SOCIÉTÉ GÉNÉRALE
INDEX-LINKED NOTES

PRODUCT SUPPLEMENT

(To the Offering Memorandum dated May 31, 2023)

Payment or delivery of all amounts due and payable or deliverable under the Index-Linked Notes is irrevocably and unconditionally guaranteed pursuant to a Guarantee issued by

Société Générale, New York Branch

We, Société Générale, a société anonyme incorporated in the Republic of France (the "**Issuer**"), may offer from time to time, pursuant to the offering memorandum dated May 31, 2023 (as supplemented and amended from time to time, the "**Offering Memorandum**"), and this product supplement (the "**Product Supplement**"), the Index-Linked Notes (each, a "**Note**" and together, the "**Notes**") as part of one or more series of notes, certificates or securities issued by us under the **Program** (as defined herein). The specific terms of each offering of Notes will be set forth in the applicable pricing supplement (the "**Pricing Supplement**"). You should read this Product Supplement, the Offering Memorandum, and the applicable Pricing Supplement carefully before investment in the Notes. If the terms described in this Product Supplement are different or inconsistent with those described in the Offering Memorandum, the terms described in this Product Supplement will govern the Notes. If the terms described in the applicable Pricing Supplement are different or inconsistent with those described herein or in the Offering Memorandum, the terms described in the applicable Pricing Supplement will govern the Notes.

General Terms of the Notes:

Payment at Maturity: If you hold your Notes to maturity (or Redemption), for each Note, you may receive a payment, which may or may not include the return of all or any portion of your initial investment, as specified in the applicable Pricing Supplement, subject to the credit risk of the Issuer and the Guarantor.

Early Redemption: Terms of specific Notes may permit or require early redemption by the Issuer (automatic or otherwise) ("**Early Redemption**"). Unless otherwise specified in the applicable Pricing Supplement, you may not redeem the Notes prior to Redemption. The applicable Pricing Supplement will indicate the terms of the Early Redemption option, if any.

Redemption: For purposes of this Product Supplement, each of the maturity and/or Early Redemption of the Notes, as applicable, shall be referred to as "**Redemption.**" The date of the Redemption may be referred to as "Early Redemption Date," "Maturity Date" or any Redemption date, as applicable, specified herein or in the Pricing Supplement and each of these dates shall herein be referred to as the "**Redemption Date.**"

Coupon and Coupon Payments: Unless otherwise specified in the applicable Pricing Supplement, the Notes will not include any coupon payments. The applicable Pricing Supplement may specify whether the Notes pay a coupon based on: (i) movements in the level or value of or other events relating to one or more Reference Indices, (ii) a fixed amount or rate, or (iii) a floating amount or rate.

Reference Index or Reference Indices: The principal, coupons or any other amounts payable or deliverable on the Notes may be based on the movements in the level or value of, performance of or other events relating to one or more indices of equity securities, indices of commodities or indices of other asset classes or market measures (each a "**Reference Index**" and together, the "**Reference Indices**"). The Reference Index or Reference Indices for a particular offering of Notes will be specified in the applicable Pricing Supplement. See "Annex A: *Descriptions of the Reference Indices*" beginning on page 30 of this Product Supplement to find detailed descriptions of selected Reference Indices.

Pricing Date: With respect to a Reference Index, the date specified in the applicable Pricing Supplement on which the Initial Index Level for such Reference Index is determined by the Calculation Agent.

Valuation Date: For the purpose of calculating the amount of principal payment or any Coupon Payment you may receive for each Note, the Relevant Level of any Reference Index may be determined by the Calculation Agent on one or more dates specified in the applicable Pricing Supplement. Those dates may be referred to as "Scheduled Trading Day(s)," "Observation Date(s)," "Review Date(s)," "Averaging Date(s)," "Valuation Date(s)," "Final Valuation Date(s)," "Pricing Date," or other date(s) as specified in the applicable Pricing Supplement. For purposes of this Product Supplement, these dates shall herein be collectively referred to as the "Valuation Dates."

Maturity Date: The applicable Pricing Supplement will specify the Maturity Date.

Initial Index Level: Unless otherwise specified in the applicable Pricing Supplement, with respect to any Reference Index, the Relevant Level of such Reference Index on the Pricing Date.

Relevant Level: Unless otherwise specified in the applicable Pricing Supplement, with respect to any Reference Index on any Valuation Date for such Reference Index, the Closing Level of such Reference Index on such Valuation Date.

Closing Level: Unless otherwise specified in the applicable Pricing Supplement, with respect to any Reference Index on any Scheduled Trading Day, the official closing level of such Reference Index on such Scheduled Trading Day as published and announced by the related Index Sponsor.

Index Sponsor: The applicable Pricing Supplement will specify the relevant Index Sponsor(s).

Final Index Level: Unless otherwise specified in the applicable Pricing Supplement, with respect to any Reference Index, the Relevant Level of such Reference Index on the last Valuation Date (the "**Final Valuation Date**").

Denominations: Unless otherwise specified in the applicable Pricing Supplement, the Notes will be issued in denominations of $1,000 (or the specified currency equivalent), and multiples of $1,000 (or the specified currency equivalent) thereafter.

Notional Amount: Unless otherwise specified in the applicable Pricing Supplement, $1,000 per Note.

Currency: Unless otherwise specified in the applicable Pricing Supplement, the Notes will be denominated in U.S. dollars.

Investor Eligibility: The applicable Pricing Supplement will specify the Investor Eligibility.

Minimum Investment Amount and Minimum Holding: The Notes will be subject to the minimum investment amount and minimum holding requirements set forth in the applicable Pricing Supplement.

Rating: Unless otherwise specified in the applicable Pricing Supplement, the Notes are not, and will not be, rated by any nationally recognized statistical rating organization. The Notes are securities in the same series as and have equal rights and obligations as investment grade rated notes and certificates issued by us under the Program.

Ranking: The Notes will be our direct, general, unconditional, unsecured and unsubordinated obligation and will rank *pari passu* without any preference among themselves and *pari passu* with all of our other unconditional, unsecured and unsubordinated obligations, except those mandatorily preferred by law.

Guarantee: The payment or delivery of all amounts due and payable or deliverable under the Notes is irrevocably and unconditionally guaranteed pursuant to the Guarantee (as defined in the Offering Memorandum) by Société Générale, New York Branch ("**SGNY**" or the "**Guarantor**").

Program: We intend to issue from time to time certificates, warrants or notes specified in the Offering Memorandum, including the Notes described herein (the "**Program**").

Other terms: As specified in the section "*Certain Definitions*" herein and, with respect to each offering of Notes, as specified in the applicable Pricing Supplement.

CAPITALIZED TERMS USED BUT NOT DEFINED HEREIN HAVE THE MEANINGS ASCRIBED TO THEM IN THE OFFERING MEMORANDUM.

The Notes involve risks not associated with an investment in ordinary debt securities. See "*Risk Factors*" beginning on page 2 of this Product Supplement, on page 14 of the Offering Memorandum and in the applicable Pricing Supplement.

The Notes and the Société Générale, New York Branch Guarantee (the "Guarantee") have not been, and will not be, registered under the Securities Act of 1933, as amended (the "Securities Act") and, except as specified otherwise in the Pricing Supplement, are being offered pursuant to the exemption from the registration requirements thereof contained in Section 3(a)(2) of the Securities Act.

The Notes and the Guarantee may also, in conjunction with or independently from the exemption from registration provided by Section 3(a)(2) of the Securities Act, be offered and sold (i) in the United States, only to persons who are "Accredited Investors" (as defined in Rule 501 of Regulation D, as amended, under the Securities Act) in reliance on Section 4(a)(2) of the Securities Act (the "Section 4(a)(2) Notes"), or (ii) in the United States, to "Qualified Institutional Buyers" (as defined in Rule 144A, as amended, under the Securities Act) in reliance on Rule 144A under the Securities Act ("Rule 144A Notes") or (iii) outside the United States, in reliance on Regulation S under the Securities Act ("Regulation S Notes"). The Section 4(a)(2) Notes, Rule 144A Notes or Regulation S Notes, as applicable, have not been, and will not be, registered under the Securities Act, or the state securities laws of any state of the United States or the securities laws of any other jurisdiction. The Section 4(a)(2) Notes, Rule 144A Notes or Regulation S Notes, as applicable, may not be offered, sold, pledged or otherwise transferred except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. Prospective purchasers are hereby notified that (i) the seller of the Section 4(a)(2) Notes may be relying on the exemption from provisions of Section 5 of the Securities Act contained in Section 4(a)(2) thereof and (ii) the seller of Rule 144A Notes may be relying on the exemption from provisions of Section 5 of the Securities Act provided by Rule 144A. For a description of certain restrictions on transfers and resales of the Section 4(a)(2) Notes, Rule 144A Notes and Regulation S Notes, see the section entitled "*Notice to Investors*" in the Offering Memorandum.

The Issuer has not been registered under the Investment Company Act of 1940, as amended (the "Investment Company Act").

None of the Securities and Exchange Commission (the "SEC"), any state securities commission or regulatory authority or any other United States, French or other regulatory authority has approved or disapproved of the Notes or the Guarantee or passed upon the accuracy or adequacy of the Offering Memorandum, this Product Supplement or any Pricing Supplement. Any representation to the contrary is a criminal offense in the United States. Under no circumstances shall the Offering Memorandum, this Product Supplement and/or any Pricing Supplement constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these Notes or the Guarantee, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification under the securities laws of any such jurisdiction.

THE NOTES CONSTITUTE UNCONDITIONAL LIABILITIES OF THE ISSUER, AND THE GUARANTEE CONSTITUTES AN UNCONDITIONAL OBLIGATION OF THE GUARANTOR. THE NOTES AND THE GUARANTEE ARE NOT INSURED OR GUARANTEED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION, THE DEPOSIT INSURANCE FUND OR ANY U.S. OR FRENCH GOVERNMENTAL OR DEPOSIT INSURANCE AGENCY.

SG Americas Securities, LLC ("**SGAS**"), one of the potential selling agents in this offering, is an affiliate of ours. See "*Supplemental Plan of Distribution*" herein.

The date of this Product Supplement is May 31, 2023.

SOCIETE GENERALE

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In making your investment decision, you should rely only on the information contained or incorporated by reference in this Product Supplement, the applicable Pricing Supplement and the Offering Memorandum. Copies of this Product Supplement, the applicable Pricing Supplement and the Offering Memorandum are available from us, at no cost to you, and you should read each of these documents carefully prior to investing in the Notes. We have not authorized anyone to give you any additional or different information. The information in this Product Supplement, the applicable Pricing Supplement and the Offering Memorandum may only be accurate as of the dates of each of these documents, respectively.

The contents of this Product Supplement are not to be construed as legal, business, or tax advice. The Notes described in this Product Supplement, the applicable Pricing Supplement and the Offering Memorandum are not appropriate for all investors, and involve important legal and tax consequences and investment risks, which should be discussed with your professional advisors. You should be aware that the regulations of the Financial Industry Regulatory Authority, Inc. (formerly known as the National Association of Securities Dealers, Inc.) and the laws of certain jurisdictions (including regulations and laws that require brokers to ensure that investments are suitable for their customers) may limit the availability of the Notes.

We are offering to sell, and are seeking offers to buy, the Notes only in jurisdictions where such offers and sales are permitted. This Product Supplement, the applicable Pricing Supplement and the Offering Memorandum do not constitute an offer to sell or a solicitation of an offer to buy the Notes in any circumstances in which such offer or solicitation is unlawful.

Neither the delivery of this Product Supplement nor any sale made hereunder implies that there has been no change in our or our affiliates' affairs or that the information in this Product Supplement is correct as of any date after the date hereof.

You must (i) comply with all applicable laws and regulations in force in any jurisdiction in connection with the possession or distribution of this Product Supplement, the applicable Pricing Supplement and the related Offering Memorandum and the purchase, offer or sale of the Notes and (ii) obtain any consent, approval or permission required to be obtained by you for the purchase, offer or sale by you of the Notes under the laws and regulations applicable to you in force in any jurisdiction to which you are subject or in which you make such purchases, offers or sales; neither we, Société Générale, New York Branch, nor any of our or their affiliates shall have any responsibility therefor.

In this Product Supplement, the applicable Pricing Supplement and the accompanying Offering Memorandum, "we," "us" and "our" refer to Société Générale, unless the context requires otherwise.

RISK FACTORS

The Notes are generally riskier than ordinary debt securities. This section of the Product Supplement describes some risks relating to the Notes. Additional risk factors are described in the applicable Pricing Supplement and the Offering Memorandum. You should carefully consider all of the information set forth herein, in the applicable Pricing Supplement and in the Offering Memorandum and whether the Notes are suited to your particular circumstances before you decide to purchase them.

You must rely on your own evaluation of the merits as well as the risks of an investment in the Notes

In connection with your purchase of the Notes, we urge you to consult your own financial, tax and legal advisors as to the risks involved in an investment in the Notes and to investigate the Reference Index or the Reference Indices, as applicable, and not rely on our views in any respect. You should make a complete investigation as to the merits of an investment in the Notes.

You may lose your entire investment amount

Unless the full return of principal at Redemption or a minimum return on the Notes is specified in the applicable Pricing Supplement, no assurance can be given, and none is intended to be given, that you will receive any portion of your initial investment in the Notes. Moreover, any payment to be made on your Notes depends on the Issuer's and the Guarantor's ability to satisfy their obligations as they become due. Accordingly, you may lose some or all of your initial investment.

The Notes are intended to be held to Redemption

You may receive less, and potentially significantly less, than the amount you originally invested if you sell your Notes in the secondary market (if any exists) prior to Redemption. You should be willing and able to hold your Notes until Redemption. Also see "*Risk Factors —There may be no secondary market for the Notes; potential illiquidity of the secondary market*" herein.

Issuer and Guarantor credit risk

The Notes are subject to our and the Guarantor's credit risk. Our ability to pay our obligations under the Notes is dependent upon a number of factors, including our and the Guarantor's creditworthiness, financial condition and results of operations. No assurance can be given, and none is intended to be given, that you will receive any amount at Redemption.

The Notes are not registered securities and will not be listed on any securities exchange; transfer restrictions may apply

The Notes and the Guarantee are not registered under the Securities Act or under any state laws. The Notes are being offered pursuant to one or more exemptions from the registration requirements of the Securities Act. Neither the SEC nor any state securities commission or regulatory authority has recommended or approved the Notes or the Guarantee, nor has any such commission or regulatory authority reviewed or passed upon the accuracy or adequacy of this Product Supplement, the Offering Memorandum or the applicable Pricing Supplement. The Notes will not be listed on an organized securities exchange or any inter-dealer quotation system. Please also read "*Risk Factors — The Notes and the Guarantee are not registered securities*" in the Offering Memorandum.

The Notes are not insured by any third parties

The Notes will be solely our and the Guarantor's obligations, and no other third party entity will have any obligation, contingent or otherwise, to make any payments or deliveries with respect to the Notes.

You will receive neither further benefits nor additional payments relating to the Notes if we call or redeem the Notes (automatically or otherwise) prior to their scheduled maturity

The terms of any particular issuance of Notes, as specified in the applicable Pricing Supplement, may permit or require Early Redemption by us (automatic or otherwise). If the Notes are redeemed or called by us prior to their scheduled maturity, you may be subject to reinvestment risk, whereby it is likely that you will not be able to invest in securities with similar risks, terms and yield as the Notes.

Moreover, in the event of an Early Redemption of the Notes, you will benefit from the features of the Notes only until the date of such Early Redemption, and you will receive no further benefits or payments under the Notes thereafter.

The value of any Reference Index and the secondary market price of the Notes will be influenced by many unpredictable factors

Several factors, most of which are beyond our control, may influence the value of any Reference Index during the term of the Notes, the value of the Notes in the secondary market and the price at which we, the applicable Dealer or any of our or its respective affiliates may be willing to purchase or sell the Notes in the secondary market. We expect that generally the Relevant Level of the (or each) Reference Index will affect the secondary market value of the Notes more than any other single factor. However, the value of the Notes in the secondary market may not vary in proportion to changes in the value of the (or each) Reference Index. Other factors that may influence the value of the Notes include, without limitation:

- the level of the (or each) Reference Index;
- interest rates and yield rates in the market;
- the volatility (frequency and magnitude of changes in value) of the (or each) Reference Index;
- the performance of the (or each) Reference Index prior to Redemption
- geopolitical conditions and economic, financial, political, regulatory or judicial events that affect markets generally and that may affect the (or each) Reference Index and the Relevant Level of the (or each) Reference Index, as applicable;
- supply and demand for the Notes;
- if applicable, our right to redeem the Notes early;
- if applicable, dividend rates on the stocks underlying the (or each) Reference Index;
- the time remaining to the Redemption of the Notes;
- the creditworthiness of the Issuer and the Guarantor;
- whether a Market Disruption Event, Hedging Disruption Event or Regulatory Event (each as defined herein) has occurred; and
- the occurrence of an event described in the section "*Description of the Notes — Discontinuance or Modification of the Reference Index; Alteration of Method of Calculation; No Longer Underlying Reference Asset of a Futures or Option Contract*" which may or may not cause the Calculation Agent to (i) calculate, with respect to a Reference Index, the Relevant Level for such Reference Index, (ii) select, with respect to a Reference Index, a Successor Index (as defined herein) to replace such Reference Index, or (iii) early redeem the Notes.

Some or all of these factors may influence the price you will receive if you sell your Notes in the secondary market (if any exists) prior to Redemption. For example, you may have to sell your Notes at a substantial discount from the Notional Amount or at a price substantially less than the amount you originally invested in the Notes if the value of the Reference Index has (or one or more Reference Indices have) declined below its (or their) Initial Index Level(s). The impact of any of the factors set forth above may enhance or offset some or all of the changes resulting from another factor or factors.

We cannot predict the future performance of any Reference Index based on its historical performance. We also cannot predict whether the level or value of any Reference Index will fall or rise during the term of the Notes. Past fluctuation and trends in the levels of any Reference Index are not necessarily indicative of fluctuations or trends that may occur in the future with respect to such Reference Index.

There may be no secondary market for the Notes; potential illiquidity of the secondary market

The Notes are most suitable for purchase and holding until Redemption. The Notes will be new securities for which currently there is no trading market. We do not intend to apply for listing of the Notes and therefore the Notes will not be listed or quoted on any exchange. We cannot assure you as to whether there will be a secondary market for the Notes or, if there were to be such a secondary market, that it would be liquid.

In addition, the aggregate Notional Amount of the Notes being offered may not be purchased by investors in the initial offering, and one or more of our affiliates has agreed to purchase any unsold portion. Such affiliate or affiliates intend to hold the Notes, which may affect the supply of the Notes available in any secondary market trading and therefore may adversely affect the price of the Notes in any secondary market trading. If a substantial portion of any Notes held by our affiliates were to be offered for sale following this offering, the market price of such Notes could fall, especially if secondary market trading in such Notes is limited or illiquid.

Under ordinary market conditions, the Issuer, the applicable Dealer distributing the Notes (which may be SGAS) or another broker-dealer affiliated with us or such Dealer intends to maintain a secondary market in the Notes; however, neither the Issuer, such Dealer nor such affiliate has any obligation to provide a secondary market in the Notes and may cease doing so at any time. Accordingly, we cannot assure you as to the development or liquidity of any secondary market for the Notes. If neither the Issuer, the applicable Dealer nor any of their respective affiliates makes or maintains a secondary market in the Notes, you may not be able to sell your Notes easily or at prices that will provide you with a yield comparable to that of similar securities that have a liquid secondary market.

We may sell the Notes through our affiliate, SGAS; potential conflict of interest

The Notes may be sold through our affiliate, SGAS, by appointment of SGAS as the principal agent for the sale of the Notes. SGAS and the Issuer are under common control and SGAS is not a dealer that is independent from the Issuer. A conflict of interest may exist or arise with respect to the offering and sale of the Notes by SGAS to investors because an independent underwriter is not participating in the pricing of the Notes to investors.

Additionally, we may pay SGAS a distribution fee and, similarly, if SGAS distributes the Notes to or through other broker-dealers or banks, we, SGAS or one of our affiliates may pay such other broker-dealers or banks a fee in connection with their distribution of the Notes. SGAS has discretion to determine the amount of fees paid to such other broker-dealers or banks, and may change them from time to time. Because such fees may negatively impact your investment in the Notes, SGAS's interests with respect to the Notes may be adverse to yours.

For more information about distribution of the Notes and related commissions, see the section "*Supplemental Plan of Distribution*" in this Product Supplement.

The inclusion of commissions and projected profit from hedging in the original price is likely to adversely affect secondary market prices

Assuming no change in market conditions or any other relevant factors, the price, if any, at which we, the applicable Dealer or one or more of our or its respective affiliates may be willing to purchase the Notes in secondary market transactions will likely be lower than the price at which you purchased the Notes (even if the Closing Level(s) of the (or each) Reference Index is not below its Initial Index Level). This is because such price included, and secondary market prices are likely to exclude, commissions paid with respect to the Notes, as well as the projected profit included in the cost of hedging our obligations under the Notes. In addition, any such prices may differ from values determined by pricing models used by us, the applicable Dealer or one or more of our or its respective affiliates, as a result of dealer discounts, mark ups or other transaction costs. See also *"Risk Factors—Risks relating to each Reference Index"* herein.

If the Notes are accelerated due to our insolvency, you may receive an amount substantially less than the Notional Amount of the Notes

The amount you receive from us as payment on the Notes if the Notes are accelerated due to an Event of Default may be substantially diminished (and could be zero) if such an acceleration is due to our or the

Guarantor's insolvency and we or the Guarantor are not able to make such payment under applicable bankruptcy laws. Also see *"Risk Factors—Your return may be limited or delayed by the insolvency of Société Générale"* in the Offering Memorandum.

The occurrence of a Hedging Disruption Event or a Regulatory Event could adversely affect your return (if any) on the Notes

If, during the term of the Notes, an Index Sponsor for a Reference Index permanently cancels or materially modifies such Reference Index, and the Calculation Agent determines that such an event would cause a Hedging Disruption, we will pay you an amount as determined in accordance with the section "*Description of the Notes—Discontinuance or Modification of the Reference Index; Alteration of Method of Calculation; No Longer Underlying Reference Asset of a Futures or Option Contract*" herein.

In addition, during the term of the Notes, a Regulatory Event (as defined herein) may occur with respect to the Issuer and/or Guarantor. This would generally be deemed to have occurred if a Change in Law (as defined herein) makes it impracticable, impossible, unlawful, or illegal for us or any of our affiliates to perform or hedge our or its obligations under the Notes (or prevents us or any of our affiliates from performing or hedging such obligations), or materially increases the costs of such performance or hedging (see "*Certain Definitions*" herein for more details). If the Calculation Agent determines that a Regulatory Event has occurred, we will pay you an amount as determined in accordance with the section "*Description of the Notes — Regulatory Event*" herein.

Therefore, in the case of a Hedging Disruption Event or Regulatory Event, the method used to determine your repayment on the Notes will not reflect the redemption amount that would have fallen due (and you may receive a return that is less, perhaps substantially, than you would have received) had the Hedging Disruption Event or Regulatory Event not occurred.

You will not be entitled to dividends paid on stocks tracked by any Reference Index or Reference Indices, as applicable, that are equity indices; your return (if any) on the Notes may be less than the return realized in a direct investment in the Reference Index (or Reference Indices) or securities underlying such Reference Index (or Reference Indices)

If the Notes are linked to any Reference Index or Reference Indices, as applicable, that are equity indices, the return (if any) on the Notes will not reflect the return you would realize if you actually owned interests in the equity securities underlying such Reference Index or Reference Indices, as applicable, and received dividends, if any, paid on those interests. Therefore, your return (if any) on the Notes may be less (perhaps substantially) than the return you would have realized had you directly purchased the equity securities underlying such Reference Index or Reference Indices, as applicable, and received any dividends or distributions paid on those equity securities.

You have no beneficial interest in any Reference Index or the securities or constituents underlying any Reference Index

Investing in the Notes is not equivalent to investing in the Reference Index (or Reference Indices) or the securities or constituents underlying the Reference Index (or Reference Indices). You will not have any ownership interest or rights in the Reference Index (or Reference Indices) or the assets, constituents or securities underlying the Reference Index (or Reference Indices) by virtue of your investment in the Notes. Moreover, as a holder of the Notes, you will not have voting rights, rights to receive cash distributions or other rights that actual holders of interests in the securities or constituents comprising the Reference Index (or Reference Indices) would have.

Certain business activities may create conflicts with your interests

We, the Guarantor, the applicable Dealer or one or more of our or their respective affiliates, may engage in trading and other business activities relating to one or more Reference Indices, or the securities or constituents comprising such Reference Index or Reference Indices, as applicable, which are not for your account or on your behalf. These activities may present a conflict between your interest in the Notes and interests we, the Guarantor, the applicable Dealer or one or more of our or their respective affiliates, may have in our or their proprietary account. Such activities may include, among other things, the exercise of voting power, financial advisory relationships, financing transactions, derivative transactions and the exercise of creditor rights, each of which may be contrary to your interests. Any of these trading and/or business activities may affect the level(s) of the Reference Index or Reference Indices, as applicable, and thus could be adverse to your return (if any) on the Notes. We, the Guarantor, the applicable Dealer and our or their respective affiliates may engage in any such activities without regard to the Notes or the effect that such activities may directly or indirectly have on the Notes.

