2019 has been approved by BaFin and has been published on the website of Société Générale (<https://www.sg-zertifikate.de/ueberuns#dokumente> under "Registrierungsformulare") and can be downloaded under the following link <https://www.sg-zertifikate.de/uploads/55c75d7c4e124c02933dc99e49edc0d4.pdf>.

\*\*\* The interim financial statements of the Issuer as at 30 June 2019 have been published on the website of Société Générale (<https://www.sg-zertifikate.de/ueberuns#dokumente> under "Jahresabschlüsse") and can be downloaded under the following link: <https://www.sg-zertifikate.de/uploads/92fa2f64e9cc4038924f2c15d2f21477.pdf>