We, the Guarantor, the applicable Dealer and/or one or more of our or their respective affiliates may have published, and may in the future publish, research reports relating to the Reference Index or Reference Indices, as applicable, and the securities or constituents comprising such Reference Index or Reference Indices, as applicable. This research is modified from time to time without notice and may express opinions or provide recommendations that are inconsistent with purchasing or holding the Notes. Any of these activities may affect the levels of the Reference Index or Reference Indices, as applicable, or the securities or constituents comprising the Reference Index or Reference Indices, as applicable, and, therefore, the value of the Notes.

We, the Guarantor, the applicable Dealer or one or more of our or their respective affiliates, may also issue, underwrite or assist unaffiliated entities in the issuance or underwriting of other securities or financial instruments with returns indexed to one or more Reference Indices. By introducing competing products into the marketplace in this manner, we, the Guarantor, the applicable Dealer and/or our or their respective affiliates could adversely affect the value of the Notes.

In addition, to the extent applicable, we, the Guarantor, the applicable Dealer or one or more of our or their respective affiliates may, at present or in the future, engage in business with the issuers of any securities or constituents underlying one or more Reference Indices, including making loans to or equity investments in those companies or providing investment banking, asset management or other advisory services to those companies. These activities may present a conflict between your interests and the interests of the Issuer, the Guarantor, the applicable Dealer or our or their respective affiliates. In the course of that business, we, the Guarantor, the applicable Dealer or one or more of our or their respective affiliates may acquire non-public information about one or more of the securities or constituents underlying one or more Reference Indices. We, the Guarantor, the applicable Dealer and our and their respective affiliates have no obligation to disclose such information.

Hedging and trading activity could potentially adversely affect the value of the Notes

In the ordinary course of business, whether or not we or they will engage in any secondary market making activities, we, the Guarantor, the applicable Dealer or one or more of our or their respective affiliates may effect transactions for our or their own account or for the account of our or their respective customers, including holding long or short positions in one or more Reference Indices, securities or constituents comprising one or more Reference Indices and/or related derivatives. In addition, in connection with the offering of the Notes and during the term of the Notes, we, the Guarantor, the applicable Dealer or one or more of our or their respective affiliates may enter into one or more hedging transactions relating to one or more Reference Indices, the securities or constituents comprising one or more Reference Indices and/or related derivatives. In connection with any of such hedging or any market-making activities or with respect to proprietary or other such trading activities, we, the Guarantor, the applicable Dealer and/or our or their respective affiliates may enter into transactions in one or more Reference Indices, the securities or constituents underlying one or more Reference Indices and/or related derivatives, which may affect the market price, liquidity or value of such Reference Index or Reference Indices, as applicable, or the securities or constituents comprising such Reference Index or Reference Indices, as applicable, and, therefore, the value of the Notes. We, the Guarantor, the applicable Dealer and/or any of our or their respective affiliates may also issue or underwrite other securities or financial or derivative instruments with returns linked or related to changes in the performance of one or more Reference Indices or the securities or constituents comprising one or more Reference Indices. Any of the situations herein may result in consequences which may be adverse to your interests in the Notes. We and the Guarantor assume no responsibility whatsoever for such consequences and their impact on your investment.

The Indenture (as defined herein) does not contain any restrictions on our ability or the ability of any of our affiliates to sell, pledge or otherwise convey all or any securities. Neither we nor the Guarantor nor any of our affiliates will pledge or otherwise hold any security for the benefit of holders of the Notes. Consequently, in the event of a bankruptcy, insolvency or liquidation involving us or the Guarantor, as the case may be, any securities we hold as a hedge to the Notes will be subject to the claims of our creditors generally and will not be available specifically for the benefit of the holders of the Notes.

Postponement of the Pricing Date upon a Market Disruption Event could adversely affect the return (if any) on the Notes

Unless otherwise specified in the applicable Pricing Supplement, if there is no Market Disruption Event (as defined in the section "*Certain Definitions – Market Disruption Event*" herein) with respect to a Reference Index on the Pricing Date, the determination of the Initial Index Level of such Reference Index will be made on the Pricing Date, even if the Notes are linked to a basket of Reference Indices and one or more of such Reference Indices experiences a Market Disruption Event on the Pricing Date.

Unless otherwise specified in the applicable Pricing Supplement, if, on the Pricing Date, a Market Disruption Event exists with respect to a Reference Index, then the Pricing Date for such Reference Index (and only for such Reference Index) may be postponed for up to eight Scheduled Trading Days with respect to the Pricing Date for a Reference Index that is not a commodity index or up to five Scheduled Trading Days with respect to the Pricing Date for a Reference Index that is a commodity index. In either case, the Calculation Agent will determine the Initial Index Level for such Reference Index in accordance with the section *"Description of the Notes — Market Disruption Event"* herein.

Therefore, a Market Disruption Event that occurs with respect to a Reference Index on the Pricing Date will affect the timing when the Initial Index Level for such Reference Index is determined, which could adversely affect the return (if any) on the Notes.

Postponement of any Valuation Date and, if applicable, the Redemption Date upon a Market Disruption Event could adversely affect the return (if any) on the Notes

Unless otherwise specified in the applicable Pricing Supplement, if, on any Valuation Date for a Reference Index, there is no Market Disruption Event (as defined in the section "*Certain Definitions – Market Disruption Event*" herein) with respect to such Reference Index, the determination of the Relevant Level of such Reference Index will be made on such Valuation Date, even if the Notes are linked to a basket of Reference Indices and one or more of such Reference Indices experiences a Market Disruption Event on such Valuation Date.

Unless otherwise specified in the applicable Pricing Supplement, if, on any Valuation Date for a Reference Index, a Market Disruption Event exists with respect to such Reference Index, then such Valuation Date for such Reference Index (and only for such Reference Index) may be postponed for up to eight Scheduled Trading Days with respect to such Valuation Date for a Reference Index that is not a commodity index or up to five Scheduled Trading Days with respect to such Valuation Date for a Reference Index that is a commodity index. In either case, the Calculation Agent will determine the Relevant Level on such date in accordance with the section "*Description of the Notes — Market Disruption Event*" herein.

If the Final Valuation Date is postponed, then the applicable Redemption Date will be postponed until the second Business Day following such postponed Final Valuation Date.

Therefore, a Market Disruption Event that occurs on the Final Valuation Date will affect (i) the timing when the Final Index Level is determined, which could adversely affect the return (if any) on the Notes, and (ii) the timing of the applicable Redemption Date and, therefore, the timing of any payment at Redemption.

The Closing Level of each Reference Index and the value of the Notes may be exposed to fluctuations in exchange rates; the return (if any) on the Notes may be adversely affected by fluctuations in exchange rates

To the extent that one or more constituents comprising one or more Reference Indices may trade in currencies other than the U.S. dollar, unless otherwise specified in the applicable Pricing Supplement, such Reference Indices are calculated in U.S. dollars. As a result, the Closing Level of each of such Reference Indices and the value of the Notes may be adversely affected by changes in exchange rates between the U.S. dollar and foreign currencies. Unless otherwise specified in the applicable Pricing Supplement, payments on the Notes will not be adjusted for changes in the exchange rate between the U.S. dollar and any of the currencies in which some of the constituents included in one or more Reference Indices might trade.

Moreover, to the extent that the values of the constituent(s) comprising a Reference Index are determined in U.S. dollars, an appreciation of the U.S. dollar will increase the relative cost of such constituent(s) for foreign consumers, thereby potentially reducing demand for such constituent(s) and affecting the value of such Reference Index. As a result, the Closing Level of any Reference Index and the value of the Notes may be adversely affected by changes in exchange rates between the U.S. dollar and foreign currencies.

In addition, one or more Reference Indices and constituents of such Reference Indices may be denominated in currencies other than the U.S. dollar, which may be the currency in which the Notes are denominated. Unless otherwise specified in the applicable Pricing Supplement, the performance calculation for these Reference Indices will not be adjusted for changes in exchange rates.

In recent years, rates of exchange between the U.S. dollar and various foreign currencies have been highly volatile and this volatility may continue in the future. However, fluctuations in any particular exchange rate that have occurred in the past are not necessarily indicative of fluctuations that may occur during the term of the Notes.

Additional risks relating to Notes with more than one Reference Index or a basket involving one or more Reference Indices

The levels or values of the Reference Indices (or components in the basket) may not move in tandem; return (if any) on the Notes may not reflect the full performance of the Reference Indices (or components in the basket)

Value movements in the Reference Indices (or components in the basket) may not move in tandem with each other and, therefore, your return (if any) on the Notes may not reflect the full performance of the Reference Indices (or components in the basket) during the term of the Notes. Unless otherwise specified in the applicable Pricing Supplement, the positive performance of any Reference Index (or any component in the basket) will be offset, or moderated, by negative or lesser positive performances of the other Reference Indices (or other components in the basket). As a result, the payment (if any) at Redemption and the value of the Notes may be adversely affected even if the levels or values of some of the Reference Indices (or components in the basket) increase during the term of the Notes.

Furthermore, to the extent that the weighting applicable to any Reference Index (or any component) in a basket is greater than the weightings applicable to other Reference Indices (or other components) in such basket, poor performance for that Reference Index (or that component in the basket) will have a disproportionately large negative impact on the payment (if any) due on the Notes.

A basket of a limited number of Reference Indices (or components) may be less diversified than a portfolio investing in broader markets and, therefore, may adversely affect the market value of the Notes

Because the Notes may be linked to changes in the value of a limited number of Reference Indices (or components in a basket), the basket of Reference Indices (or components) may be less diversified than funds or portfolios investing in broader markets and, therefore, could experience greater volatility than such investments. An investment in the Notes may carry risks similar to a concentrated investment in a limited number of industries, sectors or asset classes.

The correlation among the Reference Indices (or components in the basket) may change, which could adversely affect the value of and return (if any) on the Notes

Correlation is the term used to describe the relationship among the performance changes of the Reference Indices (or components in the basket). High correlation during the period of negative returns or a change in correlation among the Reference Indices (or components in the basket) could have an adverse impact on the value of and the payment (if any) due on the Notes.

Risks relating to each Reference Index

General

The historical performance of each Reference Index does not indicate the future performance of such Reference Index and it is impossible to predict whether and to what extent the level of each Reference Index will fall or rise during the term of the Notes. The level of each Reference Index will be influenced by political, economic, financial, market and other factors. It is impossible to predict what effect these factors will have on the level of each Reference Index or on the return (if any) on the Notes.

Any historical performance information in respect of any Reference Index must be considered illustrative only. Past performance of any Reference Index should not be considered indicative of future performance of such Reference Index or the Notes. In addition, as each Reference Index is based on a complex methodology, it is impossible to predict and list all factors and events that may negatively impact each Reference Index. Market and other factors may cause each Reference Index to act in unanticipated ways.

The strategy underlying any Reference Index may not be successful

There is no assurance that the strategy underlying the methodology of any Reference Index will be successful during the term of the Notes, particularly during periods in which sudden shifts in market trends occur. Furthermore, no assurance can be given that the index methodology of any Reference Index will achieve its goals or that such Reference Index will outperform any alternative strategy that might be constructed.

The investment strategy used to construct a Reference Index may involve rebalancing and weighting limitations that are applied to the components comprising such Reference Index

The constituents comprising any Reference Index may be subject to rebalancing and maximum weighting limits. By contract, a synthetic portfolio that does not rebalance and is not subject to any weighting limits could see greater compounded gains over time through exposure to a consistently and rapidly appreciating portfolio consisting of the same constituents comprising such Reference Index.

The policies of the Exchanges on which constituents of one or more Reference Indices principally trade may affect the levels of such Reference Indices

The policies of an Exchange concerning the manner in which the value of a constituent of any Reference Index is calculated may affect the performance of such Reference Index. No Exchange or Related Exchange is an affiliate of ours, the Guarantor, SGAS or any of our or their affiliates. Consequently, we have no ability to control or predict the actions of any such Exchange or Related Exchange. An Exchange for any constituent of a Reference Index may also from time to time change any rule or bylaw or take emergency action under its rules, any of which may affect the value of such Reference Index. An Exchange for any Reference Index may discontinue or suspend calculation or dissemination of information relating to any constituent of such Reference Index. Any such actions could affect the value of the Notes. See "*Description of the Notes—Discontinuance or Modification of the Reference Index ; Alteration of Method of Calculation; No Longer Underlying Reference Asset of a Futures or Option Contract*" herein.

Any Index Sponsor may, in its sole discretion, discontinue public disclosure of the levels of the related Reference Index

No Index Sponsor is under any obligation to continue to calculate or publicly disclose the levels of the related Reference Index, or to calculate or publicly disclose similar levels for any Successor Index (as defined herein). If an Index Sponsor discontinues such calculation or public disclosure for a Reference Index, we, as the Calculation Agent, will make the relevant adjustment or determination for such Reference Index in accordance with the section "*Description of the Notes—Discontinuance or Modification of the Reference Index; Alteration of Method of Calculation; No Longer Underlying Reference Asset of a Futures or Option Contract*" herein. You may, in this event, receive less, perhaps substantially, than you would have received had such discontinuation by such Index Sponsor not occurred.

An Index Sponsor may adjust the related Reference Index in a way that adversely affects its level

Each Index Sponsor is responsible for calculating and maintaining the related Reference Index. Such Index Sponsor can add, delete or substitute the constituents underlying such Reference Index or make other methodological changes that could change the level of such Reference Index. You should realize that the changing of constituents represented in a Reference Index may affect that Reference Index as a newly added constituent may perform significantly better or worse than the constituent or constituents it replaces. Additionally, an Index Sponsor may alter, discontinue or suspend calculation or dissemination of the related Reference Index. Any such actions could adversely affect the value of the Notes. No Index Sponsor has any obligation to consider your interests in calculating or revising the related Reference Index. See "*Description of the Notes—Discontinuance or Modification of the Reference Index; Alteration of Method of Calculation; No Longer Underlying Reference Asset of a Futures or Option Contract*" herein.

The constituents comprising a Reference Index may not be equally weighted

The constituents or securities comprising one or more Reference Indices may have a different weight in determining the value or level of such Reference Index or Reference Indices. One consequence of such unequal weights of the constituents or securities comprising such Reference Index or Reference Indices is that the same percentage change in two or more of the constituents or securities may have different effects on the level of such Reference Index or Reference Indices. This may adversely affect the level of the Reference Index or Reference Indices, and, therefore, the Notes.

Changes in the value of the constituents or securities comprising a Reference Index may offset each other

Because the Notes are linked to one or more Reference Indices, each of which is linked to the performance of the constituents or securities comprising such Reference Index or Reference Indices, price or value movements between such constituents or securities comprising any Reference Index, particularly constituents or securities representing different asset classes, industries or geographic regions, may not correlate with each other. At a time when the value of a constituent or security comprising any Reference Index representing a particular asset class, industry or geographic region increases, the value of other constituents or securities, particularly constituents or securities representing different asset classes, industries or geographic regions, may not increase as much or may decline. Therefore, any increase in the value of some of the constituents or securities comprising a Reference Index may be moderated, or offset, by lesser increases or declines in the value of other constituents or securities comprising such Reference Index, which will impact the level of such Reference Index and, therefore, the value of the Notes.

Correlation of performances among the constituents or securities comprising one or more Reference Indices may reduce the performance of the Notes

Performances amongst the constituents or securities comprising a Reference Index may become highly correlated from time to time during the term of the Notes, including, but not limited to, a period in which there is a substantial decline in a particular sector, industry or asset type represented by the constituents or securities comprising such Reference Index. High correlation during a period of negative returns among constituents or securities comprising a Reference Index representing any one sector, industry or asset type could adversely impact the value of the Notes.

The composition of any Reference Index may change between the Pricing Date and the Final Valuation Date, which could adversely affect the value of the Notes

Under certain circumstances where a Reference Index is not calculated and announced by the Index Sponsor, a Successor Index may replace such Reference Index as described in "*Description of the Notes—Discontinuance or Modification of the Reference Index; Alteration of Method of Calculation; No Longer Underlying Reference Asset of a Futures or Option Contract*" herein. That Successor Index will be used as a substitute for the original affected Reference Index (and only such Reference Index) for all purposes, including for purposes of determining the Relevant Level of the Reference Index, the Final Index Level of the Reference Index and whether a Market Disruption Event, a Regulatory Event or a Hedging Disruption Event exists. As a result, the Relevant Level of such Reference Index as of any Valuation Date may be different than it would have been if the original Reference Index had not been replaced. The Relevant Level, Final Index Level, return on the Notes and/or payment at Redemption may be different than it would have been if the original Reference Index had not been replaced. Therefore, the value of the Notes may be adversely affected by the replacement of any Reference Index.

Neither the Issuer, the Guarantor nor their affiliates are affiliated with any Index Sponsor

Unless otherwise specified in the applicable Pricing Supplement, no Index Sponsor is an affiliate of the ours, the Guarantor or any of our or their affiliates or is involved with any offering of Notes in any way. Consequently, unless otherwise specified in the applicable Pricing Supplement, we have no ability to control the actions of any Index Sponsor, including any action that would require the Calculation Agent to adjust the terms of the Notes. No Index Sponsor has any obligation to consider your interest as an investor in the Notes in taking any actions that might adversely affect the value of your Notes. None of the money you pay for the Notes will go to any Index Sponsor. The obligations represented by the Notes are obligations of us and SGNY, as Guarantor, and not of any Index Sponsor.

The Notes may be subject to risks associated with investments in non-United States securities markets

To the extent securities or constituents underlying a Reference Index have been issued by non-United States companies, investments in the Notes will involve risks associated with investments in non-United States securities markets. For example, non-United States securities markets may be more volatile than United States securities markets, and market developments may affect those markets differently from the United States markets. Additionally, in non-United States securities markets there may be a high concentration of market capitalization and trading volume in a small number of issuers representing a limited number of industries, as well as a high concentration of certain types of investors (including investment funds and other institutional investors) in such securities markets. Direct or indirect government intervention to stabilize securities markets outside the United States, as well as cross-shareholdings in certain companies, may affect trading prices and trading volumes in those markets. Also, the public availability of information concerning the issuers of non-United States securities will vary depending on their home jurisdiction and the reporting requirements imposed by their respective regulators. In addition, such issuers may be subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to United States reporting companies.

The prices of securities in non-United States markets may be affected by political, economic, financial and social factors in such markets. These factors, which could negatively affect foreign securities markets, include the possibility of changes in a foreign government's economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions applicable to foreign companies or investments in foreign equity securities and the possibility of fluctuations in the rate of exchange between currencies. Moreover, foreign economies may differ favorably or unfavorably from the United States economy in important respects such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

Therefore, to the extent securities or constituents underlying any Reference Index have been issued by non-United States companies, such Reference Index may be subject to significantly greater risk and volatility than an index that is comprised only of securities of United States companies.

One or more Reference Indices may be highly concentrated in one or more geographic regions, industries or economic sectors

The Notes are subject to the risks associated with a direct investment in the Reference Index or Reference Indices, as applicable, which may be highly concentrated in securities or other instruments representing a particular geographic region, group of geographic regions, industry, group of industries, economic sector or group of economic sectors.   These include the risks that the price, value or level of other assets in such geographic region(s), industry or industries, or economic sector(s) or the prices or values of the constituents comprising the Reference Index or Reference Indices, as applicable, may decline, thereby adversely affect the market value of the Notes. If one or more Reference Indices are concentrated in a particular geographic region, group of geographic regions, industry, group of industries, economic sector or group of economic sectors, the Notes also will be concentrated in that geographic region or regions, industry, group of industries or economic sector or sectors.

For example, a financial crisis could erupt in a particular geographic region, industry or economic sector and lead to sharp declines in the currencies, equities markets and other asset prices or values in that geographic region, industry or economic sector, threatening the particular financial systems, disrupting economies and causing political upheaval. A financial crisis or other event in any geographic region, industry or economic sector could have a negative impact on one or more Reference Indices and, consequently, the market value of the Notes may be adversely affected.

Additional risks relating to each Reference Index that is a commodity index

General

To the extent that the Notes are linked to one or more Reference Indices that are commodity indices, the performance of the Notes will be subject to risks similar to those of any investment in commodities, including the risk that the general value of commodities may decline. The following is a list of some of the significant risks associated with each Reference Index that is a commodity index:

- The markets for the futures contracts of the commodities underlying any Reference Index are subject to temporary distortions, extreme price variations or other disruptions due to conditions of illiquidity in the markets, the participation of speculators, government regulation and intervention.
- U.S. futures exchanges and some foreign exchanges have regulations that limit the amount of fluctuation in futures contract prices which may occur during a single business day. Limit prices may have the effect of precluding trading in a particular contract or forcing liquidation of contracts at disadvantageous items or prices. These circumstances could adversely affect the value of any Reference Index and, therefore, the value of the Notes.
- Prices of commodities and commodity futures contracts may be adversely affected by the promulgation of new laws or regulations or by the reinterpretation of existing laws or regulations (including, without limitation, those relating to taxes and duties on commodities or commodity components) by one or more governments, governmental agencies or instrumentalities, courts or other official bodies. Any such event could adversely affect the value of any Reference Index and, thus, the value of the Notes.
- Commodities values, and therefore the value of any Reference Index, are subject to volatile movements over short periods of time and are affected by numerous factors, including, among other things, the structure of and confidence in the global monetary system, expectations of the future rate of inflation, the relative strength of the U.S. dollar, interest rates and borrowing and lending rates, global and regional economies, global industrial demand, financial, political, regulatory, judicial and other events, war (or the cessation thereof), development of substitute products, terrorism, weather, supply, price levels, global energy levels, production levels, production costs and delivery costs. Such political, economic and other developments may affect the value of any Reference Index and, thus, the value of the Notes.
- The value of any Reference Index or values of the constituents underlying any Reference Index, as the case may be, can fluctuate widely due to supply and demand disruptions in major producing or consuming regions. In particular, recent growth in industrial production and gross domestic product has made certain emerging economies oversized users of commodities and has increased the extent to which the value(s) of the Reference Index or Reference Indices are connected to the foreign markets. Political, economic and other developments that affect such markets may affect the values of any Reference Index and, thus, the value of the Notes. Because the constituents underlying each Reference Index are produced in a limited number of countries and are controlled by a small number of producers, political, economic and supply related events in such countries could have a disproportionate impact on the value of such Reference Index.

One or more of the above factors may cause the value of different commodities underlying the futures contracts comprising a Reference Index or Reference Indices, as applicable, to move in inconsistent directions at inconsistent rates. This, in turn, could adversely affect the level(s) of such Reference Index or Reference Indices, as applicable, and the value of the Notes. It is impossible to predict the aggregate effect of all or any combination of the above factors.

Lack of regulation

The Notes are debt securities that are direct obligations of the Issuer. The net proceeds to be received by us from the sale of the Notes will not be used to purchase or sell interests linked to the constituent(s) underlying any Reference Index or options or futures contracts related thereto for the benefit of the holders of the Notes. An investment in the Notes does not constitute an investment in commodities, futures contracts or options on futures contracts, and you will not benefit from the regulatory protections of the Commodity Futures Trading Commission (the "**CFTC**") afforded to persons who trade in such contracts.

Unlike an investment in the Notes, an investment in a collective investment vehicle that invests in futures contracts on behalf of its participants may be subject to regulation as a commodity pool and its operator may be required to be registered with and regulated by the CFTC as a "commodity pool operator" ("**CPO**"), or qualify for an exemption from the registration requirement. Because the Notes are not interests in a commodity pool, the Notes will not be regulated by the CFTC as a commodity pool, the Issuer will not be registered with the CFTC as a CPO, and you will not benefit from the CFTC's or any non-U.S. regulatory authority's regulatory protections afforded to persons who invest in regulated commodity pools.

Risks relating to the trading of commodities on international futures exchanges

Certain international futures exchanges operate in a manner more closely analogous to the over-the-counter physical commodity markets than to the regulated futures markets, and certain features of U.S. futures markets are not present. For example, there may not be any daily price limits which would otherwise restrict the extent of daily fluctuations in the prices of the respective contracts. In a declining market, therefore, it is possible that prices would continue to decline without limitation within a trading day or over a period of trading days. This may adversely affect the value of any Reference Index and, as a result, the market value of the Notes, the return (if any) on the Notes as well as the payment you would receive at Redemption.

Potential over-concentration in a particular commodity sector

The commodities underlying the futures contracts that may be included in any Reference Index may be concentrated in a specified commodity sector. An investment in the Notes might increase your exposure to fluctuation in any of the commodity sectors associated with one or more Reference Indices.

Furthermore, a Reference Index's methodology may impose limitations on exposure to any of the commodity sectors underlying the futures contracts included in such Reference Index. There can be no assurance that such limitations, if any, will reduce volatility or enhance the performance of such Reference Index, or that such Reference Index would not have performed better without such limitations. In addition, it is likely that the weighting, if any, of commodity sectors comprising any Reference Index will shift periodically, so exposure to any sector cannot be predicated and a fixed exposure to a particular sector is unlikely.

Higher future prices of commodities underlying futures contracts comprising one or more Reference Indices relative to their current prices may lead to a decrease in the value of the Notes as well as the payment at Redemption

The constituents of one or more Reference Indices may be composed of futures contracts on physical commodities. As the contracts that underlie one or more Reference Indices come to expiration, they are replaced by contracts that have a later expiration. For example, a contract purchased and held in September may specify an October expiration. As time passes, the contract expiring in October is replaced by a contract for delivery in November. This is accomplished by selling the October contract and purchasing the November contract. This process is referred to as "rolling." Excluding other considerations, if the market for these contracts is in "backwardation," where the prices are lower in the distant delivery months than in the nearer delivery months, the sale of the October contract would take place at a price that is higher than the price of the November contract, thereby creating a "roll yield." While the contracts that may be included in one or more Reference Indices could have historically exhibited consistent periods of backwardation, backwardation will most likely not exist at all times. Conversely, some of the commodities reflected in one or more Reference Indices could have historically exhibited "contango" markets rather than backwardation. Contango markets are those in which prices are higher in more distant delivery months than in nearer delivery months. Commodities may also fluctuate between backwardation and contango markets. The presence of contango in the commodity markets could result in negative roll yields, which could adversely affect the value of any constituents underlying one or more Reference Indices and, accordingly, the value and amount payable on the Notes.

DESCRIPTION OF THE NOTES

The following description of the terms of the Notes supplements the description of the general terms of the Notes set forth under the heading "*Description of the Notes*" in the Offering Memorandum. For the purposes of this "*Description of the Notes,*" the term "Note" refers to the Notional Amount per Note specified on the cover page hereof and in the applicable Pricing Supplement. The applicable Pricing Supplement describes the terms that apply specifically to the Notes offered, including any changes to the terms specified herein.

A. Description of the Notes

1. Final Payment

As a final payment on the applicable Redemption Date, the Holder of the Note will receive the amount due and payable or deliverable to it as specified in the applicable Pricing Supplement. Unless otherwise specified in the applicable Pricing Supplement, the amounts payable or deliverable as a final payment (if any) under the Notes have been specified for the Notional Amount per Note.

2. Coupon Payments

Unless otherwise specified in the applicable Pricing Supplement, no periodic coupon is payable with respect to the Notes.

3. Payment at Redemption and Notice Prior to Payment

The final payment of the amount due to a Holder of a Note at Redemption will be made to the Holder in whose name the Note is registered in the security register of the Issuer on the applicable Redemption Date in immediately available funds. If in certificated form, the final payment will be made upon surrender of the Note at the office or agency of the Paying Agent (as defined in the Offering Memorandum), maintained for that purpose in the Borough of Manhattan, The City of New York, or at such other paying agency as the Issuer may determine.

The Issuer will provide a written notice to the Trustee and to the Depositary (as defined in the Indenture), no later than at 10:30 a.m. (New York time) on the day immediately prior to the applicable Redemption Date (but if such day is not a Business Day, prior to the close of business on the Business Day preceding the applicable Redemption Date), of the amount of cash or securities to be delivered with respect to the stated Notional Amount of each Note, and deliver such cash or securities to the Trustee for delivery to the Holders on the applicable Redemption Date.

Unless otherwise specified in the Pricing Supplement, all calculations with respect to the payment or delivery, if any, on the applicable Redemption Date to a Holder will be rounded to the nearest hundredth, with five one thousandth rounded upward (*e.g.* 0.465 would be rounded up to 0.47), and all amounts paid or delivered on the Notional Amount of a Note will be rounded to the nearest cent, with one-half cent rounded upward.

4. Reference Index Level Correction

In the event that any level published by an Index Sponsor which is utilized for any calculation or determination of the payment or delivery at Redemption under a Note is subsequently corrected, and such correction is published and made available by such Index Sponsor after the original publication, but prior to the applicable Redemption Date, the Calculation Agent may, in its sole discretion, determine the amount that is payable or deliverable in respect of such Redemption Date as a result of that correction, and, to the extent necessary, adjust the terms of such Note to account for such correction.

5. Discontinuance or Modification of the Reference Index; Alteration of Method of Calculation; No Longer Underlying Reference Asset of a Futures or Option Contract

If a Reference Index is (i) not calculated and announced by the related Index Sponsor but is calculated and announced by a successor sponsor acceptable to the Calculation Agent or (ii) replaced by a successor index using, in the determination of the Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of such Reference Index, then in each case that index will replace such Reference Index. Additionally, if a Reference Index ceases to be the underlying reference asset of any exchange-traded futures or option contract, the Calculation Agent may, but is not obligated to, replace such Reference Index with a new index; *provided* that such new index uses, in the determination of the Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of the original Reference Index.

In the event that a Reference Index is replaced under any circumstance described in the previous paragraph, that replacement index will be deemed a "**Successor Index**" for such Reference Index. Upon such a replacement, such Successor Index will be used as a substitute for the original Reference Index for all purposes, including, but not limited to, for purposes of determining the Closing Level and the Relevant Level of such Reference Index, all relevant calculations set forth in the applicable Pricing Supplement and whether a Market Disruption Event, Hedging Disruption Event or Regulatory Event exists with respect to such Reference Index.

If, with respect to a Reference Index:

i. on or prior to the Final Valuation Date, the related Index Sponsor (i) announces that it will make a material change in the formula for or the method of calculating such Reference Index or in any other way materially modifies such Reference Index (other than a modification prescribed in that formula or method to maintain such Reference Index in the event of changes in constituent components and other routine events) or (ii) permanently cancels such Reference Index and no Successor Index exists; or

ii. on or prior to the Final Valuation Date, the related Index Sponsor fails to calculate and announce such Reference Index,

and if the Calculation Agent determines that such event (each an "**Index Adjustment Event**") has a material effect on the Notes, then for purposes of determining the amount payable or deliverable to you on any relevant remaining payment date specified in the relevant Pricing Supplement and the applicable Redemption Date, the Calculation Agent may, but is not obligated to, use its commercially reasonable efforts to determine the (or each) Relevant Level or the Final Index Level for such Reference Index using, in lieu of a published level for such Reference Index, the level that would have prevailed had such change, failure or cancellation not been made as calculated by the Calculation Agent in its sole discretion in accordance with the formula for and method of calculating such Reference Index last in effect prior to such change, failure or cancellation, but using only those constituents that comprised such Reference Index prior to such change, failure or cancellation and using the Exchange traded or quoted price of each of such constituents as of the Scheduled Closing Time of the relevant Exchange on the (or each) applicable Valuation Date or the Final Valuation Date, respectively.

In lieu of calculating the level of the Reference Index, or if the Calculation Agent determines that it would not be commercially reasonable to calculate the Reference Index level, in accordance with the previous paragraph, the Calculation Agent may replace such Reference Index with a new index, provided that such new index (1) tracks, in the determination of the Calculation Agent, the same or substantially similar regions, industries, sectors, markets or grouping of constituents with similar economic characteristics, as the case may be, and (2) uses, in the determination of the Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of the original Reference Index. The new index will be deemed a Successor Index for such Reference Index and will be used as a substitute for the original Reference Index for all purposes, including, but not limited to, for purposes of determining the Closing Level and the Relevant Level of the Reference Index, all relevant calculations set forth in the applicable Pricing Supplement and whether a Market Disruption Event, Hedging Disruption Event or Regulatory Event exists with respect to the Reference Index.

Upon making any such adjustment or upon replacing a Reference Index with a Successor Index, the Calculation Agent will give notice as soon as practicable to the Trustee, stating the adjustment or replacement made. The Calculation Agent will provide information about any adjustment or replacement it makes upon the written request of the Holder.

However, if the Calculation Agent determines that it would not be commercially reasonable to calculate the level of such Reference Index in the foregoing manner and no Successor Index exists (or that calculating the level of such Reference Index or replacing such Reference Index with a Successor Index in the foregoing manner would cause a Hedging Disruption), then the Issuer will no longer be liable for any payments on the Maturity Date, any scheduled Early Redemption Date, or any scheduled Coupon Payment Date, as applicable, but instead will, in full and final satisfaction of its obligations, pay an amount which, on the Redemption Date, shall represent the fair market value of the Notes, as determined by the Calculation

Agent, in its sole discretion, taking into account the latest available quotations for the Reference Index, the structure of the Notes, and any other information the Calculation Agent deems relevant, and shall have the effect of preserving for the Holders the economic equivalent of the obligations of the Issuer to make the payments in respect of the Notes which would, but for such Index Adjustment Event, have fallen due after the Redemption Date. In respect of Notes bearing interest, the redemption amount, as determined by the Calculation Agent in accordance with this paragraph shall include any accrued interest to (but excluding) the Redemption Date and apart from any such interest included in such redemption amount, no interest, accrued or otherwise, or any other amount whatsoever will be payable by the Issuer in respect of such redemption. If the Calculation Agent determines to satisfy the Issuer's final payment obligations in the foregoing manner due to an Index Adjustment Event, the Redemption Date shall mean the second Business Day following the date of the Index Adjustment Event or, if later, the date on which we provide written notice of such determination to the Trustee.

Upon making any such determination, the Calculation Agent will give notice as soon as practicable to the Trustee, stating the determination made. The Calculation Agent will provide information about such determination upon a written request of the Holder.

6. Market Disruption Event

Market Disruption Event on the Pricing Date

Unless otherwise specified in the applicable Pricing Supplement, if there is no Market Disruption Event with respect to a Reference Index on the Pricing Date, the determination of the Initial Index Level of such Reference Index will be made on the Pricing Date, irrespective of, to the extent to the Notes are linked to more than one Reference Index, the occurrence of a Market Disruption Event on the Pricing Date with respect to one or more of the other Reference Indices.

With respect to a Reference Index that is not a commodity index

Unless otherwise specified in the applicable Pricing Supplement, if, on the Pricing Date, a Market Disruption Event exists with respect to a Reference Index, then the Pricing Date for such Reference Index will be postponed until the immediately succeeding Scheduled Trading Day for such Reference Index on which no Market Disruption Event exists with respect to such Reference Index.

However, unless otherwise specified in the applicable Pricing Supplement, if a Market Disruption Event for a Reference Index exists on eight consecutive Scheduled Trading Days commencing on and including the scheduled Pricing Date, the eighth Scheduled Trading Day will be the Pricing Date for the Reference Index and the Calculation Agent will determine the Initial Index Level for such Reference Index on such date in accordance with the formula for and method of calculating such Reference Index last in effect prior to such Market Disruption Event, but using only those constituents that comprised such Reference Index prior to such Market Disruption Event and using the Exchange traded or quoted price of each of such constituents as of the Scheduled Closing Time of the relevant Exchange on the scheduled Pricing Date (or if a Market Disruption Event has occurred with respect to any constituent of such Reference Index on the scheduled Pricing Date, the Exchange traded or quoted price of such constituent on the immediately succeeding Scheduled Trading Day for such constituent on which no Market Disruption Event occurs with respect to such constituent). Notwithstanding the foregoing sentence, if a Market Disruption Event exists with respect to such constituent on eight consecutive Scheduled Trading Days commencing on and including the scheduled Pricing Date, the Calculation Agent will determine the Initial Index Level using its good faith estimate of the value of such constituent as of the Scheduled Closing Time of the relevant Exchange on such eighth Scheduled Trading Day, which may equal the latest available price or quote for such constituent during the period from the scheduled Pricing Date that was postponed to such eighth Scheduled Trading Day. To the extent the Calculation Agent is unable, in its reasonable determination, to calculate such Reference Index in such manner, it will determine the Initial Index Level for such Reference Index, in its sole discretion, on such date based on its good faith and commercially reasonable determination of the level for such Reference Index (which may be the level for such Reference Index at which we, the Guarantor or one or more of our affiliates acquire, establish, reestablish, substitute, maintain, unwind or dispose of any hedging transactions with respect to the Notes).

With respect to a Reference Index that is a commodity index

Unless otherwise specified in the applicable Pricing Supplement, if a Market Disruption Event exists with respect to one or more futures contracts underlying a Reference Index on the Pricing Date, then the Initial

Index Level of such Reference Index shall be determined by the Calculation Agent in good faith in accordance with the formula and calculation method for such Reference Index then in effect, using:

a. with respect to each commodity for which no futures contracts are affected by a Market Disruption Event, the settlement price of such futures contract(s), as determined and made public by the relevant Exchange or Related Exchange on the Pricing Date.

b. with respect to each commodity for which one or more futures contracts are affected by a Market Disruption Event:

   i. the settlement price of all futures contracts related to that commodity as published by the relevant Exchange or Related Exchange for the Pricing Date on the Pricing Date or retrospectively within a period of five consecutive Scheduled Trading Days commencing on, and including, the scheduled Pricing Date, unless the published settlement price of one or more futures contracts related to that commodity is a Limit Price.

   ii. if the settlement price of one or more futures contracts related to that commodity is not published as per paragraph (b)(i) above or is a Limit Price, then the settlement price of all futures contracts for that commodity as determined and made public by the relevant Exchange or Related Exchange for the next Scheduled Trading Day, within a period of five consecutive Scheduled Trading Days commencing on, and including, the scheduled Pricing Date, (X) which is a trading day with respect to all such futures contracts and (Y) on which there is no Trading Limitation or Trading Suspension with respect to such futures contracts.

   iii. if the settlement price of one or more futures contracts related to the commodity is not determined as per paragraph (b)(i) or (ii) above, then (X) with respect to each futures contract not affected by a Trading Limitation or Trading Suspension on the last Scheduled Trading Day within a period of five consecutive Scheduled Trading Days commencing on, and including, the scheduled Pricing Date and for which the relevant Exchange or Related Exchange determines and makes public the settlement price on that day, such published settlement price, and (Y) with respect to any other futures contracts related to that commodity, such futures contract's fair market price as determined by the Calculation Agent on the next following Scheduled Trading Day on the relevant Exchange or Related Exchange.

Notwithstanding the foregoing, with respect to any issuance of Notes, if there is a Market Disruption Event with respect to one or more Reference Indices on the Pricing Date, we reserve the right to cancel or modify such issuance of Notes. If we modify one or more terms of any issuance of Notes due to a Market Disruption Event with respect to one or more Reference Indices on the Pricing Date, we will notify you of such modification and you will be asked to accept such modification in connection with your purchase of the Notes. You may also choose to reject such modification and revoke your offer to purchase the Notes.

Market Disruption Event on any Valuation Date

Unless otherwise specified in the applicable Pricing Supplement, if, on any Valuation Date for a Reference Index, there is no Market Disruption Event with respect to such Reference Index, the determination of the applicable Relevant Level for such Reference Index will be made on such Valuation Date, irrespective of, to the extent the Notes are linked to more than one Reference Index, the occurrence of a Market Disruption Event on such Valuation Date with respect to one or more of the other Reference Indices.

With respect to a Reference Index that is not a commodity index

Unless otherwise specified in the applicable Pricing Supplement, if on any Valuation Date for a Reference Index, a Market Disruption Event occurs with respect to such Reference Index, that Valuation Date for such Reference Index will be postponed until the immediately succeeding Scheduled Trading Day for such Reference Index on which no Market Disruption Event occurs with respect to such Reference Index. However, unless otherwise specified in the applicable Pricing Supplement, if a Market Disruption Event for a Reference Index exists on eight consecutive Scheduled Trading Days beginning on and including that Valuation Date for such Reference Index, the eighth Scheduled Trading Day will be that Valuation Date for such Reference Index and the Calculation Agent will determine the Relevant Level for such Reference Index on such date in accordance with the formula for and method of calculating such Reference Index last in effect prior to such Market Disruption Event, but using only those constituents that comprised such Reference Index prior to such Market Disruption Event and using the Exchange traded or quoted price of each of such constituents as of the Scheduled Closing Time of the relevant Exchange on the scheduled Valuation Date (or if a Market Disruption Event has occurred with respect to any constituent of such Reference Index on the scheduled Valuation Date, the Exchange traded or quoted price of such constituent on the immediately succeeding Scheduled Trading Day on which no Market Disruption Event occurs with respect to such constituent). Notwithstanding the foregoing sentence, if a Market Disruption Event exists with respect to such constituent on eight consecutive Scheduled Trading Days beginning on and including the affected Valuation Date, the Calculation Agent will determine the Relevant Level using its good faith estimate of the value of such constituent as of the Scheduled Closing Time of the relevant Exchange on such eighth Scheduled Trading Day, which may equal the latest available price or quote for such constituent during the period from the affected Valuation Date that was postponed to such eighth Scheduled Trading Day. To the extent the Calculation Agent is unable, in its reasonable determination, to calculate such Reference Index in such manner, it will determine the Relevant Level for such Reference Index, in its sole discretion, on such date based on its good faith and commercially reasonable determination of the level of such Reference Index (which may be the level of such Reference Index at which we, the Guarantor or one or more of our affiliates acquire, establish, reestablish, substitute, maintain, unwind or dispose of any hedging transactions with respect to the Notes). No other payment will be payable or deliverable because of such postponement.

With respect to a Reference Index that is a commodity index

Unless otherwise specified in the applicable Pricing Supplement, if a Market Disruption Event exists with respect to one or more futures contracts underlying a Reference Index on a Valuation Date, then the Relevant Level of such Reference Index shall be determined by the Calculation Agent in good faith in accordance with the formula and calculation method for such Reference Index then in effect, using:

a. with respect to each commodity for which no futures contracts are affected by a Market Disruption Event, the settlement price of such futures contract(s), as determined and made public by the relevant Exchange or Related Exchange on such Valuation Date.

b. with respect to each commodity for which one or more futures contracts are affected by a Market Disruption Event:

    i. the settlement price of all futures contracts related to that commodity as published by the relevant Exchange or Related Exchange for such Valuation Date on such Valuation Date or retrospectively within a period of five consecutive Scheduled Trading Days commencing on, and including, the scheduled Valuation Date, unless the published settlement price of one or more futures contracts related to that commodity is a Limit Price.

    ii. if the settlement price of one or more futures contracts related to that commodity is not retrospectively published as per paragraph (b)(i) above or is a Limit Price, then the settlement price of all futures contracts for that commodity as determined and made public by the relevant Exchange or Related Exchange for the next Scheduled Trading Day, within a period of five consecutive Scheduled Trading Days commencing on, and including, the scheduled Valuation Date, (X) which is a trading day with respect to all such futures contracts and (Y) on which there is no Trading Limitation or Trading Suspension with respect to such futures contracts.

    iii. if the settlement price of one or more futures contracts related to the commodity is not determined as per paragraph (b)(i) or (ii) above, then (X) with respect to each futures contract not affected by a Trading Limitation or Trading Suspension on the last Scheduled Trading Day within a period of five consecutive Scheduled Trading Days commencing on, and including, the scheduled Valuation Date and for which the relevant Exchange or Related Exchange determines and makes public the settlement price on that day, such published settlement price, and (Y) with respect to any other futures contracts related to that commodity, such futures contract's fair market price as determined by the Calculation Agent on the next following Scheduled Trading Day on the relevant Exchange or Related Exchange.

If a Valuation Date for a Reference Index is not a Scheduled Trading Day for such Reference Index, then that Valuation Date for such Reference Index will be the next day following the scheduled Valuation Date that is a Scheduled Trading Day for such Reference Index. No other payment will be payable because of such postponement.

If a Final Valuation Date for any Reference Index is postponed due to a Market Disruption Event, then the Maturity Date will be postponed until the second Business Day following the determination of the Final Index Level for such affected Reference Index. If more than one Reference Index is postponed due to a Marketing Disruption Event, the Maturity Date will be postponed until the second Business Day following the last determination of a Final Index Level for any affected Reference Index.

7. Regulatory Event

If the Calculation Agent determines that a Regulatory Event (as defined in the section entitled "*Certain Definitions*" herein) has occurred, then the Issuer will no longer be liable for any payments on the Maturity Date, any scheduled Early Redemption Date, or any scheduled Coupon Payment Date, as applicable, but instead will, in full and final satisfaction of its obligations, pay an amount which, on the Redemption Date, shall represent the fair market value of the Notes, as determined by the Calculation Agent, in its sole discretion, taking into account the latest available quotations for the Reference Index, the structure of the Notes, and any other information the Calculation Agent deems relevant, and shall have the effect of preserving for the Holders the economic equivalent of the obligations of the Issuer to make the payments in respect of the Notes which would, but for such Regulatory Event, have fallen due after the Redemption Date. In respect of Notes bearing interest, the redemption amount, as determined by the Calculation Agent in accordance with this paragraph shall include any accrued interest to (but excluding) the Redemption Date and apart from any such interest included in such redemption amount, no interest, accrued or otherwise, or any other amount whatsoever will be payable by the Issuer in respect of such redemption. If the Calculation Agent determines that a Regulatory Event has occurred, the Redemption Date shall mean the second Business Day following the date on which we provide written notice of such determination to the Trustee.

Upon making any such determination, the Calculation Agent will give notice as soon as practicable to the Trustee, stating the determination made. The Calculation Agent will provide information about such determination upon a written request of the Holder.

8. Payment upon an Event of Default

In case an Event of Default with respect to the Notes shall have occurred and be continuing and the maturity of your Notes is accelerated, the default amount declared due for each Note on any day will be an amount equal to the cost of having a qualified financial institution, as described below, expressly assume all payment and other obligations with respect to the Notes as of that day and as if no Event of Default had occurred, or to undertake other obligations providing substantially equivalent economic value to the Holders with respect to the Notes. Such cost will equal the lowest amount that a qualified financial institution would charge to effect this assumption or undertaking.

During the default quotation period for the Notes (described below), the Issuer, acting in good faith and in a commercially reasonable manner, may request a qualified financial institution to provide a quotation of the amount it would charge to effect this assumption or undertaking. The cost will equal the lowest—or if there is only one, the only—quotation obtained during the default quotation period.

The default quotation period is the period beginning on the day the default amount first becomes due and ending on the third (3rd) Business Day after that day, unless no quotation of the kind referred to above is obtained. If no quotation of the kind referred to above is obtained, the default quotation period will continue until the third (3rd) Business Day after the first Business Day on which a quotation is obtained from a qualified financial institution. In any event, if the default quotation period has not ended before the Final Valuation Date, then the default amount will equal an amount determined by the Calculation Agent, which, on the scheduled Maturity Date, shall represent the fair market value of the Notes and shall have the effect of preserving for the Holders the economic equivalent of the obligations of the Issuer to make the payments in respect of the Notes. In respect of Notes bearing interest, the default amount, as determined by the Calculation Agent in accordance with this paragraph, shall include any unpaid and accrued interest to (but excluding) the Final Valuation Date for such Notes and apart from any such interest included in the default amount, no interest, accrued or otherwise, or any other amount whatsoever will be payable by the Issuer in respect of such redemption.

For the avoidance of doubt, in determining the fair market value of the Notes following an Event of Default, no account shall be taken of the creditworthiness of:

(i) the Issuer, who shall be deemed to be able to perform fully its obligations in respect of the Notes; or
(ii) the Guarantor, which shall be deemed to be able to perform fully its obligations in respect of the Guarantee.

For the purpose of determining the default amount due and payable upon an Event of Default, a qualified financial institution must be a financial institution organized under the laws of any jurisdiction in the United States of America, Europe or Japan, which at that time has outstanding debt obligations with a stated maturity of one (1) year or less from the date of issue and rated either (i) A-1 or higher by S&P or any other comparable rating then used by that rating agency, or (ii) P-1 or higher by Moody's or any other comparable rating then used by that rating agency.

9. Note Provisions to Control

If the terms described in this Product Supplement are different or inconsistent with those described in the Offering Memorandum, the terms described in this Product Supplement will govern the Notes. If the terms described in the applicable Pricing Supplement are different or inconsistent with those described herein or in the Offering Memorandum, the terms described in the applicable Pricing Supplement will govern the Notes.

10. Defined Terms

All terms used in a Note, which are defined in the Indenture and not otherwise defined herein, have the meanings assigned to them in the Indenture.

Certain Definitions

"**Business Day**" means, unless otherwise specified in the applicable Pricing Supplement, any day other than (a) a Saturday or Sunday or (b) a day on which banking institutions in the principal financial center for the relevant currency in which the Notes are settled are authorized or required by law, regulation or executive order to close.

"**Change in Law**" means (i) the adoption, enactment, promulgation, execution or ratification of any applicable new law, regulation or rule (including, without limitation, any applicable tax law, regulation or rule) after the Issue Date of the Notes, (ii) the implementation or application of any applicable law, regulation or rule (including, without limitation, any applicable tax law, regulation or rule) already in force as of the Issue Date of the Notes but in respect of which the manner of its implementation or application was not known or was unclear as of the Issue Date, or (iii) the change, after the Issue Date of the Notes, of any applicable law, regulation or rule, or the change in the interpretation or application or practice relating thereto, existing as of the Issue Date of the Notes, by any competent court, tribunal, regulatory authority or any other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government (including any additional or alternative court, tribunal, authority or entity, to that existing as of the Issue Date).

"**Closing Level**" means, with respect to any Reference Index and any Scheduled Trading Day for such Reference Index, the official closing level for such Reference Index as published and announced by the related Index Sponsor for such Scheduled Trading Day.

"**Early Closure**" means, with respect to a Reference Index, the closure on any Exchange Business Day for such Reference Index of any Exchange or Related Exchange for such Reference Index prior to its Scheduled Closing Time unless such earlier closing time is announced by such Exchange or Related Exchange (as the case may be) at least one hour prior to the earlier of (i) the actual closing time for the regular trading session on such Exchange or Related Exchange on such Exchange Business Day and (ii) the submission deadline for orders to be entered into such Exchange or Related Exchange system for execution at the Scheduled Closing Time on such Exchange Business Day.

"**Event of Default**" means any Event of Default listed in the section "*Description of the Notes—Events of Default and Remedies; Waiver of Past Defaults*" in the Offering Memorandum.

"**Exchange**" means, with respect to a Reference Index, each principal exchange or quotation system on which the constituents underlying such Reference Index trade, any successor to such exchange or quotation system or any substitute exchange or quotation system to which trading in the constituents underlying such Reference Index has temporarily relocated (provided that the Calculation Agent has determined that there is comparable liquidity relative to such constituents on such temporary substitute exchange or quotation system as on the original Exchange).

"**Exchange Business Day**" means, with respect to a Reference Index, any Scheduled Trading Day for such Reference Index on which each Exchange and each Related Exchange for such Reference Index are open for trading during their respective regular trading sessions, notwithstanding any such Exchange or Related Exchange closing prior to its Scheduled Closing Time.

"**Exchange Disruption**" means, with respect to a Reference Index, any event (other than an Early Closure) that disrupts or impairs (as determined by the Calculation Agent) the ability of market participants in general (A) to effect transactions in, or obtain market values for, any security or constituent underlying such Reference Index on any Exchange for such Reference Index or (B) to effect transactions in, or obtain market prices for, any futures or option contract relating to such Reference Index on any Related Exchange for such Reference Index.

"**Final Index Level**" means, with respect to a Reference Index (subject, in the case of a Market Disruption Event, to a possible determination by the Calculation Agent in the manner described in the section "*Description of the Notes—Market Disruption Event"* herein), the Closing Level of such Reference Index on the Final Valuation Date.

"**Final Valuation Date**" means, with respect to any Reference Index, the last Valuation Date prior to the Redemption Date (subject to postponement pursuant the section "*Description of the Notes—Market Disruption Event*" herein) on which the Final Index Level of such Reference Index is determined by the Calculation Agent.

“**Hedging Disruption**” means, with respect to any Reference Index, if the related Index Sponsor permanently cancels, materially modifies or fails to calculate and announce such Reference Index and following the occurrence of such cancellation, change or failure, the Issuer or any of its affiliates would incur a materially increased (as compared with the circumstances existing prior to such event) amount of tax, duty, liability expense, fee, cost or regulatory capital charge, or it would be impracticable for the Issuer or any of its affiliates after using commercially reasonable efforts, to (i) acquire, establish, reestablish, substitute, maintain, unwind or dispose of any transaction(s) or assets(s) relating to such Reference Index it deems necessary to hedge the Issuer’s obligations with respect to the Notes, or (ii) realize, recover or remit the proceeds of any such transaction(s) or assets(s).

“**Hedging Disruption Event**” means, with respect to any Reference Index, the occurrence, as determined by the Calculation Agent, of a Hedging Disruption for such Reference Index.

“**Holder**” means, with respect to any Note, the holder in whose name such Note is registered in the security register of the Issuer.

“**Index Sponsor**” means, with respect to a Reference Index, the corporation or other entity (as specified on the cover page of the applicable Pricing Supplement) that (i) is responsible for setting and reviewing the rules and procedures and the methods of calculation and adjustments, if any, related to such Reference Index and (ii) announces (directly or through an agent) the level of such Reference Index on a regular basis during each Exchange Business Day.

“**Initial Index Level**” means, with respect to a Reference Index, the Closing Level of such Reference Index on the Pricing Date, as specified on the cover page of the applicable Pricing Supplement.

“**Issue Date**” means the Issue Date specified in the applicable Pricing Supplement on which date each Note is issued.

“**Issue Price**” means the Issue Price specified in the applicable Pricing Supplement at which the Notional Amount per Note is issued.

“**Limit Price**” means, with respect to a Reference Index that is a commodity index, if the relevant Exchange or Related Exchange establishes limits on the range within which the price of a futures contract comprised in such Reference Index may fluctuate and the price of such futures contract is at the upper or lower limit of such range.

“**Market Disruption Event**” means:

1. with respect to a Reference Index (other than a Reference Index that is a commodity index), any Scheduled Trading Day for such Reference Index on which (A) any Exchange or Related Exchange for such Reference Index fails to open for trading during its regular trading session; (B) a Trading Disruption, an Exchange Disruption or an Early Closure has occurred with respect to such Reference Index, which in any case the Calculation Agent determines is material; or (C) any other event (including, but not limited to, increased cost of hedging) that the Calculation Agent determines, in its sole discretion, materially interferes with the ability of the Issuer or any of its affiliates to establish, reestablish, maintain or unwind all or a material portion of a hedge with respect to the Notes that the Issuer or its affiliates have effected or may effect as described above under “*Risk Factors—Hedging and trading activity could potentially adversely affect the value of the Notes.*” Furthermore, for purposes of determining whether a Market Disruption Event has occurred with respect to a Reference Index:

    i. a limitation on the hours or number of days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of an Exchange or Related Exchange for such Reference Index;

    ii. to the extent applicable, as determined by the Calculation Agent, limitations pursuant to New York Stock Exchange (“**NYSE**”) Rule 80A (or any applicable rule or regulation enacted or promulgated by the NYSE, any other self-regulatory organization or the Securities and Exchange Commission of scope similar to NYSE Rule 80A as determined by the Calculation Agent) on trading during significant market fluctuations will constitute a Trading Disruption for such Reference Index;

iii. a suspension of trading in futures or options contracts on such Reference Index by a Related Exchange for such Reference Index by reason of (x) a price change exceeding limits set by such Related Exchange, (y) an imbalance of orders relating to such contracts or (z) a disparity in bid and ask quotes relating to such contracts will constitute a Trading Disruption for such Reference Index; and

iv. any time when an Exchange or a Related Exchange is itself closed for trading under ordinary circumstances will not be considered a Trading Disruption or an Exchange Disruption.

2. with respect to a Reference Index that is a commodity index, any Scheduled Trading Day for such Reference Index on which (A) any Exchange or Related Exchange for such Reference Index fails to open for trading during its regular trading session; (B) the failure by any Exchange or Related Exchange to determine or make public the settlement price of a futures contract comprising such Reference Index; (C) a Trading Disruption, a Trading Limitation, an Exchange Disruption, a Trading Suspension or an Early Closure has occurred with respect to such Reference Index or one or more options or futures contracts comprising such Reference Index, which in any case the Calculation Agent determines is material; or (D) any other event (including, but not limited to, increased cost of hedging) that the Calculation Agent determines, in its sole discretion, materially interferes with the ability of the Issuer or any of its affiliates to establish, reestablish, maintain or unwind all or a material portion of a hedge with respect to the Notes that the Issuer or its affiliates have effected or may effect as described above under "*Risk Factors—Hedging and trading activity could potentially adversely affect the value of the Notes.*" Furthermore, for purposes of determining whether a Market Disruption Event has occurred with respect to a Reference Index:

i. a limitation on the hours or number of days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of an Exchange or Related Exchange for such Reference Index;

ii. to the extent applicable, as determined by the Calculation Agent, limitations pursuant to NYSE Rule 80A (or any applicable rule or regulation enacted or promulgated by the NYSE, any other self-regulatory organization or the Securities and Exchange Commission of scope similar to NYSE Rule 80A as determined by the Calculation Agent) on trading during significant market fluctuations will constitute a Trading Disruption for such Reference Index;

iii. a suspension of trading in futures or options contracts on such Reference Index by any Exchange or Related Exchange for such Reference Index by reason of (x) a price change exceeding limits set by such Exchange or Related Exchange, (y) an imbalance of orders relating to such contracts or (z) a disparity in bid and ask quotes relating to such contracts will constitute a Trading Disruption for such Reference Index; and

iv. any time when an Exchange or a Related Exchange is itself closed for trading under ordinary circumstances will not be considered a Trading Disruption or an Exchange Disruption.

"**Maturity Date**" means the Maturity Date specified on the cover page of the applicable Pricing Supplement, which will be, unless otherwise specified in the applicable Pricing Supplement, the second Business Day following the Final Valuation Date.

"**Notional Amount**" means the Notional Amount of each Note specified on the cover page hereof and in the applicable Pricing Supplement.

"**Pricing Date**" means the Pricing Date specified in the applicable Pricing Supplement on which the offering of the Notes is priced.

"**Redemption**" means, for purposes of this Product Supplement, each of the maturity and/or Early Redemption, as the case may be.

"**Redemption Date**" means the Redemption Date specified on the cover page hereof and in the applicable Pricing Supplement.

"**Reference Index**" or "**Reference Indices,**" as applicable, means each Reference Index defined on the cover page hereof and specified in the applicable Pricing Supplement. See "Annex A: *Descriptions of the*

Reference Indices" beginning on page 28 of this Product Supplement to find detailed descriptions of selected Reference Indices.

"**Regulatory Event**" means, following the occurrence of a Change in Law with respect to the Issuer and/or Guarantor or any of its affiliates involved in the issue of the Notes in any capacity (including without limitation as hedging counterparty of the Issuer or market maker of the Notes) (hereafter the "**Relevant Affiliates**" and each of the Issuer, Guarantor and the Relevant Affiliates, a "**Relevant Entity**") such that, after the Issue Date of the Notes, (i) any Relevant Entity would incur a materially increased (as compared with circumstances existing prior to such event) amount of tax, duty, liability, penalty, expense, fee, cost or regulatory capital charge however defined or collateral requirements for performing its obligations under the Notes or hedging the Issuer's obligations under the Notes, including, without limitations, due to clearing requirements of, or the absence of, clearing of the transactions entered into in connection with the issue of, or hedging the Issuer's obligations under, the Notes, (ii) it is or will become for any Relevant Entity impracticable, impossible (in each case, after using commercially reasonable efforts), unlawful, illegal or otherwise prohibited or contrary, in whole or in part, under any law, regulation, rule, judgment, order or directive of any governmental, administrative or judicial authority or power, applicable to such Relevant Entity (a) to hold, acquire, issue, reissue, substitute, maintain, redeem, or as the case may be, guarantee, the Notes, (b) to acquire, hold, sponsor or dispose of any asset(s) (or any interests thereof) or any other transaction(s) such Relevant Entity may use in connection with the issue of the Notes or to hedge the Issuer's obligations under the Notes, or (c) to perform obligations in connection with the Notes or any contractual arrangement entered into between the Issuer and Guarantor or any Relevant Affiliate (including without limitation to hedge the Issuer's obligations under the Notes), or (iii) there is or may be a material adverse effect on a Relevant Entity in connection with the issue of the Notes.

"**Related Exchange**" means, with respect to a Reference Index, each exchange or quotation system where trading has a material effect (as determined by the Calculation Agent) on the overall market for futures or options contracts relating to such Reference Index, any successor to such exchange or quotation system or any substitute exchange or quotation system to which trading in the futures or options contracts relating to such Reference Index has temporarily relocated; *provided* that the Calculation Agent has determined that there is comparable liquidity relative to the futures or options contracts relating to such Reference Index on such temporary substitute exchange or quotation system as on the original Related Exchange.

"**Scheduled Closing Time**" means, with respect to an Exchange or Related Exchange and any Scheduled Trading Day for a Reference Index, the scheduled weekday closing time of such Exchange or Related Exchange on such Scheduled Trading Day, without regard to after hours or any other trading outside of the regular trading session hours.

"**Scheduled Trading Day**" means, with respect to any Reference Index, a day that is (or, but for the occurrence of a Market Disruption Event, would have been) a day on which (i) the related Index Sponsor is scheduled to calculate and announce such Reference Index and (ii) each Exchange and each Related Exchange for such Reference Index are scheduled to be open for trading for their respective regular trading sessions.

"**Successor Index**" means a Successor Index as defined under the section "*Description of the Notes—Discontinuance or Modification of the Reference Index; Alteration of Method of Calculation; No Longer Underlying Reference Asset of a Futures or Option Contract*" in this Product Supplement.

"**Trading Disruption**" means, with respect to a Reference Index, any suspension of or limitation imposed on trading by any Exchange or Related Exchange for such Reference Index or otherwise and whether by reason of movements in price exceeding limits permitted by such Exchange or Related Exchange or otherwise (A) relating to any security or constituent underlying such Reference Index on such Exchange or (B) in futures or options contracts relating to such Reference Index on such Related Exchange.

"**Trading Limitation**" means, with respect to a Reference Index that is a commodity index, if (A) the relevant Exchange or Related Exchange establishes limits on the range within which the price of a futures contract comprised in such Reference Index may fluctuate and (B) the settlement price of such futures contract is a Limit Price.

"**Trading Suspension**" means, with respect to a Reference Index that is a commodity index, if (A) all trading in a futures contract comprised in such Reference Index is suspended for the entire trading day on a relevant Exchange or Related Exchange or (B) trading in such futures contract is suspended during the relevant trading day on the relevant Exchange or Related Exchange, such suspension is announced less than one hour preceding the commencement of such suspension and trading does not recommence prior to the regularly scheduled close of trading in such futures contract.

"**Valuation Date**" means, with respect to any Reference Index (subject to postponement pursuant to the section *"Description of the Notes — Market Disruption Event"* herein), each Valuation Date specified on the cover page hereof and in the applicable Pricing Supplement, on which a Relevant Level for such Reference Index is determined by the Calculation Agent.

SUPPLEMENTAL PLAN OF DISTRIBUTION

As described in the section of the Offering Memorandum entitled "*Plan of Distribution and Conflicts of Interest,*" we, either ourselves or through one or more of our Dealers (which may include SGAS), will enter into one or more arrangements with agents, underwriters, or dealers (each of such Dealers and such agents, underwriters, or dealers, a "**Distributor**" and collectively, the "**Distributors**"), whereby each Distributor will distribute the Notes. Such distributions may occur on or subsequent to the Issue Date. Each Distributor will be entitled to receive a commission (the "**Distributor Commission**") for the Notes distributed by such Distributor on or after the Issue Date, as specified in more detail in the applicable Pricing Supplement. Distributor Commission will therefore be embedded in the price you pay for Notes. The Distributors may reoffer the Notes to other dealers who will sell the Notes. Each such dealer engaged by a Distributor, or further engaged by a dealer to whom each such Distributor reoffers the Notes, will be entitled to a portion of the Distributor Commission payable to such Distributor. The Distributor Commission may vary from dealer to dealer and not all dealers will be entitled to the same amount of Distributor Commission, even if such dealers are distributing the same Notes.

The Issuer has agreed to indemnify the Distributors against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "**Securities Act**"), or to contribute to payments that the Distributors may be required to make in respect thereof.

The offering of the Notes will be conducted in compliance with any applicable requirements of FINRA Rule 5121 of the Financial Industry Regulatory Authority, Inc.

To the extent that the total aggregate Notional Amount of the Notes being offered by this Product Supplement and the applicable Pricing Supplement is not purchased by investors in the offering for the Notes, one or more of our affiliates has agreed to purchase the unsold portion, and to hold such Notes.

Please note that information herein and in the applicable Pricing Supplement about the Pricing Date, Issue Date, Issue Price to the public and net proceeds to the Issuer relates only to the initial sale of the Notes. If you have purchased the Notes in a secondary market transaction after the initial sale, information about the price and date of sale to you will be provided in a separate confirmation of sale.

No offers, sales or deliveries of Notes, or distribution of this Product Supplement, the applicable Pricing Supplement or the Offering Memorandum or any other offering material relating to the Notes, may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws and regulations and will not impose any obligations on us or any Distributor.

For information on selling restrictions in specific jurisdictions in which the Notes will be sold, see the Offering Memorandum.

If we, the applicable Dealer or any of our or its respective affiliates provide a secondary market, we, such dealer or such affiliate will determine the secondary market prices in our or its sole discretion. Any market-making price quoted by us, the applicable Dealer or any of our or its affiliates will be net of all or a portion of any commission paid or allowance made to the Distributors.

Conflicts of Interest

SGAS, one of the potential selling agents in the offerings of Notes, is an affiliate of ours and, as such, has a "conflict of interest" in these offerings within the meaning of FINRA Rule 5121. Consequently, the offerings are being conducted in compliance with the provisions of FINRA Rule 5121. SGAS is not permitted to sell Notes in any offering to an account over which it exercises discretionary authority without the prior specific written approval of the account holder.

CERTAIN ERISA CONSIDERATIONS

For a discussion of the benefit plan investor consequences related to the Notes, see "*Benefit Plan Investor Considerations*" in the Offering Memorandum.

ANNEX A

Descriptions of the Reference Indices

Bloomberg Commodity Indices

The data and information presented herein is for determining the composition and calculation of the Bloomberg Commodity Index^{SM} (the "**BCOM Index**") and related sector, ex-sector, forward, roll select and currency hedged Bloomberg Commodity Indices, which is published by UBS Securities LLC (collectively with its affiliates, "**UBS**") together with Bloomberg Finance L.P. (collectively with its affiliates, "Bloomberg" and together with UBS, the "Index Providers"). The Bloomberg Commodity Index Family Index Methodology (the "**Methodology**") is the successor document to the Dow Jones-UBS Commodity Index Handbook published in prior years, and replaces it in its entirety.

On July 1, 2014, Bloomberg Finance L.P. became responsible for the governance, calculation, distribution and licensing of the BCOM Index. The BCOM Index was renamed from the Dow Jones–UBS Commodity Index^{SM} to the Bloomberg Commodity Index^{SM} and the ticker changed from "DJUBS" to "BCOM." UBS Securities LLC has maintained its ownership, but will have no role in any aspect of index governance or calculation.

The BCOM Index is calculated on an excess return basis and on a total return basis. The former reflects the return of underlying commodity futures price movements only, while the latter reflects the return on fully collateralized positions in the underlying commodity futures. The Bloomberg Commodity Index Excess Return^{SM} and the Bloomberg Commodity Index Total Return^{SM} are reported by Bloomberg Finance L.P. under the ticker symbols "BCOM" and "BCOMTR," respectively.

Throughout this description, references to Bloomberg Commodity Index shall also refer to its related indices and sub-indices, except if the context does not so require.

Bloomberg Commodity Index

All information herein on the BCOM Index including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available sources. Bloomberg Commodity Index reflects the return of underlying commodity futures price movements only.

The BCOM Index was established in July 1998 to provide a liquid and diversified benchmark for commodities. For current information regarding the commodities that compose the BCOM Index (each, an "**Index Commodity**" and collectively, the "**Index Commodities**") and their respective futures contracts, please refer to the Index Sponsor's website. A commodity futures contract is an agreement that provides for the purchase and sale of a specified type and quantity of a commodity during a stated delivery month for a fixed price. Futures contracts on the BCOM Index are listed for trading on the Chicago Board of Trade (the "**CBOT**") and the London Metal Exchange (the "**LME**"). The information on the Index Sponsor's website or from other public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Methodology

The BCOM Index tracks what is known as a rolling futures position, which is a position where, on a periodic basis, futures contracts on physical commodities specifying delivery on a nearby date must be sold and futures contracts on physical commodities that have not yet reached the delivery period must be purchased. An investor with a rolling futures position is able to avoid delivering underlying physical commodities while maintaining exposure to those commodities. The rollover for each BCOM Index component occurs over a period of five BCOM Business Days each month according to a pre-determined schedule.

The methodology for determining the composition and weighting of the BCOM Index and for calculating its level is subject to modification by Bloomberg Finance L.P. at any time. Bloomberg Finance L.P. publishes a daily index closing level for the BCOM Index at approximately 5:00 p.m., New York City time, on each BCOM Business Day on the Bloomberg page set forth above.

A "BCOM Business Day" means a day on which the sum of the BCOM Index percentages (as described below under "Annual Reweighting and Rebalancing of the BCOM Index") for the Index Commodities that are open for trading is greater than 50%.

The BCOM Index was created using the following four main principles:

- Economic Significance: To achieve a fair representation of a diversified group of commodities to the world economy, the BCOM Index uses both liquidity data and U.S. dollar-weighted production data in determining the relative quantities of included commodities. The BCOM Index primarily relies on liquidity data, or the relative amount of trading activity of a particular commodity, as an important indicator of the value placed on that commodity by financial and physical market participants. The BCOM Index also relies on production data as a useful measure of the importance of a commodity to the world economy.

- Diversification: In order to avoid the BCOM Index being subjected to micro-economic shocks in one commodity or sector, diversification rules have been established and are applied annually on a price-percentage basis in order to maintain diversified commodities exposure over time.

- Continuity: The BCOM Index is intended to provide a stable benchmark so that there is confidence that historical performance data is based on a structure that bears some resemblance to both the current and future composition of the BCOM Index.

- Liquidity: The inclusion of liquidity as a weighting factor helps to ensure that the BCOM Index can accommodate substantial investment flows.

Designated Contracts for Each Commodity

A futures contract known as a designated contract is selected for each of the commodities eligible for inclusion in the BCOM Index. With the exception of some LME contracts, where there exists more than one futures contract with sufficient liquidity to be chosen as a designated contract for an eligible commodity, the futures contract that is traded in North America and denominated in United States dollars has been chosen. If more than one of those contracts exists, the most actively traded contract is chosen. Data concerning this designated contract will be used to calculate the BCOM Index. The termination or replacement of a futures contract on an established exchange occurs infrequently. If a designated contract were to be terminated or replaced, a comparable futures contract would be selected, if available, to replace that designated contract. For more information regarding the eligible commodities and designated contracts for the commodities underlying the BCOM Index, please refer to the Index Sponsor's website.

Price Information. The trading period for the COMEX High Grade Copper contract extends until 1:00 pm (Eastern time); whereas, the daily settlement price for LME copper is determined at 12:00 p.m. (Eastern time). Most of the designated contracts that are not LME contracts are actively traded for several hours after 12:00 p.m. (Eastern time). The additional one-hour period of daily exchange trading in copper gained from referring to the COMEX contract should enhance the transparency and liquidity of the Index compared with a reference to the prices of LME copper contracts. Furthermore, likely end users of BCOM have significantly less access to updated information on LME copper monthly spread quotes than that available on a real time basis for COMEX copper.

Liquidity. An adjustment is made to the overall U.S. dollar LME copper contract trading volume to compensate for trading volume distribution of the LME contract relative to the COMEX High Grade contract. Although overall U.S. dollar volume figures for the LME copper contract are higher than those for the COMEX High Grade Copper contract, for purposes of the calculation of BCOM, these relative volume numbers may overstate the potential difference in "useful" liquidity. All COMEX trading activity, like that of other U.S. exchanges, is centered on particular monthly contracts. A large percentage of LME copper volume reflects trading for particular dates other than those potentially designated for inclusion in the Index and an adjustment is made to compensate for this when utilizing LME volume numbers for the calculation of the Index.

Commodity Groups. For purposes of applying the diversification rules discussed above and below, the commodities available for inclusion in the Bloomberg Commodity Index are assigned to "commodity groups." The commodity groups, and the commodities historically included in each commodity group, are as follows:

Commodity Group	Commodities
Energy	Crude Oil (WTI and Brent) Natural Gas ULS Diesel Unleaded Gasoline
Industrial Metals	Aluminum Copper Nickel Zinc Lead Tin
Grains	Corn Soybeans Soybean Meal Soybean Oil Wheat (Chicago and Kansas)
Livestock	Live Cattle Lean Hogs
Precious Metals	Gold Silver Platinum
Softs	Cocoa Coffee Cotton Sugar

The commodity groups, and the commodities included in each commodity group, are subject to change or modification by the Index Sponsor. Please refer to the Index Sponsor's website for available information.

Annual Reweighting and Rebalancing of the BCOM Index

The BCOM Index is reweighted and rebalanced each year in January on a price-percentage basis. The annual weightings for the BCOM Index are determined each year in June or July. The annual weightings are announced in July and implemented the following January.

The relative weightings of the component commodities included in the BCOM Index are determined annually according to both liquidity and U.S. dollar-adjusted production data in two-thirds and one-third shares, respectively. For each commodity designated for potential inclusion in the BCOM Index, liquidity is measured by the commodity liquidity percentage (the "**CLP**") and production by the commodity production percentage (the "**CPP**"). The CLP for each commodity is determined by taking a five-year average of the product of the trading volume and the historic U.S. dollar value of the designated contract for that commodity, and dividing the result by the sum of the products for all commodities which were designated for potential inclusion in the BCOM Index. The CPP is determined for each commodity by taking a five-year average of annual world production figures, adjusted by the historic U.S. dollar value of the designated contract, and dividing the result by the sum of the production figures for all the commodities which were designated for potential inclusion in the BCOM Index. The CLP and CPP are then combined (using a ratio of 2:1) to establish the Commodity Index Percentage (the "**CIP**") for each commodity. The CIP is then adjusted in accordance with the diversification rules described below in order to determine the commodities which will be included in the BCOM Index and their respective percentage weights.

To ensure that no single commodity or commodity sector dominates the BCOM Index, the following diversification rules are applied to the annual reweighting and rebalancing of the BCOM Index as of January of the applicable year:

- No related group of commodities (*e.g.*, energy, precious metals, livestock or grains) may constitute more than 33% of the BCOM Index;
- No single commodity may constitute more than 15% of the BCOM Index;
- No single commodity, together with its derivatives (*e.g.*, WTI Crude Oil and Brent Crude Oil, together with ULS diesel and unleaded gasoline), may constitute more than 25% of the BCOM Index; and
- No single commodity may constitute less than 2% of the BCOM Index.

Following the annual reweighting and rebalancing of the BCOM Index in January, the percentage of any single commodity or group of commodities at any time prior to the next reweighting or rebalancing will fluctuate and may exceed or be less than the percentages set forth above.

Following application of the diversification rules discussed above, the CIPs are incorporated into the BCOM Index by calculating the new unit weights for each Index Commodity. Near the beginning of each new calendar year, the CIPs, along with the settlement prices on that date for the BCOM Index components, are used to determine the commodity index multiplier (the "**CIM**") for each Index Commodity. The CIM is used to achieve the percentage weightings of the Index Commodities, in dollar terms, indicated by their respective CIPs. After the CIMs are calculated, they remain fixed throughout the year. As a result, the observed price percentage of each Index Commodity will float throughout the year, until the CIMs are reset the following year based on new CIPs.

Computation of the Bloomberg Commodity Index^{SM}

The BCOM Index is calculated by Bloomberg Finance L.P. by applying the impact of the changes to the prices of the BCOM Index components (based on their relative weightings). Once the CIMs are determined as discussed above, the calculation of the BCOM Index is a mathematical process whereby the CIMs for the BCOM Index components are multiplied by the prices for the BCOM Index components. These products are then summed. The percentage change in this sum is then applied to the prior level of the BCOM Index to calculate the current level of the BCOM Index level. The BCOM Index is calculated on an excess return and on a total return basis.

Index Calculation Disruption Events

From time to time, BCOM Market Disruption Events can occur in trading futures contracts on various commodity exchanges. "BCOM Market Disruption Event" means:

- the termination or suspension of, or material limitation or disruption in the trading of any futures contract used in the calculation of the BCOM Index on that day;
- the settlement price of any futures contract used in the calculation of the BCOM Index reflects the maximum permitted price change from the previous day's settlement price;
- the failure of an exchange to publish official settlement prices for any futures contract used in the calculation of the BCOM Index; or
- with respect to any futures contract used in the calculation of the BCOM Index that trades on the LME, a BCOM Business Day on which the LME is not open for trading.

If a BCOM Market Disruption Event occurs during the "Hedge Roll Period" (defined herein as the fifth through the ninth BCOM Business Day of each month) in any month other than January affecting any Index Commodity, then the daily roll of the relevant designated contract for such Index Commodity will be postponed until the next available BCOM Business Day on which a BCOM Market Disruption Event does not occur, and the calculation of the BCOM Index will be adjusted to reflect this.

If a BCOM Market Disruption Event occurs during the Hedge Roll Period scheduled for January of each year affecting any Index Commodity, then the rolling or rebalancing of the relevant designated contract for such Index Commodity will occur in all cases over five BCOM Business Days on which no BCOM Market Disruption Event exists at a rate of 20% per day for every BCOM Business Day following a BCOM Market Disruption Event until the extended Hedge Roll Period is complete.

If a BCOM Market Disruption Event occurs on a determination date of the CIM in respect of any futures contract for an Index Commodity used in calculation of the CIMs, then the settlement prices used to calculate the CIMs for such year will be from the first prior BCOM Business Day on which a BCOM Market Disruption Event had not occurred in any such futures contracts.

Forward Month Bloomberg Commodity Index

Bloomberg calculates, or may in the future calculate, forward month versions of BCOM and certain subindexes of BCOM.

These indexes are calculated on an excess return and total return basis. Following are the names of the forward month Indexes:

Bloomberg Commodity Index 1 Month Forward (BCOMF1)
Bloomberg Commodity Index 2 Month Forward (BCOMF2)
Bloomberg Commodity Index 3 Month Forward (BCOMF3)
Bloomberg Commodity Index 4 Month Forward (BCOMF4)
Bloomberg Commodity Index 5 Month Forward (BCOMF5)
Bloomberg Commodity Index 6 Month Forward (BCOMF6)

Bloomberg Commodity Index Total Return 1 Month Forward (BCOMF1T)
Bloomberg Commodity Index Total Return 2 Month Forward (BCOMF2T)
Bloomberg Commodity Index Total Return 3 Month Forward (BCOMF3T)
Bloomberg Commodity Index Total Return 4 Month Forward (BCOMF4T)
Bloomberg Commodity Index Total Return 5 Month Forward (BCOMF5T)
Bloomberg Commodity Index Total Return 6 Month Forward (BCOMF6T)

For example, the Bloomberg Commodity Index 3 Month Forward follows the methodology of the Bloomberg Commodity Index℠, except that the futures contracts used for calculating the Bloomberg Commodity Index 3 Month Forward are advanced, as compared to the Bloomberg Commodity Index℠, such that the delivery months for the reference contracts are later than those of the corresponding reference contracts used for the Bloomberg Commodity Index℠.

Bloomberg calculates subindex versions of BCOMF2, BCOMF3 and BCOMF6. The calculation methodology for the subindex versions of these indices is the same as for the subindex versions of BCOM but references only the futures contracts relevant to the applicable subindex. These subindexes are calculated on an excess return and total return basis. A list of Indexes and subindexes is available at the Index Sponsor's website.

Bloomberg publishes both a total return version and excess return version of each of the Bloomberg Commodity Indices. The total return version of each Bloomberg Commodity Index reflects the returns on a fully collateralized investment in the excess return version of such Bloomberg Commodity Index. Accordingly, the total return version of each Bloomberg Commodity Index combines the returns of the relevant excess return version with returns on cash collateral invested in Treasury Bills. The cash collateral returns are calculated using the most recent weekly auction high rate for 13-week (3 Month) U.S. Treasury Bills, as reported on the website www.publicdebt.treas.gov/AI/OFBills under the column heading "Discount Rate %," published by the Bureau of the Public Debt of the U.S. Treasury (or any successor source). Information contained in the Bureau of the Public Debt of the U.S. Treasury website is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, this Product Supplement, or the Offering Memorandum. We make no representation or warranty as to the accuracy or completeness of information contained on the Buerau of Public Debt of the U.S. Treasury website. Weekly auction high rates are generally published once each week on Monday.

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DAX® Index

We have derived all information regarding the DAX® Index (the "**DAX Index**") from publicly available information, without independent verification. This information reflects the policies of, and is subject to change by, Deutsche Börse AG ("**Deutsche Börse**"). The DAX Index is calculated, maintained and published by Deutsche Börse. Deutsche Börse has no obligation to continue to publish, and may discontinue publication of, the DAX Index. The DAX® Index (Total Return) is reported by Bloomberg L.P. under the ticker symbol "DAX" and the DAX® Index (Price Return) is reported by Bloomberg L.P. under the ticker symbol "DAXK."

The DAX Index comprises the 30 largest and most actively traded companies listed on the Frankfurt Stock Exchange. These companies are selected from the continuously traded companies in the Prime Standard Segment that meet certain selection criteria. To be listed in the Prime Standard Segment, a company must meet minimum statutory requirements, which include the regular publication of financial reports, and must satisfy additional transparency requirements. The reference date of the Index is December 30, 1987.

The DAX Index is capital-weighted, meaning the weight of any individual issue is proportionate to its respective share in the overall capitalization of all index component issuers. The weight of any single company is capped at 10% of the DAX Index capitalization, measured quarterly. Weighting is based exclusively on the free float portion of the issued share capital of any class of shares involved. Both the number of shares included in the issued share capital and the free float factor are updated on one day each quarter (the "**chaining date**"). The DAX® Index (Total Return) is a performance (*i.e*. total return) index, which reinvests all income from dividend and bonus payments in the Index portfolio. The DAX® Index (Price Return) is a price index, which measures the actual price performance and is only adjusted for income from subscription rights and special distributions.

Current information on the DAX Index is available at the Index Sponsor's website or other public sources. The information on the website or from other public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Methodology of the Index

The Working Committee for Equity Indices and the Management Board of Deutsche Börse

The Working Committee for Equity Indices (the "**Committee**") advises Deutsche Börse on all issues related to the DAX Index, recommending measures that are necessary in order to ensure the relevance of the DAX Index range and the correctness and transparency of the index calculation process. In accordance with the various rules, the Committee pronounces recommendations in respect of the composition of the DAX Index. However, any decisions on the composition of and possible modifications to the DAX Index are exclusively taken by the Management Board of Deutsche Börse (the "**Board**"). These decisions are published in a press release and on Deutsche Börse's publicly available website in the evening after the Committee has concluded its meeting. Information contained in Deutsche Börse's website is not incorporated by reference in, and should not be considered a part of this Product Supplement or any Pricing Supplement. We have not participated in the preparation of, or independently verified, any information contained on Deutsche Börse's website.

The Committee's meetings usually take place on the third trading day in each of March, June, September and December. The date for the respective next meeting is announced via a press release on Deutsche Börse's website on the evening of the current meeting.

The so-called "equity index ranking" is published monthly by Deutsche Börse, containing all relevant data in respect of the key criteria order book turnover and market capitalization. This publication also serves the Committee as a basis for decision-making at its quarterly meetings. It is produced at the beginning of each month and published via the Internet.

Free Float

For the determination of the free float portion used to weight a company's class of shares in the DAX Index and for the ranking lists, the following definition applies:

1. All shareholdings of an owner which, on an accumulated basis, account for at least 5% of a company's share capital attributed to a class of shares are considered to be non-free float. Shareholdings of an owner also include shareholdings:

- held by the family of the owner as defined by section §15a of the German Securities Trading Act ("**WpHG**");
- for which a pooling has been arranged in which the owner has an interest;

- managed or kept in safe custody by a third party for account of the owner; and
- held by a company which the owner controls as defined by section 22(3) of the WpHG.

2. The definition of “non-free float”—irrespective of the size of a shareholding—covers any shareholding of an owner that is subject to a statutory or contractual qualifying period of at least six months with regard to its disposal by the owner. This applies only during the qualifying period. Shareholdings as defined by No. 1 above are counted as shareholdings for the calculation according to No. 1. Shares held by the issuing company (treasury shares) are always considered as block holdings and are not part of the free float of the share class.

3. As long as the size of such a shareholding does not exceed 25% of a company’s share capital, the definition of free float includes all shareholdings held by:

- asset managers and trust companies;
- investment funds and pension funds; and
- capital investment companies or foreign investment companies in their respective special fund assets

with the purpose of pursuing short-term investment strategies. Such shares, for which the acquirer has at the time of purchase clearly and publicly stated that strategic goals are being pursued and that the intention is to actively influence the company policies and ongoing business of the company, are not considered as such a short-term investment. In addition, shares having been acquired through a public purchase offer are not considered as short-term investment. This does not apply to shareholdings managed or held in safe custody according to No. 1, or to venture capital companies, or other assets serving similar purposes. The shareholdings as defined by No. 1 above are not counted as shareholdings for the calculation according to No. 1.

4. In the case of an ongoing takeover, shares that are under the control of the overtaking companies via derivatives will also be considered for the determination of the stock’s free float. The derivatives need to be subject to registration according to legislation in WpHG and the German Securities Acquisition and Takeover Act (“**WpUG**”).

The various criteria in Nos. 1 to 4 are also fully applied to classes of shares that are subject to restrictions of ownership.

Index Composition

Selection Criteria

To be included or to remain in the DAX Index, companies have to satisfy certain prerequisites, which are also listed on the Index Sponsor’s website. All classes of the company’s shares must:

be listed in the Prime Standard Segment on the Frankfurt Stock Exchange;
be traded continuously on Deutsche Börse’s electronic trading system Xetra®; and
show a free float portion of at least 10%.

If, for any company, more than one class of shares fulfils the above criteria, only the respective larger or more liquid class can be included in the DAX Index. Moreover, companies must either:

- have their headquarters (or operating headquarters) in Germany; or
- have a major share of the stock exchange turnover at the Frankfurt Stock Exchange and their juristic headquarters in the European Union (“**EU**”) or in a European Free Trade Association (“**EFTA**”) state.

Operating headquarters is defined as the location of management or company administration, in part or in full. If a company has its operating headquarters in Germany, but not its registered office, this must be publicly identified by the company. The major trading turnover requirement is met if at least 33% of aggregate turnover inside the EU or in an EFTA state over the past twelve months took place on the Frankfurt Stock Exchange, including Xetra®. The total aggregate turnover per company includes the trading turnover generated for all listings of this company on regulated exchanges or multilateral trading facilities inside the EU or in a EFTA State.

To preserve the character of the DAX Index, the Board reserves the right to exclude certain companies from the DAX Index in coordination with the Committee. One possible reason for such an exclusion could be that the applicable company is a foreign holding company with headquarters in Germany, but a clear focus on business activities abroad.

For companies already part of the DAX Index, the above paragraph does not apply.

Companies that satisfied the prerequisites listed above are selected for inclusion in the DAX Index according exclusively to the following two key criteria:

- order book turnover on Xetra® and in Frankfurt floor trading (within the preceding twelve months); and
- free float market capitalization (determined using the average of the volume-weighted average price ("**VWAP**") of the last 20 trading days prior to the last day of the month) on the last trading day of each month.

Taking these criteria into account, the Committee submits proposals to the Board to leave the current composition of the DAX Index unchanged or to effect changes. The final decision as to whether or not to replace an index component issue is taken by the Board. These decisions will be directly reflected in the respective rankings.

Adjustments to Index Composition

Ordinary adjustments to the DAX Index are made once each year in September, based on the following criteria:

- Regular Exit (40/40 rule): an index component issue is removed from the DAX Index if its ranking in either exchange turnover or market capitalization is worse than 40, provided that there is an advancing issue ranking 35 or better in both criteria.
- Regular Entry (30/30 rule): a company can be included in the DAX Index if it ranks 30 or better in both exchange turnover and market capitalization, provided there is an index component with a ranking worse than 35 in at least one criterion.

Furthermore, under the "fast-entry" and "fast-exit" rules, which are applied in March, June, September and December:

- Fast Exit (45/45 rule): an index component issue is removed from the DAX Index if its ranking in either exchange turnover or market capitalization is worse than 45, provided that an advancing issue ranks 35 or better in both criteria (35/35). If no such issue exists, the successor is determined by applying the criteria (35/40) and (35/45) successively. If no suitable issue can be found, no substitution will be carried out.
- Fast Entry (25/25 rule): a company can be included in the DAX Index if it ranks 25 or better in both exchange turnover and market capitalization. In return, the index component issue with a ranking worse than 35 in one criterion and the lowest market capitalization is removed. Where no such issue exists, the respective component issue with the lowest market capitalization is removed from the DAX Index instead.

In cases where there are several companies meeting the criteria for any of the above rules, the best and worst candidates according to market capitalization are included or removed from the DAX Index, respectively. In exceptional cases, including takeovers announced at short notice or significant changes in a company's free float, the Board may—in agreement with the Committee—deviate from these rules.

Based on the rankings and further criteria involved, the Committee recommends in these cases if—and if so, against which issuer—such company is to be admitted to the DAX Index.

Finally, extraordinary adjustments to the index composition have to be performed, regardless of the "fast-exit" or "fast-entry" rules, upon occurrence of specific events, such as insolvency. In addition, a company can be removed immediately if its index weight based on the actual market capitalization exceeds 10% and its annualized 30-day volatility exceeds 250%. The relevant figures are published by Deutsche Börse on a daily basis. The Board, in agreement with the Committee, may decide on the removal and may replace the company two full trading days after the announcement.

Adjustments are also necessary in two scenarios in the mergers and acquisitions context:

- if an absorbing or emerging company meets basis criteria for inclusion in the DAX Index, as soon as the free float of the absorbed company falls below 10%, the company is removed from the DAX Index under the ordinary or extraordinary adjustments described above. The absorbed company is replaced by the absorbing or emerging company on the same date; and
- if an absorbing company is already included in the DAX Index or does not meet the basis criteria for inclusion in the DAX Index, as soon as the free float of the absorbed company falls below 10%, the company is removed from the DAX

Index under the ordinary or extraordinary adjustments described above. On the same date, the absorbed company is replaced by a new company determined by the Fast Exit Rule.

The weight of the company represented in the DAX Index is adjusted to the new number of shares on the quarterly date after the merger has taken place.

Index Calculation

The DAX Index is weighted by market capitalization; however, only freely available and tradable shares ("**free float**") are taken into account.

The Index Formula

The DAX Index is conceived according to the Laspeyres formula set out below:

$$Index_t = K_T \times \frac{\Sigma p_{it} \times ff_{iT} \times q_{iT} \times c_{it}}{\Sigma p_{i0} \times q_{i0}} \times Base$$

whereby:

c_{it} = Adjustment factor of company i at time t
ff_{iT} = Free float factor of share class i at time T
n = Number of shares in the Index
p_{i0} = Closing price of share i on the trading day before the first inclusion in the Index
p_{iT} = Price of share i at time t
q_{i0} = Number of shares of company i on the trading day before the first inclusion in the Index
q_{iT} = Number of shares of company i at time T
t = Calculation time of the Index
K_T = The Index chaining factor valid as of chaining date T
T = Date of the last chaining

The formula set out below is equivalent in analytic terms, but designed to achieve relative weighting:

$$Index_t = \frac{\sum_{i=1}^{n} p_{it} \cdot \left(K_T \cdot \frac{ff_{iT} \cdot q_{iT}}{\sum_{i=1}^{n} q_{i0}} \cdot 100 \cdot c_{it}\right)}{\sum_{i=1}^{n} p_{i0} \cdot \frac{q_{i0}}{\sum_{i=1}^{n} q_{i0}} \cdot 100} \cdot Base = \frac{\sum_{i=1}^{n} p_{it} \cdot F_i}{A} \cdot Base$$

$$whereby: \; A = \frac{\sum_{i=1}^{n} p_{i0} \cdot q_{i0} \cdot 100}{\sum_{i=1}^{n} q_{i0}}$$

$$and: \; F_i = K_T \cdot \frac{ff_{iT} \cdot q_{iT}}{\sum_{i=1}^{n} q_{i0}} \cdot 100 \cdot c_{it}$$

The DAX Index calculation can be reproduced in simplified terms by using the expression F_i:

- Multiply the current price by the respective F_i weighting factor;
- Take the sum of these products; and
- Divide this by the base value (A) which remains constant until a modification in the DAX Index composition occurs.

The F_i factors provide information on the number of shares required from each company to track the underlying Index portfolio.

Calculation Frequency

Index calculation is performed on every exchange trading day in Frankfurt, using prices traded on Deutsche Börse's electronic trading system Xetra®, whereby the last determined prices are used. The DAX Index is calculated once a day, at the close of trading. The DAX Index is distributed as soon as current prices are available for all 30 index components included in the DAX Index (but no later than 9:03 a.m.). As long as opening prices for individual shares are not available, the particular closing prices of the previous day are taken instead for calculating the DAX Index.

In the event of a suspension during trading hours, the last price determined before such a suspension is used for all subsequent computations. If such suspension occurs before the start of trading, the closing price of the previous day is taken instead. The "official" closing index level is calculated using the respective closing prices (or last prices) established on Xetra®.

Adjustments and Corrections

The working committee of Deutsche Börse reserves the right to correct any incorrect index values with immediate effect after becoming aware of such incorrect index values. A historical correction is usually applied as of the start of the calculation of the current business day. Deutsche Börse will inform the general public of any such corrections immediately.

Licensing Agreement

The DAX® Index is a registered trademark of Deutsche Börse. The Notes are neither sponsored nor promoted, distributed or in any other manner supported by Deutsche Börse (the "**Licensor**"). Neither the publication of the DAX® Index by the Licensor nor the granting of a license regarding the DAX® Index as well as the DAX® trademark for the utilization in connection with the Notes or other securities or financial products that are derived from the DAX® Index, represents a recommendation by the Licensor for a capital investment or contains in any manner a warranty or opinion by the Licensor with respect to the attractiveness of an investment in the Notes.

Société Générale has entered into an agreement with the Licensor that provides Société Générale and certain of its affiliates a non-exclusive license and, for a fee, a right to use the DAX® Index in connection with the Notes.

Dow Jones Industrial Average^{SM}

All information herein on the Dow Jones Industrial Average^{SM}, including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available information prepared by S&P Dow Jones Indices LLC ("**S&P Dow Jones**"), a joint venture company owned by The McGraw-Hill Companies, Inc., CME Group Inc. and Dow Jones & Company, Inc. We have not participated in the preparation of, or verified, such publicly available information. Such information reflects the policies of, and is subject to change by, S&P Dow Jones. The Dow Jones Industrial Average^{SM} is calculated, maintained and published by S&P Dow Jones. S&P Dow Jones has no obligation to continue to publish, and may discontinue publication of, the index. Current information on the Dow Jones Industrial Average^{SM} is available at the Index Sponsor's website or other public sources. The information on the website or from other public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

The Dow Jones Industrial Average^{SM} is reported by Bloomberg L.P. under the ticker symbol "INDU."

The Dow Jones Industrial Average^{SM} is a price-weighted index comprised of 30 common stocks selected at the discretion of the editors of The Wall Street Journal (the "**WSJ**"), which is published by S&P Dow Jones, as representative of the broad market of U.S. industry. There are no pre-determined criteria for selection of a component stock except that component companies represented by the Dow Jones Industrial Average^{SM} should be established U.S. companies that are leaders in their industries, are widely held by investors and have long records of sustained growth. The Dow Jones Industrial Average^{SM} serves as a measure of the entire U.S. market, including sectors such as financial services, technology, retail, entertainment and consumer goods, and is not limited to traditionally defined industrial stocks.

The Dow Jones Industrial Average^{SM} is maintained by the "Averages Committee," which is comprised of the Managing Editor of The Wall Street Journal, the head of Dow Jones Indexes research and the head of CME Group research. The Averages Committee was created in 2010, when Dow Jones Indexes became part of CME Group Index Services, LLC, a joint venture company owned 90% by CME Group Inc. and 10% by Dow Jones & Company.

Changes in the composition of the Dow Jones Industrial Average^{SM} are made entirely by the Averages Committee without consultation with the component companies represented in the Dow Jones Industrial Average^{SM}, any stock exchange, any official agency or us. In order to maintain continuity, changes to the component stocks included in the Dow Jones Industrial Average^{SM} tend to be made infrequently and generally occur only after corporate acquisitions or other dramatic shifts in a component company's core business. When one component stock is replaced, the entire index is reviewed. As a result, multiple component changes are often implemented simultaneously. The component stocks of the Dow Jones Industrial Average^{SM} may be changed at any time for any reason.

The Dow Jones Industrial Average^{SM} is price-weighted rather than market capitalization-weighted. Therefore, the component stock weightings are affected only by changes in the stocks' prices, in contrast with the weightings of other indices that are affected by both price changes and changes in the number of shares outstanding. The value of the Dow Jones Industrial Average^{SM} is the sum of the primary exchange prices of each of the 30 common stocks included in the Dow Jones Industrial Average^{SM}, divided by a divisor. The divisor is changed in accordance with a mathematical formula to adjust for large dividend distributions, splits, spin-offs and other corporate actions. Normal cash dividends are not taken into account in the calculation of the Dow Jones Industrial Average^{SM}. The current divisor of the Dow Jones Industrial Average^{SM} is published daily in the WSJ and other publications. While this methodology reflects the current practice in calculating the Dow Jones Industrial Average^{SM}, no assurance can be given that S&P Dow Jones will not modify or change this methodology.

Computation of the Dow Jones Industrial Average^{SM}

The current formula used to calculate divisor adjustments is as follows: the new divisor (*i.e.,* the divisor on the next trading session) is equal to (1) the divisor on the current trading session times (2) the quotient of (a) the sum of the adjusted (for stock dividends, splits, spin-offs and other applicable corporate actions) closing prices of the Dow Jones Industrial Average^{SM} components on the current trading session and (b) the sum of the unadjusted closing prices of the Dow Jones Industrial Average^{SM} components on the current trading session. The formula used to calculate divisor adjustments is:

$$\text{New Divisor} = \text{Current Divisor} \times \frac{\text{Adjusted Sum of Prices}}{\text{Unadjusted Sum of Prices}}$$

You can find a list of the companies whose common stocks are currently included in the Dow Jones Industrial Average^{SM} on the S&P Dow Jones website. The information on the website is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

License Agreement

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EURO STOXX 50® Index

All information herein on the EURO STOXX 50® Index reflects the policies of, and is subject to change by, STOXX Limited ("**STOXX**"), a company owned by Deutsche Börse AG and SIX Group AG. The EURO STOXX 50® Index is calculated, maintained and published by STOXX.

The EURO STOXX 50® Index is reported by Bloomberg under the ticker symbol "SX5E <Index>." It is also published in The Wall Street Journal and disseminated on the STOXX website. The information on the Index Sponsor's website or from other public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Composition and Maintenance of the EURO STOXX 50® Index

The EURO STOXX 50® Index is composed of 50 European companies from within the Eurozone portion of the STOXX® 600 Supersector indices. The 50 stocks included in the EURO STOXX 50® Index trade in Euros, and are incorporated in, and have a primary listing (as determined by STOXX) on an exchange in, one of the following countries: Austria, Belgium, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, the Netherlands, Portugal and Spain. The STOXX 600 Supersector indices contain the 600 largest stocks traded on the major exchanges of 19 European countries and are generally organized into the following Supersectors: automobiles & parts; banks; basic resources; chemicals; construction & materials; financial services; food & beverage; health care; industrial goods & services; insurance; media; oil & gas; personal & household goods; real estate; retail; technology; telecommunications; travel & leisure; and utilities. The stocks and Supersectors underlying the EURO STOXX 50® Index are subject to change or modification by the Index Sponsor. Please refer to the Index Sponsor's website for current information about composition of the index. The information on the Index Sponsor's website is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Publication of the EURO STOXX 50® Index was introduced on February 26, 1998, with a base value of 1,000 as of December 31, 1991.

EURO STOXX 50® Index Composition and Maintenance

The EURO STOXX 50® Index is composed of 50 component stocks of market sector leaders in terms of free-float market capitalization from within the 19 EURO STOXX® Supersector indices, which represent the Eurozone portion of the STOXX Europe 600® Supersector indices. The STOXX Europe 600® Supersector indices contain the 600 largest stocks traded on the major exchanges of 19 European countries.

The composition of the EURO STOXX 50® Index is reviewed annually, based on the closing stock data on the last trading day in August. The component stocks are announced on the first trading day in September. Changes to the component stocks are implemented on the third Friday in September and are effective the following trading day. The composition of the EURO STOXX 50® Index is also reviewed monthly to ensure that component stocks still remain eligible for inclusion. Any resulting changes from the monthly review are implemented on the close of the fifth trading day following the monthly review and are effective the next trading day. Changes in the composition of the EURO STOXX 50® Index are made to ensure that the EURO STOXX 50® Index includes the 50 market sector leaders from within the EURO STOXX 50® Index.

The free float factors for each component stock used to calculate the EURO STOXX 50® Index, as described below, are reviewed, calculated and implemented on a quarterly basis and are fixed until the next quarterly review.

The EURO STOXX 50® Index is also reviewed on an ongoing basis. Corporate actions (including initial public offerings, mergers and takeovers, spin-offs, delistings and bankruptcy) that affect the EURO STOXX 50® Index composition are immediately reviewed. Any changes are announced, implemented and effective in line with the type of corporate action and the magnitude of the effect.

Computation of the EURO STOXX 50® Index

The EURO STOXX 50® Index is weighted by free float market capitalization. Each component's weight is capped at 10.00% of the EURO STOXX 50® Index total free float market capitalization. Free float weights are reviewed quarterly and the EURO STOXX 50® Index composition is reviewed annually.

Within each of the EURO STOXX® Supersector indices, the component stocks are ranked by free float market capitalization. The largest stocks are added to the selection list until the coverage is close to, but still less than, 60.00% of the free float market capitalization of the corresponding EURO STOXX® Regional Total Market Index ("**TMI**") Supersector Index. If the next-ranked stock brings the coverage closer to 60.00% in absolute terms, then it is also added to the selection list. Any remaining stocks that are current EURO STOXX 50® Index stocks are added to the selection list. The stocks on the selection list are then ranked by free float market capitalization to produce the final index selection list.

The 40 largest stocks on the selection list are chosen as components. The remaining 10 stocks are selected from the largest remaining current components of the EURO STOXX 50® Index ranked between 41 and 60. If the component number is still below 50, then the largest remaining stocks on the selection list are added until the EURO STOXX 50® Index contains 50 stocks.

In exceptional cases, the STOXX Limited Supervisory Board may make additions and deletions to the selection list.

The EURO STOXX 50® Index is calculated with the "Laspeyres formula," which measures aggregate price changes in the component stocks against a fixed base quantity weight. The formula for calculating the EURO STOXX 50® Index can be expressed as follows:

$$\text{Index} = \frac{\text{free float market capitalization of the EURO STOXX 50® Index}}{\text{divisor}}$$

The free float market capitalization of the EURO STOXX 50® Index is equal to the sum of the products of the closing price, market capitalization and free float factor for each component stock as of the time the EURO STOXX 50® Index is being calculated.

The EURO STOXX 50® Index is also subject to a divisor, which is adjusted to maintain the continuity of EURO STOXX 50® Index values despite changes due to corporate actions. The following is a summary of the adjustments to any component stock made for corporate actions and the effect of such adjustment on the divisor, where shareholders of the component stock will receive "B" number of shares for every "A" share held (where applicable).

(1) *Cash dividend (applies to total return indices only):*
Adjusted price = closing price – announced dividend * (1 – withholding tax)
Divisor: decreases

(2) *Special cash dividend (applies to price and total return indices):*
Adjusted price = closing price – announced dividend * (1 – withholding tax)
Divisor: decreases

(3) *Split and reverse split:*
Adjusted price = closing price * A/B
New number of shares = old number of shares * B / A
Divisor: no change

(4) *Rights offering:*
If the subscription price is not available or if the subscription price is equal to or greater than the closing price on the day before the effective date, then no adjustment is made.
If the share increase is greater than or equal to 100% (B/A ≥ 1), the adjustment of the shares and weight factors are delayed until the new shares are listed.
Adjusted price = (closing price * A + subscription price * B) / (A + B)
New number of shares = old number of shares * (A + B) / A
Divisor: increases

(5) *Stock dividend:*
Adjusted price = closing price * A / (A + B)
New number of shares = old number of shares * (A + B) / A
Divisor: no change

(6) *Stock dividend:*
Stock dividends from treasury stocks will be adjusted as cash dividends.
If treated as regular cash dividend, only the return indices are adjusted. If treated as extraordinary dividend, the price and the return indices are adjusted.
Adjusted close = closing price – closing price * B / (A + B)
Divisor: decreases

(7) *Stock dividend of another company:*
Adjusted price = (closing price * A - price of other company * B) / A
Divisor: decreases

(8) *Return of capital and share consolidation:*
Adjusted price = (closing price - dividend announced by company * (1-withholding tax)) * A / B
New number of shares = old number of shares * B / A
Divisor: decreases

(9) *Repurchase of shares / self tender:*
Adjusted price = ((price before tender * old number of shares) - (tender price * number of tendered shares)) / (old number of shares – number of tendered shares)
New number of shares = old number of shares – number of tendered shares
Divisor: decreases

(10) *Spin-off:*
Adjusted price = (closing price * A - price of spun-off shares * B) / A
Divisor: decreases

(11) *Combination stock distribution (dividend or split) and rights offering:*
For this corporate action, the following additional assumptions apply:
- Shareholders receive B new shares from the distribution and C new shares from the rights offering for every A shares held
- If A is not equal to one share, all the following "new number of shares" formulae need to be divided by A:

\- *If rights are applicable after stock distribution (one action applicable to other):*
Adjusted price = (closing price * A + subscription price * C * (1 + B / A)) / ((A + B) * (1 + C / A))
New number of shares = old number of shares * ((A + B) * (1 + C / A)) / A
Divisor: increases
\- *If stock distribution is applicable after rights (one action applicable to other):*
Adjusted price = (closing price * A + subscription price * C) / ((A + C) * (1 + B / A))
New number of shares = old number of shares * ((A + C) * (1 + B / A))
Divisor: increases
\- *Stock distribution and rights (neither action is applicable to the other):*
Adjusted price = (closing price * A + subscription price * C) / (A + B + C)
New number of shares = old number of shares * (A + B + C) / A
Divisor: increases

Additional information on the EURO STOXX 50® Index is available on the STOXX website. The information on the website is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

License Agreement

Société Générale has entered into a non-exclusive license agreement with STOXX whereby, in exchange for a fee, Société Générale and its affiliates are permitted to use the EURO STOXX 50® Index in connection with certain securities, including the Notes. We are not affiliated with STOXX; the only relationship between STOXX and us is any licensing of the use of STOXX's indices and trademarks relating to them.

The license agreement between STOXX and us provides that the following language must be set forth herein:

"STOXX and its licensors (the "**Licensors**") have no relationship to the Issuer, other than the licensing of the EURO STOXX 50® Index and the related trademarks for use in connection with the securities. STOXX and its Licensors do not:

- Sponsor, endorse, sell or promote the securities.
- Recommend that any person invest in the securities or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of securities.
- Have any responsibility or liability for the administration, management or marketing of the securities.

- Consider the needs of the securities or the owners of the securities in determining, composing or calculating the EURO STOXX 50® Index or have any obligation to do so. STOXX and its Licensors will not have any liability in connection with the securities. Specifically, STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:
    - The results to be obtained by the securities, the owner of the securities or any other person in connection with the use of the EURO STOXX 50® Index and the data included in the EURO STOXX 50® Index;
    - The accuracy or completeness of the EURO STOXX 50® Index and its data;
    - The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50® Index and its data;
- STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the EURO STOXX 50® Index or its data;
- Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur."

The licensing agreement between us and STOXX is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.

EURO STOXX® Banks Index

We have derived all information regarding the EURO STOXX® Banks Index, including, without limitation, its make-up, method of calculation and changes in its components, from publicly available information, without independent verification. This information reflects the policies of, and is subject to change by, STOXX Limited. The EURO STOXX® Banks Index is calculated, maintained and published by STOXX Limited. STOXX Limited has no obligation to continue to publish, and may discontinue publication of, the EURO STOXX® Banks Index.

The EURO STOXX® Banks Index is calculated in euros and is reported by Bloomberg L.P. under the ticker symbol "SX7E." The EURO STOXX® Banks Index was created by STOXX Limited, a joint venture between Deutsche Börse AG and SIX Group AG. Publication of the EURO STOXX® Banks Index began on June 15, 1998, based on an initial EURO STOXX® Banks Index value of 100 at December 31, 1991. The EURO STOXX® Banks Index is disseminated on the STOXX Limited website, which sets forth, among other things, the country and industrial sector weightings of the securities included in the EURO STOXX® Banks Index and updates these weightings at the end of each quarter. Information contained in the STOXX Limited website or from other public sources is not incorporated by reference in, and should not be considered a part of, this Product Supplement, any Pricing Supplement or the Offering Memorandum. We make no representation or warranty as to the accuracy or completeness of information contained on the STOXX Limited website.

Composition of the EURO STOXX® Banks Index

The EURO STOXX® Banks Index is one of the EURO STOXX® Supersector indices that compose the STOXX® Europe 600 Index. The STOXX® Europe 600 Index contains the 600 largest European stocks by free float market capitalization. Each of the EURO STOXX® Supersector indices contains the companies within the Eurozone subset of the STOXX® Europe 600 Index that fall within the relevant supersector, determined by reference to the Industry Classification Benchmark ("**ICB**"), an international system for categorizing companies that is maintained by FTSE International Limited. The EURO STOXX® Banks Index includes companies in the banks supersector, which tracks companies providing a broad range of financial services, including retail banking, loans and money transmissions. The EURO STOXX® Banks Index includes stocks of banks market sector leaders mainly from the twelve largest Eurozone countries: Austria, Belgium, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, the Netherlands, Portugal and Spain. Current information regarding the component stocks of the EURO STOXX® Banks Index can be found on the Index Sponsor's website. The composition of each of the EURO STOXX® Supersector indices is reviewed quarterly, based on the closing stock data on the last trading day of the month following the implementation of the last quarterly index review. The component stocks are announced on the fourth Tuesday of the month immediately prior to the review implementation month. Changes to the component stocks are implemented on the third Friday in each of March, June, September and December and are effective the following trading day.

The STOXX® Europe 600 Index is also reviewed on an ongoing basis, and any changes affecting the STOXX® Europe 600 Index are also applied to the relevant EURO STOXX® Supersector index. Corporate actions (including initial public offerings, mergers and takeovers, spin-offs, delistings and bankruptcy) that affect the STOXX® Europe 600 Index composition are immediately reviewed. Any changes are announced, implemented and effective in line with the type of corporate action and the magnitude of the effect. The free float factors and weighting cap factors for each component stock used to calculate the EURO STOXX® Supersector indices, as described below, are reviewed, calculated and implemented on a quarterly basis and are fixed until the next quarterly review.

Index Calculation

The EURO STOXX® Supersector indices are calculated with the "Laspeyres formula," which measures the aggregate price changes in the component stocks against a fixed base quantity weight. The formula for calculating each EURO STOXX® Supersector index value at any time can be expressed as follows:

$$\text{Index} = \frac{\text{free float market capitalization of the relevant EURO STOXX® Supersector index}}{\text{Divisor}}$$

The “free float market capitalization of the relevant EURO STOXX® Supersector index” is equal to the sum of the products of the price, number of shares, free float factor and weighting cap factor for each component stock as of the time the relevant EURO STOXX® Supersector index is being calculated. The divisor for each EURO STOXX® Supersector index is adjusted to maintain the continuity of that EURO STOXX® Supersector index values despite changes due to corporate actions. The following is a summary of the adjustments to any component stock made for corporate actions and the effect of such adjustment on the divisor, where shareholders of the component stock will receive “B” number of shares for every “A” share held (where applicable).

(1) *Cash dividend (applies to total return indices only):*
Adjusted price = closing price – announced dividend * (1 – withholding tax)
Divisor: decreases

(2) *Special cash dividend (applies to price and total return indices):*
Adjusted price = closing price – announced dividend * (1 – withholding tax)
Divisor: decreases

(3) *Split and reverse split:*
Adjusted price = closing price * A/B
New number of shares = old number of shares * B / A
Divisor: no change

(4) *Rights offering:*
If the subscription price is not available or if the subscription price is equal to or greater than the closing price on the day before the effective date, then no adjustment is made.
If the share increase is greater than or equal to 100% (B/A ≥ 1), the adjustment of the shares and weight factors are delayed until the new shares are listed.
Adjusted price = (closing price * A + subscription price * B) / (A + B)
New number of shares = old number of shares * (A + B) / A
Divisor: increases

(5) *Stock dividend:*
Adjusted price = closing price * A / (A + B)
New number of shares = old number of shares * (A + B) / A
Divisor: no change

(6) *Stock dividend:*
Stock dividends from treasury stocks will be adjusted as cash dividends.
If treated as regular cash dividend, only the return indices are adjusted. If treated as extraordinary dividend, the price and the return indices are adjusted.
Adjusted close = closing price – closing price * B / (A + B)
Divisor: decreases

(7) *Stock dividend of another company:*
Adjusted price = (closing price * A - price of other company * B) / A
Divisor: decreases

(8) *Return of capital and share consolidation:*
Adjusted price = (closing price - dividend announced by company * (1-withholding tax)) * A / B
New number of shares = old number of shares * B / A
Divisor: decreases

(9) *Repurchase of shares / self tender:*
Adjusted price = ((price before tender * old number of shares) - (tender price * number of tendered shares)) / (old number of shares – number of tendered shares)
New number of shares = old number of shares – number of tendered shares
Divisor: decreases

(10) *Spin-off:*

Adjusted price = (closing price * A - price of spun-off shares * B) / A
Divisor: decreases

(11) *Combination stock distribution (dividend or split) and rights offering:*
For this corporate action, the following additional assumptions apply:
- Shareholders receive B new shares from the distribution and C new shares from the rights offering for every A shares held
- If A is not equal to one share, all the following "new number of shares" formulae need to be divided by A:

- *If rights are applicable after stock distribution (one action applicable to other):*
Adjusted price = (closing price * A + subscription price * C * (1 + B / A)) / ((A + B) * (1 + C / A))
New number of shares = old number of shares * ((A + B) * (1 + C / A)) / A
Divisor: increases
- *If stock distribution is applicable after rights (one action applicable to other):*
Adjusted price = (closing price * A + subscription price * C) / ((A + C) * (1 + B / A))
New number of shares = old number of shares * ((A + C) * (1 + B / A))
Divisor: increases
- *Stock distribution and rights (neither action is applicable to the other):*
Adjusted price = (closing price * A + subscription price * C) / (A + B + C)
New number of shares = old number of shares * (A + B + C) / A
Divisor: increases

License Agreement

Société Générale has entered into a non-exclusive license agreement with STOXX Limited ("**STOXX**") whereby, in exchange for a fee, Société Générale and its affiliates are permitted to use the EURO STOXX® Banks Index in connection with certain securities, including the Notes. We are not affiliated with STOXX; the only relationship between STOXX and us is any licensing of the use of STOXX's indices and trademarks relating to them.

The license agreement between STOXX and us provides that the following language must be set forth herein:

"STOXX and its licensors (the "**Licensors**") have no relationship to the Issuer, other than the licensing of the EURO STOXX® Banks Index and the related trademarks for use in connection with the securities. STOXX and its Licensors do not:

- Sponsor, endorse, sell or promote the securities.
- Recommend that any person invest in the securities or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of securities.
- Have any responsibility or liability for the administration, management or marketing of the securities.
- Consider the needs of the securities or the owners of the securities in determining, composing or calculating the EURO STOXX® Banks Index or have any obligation to do so. STOXX and its Licensors will not have any liability in connection with the securities. Specifically, STOXX and its Licensors do not make any warranty, express or implied and disclaim any and all warranty about:
    - The results to be obtained by the securities, the owner of the securities or any other person in connection with the use of the EURO STOXX® Banks Index and the data included in the EURO STOXX® Banks Index;
    - The accuracy or completeness of the EURO STOXX® Banks Index and its data;
    - The merchantability and the fitness for a particular purpose or use of the EURO STOXX® Banks Index and its data;
- STOXX and its Licensors will have no liability for any errors, omissions or interruptions in the EURO STOXX® Banks Index or its data;
- Under no circumstances will STOXX or its Licensors be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or its Licensors knows that they might occur."

The licensing agreement between us and STOXX is solely for their benefit and not for the benefit of the owners of the Notes or any other third parties.

FTSE™ 100 Index

All information herein on the FTSE™ 100 Index, including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available information. We have not independently verified such information. Such information reflects the policies of, and is subject to change by, FTSE International Limited ("**FTSE**"). FTSE has no obligation to continue to publish, and may discontinue publication of, the FTSE™ 100 Index.

The FTSE™ 100 Index is reported by Bloomberg L.P. under the ticker symbol "UKX."

The FTSE™100 Index is calculated, published and disseminated by FTSE, a company owned equally by the London Stock Exchange (the "**LSE**") and the Financial Times. The FTSE™ 100 Index measures the composite price performance of stocks of the largest 100 companies (determined on the basis of market capitalization) traded on the LSE. The FTSE™100 Index was first calculated on January 3, 1984 with an initial base level index value of 1,000 points. Publication of the FTSE™100 Index began in February 1984.

The FTSE™ 100 Index is calculated by (i) multiplying the per share price of each stock included in the FTSE™ 100 Index by the number of outstanding shares, (ii) calculating the sum of all these products (such sum being hereinafter the "**FTSE Aggregate Market Value**") as of the starting date of the FTSE™ 100 Index, (iii) dividing the FTSE Aggregate Market Value by a divisor which represents the FTSE Aggregate Market Value on the base date of the FTSE™ 100 Index and which can be adjusted to allow changes in the issued share capital of individual underlying stocks including the deletion and addition of stocks, the substitution of stocks, stock dividends and stock splits to be made without distorting the FTSE™ 100 Index and (iv) multiplying the result by 1,000. Because of such capitalization weighting, movements in share prices of companies with relatively larger market capitalization will have a greater effect on the level of the entire FTSE™ 100 Index than will movements in share prices of companies with relatively smaller market capitalization.

The 100 stocks included in the FTSE™ 100 Index (the "**FTSE Underlying Stocks**") were selected from a reference group of stocks trading on the LSE that were selected by excluding certain stocks that have low liquidity based on public float, accuracy and reliability of prices, size and number of trading days. The FTSE Underlying Stocks were selected from this reference group by selecting 100 stocks with the largest market value. A list of the issuers of the FTSE Underlying Stocks is available from FTSE.

The FTSE™ 100 Index is reviewed quarterly by the FTSE European/Middle East/Africa Regional Committee (the "**Index Steering Committee**") in order to maintain continuity in the level. The Index Steering Committee undertakes the reviews of the FTSE™ 100 Index and ensures that constituent changes and index calculations are made in accordance with the ground rules of the FTSE™ 100 Index. The meetings to review the constituents will be held on the Wednesday after the first Friday in March, June, September and December. Each review will be based on data from the close of business on the Tuesday before the first Friday of the review month. Any constituent changes will be implemented on the next trading day following the expiry of the LIFFE futures and options contracts, which normally takes place on the third Friday of the same month.

FTSE prepares information regarding possible companies to be included or excluded from the FTSE Index using the close of business figures from the Tuesday before a review. The review is then presented to the Index Steering Committee for approval.

The FTSE Underlying Stocks may be replaced, if necessary, in accordance with deletion/addition rules that provide generally for the removal and replacement of a stock from the FTSE™ 100 Index if such stock is delisted or its issuer is subject to a takeover offer that has been declared unconditional or it has ceased, in the opinion of the Index Steering Committee, to be a viable component of the FTSE™ 100 Index. To maintain continuity, a stock will be added at the quarterly review if it has risen to 90th place or above and a stock will be deleted if at the quarterly review it has fallen to 111th place or below, in each case ranked on the basis of market capitalization. A constant number of constituents will be maintained for the FTSE 100 Index. Where a greater number of companies qualify to be inserted in the index than those qualifying to be deleted, the lowest ranking constituents presently included in the index will be deleted to ensure that an equal number of companies are inserted and deleted at the periodic review. Likewise, where a greater number of companies qualify to be deleted than those qualifying to be inserted, the securities of the highest ranking companies which are presently not included in the index will be inserted to match the number of companies being deleted at the periodic review.

Current information on the FTSE® 100 Index is available on the Index Sponsor's website or from other public sources. The information on the website or from other public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

License Agreement

Société Générale has entered into a non-exclusive license agreement with FTSE® whereby, in exchange for a fee, Société Générale and its affiliates are permitted to use the FTSE® 100 Index in connection with certain securities, including the Notes. We are not affiliated with FTSE®; the only relationship between FTSE® and us is any licensing of the use of FTSE's® indices and trademarks relating to them. Société Générale and its affiliates disclaim all responsibility for the calculation or other maintenance of or any adjustments to the FTSE™ 100 Index. In addition, none of the LSE, the Financial Times or the FTSE sponsors, endorses, authorizes, sells or promotes the securities, or has any obligation or liability in connection with the administration, marketing or trading of the Notes.

The license agreement between FTSE® and us provides that the following language must be set forth herein:

"The securities are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("**FTSE**") or by the London Stock Exchange Plc (the "**Exchange**") or by The Financial Times Limited ("**FT**") and neither FTSE nor the Exchange nor FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE® 100 Index and/or the figure at which the FTSE® 100 Index stands at any particular time on the particular day or otherwise. The FTSE® 100 Index is compiled and calculated by FTSE. However, neither FTSE nor the Exchange nor FT shall be liable (whether in negligence or otherwise) to any person for any error in the FTSE® 100 Index and neither FTSE or the Exchange or FT shall be under any obligation to advise any person of any error therein."

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Hang Seng® Index

All information herein on the Hang Seng® Index (the "**HSI**"), including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available information. We have not independently verified such information. Such information reflects the policies of, and is subject to change by, Hang Seng Indexes Company Limited ("**HSICL**"), a wholly owned subsidiary of Hang Seng Bank. The HSI is calculated, maintained and published by HSICL. HSICL has no obligation to continue to publish, and may discontinue publication of, the HSI.

The HSI is reported by Bloomberg L.P. under the ticker symbol "HSI."

The HSI was first calculated and published on November 24, 1969. The HSI is a free float adjusted market capitalization weighted stock market index and measures the performance of the largest and most liquid companies listed in Hong Kong. The constituent stocks are grouped under finance, utilities, properties and commerce and industry sub-indices. The HSI includes 50 constituent stocks. The HSI is calculated and disseminated real-time at 15-second intervals during the trading hours of the Stock Exchange of Hong Kong Ltd. ("**SEHK**"). The composition of the index is subject to change or modification by the Index Sponsor. Please refer to the Index Sponsor's website for current information about the index. Information contained on the Index Sponsor's website or from other public sources is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Index Composition

Defining the Eligible Companies

Only companies with a primary listing on the main board of the SEHK are eligible to be included in the HSI, excluding stocks that are secondary listings, preference shares, REITs, debt securities, mutual funds and other derivatives (note that companies which are classified by SEHK as foreign companies are currently not included, as an interim policy announced in June 2010 and extended after a study and survey undertaken in the second half of 2010 (report released in January 2011)). Mainland China enterprises that have an H-share listing in Hong Kong will not be eligible for inclusion in the HSI unless the company has no unlisted share capital.

In addition, to be eligible for selection in the HSI , a company: (1) must be among those that constitute the top 90.00% of the total market capitalization of all primary listed shares listed on the SEHK (market capitalization is expressed as an average of the past 12 months); (2) must be among those that constitute the top 90.00% of the total turnover of all primary listed shares on the SEHK (turnover is assessed over the last eight quarterly sub-periods: if a company was in the top 90% in any of the most recent four sub-periods, it receives two points; if it was in the top 90% in any of the latter four sub-periods, it receives one point. A company must attain a "score" of eight points to meet the turnover requirement); and (3) should normally have a listing history of 24 months on the SEHK. For newly listed large-cap stocks, the minimum listing history may be shorter than 24 months (and can be as short as 3 months) if certain market capitalization requirements are satisfied.

Selecting the Index Companies

From the eligible companies, final selections are based on the following: (1) the market capitalization and turnover rankings of the companies; (2) the representation of the sub-sectors within the HSI directly reflecting that of the market; and (3) the financial performance of the companies. The HSI is reviewed quarterly with data cut-off dates as of the end of March, June, September and December each year. The final selection will be decided by the advisory committee after the above criteria have been taken into consideration. The number of constituents is fixed at 50.

Effective Date

Effective dates of constituent changes will be the next trading day after the first Friday of March, June, September and December. If that Friday falls on a public holiday, it will be postponed to the next Friday, subject to the final decision made by HSICL. Under normal circumstances, at least seven trading days' notice will be given for any constituent changes before the effective dates.

Index Calculation

The calculation methodology of the HSI is a free float-adjusted market capitalization weighting methodology with a 10.00% cap on each constituent weighting. The HSI is a price index without adjustment for cash dividends or warrant bonuses.

The formula for the index calculation is shown below:

$$\text{Current Index} = \frac{\text{Current Aggregate Free Float-adjusted Market Capitalization of Constituents}}{\text{Yesterday's Aggregate Free Float-adjusted Market Capitalization of Constituents}} \times \text{Yesterday's Closing Index}$$

$$= \frac{\sum (P_t \times IS \times FAF \times CF)}{\sum (P_{t-1} \times IS \times FAF \times CF)} \times \text{Yesterday's Closing Index}$$

where:

P_t	:	current price at day t;
P_{t-1}	:	closing price at day t-1;
IS	:	number of issued shares (in the case of H-share constituents, only the H-share portion is taken into calculation);
FAF	:	free float-adjusted factor, which is between 0 and 1; and
CF	:	capping factor, which is between 0 and 1.

Free Float Adjustments

The free float-adjusted factor targets to remove "illiquid" shares from index calculation. These shares might be held for strategic long-term purpose and thus not readily available for trading in the market. Shares held by any entities (excluding custodians, trustees, mutual funds and investment companies) that control more than 5.00% of the shareholdings are considered as non-free float and are excluded from the index calculation. These include strategic holdings (holdings by governments and affiliated entities or any other entities that hold substantial shares in the company would be considered as non-free float unless otherwise proved), directors' and management holdings (holdings by directors, members of the board committee, principal officers or founding members), corporate cross holdings (holdings by publicly traded companies or private firms or institutions) and lock-up shares (shareholdings with a publicly disclosed lock-up arrangement). Lock-up shares with trading restrictions are classified as non-free float, regardless of the shareholding percentage.

The free float-adjusted factor represents the proportion of shares that is free floated as a percentage of the issued shares. The free float-adjusted factor is rounded up to the nearest 1.00% if it is less than 10.00%; otherwise, it is rounded to the nearest 5.00%. For companies with more than one class of shares, the free float-adjusted factor is calculated separately for each class of shares.

Cap Factor

A cap factor ("**CF**") is calculated quarterly, such that no individual constituent in an Index will have a weighting exceeding a cap level of 10.00% on the index capping date.

Index Rebalancing

The update of the issued shares, adjustment of the free float-adjusted factor and calculation of the cap factor are undertaken quarterly. In addition, the issued shares will be updated simultaneously with the index adjustment for corporate actions, such as bonus issues, rights issues, stock splits and stock consolidations. Ad hoc rebalancing will be conducted if a constituent's issued shares and/or free float-adjusted factor is substantially different from the production data. The HSI will also be recapped in the event of constituent changes if the newly added component weighs higher than the index cap level.

The Stock Exchange of Hong Kong Ltd.

Trading on the SEHK is fully electronic through an Automatic Order Matching and Execution System ("**AMS**"). The system is an electronic order book in which orders are matched and executed instantaneously if there are matching orders in the book, and on the basis of time/price priority. Trading takes place through trading terminals on the trading floor or through the off-floor trading devices at Exchange Participants' offices. Continuous trading is undertaken from 9:30 a.m. to 4:00 p.m. (Hong Kong time) every Hong Kong day except Saturdays, Sundays and other days on which the SEHK is closed. In addition, there is a pre-opening (auction) session from 9.00 a.m. to 9.30 a.m.

The SEHK has adopted certain measures intended to prevent any extreme short-term price fluctuations resulting from order imbalances or market volatility. Where the SEHK considers it necessary for the protection of the investor or the maintenance of an orderly market, it may at any time suspend dealings in any securities or cancel the listing of any securities in such circumstances and subject to such conditions as it thinks fit, whether requested by the listed issuer or not. The SEHK may also do so where: (1) an issuer fails, in a manner which the SEHK considers material, to comply with the SEHK Listing Rules or its Listing Agreements; (2) the SEHK considers there are insufficient securities in the hands of the public; (3) the SEHK considers that the listed issuer does not have a sufficient level of operations or sufficient assets to warrant the continued listing of the issuer's securities; or (4) the SEHK considers that the issuer or its business is no longer suitable for listing. Investors should also be aware that the SEHK may suspend the trading of individual stocks in certain limited and extraordinary circumstances, until certain price-sensitive information has been disclosed to the public. Trading will not be resumed until a formal announcement has been made. Trading of a company's shares may also be suspended if there is unusual trading activity in such shares.

License Agreement with HSICL

We have entered into a non-exclusive license agreement HSICL whereby we, in exchange for a fee, are permitted to use the HSCI Index in connection with certain securities, including Notes. We are not affiliated with HSICL. The only relationship between HSICL and us is the licensing of the use of its indices and trademarks relating to those indices.

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Hang Seng China Enterprises Index

All information herein on the Hang Seng China Enterprises Index (the "**HSCE Index**"), including, without limitation, its make-up, method of calculation and changes in its component securities, is derived from publicly available information. We have not participated in the preparation of, or verified, such publicly available information. Such information reflects the policies of, and is subject to change by, HSI Company Limited ("**HSICL**"), a wholly owned subsidiary of Hang Seng Bank. The HSCE Index are calculated, maintained and published by HSICL. HSICL has no obligation to continue to publish, and may discontinue publication of, the HSCE Index.

The HSCE Index is reported by Bloomberg L.P. under the ticker symbol "HSCEI."

Composition of the HSCE Index

The HSCE Index was first calculated and published on August 8, 1994, one year after the first H-share company was listed on The Stock Exchange of Hong Kong Ltd. ("**SEHK**"). H-shares are Hong Kong listed shares, traded in Hong Kong dollars, of a company incorporated in the Chinese mainland. The HSCE Index is a free float adjusted market capitalization weighted stock market index and measures the performance of certain H-share companies that have their primary listing on the main board of the SEHK. The HSCE Index is comprised of the 50 stocks. The HSCE Index is calculated and disseminated real-time every 15 seconds during the trading hours on each trading day of SEHK, based on the calendar of the SEHK. The composition of the index is subject to change or modification by the Index Sponsor. Please refer to the Index Sponsor's website for current information about the index. Information contained on the Index Sponsor's website or from other public sources is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Standards for Listing and Maintenance

Defining the Eligible Stocks

Only H-share companies with a primary listing on the main board of SEKH are eligible to be included in the HSCE Index. In addition, to be eligible for selection in the HSCE Index, a stock: (1) should be listed for at least one month by the review cut-off date; and (2) must satisfy the turnover screening requirements. Stocks that are already included in the HSCE Index must have a turnover velocity of at least 0.10% for at least 10 out of the past 12 months. In the case that an existing stock fails the turnover requirements, each failing month will be examined. If the aggregate turnover in a failing month is among the top 90% of the total market, the stock will nonetheless satisfy the turnover requirements for that particular month, and the month can be considered in determining if a stock passes the overall turnover requirements. To be added to the HSCE Index, a stock must have a turnover velocity of at least 0.10% for at least 10 out of the past 12 months and for each of the most recent three months. Turnover velocity is calculated by dividing the median of the daily traded shares during a specific calendar month by the free float-adjusted issued shares at the end of that month.

Selecting the Index Companies

The HSCE Index is reviewed quarterly with data cut-off dates as of the end of March, June, September and December each year. From the eligible stocks, final selections are made using the following methodology:

(1) all eligible stocks are ranked by (i) full market capitalization, in terms of average month-end market capitalization in the past 12 months and (ii) free float-adjusted market capitalization, in terms of 12-month average market capitalization after free float adjustment. The average of the past month-end market capitalization will be used for stocks with a listing history of less than 12 months;

(2) the combined market capitalization ranking for each eligible stock is determined as the weighted average of the full market capitalization ranking and the free float-adjusted market capitalization ranking, where each rank has a 50.00% weight; and

(3) the 50 stocks that have the highest combined market capitalization ranking are selected as the constituents of HSCE Index, subject to the buffer zone rule as described below.

Buffer Zone and Effective Date

In case the number of incoming stocks is greater than the number of outgoing constituents, constituents with the lowest combined market capitalization rank will be removed from the HSCE Index in order to maintain the same number of constituents. If the number of incoming stocks is smaller than the number of outgoing constituents, stocks with the highest combined market capitalization rank will be added to the HSCE Index in order to maintain the same number of constituents.

Effective dates of constituent changes will be the next trading day after the first Friday of March, June, September and December. If that Friday falls on a public holiday, it will be postponed to the next Friday, subject to the final decision made by HSI. Under normal circumstances, at least seven trading days' notice will be given for any constituent changes before the effective dates.

Index Calculation

The calculation methodology of the HSCE Index is a free float-adjusted market capitalization weighting methodology with a 10.00% cap on individual stocks. The HSCE Index is a price index without adjustment for cash dividends or warrant bonuses.

The formula for the index calculation is shown below:

$$\text{Current Index} = \frac{\text{Current Aggregate Free Float-adjusted Market Capitalization of Constituents}}{\text{Yesterday's Aggregate Free Float-adjusted Market Capitalization of Constituents}} \times \text{Yesterday's Closing Index}$$

$$\text{Current Index} = \frac{\sum (P_t \times IS \times FAF \times CF)}{\sum (P_{t-1} \times IS \times FAF \times CF)} \times \text{Yesterday's Closing Index}$$

where:

P_t	:	current price at day t;
P_{t-1}	:	closing price at day t-1;
IS	:	number of issued shares (in the case of H-share constituents, only the H-share portion is taken into calculation);
FAF	:	free float-adjusted factor, which is between 0 and 1; and
CF	:	capping factor, which is between 0 and 1.

Free Float Adjustments

The free float-adjusted factor targets to remove "illiquid" shares from index calculation. These shares might be held for strategic long-term purpose and thus not readily available for trading in the market. Shares held by any entities (excluding custodians, trustees, mutual funds and investment companies) that control more than 5.00% of the shareholdings are considered as non-free float and are excluded from the index calculation. These include strategic holdings (holdings by governments and affiliated entities or any other entities that hold substantial shares in the company would be considered as non-free float unless otherwise proved), directors' and management holdings (holdings by directors, members of the board committee, principal officers or founding members), corporate cross holdings (holdings by publicly traded companies or private firms or institutions) and lock-up shares (shareholdings with a publicly disclosed lock-up arrangement). Lock-up shares with trading restrictions are classified as non-free float, regardless of the shareholding percentage.

The free float-adjusted factor represents the proportion of shares that is free floated as a percentage of the issued shares. The free float-adjusted factor is rounded up to the nearest 1.00% if it is less than 10.00%; otherwise, it is rounded to the nearest 5. For companies with more than one class of shares, the free float-adjusted factor is calculated separately for each class of shares.

Cap Factor

A cap factor ("**CF**") is calculated quarterly, such that no individual constituent in an Index will have a weighting exceeding a cap level of 10.00% on the index capping date.

Index Rebalancing

The update of the issued shares, adjustment of the free float-adjusted factor and calculation of the cap factor are undertaken quarterly. In addition, the issued shares will be updated simultaneously with the index adjustment for corporate actions, such as bonus issues, rights issues, stock splits and stock consolidations. Ad hoc rebalancing will be conducted if a constituent's issued shares and/or free float-adjusted factor is substantially different from the production data. The HSCE Index will also be recapped in the event of constituent changes if the newly added component weighs higher than the index cap level.

Additional information on the China Enterprises Index is available on the Index Sponsor's website. The information on the website is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

The Stock Exchange of Hong Kong Ltd.

Trading on the SEHK is fully electronic through an Automatic Order Matching and Execution System ("**AMS**"). The system is an electronic order book in which orders are matched and executed instantaneously if there are matching orders in the book, and on the basis of time/price priority. Trading takes place through trading terminals on the trading floor or through the off-floor trading devices at Exchange Participants' offices. Continuous trading is undertaken from 9:30 a.m. to 4:00 p.m. (Hong Kong time) every Hong Kong day except Saturdays, Sundays and other days on which the SEHK is closed. In addition, there is a pre-opening (auction) session from 9.00 a.m. to 9.30 a.m.

The SEHK has adopted certain measures intended to prevent any extreme short-term price fluctuations resulting from order imbalances or market volatility. Where the SEHK considers it necessary for the protection of the investor or the maintenance of an orderly market, it may at any time suspend dealings in any securities or cancel the listing of any securities in such circumstances and subject to such conditions as it thinks fit, whether requested by the listed issuer or not. The SEHK may also do so where: (1) an issuer fails, in a manner which the SEHK considers material, to comply with the SEHK Listing Rules or its Listing Agreements; (2) the SEHK considers there are insufficient securities in the hands of the public; (3) the SEHK considers that the listed issuer does not have a sufficient level of operations or sufficient assets to warrant the continued listing of the issuer's securities; or (4) the SEHK considers that the issuer or its business is no longer suitable for listing. Investors should also be aware that the SEHK may suspend the trading of individual stocks in certain limited and extraordinary circumstances, until certain price-sensitive information has been disclosed to the public. Trading will not be resumed until a formal announcement has been made. Trading of a company's shares may also be suspended if there is unusual trading activity in such shares.

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We have entered into a non-exclusive license agreement HSICL whereby we, in exchange for a fee, are permitted to use the HSCE Index in connection with certain securities, including Notes. We are not affiliated with HSICL. The only relationship between HSICL and us is the licensing of the use of its indices and trademarks relating to those indices.

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IBEX 35® Index

The IBEX 35® Index is a price return index composed of the 35 most liquid securities listed on the Stock Exchange Interconnection System of the four Spanish Stock Exchanges. The IBEX 35® Index is Euro denominated and calculated in real-time within the European time zone. Management of the Reference Index is entrusted to the Indexes Management Secretariat within the Sociedad de Bolsas, S.A. (the "**Manager**").

The base value of the Index is 3,000 at the close of trading on December 29, 1989. The composition of the index is subject to change or modification by the Index Sponsor/Manager. Please refer to the Index Sponsor/Manager's website for current information about the index. Information contained on the Index Sponsor/Manager's website or from other public sources is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Composition of the IBEX 35® Index

The Technical Advisory Committee shall take into account the following liquidity factors:

- The trading volume in Euros in the order-driven market (Spanish Stock Exchange Interconnection System market segment of the Joint Stock Exchange System called Main Trading Market).
- The quality of the said trading volume, considering:
    - Trading volume during the control period that:
        - is the result of transactions involving a change in the stable shareholding structure of the company,
        - was traded by the same market member in a small number of transactions, or traded during a time period regarded by the Manager as not representative,
        - suffers a decline such as to cause the Manager to consider that the stock's liquidity has been seriously affected.
    - the characteristics and amount of the transactions made in the market,
    - the statistics for the trading volume and characteristics of the trading,
    - the quality of bid-ask spreads, turnover and other liquidity measures applied at the discretion of the Technical Advisory Committee.
- Suspension of quotation or trading during a time period considered significant by the Technical Advisory Committee.

The Technical Advisory Committee will also take into account the security's sufficient stability, bearing in mind the use of the IBEX 35® Index as the underlying index for derivatives trading, as well as an efficient replication of the same.

For a stock to be included in the IBEX 35® Index, its average capitalization must be greater than 0.30% of the average index capitalization during the control period. For this reason, the average capitalization of the stock computable in the IBEX 35® Index will be understood to be the arithmetic mean, adjusted by the corresponding free float factor according to the free float band, resulting from multiplying the securities admitted for listing in each one of the trading sessions of the control period by the closing price of the security in each one of these sessions.

Notwithstanding the above, the Technical Advisory Committee may decide to remove a constituent stock from the IBEX 35® Index when its average capitalization computable in the IBEX 35® Index is lower than 0.30% of the average index capitalization during two consecutive control periods for ordinary reviews.

When a security is first listed on the Spanish Stock Exchange Interconnection System which the Technical Advisory Committee thinks it should be included in the IBEX 35® Index, it may decide to include said security in the IBEX 35® Index without having to wait for the necessary requirements to be met during the control period, with the attendant exclusion of another security for reasons of liquidity. If this is the case, a minimum requirement of a certain number of completed trading days shall be established, which will be at least one-third of those included in the control period, except if the company has an index computable capitalization among the top twenty in the IBEX 35®.

The Technical Advisory Committee will in all events make the IBEX 35® Index inclusion or exclusion decisions it deems appropriate with respect to any security, with consideration for special circumstances not set out above in the above paragraphs, without prejudice to publication, where appropriate, of the relevant reports.

Formula for the Calculation of the IBEX 35® Index

The formula used in the calculation of the IBEX 35® Index value is:

$$Ibex\ 35(t) = Ibex\ 35(t-1) \times \sum_{i=1}^{35} Cap_i(t) \, / \, [\sum_{i=1}^{35} Cap_i(t-1) \pm J]$$

t = Moment when the IBEX 35® Index is calculated.
i = Company included in the IBEX 35® Index.
S_i = Number of computable shares of company i for calculating the value of the IBEX 35® Index.
P_i = Price of the shares of the Company i included in the IBEX 35® Index at moment (t).
Cap_i = Capitalization of the Company included in the IBEX 35® Index, i.e. (S*P).
$\sum_{i=1}^{35} Cap_i$ = Aggregate Capitalization of all 35 Companies included in the IBEX 35® Index.
J = Amount used to adjust the value of the IBEX 35® Index due to capital increases and other reasons described below.

Coefficient J represents the capitalization adjustment required to assure IBEX 35® Index continuity and is introduced in connection with certain financial transactions defined according to the Technical Regulations for the Composition and Calculation of the IBEX 35® Index as well as in ordinary, follow up and extraordinary redefinitions of the IBEX 35® Index.

The function of the J component is to assure that the IBEX 35® Index value is not altered by such financial transactions.

The value of the J adjustment component shall reflect the capitalization difference of the IBEX 35® Index before and after the adjustment.

Constituent Price

As a general reference, the price will be that at which the last transaction was completed on the Spanish Stock Exchange Interconnection System. Nonetheless:

- The closing price of the securities will be the price established in the Regulations for Trading on the Spanish Stock Exchange Interconnection System.
- Where a security is suspended from trading for whatever reason (takeover bid, etc.), the valid price to be taken for the calculation of the IBEX 35® Index shall be the price at which the last transaction was made prior to the suspension of the security in question. Following the closing of the market, the closing price will be calculated in accordance with the above paragraph.

In addition, the Manager may, in exceptional circumstances, propose to the Technical Advisory Committee a solution different from those indicated above, if it is considered appropriate, bearing in mind the characteristics of each case.

Number of Shares

In general, the number of each company's shares taken for calculation of the IBEX 35® Index value will depend on its free float.

This number will vary whenever financial transactions take place involving the securities in the IBEX 35® Index, which presumes compliance with the contents of the index Technical Regulations. These adjustments to the IBEX 35® Index will be made on the basis of the number of shares the Manager objectively deems appropriate at the time. This number will always be made public and included in the IBEX 35® Index announcements.

The free float shall be deemed complementary to block ownership capital. For purposes of calculating block ownership capital, and pursuant to the data which appear in the registry of the Comisión Nacional del Mercado de Valores (the "**CNMV**"), the following shall be taken into account:

- direct shareholdings greater than or equal to 3% of the share capital; and
- direct shareholdings held by members of the Board of Directors independently from their amount.

The Technical Advisory Committee shall take the preceding data into account even when the owner appearing in the registry is a nominee, unless the latter informs the CNMV in the appropriate manner that these shareholdings, taken individually, amount to less than 3% of capital.

The Technical Advisory Committee shall also take into account:

- The relevant facts which have been officially notified to the CNMV before the end of the control period of every ordinary review, follow up review, or extraordinary review, as the case may be, and which affect the calculation of the free float on dates close to the application of the decisions of the Technical Advisory Committee.
- Any other circumstance in the composition of the shareholding registered at the CNMV, which has any influence over the efficient replication of the IBEX 35®, also taking into account, as the case might be, the indirect shareholdings declared.
- The number of each company's shares taken for calculation of the IBEX 35® Index value shall be adjusted by a free float factor as shown in the following table:

Free Float Factor to be applied according to the Free Float Band	
Free Float Band	**Free Float Factor**
Less than or equal to 10%	10%
Greater than 10% but less than or equal to 20%	20%
Greater than 20% but less than or equal to 30%	40%
Greater than 30% but less than or equal to 40%	60%
Greater than 40% but less than or equal to 50%	80%
Greater than 50%	100%

Changes to each company's free float shall be updated as follows:

- at the ordinary reviews of the Technical Advisory Committee.
- at the follow up meetings, only if the new Free Float corresponding to the stock has changed in at least two tranches above or below the current factor at the moment of the review, according to the aforementioned table.

Notwithstanding the foregoing, and as a result of exceptional circumstances, in order to achieve an efficient replication of the IBEX 35®, the Committee may, at any time, change the free float factor of a stock, with prior notification being given as appropriate.

Additionally, in order to obtain an efficient replication of the IBEX 35® Index, the Committee may use a number lesser than the number of the issued shares to calculate the value of the IBEX 35® Index, bearing in mind criteria such as a significant dispersion of trading on more than one market, liquidity or any other factor deemed appropriate.

There is a maximum weighting of 20% allowed for each component at the IBEX 35® Index reviews. In the case that any constituent's weight rises significantly between reviews and exceeds the 20% limit, the Manager may propose that the Technical Advisory Committee perform an adjustment to the IBEX 35® Index to reestablish a maximum weight of 20%. These adjustments to the individual weights shall be effective the same day on which the ordinary reviews are effective.

Adjustments for Transactions Affecting the Securities in the IBEX 35® Index

The aim of the adjustment to the IBEX 35® Index is to ensure, to the extent possible and in a simple manner, that the IBEX 35® Index reflects the performance of a portfolio composed of the same share as make up the IBEX 35® Index.

The adjustments to the IBEX 35® Index, so as to ensure that the value of the IBEX 35® Index is not altered in any way, carried out by the Manager, are:

- calculated on their corresponding date depending on their nature,
- introduced once the market is closed and at the closing price of each security,
- effective as of the start of trading the next trading day.

Should a transaction take place with one or more securities in the IBEX 35® Index that requires an adjustment not contemplated by the Technical Regulations for the IBEX 35® Index, or should the adjustment described therein not completely fulfill the purpose of the IBEX 35® Index, the Manager may propose to the Technical Advisory Committee that a new adjustment be made or any other action to fulfill the purpose of the IBEX 35® Index.

Financial transactions requiring adjustments to the IBEX 35® Index are as follows:

Ordinary Dividends and other types of Shareholder Remuneration similar to Ordinary Dividend Payments

Ordinary dividends and other types of shareholder remuneration similar to ordinary dividend payments shall not be adjusted in the IBEX 35® Index.

These are deemed to be the following:

- the beginning of a periodic and recurring payment,
- the change of a periodic and recurring dividend payment for another item of the same nature,
- the periodic and recurring charging of shareholder remuneration against equity accounts.

Capital Increases

The IBEX 35® Index will be adjusted whenever one of the companies included therein carries out a capital increase with preferential subscription rights. Such adjustments shall be effective from the day on which the shares begin to trade ex-subscription right on the Spanish Stock Exchange Interconnection System. On that date, and for purposes of the IBEX 35® Index calculation, the number of shares in that company will be increased on the assumption that the increase is going to be totally subscribed and, simultaneously, the adjustment will be introduced.

Increases in company capital where, as a result of the kind of transaction involved, the General Shareholders' Meeting decides to eliminate preferential subscription rights shall be included in the IBEX 35® Index at the time they are admitted to the Spanish Stock Exchange Interconnection System, and the adjustment will be made for the amount of the capital increase.

If, as a result of capital increases made without preferential subscription rights, the new shares admitted account for less than 1% of the total number of company shares used to calculate the value of the IBEX 35® Index, the adjustment shall be made every six months at the same time as the ordinary review of the IBEX 35® Index composition.

Additionally, every six months, and at the same time as the ordinary review of the IBEX 35® Index composition, an adjustment will be made for the differences between the number of shares included in the IBEX 35® Index of companies which carried out capital increases during the control period and the number of shares actually subscribed in such capital increases.

Reductions of Capital and other Equity Accounts

The IBEX 35® Index will be adjusted whenever any company included therein reduces its capital by cancelling shares. Such adjustments will be effective on the day the shares are excluded from the Spanish Stock Exchange Interconnection System. On such date, for purposes of IBEX 35® Index calculation, the number of shares of the company will be reduced and, simultaneously, the (J) adjustment will be introduced for the amount of the reduction.

The IBEX 35® Index will be adjusted whenever any company included therein reduces its share premium reserve or other equivalent equity accounts, with a distribution of the amount of the reduction to the shareholders, and said transaction is not similar to the payment of an ordinary dividend. Such adjustments will be effective on the day the amount distributed to the shareholders is discounted in the Spanish Stock Exchange Interconnection System. On such date, for purposes of IBEX 35® Index calculation, the amount shall be discounted and, simultaneously, the (J) adjustment will be introduced for the amount of the reduction.

Issue of Convertible or Exchangeable Financial Instruments

The IBEX 35® Index is not adjusted as a consequence of the issue of financial instruments, which are convertible or exchangeable on the issue date. Nonetheless, every six months, coinciding with the ordinary review of the IBEX 35® Index, those shares converted or exchanged by the holders of such instruments during the previous six months will be included.

Without effect to that stated above, if, as a result of an issue of convertible or exchangeable instruments or of a conversion into shares of an issue of these characteristics, a substantial alteration in the listed price or number of issued shares should occur, the Manager may propose the corresponding adjustment in the price or number of shares to the Technical Advisory Committee before the following ordinary review of the IBEX 35® Index takes place.

Variation in the Par Value

The IBEX 35® Index shall be adjusted whenever a company included therein reduces the par value of its shares and distributes the resulting amount to the shareholders, and said transaction is not similar to the payment of an ordinary dividend. Such adjustments will be effective on the day the amount distributed to the shareholders is discounted in the Spanish Stock Exchange Interconnection System. On such date, for purposes of IBEX 35® Index calculation, the amount of the reduction will be discounted and, simultaneously, the (J) adjustment will be introduced for the amount of the reduction.

The IBEX 35® Index shall be adjusted whenever a company included therein carries out a share split or a regrouping of shares by altering the par value of its shares. Such adjustments will be effective on the day the transaction is discounted in the Spanish Stock Exchange Interconnection System, applying, where appropriate, the relevant (J) adjustment.

Mergers and Absorptions

In the event of mergers and absorptions in which the absorbing company is included in the IBEX 35® Index and the absorbed company is not, the IBEX 35® Index shall be adjusted considering the transaction, where applicable, as a Capital Increase.

Where the absorbing company is not included in the IBEX 35® Index and the absorbed company is, unless otherwise decided by the Technical Advisory Committee, the IBEX 35® Index shall be adjusted on the date of the absorption by modifying the base to exclude the capitalization of the absorbed company and include the capitalization of the next most liquid security in the opinion of the Technical Advisory Committee.

Where both companies, the absorbing and the absorbed, are included in the IBEX 35®, the IBEX 35® Index shall be adjusted on the date of the absorption as described above, by modifying the base formula to exclude the capitalization of the absorbed company and include the next most liquid security in the opinion of the Technical Advisory Committee. In those cases where the absorbing company trades significantly on more than one market, including the Spanish Stock Exchange Interconnection System, the capitalization of the merged company for purposes of its weighting in the IBEX 35® Index shall be calculated:

- Initially, by the relative value of the public offer over the total capitalization of the resulting company; and
- After a period of control, the Technical Advisory Committee may establish another criterion that guarantees sufficient efficiency in the replication of the IBEX 35® Index.

Notwithstanding the foregoing, if as a result of a merger or absorption transaction involving companies of which one is part of the IBEX 35® Index, the resulting company is quoted on the Spanish Stock Exchange Interconnection System and meets all requirements necessary for inclusion in the IBEX 35® Index, the Manager may propose the company's inclusion therein to the Technical Advisory Committee.

Segregation of Equity or Spin-Off of Companies with Shareholder Remuneration

The IBEX 35® Index shall be adjusted whenever a company included therein carries out a segregation of equity or spins off a company with shareholder remuneration. These adjustments shall be effective from the day on which the operation is discounted in the Spanish Stock Exchange Interconnection System. On that date, for purposes of calculating the IBEX 35® Index, the amount of this operation will be discounted and, simultaneously, the (J) adjustment will be introduced for the amount of the reduction.

If, as a result of a segregation of equity or company spin-off, it is not possible to establish the impact on the share price in order to make the corresponding (J) adjustment, the IBEX 35® Index shall be adjusted on the date of the operation. This adjustment shall consist of the temporary exclusion of the aforementioned company from the IBEX 35® Index. Once the first day of trading after a segregation of equity or company spin-off has concluded, the Technical Advisory Committee may, as appropriate, once again include the company at its closing price.

Notwithstanding the foregoing, if as a result of an equity segregation or company spin-off, the company no longer meets the necessary requirements for inclusion in the IBEX 35® Index, the Manager may propose the company's exclusion to the Technical Advisory Committee.

Extraordinary Dividends and other Types of Shareholder Remuneration not similar to Ordinary Dividend Payments

Extraordinary dividends and other types of shareholder remuneration not similar to ordinary dividend payments shall be adjusted by the amount of the dividend or remuneration considered exceptional and non-periodic.

These adjustments shall be effective from the day on which the transaction is discounted in the Spanish Stock Exchange Interconnection System. On that date, for purposes of calculating the IBEX 35® Index, the amount of this transaction will be discounted and, simultaneously, the (J) adjustment will be entered for the amount of the reduction.

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JPX-Nikkei Index 400

We have derived all information regarding the JPX Nikkei Index 400, including, without limitation, its make-up, method of calculation and changes in its components, from publicly available information, without independent verification. This information reflects the policies of, and is subject to change by, the Japan Exchange Group, Inc. ("**JPX**"), the Tokyo Stock Exchange ("**TSE**") (collectively, the "**JPX group**") and Nikkei Inc. ("**Nikkei**"). The JPX Nikkei Index 400 was developed by the Index Sponsor and is calculated, maintained and published by the Index Sponsor.

The JPX Nikkei Index 400 is reported by Bloomberg L.P. under the ticker symbol "JPNK400."

Publication of the JPX Nikkei Index 400 began on January 6, 2014, based on an initial Index value of 10,000 on August 30, 2013. The JPX Nikkei Index 400 index value is computed and published every second via TSE's Market Information System and is reported to securities companies across Japan and available worldwide through computerized information networks.

The JPX Nikkei Index 400 is composed of 400 Japanese common stocks listed on the TSE First Section, Second Section, Mothers (Market Of The High-growth and EmeRging Stocks) or JASDAQ market. Constituents are selected based on market capitalization, trading value, return on equity and other factors. For current information regarding the constituents of the JPX Nikkei Index 400, please refer to the Index Sponsor's website. Information contained on the Index Sponsor's website or from other public sources is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, the Product Supplement or the Offering Memorandum.

The index components are reviewed annually based on the selection criteria applied as of the final business day of June (the base selection date). The calculation of the JPX Nikkei Index 400 using the new constituents will begin from the final business day of August following the annual review. The selection process and criteria are as follows:

1. 1,000 stocks are selected based on their trading value over the past three years and the market value on the base selection date. Stocks are excluded from selection if they fall under any of the following criteria:

- listed for less than three years;
- the company's liabilities are in excess of its assets during any of the past three fiscal years;
- the company has an operating loss in each of the past three fiscal years;
- the company has a net loss in each of the past three fiscal years;
- the company's financials have disclosed doubt regarding its ability to continue as a going concern;
- disclosure of insufficient financials controls;
- the stock has been designated as a security to be delisted or security on alert; or
- certain listing violations have occurred over the past year.

2. Each stock is scored by (a) three-year average return on equity (weighted 40%), (b) three-year cumulative operating profit (weighted 40%) and (c) market capitalization on the selection base date (weighted 20%).

3. 400 stocks are selected by the final ranking with the scores calculated above in (2) and qualitative factors from the perspectives of corporate governance and disclosure. These factors are applied as of the selection base date and include the appointment of at least two independent outside directors, releasing the most recent earnings report according to international financial reporting standards and the release of English language earnings information via TDnet. The final score for each stock equals the sum of the score calculated above in (2) plus the score from the qualitative factors. Stocks are ranked from highest to lowest based on their final scores, with the exception that stocks with negative three-year average return on equity and whose most recent return on equity are negative or that have negative three-year cumulative operating profit are moved to the bottom of the ranking. In the event of a tie in final scores, the stock with the higher market capitalization is ranked higher. The top 400 stocks based on their rankings are selected for inclusion in the JPX Nikkei Index 400.

The JPX Nikkei Index 400 is calculated using free-float adjusted market value weighting and is denominated in points (as a decimal figure) rounded to the second decimal place. The JPX Nikkei Index 400 is calculated by dividing the current free-float adjusted market value (the "Current Market Value") by the market value on the base date (the "Base Market Value"). The market value is the sum of the number of shares of each constituent multiplied by that constituent's stock price.

The calculation of the JPX Nikkei Index 400 Index can be represented by the following formula:

$$\text{Index} = \frac{\text{Current Market Value}}{\text{Base Market Value}} \times \text{Base Point}$$

The number of shares of each constituent is determined by multiplying the total number of listed shares by the free-float weight ratio following cap-adjustment. The weight of each constituent is capped at 1.5%, and if any constituent exceeds that weight, it is adjusted downwards at the time of the annual review. The free-float weight is determined by excluding the estimated number of listed shares that are deemed not to be available for trading in the market, using publicly available documents. Among the shares that are treated as non-free-float shares are, among others, shares held by specified types of major shareholders and shares held by board members and other representatives. The free-float weights are reviewed annually for each index constituent, with the announcement and effective date for each index constituent occurring on a quarterly basis, depending upon the relevant company's earnings release schedule. In addition to this annual review, the Index Sponsor may also adjust a company's free-float weight to reflect extraordinary events.

In order to maintain continuity, the Base Market Value is adjusted from time to time as a result of an increase or decrease in constituent issues, capital raising or similar events other than market fluctuations. Such events include, but are not limited to: new listings, delistings, new share issues either through public offerings or through rights offerings to shareholders, issuance of shares as a consequence of exercise of convertible bonds or warrants or mergers, acquisitions, consolidations, company splits or other similar changes in corporate structure. Adjustments to the JPX Nikkei Index 400 to reflect dividends are made in two stages: (1) adjustment using estimated dividends and (2) minor adjustments made to reflect differences between estimated dividends and the dividend amount announced in the earnings report. The estimated dividend amount is derived from announcements in timely disclosure documents or by using the dividend amount for the previous period if the dividend for the current period is not fixed.

The formula for the adjustment is as follows:

$$\text{New Base Market value} = \frac{\text{Old Base Market Value} \times (\text{Previous Business Day Market Value} \pm \text{Adjustment Amount})}{\text{Previous Business Day Market Value}}$$

Where Adjustment Amount = Increase (decrease) in the number of shares used for the Index calculation × stock price used for adjustment

The Tokyo Stock Exchange

The TSE is one of the world's largest securities exchanges in terms of market capitalization. Trading hours are currently from 9:00 a.m. to 11:00 a.m. and from 12:30 p.m. to 3:00 p.m., Tokyo time, Monday through Friday.

Due to the time zone difference, on any normal trading day the TSE will close prior to the opening of business in New York City on the same calendar day. Therefore, the closing level of the JPX Nikkei Index 400 on a trading day will generally be available in the United States by the opening of business on the same calendar day.

The TSE has adopted certain measures, including daily price floors and ceilings on individual stocks, intended to prevent any extreme short-term price fluctuations resulting from order imbalances. In general, any stock listed on the TSE cannot be traded at a price lower than the applicable price floor or higher than the applicable price ceiling. These price floors and ceilings are expressed in absolute Japanese yen, rather than percentage limits based on the closing price of the stock on the previous trading day. In addition, when there is a major order imbalance in a listed stock, the TSE posts a "special bid quote" or a "special asked quote" for that stock at a specified higher or lower price level than the stock's last sale price in order to solicit counter-orders and balance supply and demand for the stock. Prospective investors should also be aware that the TSE may suspend the trading of individual stocks in certain limited and extraordinary circumstances, including, for example, unusual trading activity in that stock. As a result, changes in the JPX Nikkei Index 400 may be limited by price limitations or special quotes, or by suspension of trading, on individual stocks that make up the JPX Nikkei Index 400, and these limitations, in turn, may adversely affect the value of the notes.

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In addition, the Index Sponsor gives no assurance regarding any modification or change in any methodology used in calculating the JPX Nikkei Index 400 and is under no obligation to continue the calculation, publication and dissemination of the JPX Nikkei Index 400.

Korea Stock Price Index 200

All information herein on the Korea Stock Price Index 200 (the "**KOSPI 200**"), including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available information. We have not independently verified such information. Such information reflects the policies of, and is subject to change by, Korea Exchange ("**KRX**"), the publisher of the KOSPI 200. The KOSPI 200 is calculated, maintained and published by KRX. KRX has no obligation to continue to publish, and may discontinue publication of, the KOSPI 200.

The KOSPI 200 is reported by Bloomberg L.P. under the ticker symbol "KOSPI2."

The KOSPI 200 is a market capitalization-weighted index of 200 Korean blue-chip stocks that make up a large majority of the total market value of the Korea Stock Exchange ("**KSE**"). The KOSPI 200 is the underlying index for stock index futures and options trading. The constituent stocks are selected on a basis of the market value of the individual stocks, liquidity and their relative positions in their respective industry groups.

Selection Criteria

All common stocks listed on the KSE as of the periodic realignment date will be included in the selection process, except for the stocks which fall into one of the following categories:

- stocks initially listed or relisted after May 1 of the year preceding the year of a regular realignment review date (as described below), subject to certain exceptions;
- stocks issued by securities investment companies;
- stocks designated as administrative issues as of the regular realignment date;
- stocks issued during a liquidation sale; and
- stocks otherwise deemed unsuitable to be constituents of the index.

However, if the market capitalization of any newly issued stock of a company that belongs to one of the industry sectors indicated below exceeds 1% of the total market capitalization of the KSE, the stock will be included in the KOSPI 200 universe even if one year has not elapsed since listing.

The companies listed on the KOSPI 200 are generally classified into the following industry groups: (i) fisheries, (ii) mining, (iii) manufacturing, (iv) electricity and gas, (v) construction, (vi) services, (vii) post and communication and (viii) finance. The constituents of the KOSPI 200 are selected first from the non-manufacturing industry cluster, and then from the manufacturing industry cluster. The industry groups and composition of the KOSPI 200 are subject to change or modification by the Index Sponsor. For current information about KOSPI 200, please refer to publicly available information published by the Index Sponsor. Information published by the Index Sponsor or from other public sources is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, the Product Supplement or the Offering Memorandum.

The constituents from the non-manufacturing industry cluster are selected in accordance with the following:

- Selection is made in descending order of average daily market capitalization, from large to small, in the same industry group, while ensuring the accumulated market capitalization of the concerned industry group is within 70% of that same industry group.
- Notwithstanding the above, the stocks whose ranking of average daily trading volume is over 85% of the stocks included in deliberation within the same industry group are excluded. In such case, the excluded stock is replaced by a stock that is next in ranking in market capitalization but satisfies the trading volume criteria.

The constituents from the manufacturing industry cluster are selected in descending order of market capitalization, while excluding stocks whose ranking of trading volume in descending order is below 85.00% of the stocks included in the process within the same industry group. The excluded stock is replaced by a stock that is next in ranking in market capitalization but satisfies the trading volume criteria.

Notwithstanding anything above, if a stock whose market capitalization is within the top 50 in terms of market capitalization, such stock may be included in the constituents of the KOSPI 200, by taking into consideration the influence that the industry group has on the KOSPI 200, as well as the liquidity of the concerned stock. Stocks to be placed on the replacement list are selected from the stocks included for deliberation, excluding those already selected as constituents of the KOSPI 200.

Calculation of the KOSPI 200

The KOSPI 200 is computed by multiplying (i) the quotient of (a) the market capitalization as of the calculation time divided by (b) the market capitalization as of the base date, by (ii) 100. The base date of the KOSPI 200 is January 3, 1990 with a base index of 100. Market capitalization is obtained by multiplying the number of listed common shares of the constituents by the price of the concerned common share.

If the number of listed shares increases due to rights offering, bonus offering and stock dividend, which accompany ex-right or ex-dividend, such increase is included in the number of listed shares on the ex-right date or ex-dividend date.

Share prices refer to the market price established during the regular trading session. If no trading took place on such day, quotation price is used and if no quotation price is available, the closing price of the most recent trading day is used.

Free Float Adjustments

Since December 14, 2007, the calculation of the KOSPI2 has been based on a fully implemented free float methodology. Under the free float methodology, the following shareholdings are viewed as "non-free" and excluded for calculation:

- shares owned by the government when the holding is greater than or equal to 5% of total shares;
- shares owned by the largest shareholders and affiliated persons;
- shares owned by employees (i.e., through the employees' stock ownership plan);
- treasury stocks; and
- shares construed as non-free float by the KSE.

Stock Revision

The constituents of the KOSPI 200 are realigned once a year while observing each of the following:

- An existing constituent will not be removed if the ranking of the market capitalization of such stock is within 100/110 of the ranking of the KOSPI2 constituents of the same industry group;
- In order to be included in the constituents of the KOSPI2, the ranking of the market capitalization of a stock must be within 90/100 of the ranking of the KOSPI2 constituents of the same industry group;
- If the ranking of the market capitalization of an existing constituent falls below 100/110 of the ranking of the KOSPI2 constituents of the same industry group, but there is no stock satisfying the requirement specified in the preceding clause, the existing constituent will not be removed; and
- When removing the existing constituents, a constituent whose ranking of market capitalization within the same industry group is the lowest will be removed first.

The periodic realignment date is the trading day following the day, which is the last trading day of June contracts of both the index futures and index options. In the event where a constituent of the KOSPI 200 falls under any of the following cases, such constituent shall be removed from the constituents and the removal date is as follows:

- Delisting: the trading day following the delisting date;
- Designation as administrative issue: the designation date;
- Merger: the day of trading halt; and

- It is determined that the stock is unsuitable as a component security of the KOSPI2: the trading day following the day of such determination, which is the last trading day of the nearest month contracts of both the index futures and index options, after the date of such decision.

When realigning the constituents of the KOSPI 200, the replacement stocks are chosen from the replacement list in accordance with the rank order. In the case of an industry group that has no stock listed on the replacement list, a replacement stock is chosen from the replacement list of manufacturing industry cluster.

The Korea Stock Exchange

The KSE's predecessor, the Daehan Stock Exchange, was established in 1956. The KSE is a typical order-driven market, where buy and sell orders compete for best prices. The KSE seeks to maintain a fair and orderly market for trading and regulates and supervises its member firms.

Throughout the trading hours, orders are matched at a price satisfactory to both buy and sell sides, according to price and time priorities. The opening and closing prices, however, are determined by call auctions: at the market opening and closing, orders received for a certain period of time are pooled and matched at the price at which the greatest number of shares can be executed. The KSE uses electronic trading procedures, from order placement to trade confirmation. The KSE is open from 9:00 a.m. to 3:00 p.m., Korean time, during weekdays. Investors can submit their orders from 8:00 a.m., one hour before the market opening. Orders delivered to the market during the period from 8:00 a.m. to 9:00 a.m. are queued in the order book and matched by call auction method at 9:00 a.m. to determine opening prices. After opening prices are determined, the trades are conducted by continuous auctions until 2:50 p.m. (10 minutes before the market closing). Besides the regular session, the KSE conducts pre-hours and after-hours sessions for block trading and basket trading. During pre-hours sessions from 7:30 to 8:30 a.m., orders are matched at the previous day's respective closing prices. After-hours sessions are open for 50 minutes from 3:10 p.m. to 4:00 p.m. During after-hours sessions, orders are matched at the closing prices of the day.

On January 26, 2004, the KSE introduced the random-end system at the opening and closing call auctions. The stated purpose of the random-end system is to prevent any distortion in the price discovery function of the KSE caused by "fake" orders placed with an intention of misleading other investors. In cases where the highest or lowest indicative price of a stock set during the last 5 minutes before the closing time of the opening (or closing) call session, 8:55-9:00 a.m. (or 2:55-3:00 p.m.), deviates from the provisional opening (or closing) price by 5.00% or more, the KSE delays the determination of the opening (or closing) price of the stock up to five minutes. The official opening (or closing) price of such stock is determined at a randomly chosen time within five minutes after the regular opening (or closing) time. The KSE makes public the indicative prices during the opening (or closing) call trading sessions. Pooling together all bids and offers placed during the order receiving hours for the opening (or closing) session, 8:10-9:00 a.m. (or 2:50-3:00 p.m.), the indicative opening (or closing) prices of all stocks are released to the public on a real-time basis.

The KSE sets a limit on the range that the price of individual stocks can change during a day. As of June 2004, that limit was set at 15.00%, which meant that the price of each stock could neither fall nor rise by more than 15.00% from the previous day's closing price. In addition, when the price and/or trading activities of a stock are expected to show an abnormal movement in response to an unidentified rumor or news, or when an abnormal movement is observed in the market, the KSE may halt the trading of the stock. In such cases, the KSE requests the company concerned to make a disclosure regarding the matter. Once the company makes an official announcement regarding the matter, trading can resume within an hour; however, if the KSE deems that the situation was not fully resolved by the disclosure, trading resumption may be delayed.

The KSE introduced circuit breakers in December 1998. The trading in the equity markets is halted for 20 minutes when the KOSPI 200 falls by 10.00% or more from the previous day's closing and the situation lasts for one minute or longer. The trading resumes by call auction where the orders submitted during the 10 minutes after the trading halt ended are matched at a single price.

License Agreement with the Korea Exchange

Société Générale or one of its affiliates has entered into a non-exclusive license agreement with KRX, whereby Société Générale or one of its affiliates and subsidiary companies, in exchange for a fee, will be permitted to use the KOSPI 200, which is owned and published by KRX, in connection with certain products, including the Notes.

The Notes are not sponsored, endorsed, sold or promoted by KRX, the successor of the Korea Stock Exchange who calculates the KOSPI 200 and owns the intellectual property rights over it. KRX makes no representation or warranty, express or implied, to the owners of the Notes or any member of the public regarding the advisability of investing in securities generally or in the

Notes particularly or the ability of the KOSPI 200 to track general stock market performance. KRX's only relationship to Société Générale and its affiliates is the licensing of certain trademarks and trade names of KRX and of the KOSPI 200 which is determined, composed and calculated by KRX without regard to Société Générale, its affiliates or the Notes. KRX has no obligation to take the needs of Société Générale, its affiliates or the owners of the Notes into consideration in determining, composing or calculating the KOSPI 200. KRX is not responsible for and has not participated in the determination of the prices and amount of the Notes or the timing of the issuance or sale of the Notes or in the determination or calculation of the equation by which the Notes is to be converted into cash. KRX has no obligation or liability in connection with the administration, marketing or trading of the Notes.

KRX DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE KOSPI 200 OR ANY DATA INCLUDED THEREIN AND KRX SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. KRX MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY SOCIÉTÉ GÉNÉRALE, ITS AFFILIATES, OWNERS OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE KOSPI 200 OR ANY DATA INCLUDED THEREIN. KRX MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE KOSPI 200 OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL KRX HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

MDAX® Index

We have derived all information regarding the MDAX® Index (Total Return) (the "**MDAX® Index**") from publicly available information, without independent verification. This information reflects the policies of, and is subject to change by, Deutsche Börse AG ("**Deutsche Börse**"). The MDAX® Index is calculated, maintained and published by Deutsche Börse. Deutsche Börse has no obligation to continue to publish, and may discontinue publication of, the MDAX® Index. The MDAX® Index is reported by Bloomberg L.P. under the ticker symbol "MDAX."

The MDAX® Index is a stock index calculated, published and disseminated by Deutsche Börse AG that measures the performance of the shares of 50 mid-cap companies from classic sectors (*i.e.*, sectors other than technology sectors) that are listed on the Frankfurt Stock Exchange and rank below the 30 companies included in the DAX® Index with regard to market capitalization and stock exchange trading volume. The DAX® Index is comprised of the 30 largest and most actively traded companies listed on the Frankfurt Stock Exchange. The MDAX® Index has a base level of 1,000 as of December 30, 1987.

The MDAX® Index is capital-weighted, meaning the weight of any individual issue is proportionate to its respective share in the overall capitalization of all index component issuers. The weight of any single company is capped at 10% of the MDAX® Index capitalization, measured quarterly. The MDAX® Index is a performance (*i.e.,* total return) index, which reinvests all income from dividend and bonus payments in the MDAX® Index portfolio.

The composition of the MDAX® Index is subject to change or modification by the Index Sponsor. Please refer to the Index Sponsor's website for current information about the index. Information contained on the Index Sponsor's website or from other public sources is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Composition and Maintenance

The MDAX® Index uses free-float shares in the index calculation, which excludes shares held by 5% shareholders (other than (i) asset managers and trust companies, (ii) investment funds and pension funds and (iii) capital investment companies or foreign investment companies pursuing short-term investment strategies and whose shareholding does not exceed 25% of a company's share capital) and certain other shares that may be limited in their liquidity.

To be included or to remain in the MDAX® Index, companies have to satisfy certain prerequisites. All classes of shares must:

- be listed in the "prime standard" segment of the Frankfurt Stock Exchange;
- be traded continuously on Frankfurt Stock Exchange's electronic trading system, Xetra®;
- have a free float of at least 10% of the outstanding shares; and
- belong to a sector or subsector that is assigned to the "Classic" (*i.e.*, non-technology) area.

Moreover, the companies included in the MDAX® Index must have their registered office or operational headquarters in Germany. A company's operating headquarters is defined as the location of management or company administration, in part or in full. Alternatively, a company must have the major share of its stock exchange turnover on the Frankfurt Stock Exchange and its juristic headquarters in the European Union or in a European Free Trade Association state.

If a company has its operating headquarters in Germany, but not its registered office, this must be publicly identified by the company. The primary trading turnover requirement is met if at least 33% of aggregate turnover over the last twelve months took place on the Frankfurt Stock Exchange, including Xetra®.

With the respective prerequisites being satisfied, component stocks are selected for the MDAX® Index according to two quantitative criteria:

- order book turnover on Xetra® and in Frankfurt Stock Exchange's floor trading (within the preceding 12 months); and
- free-float market capitalization on the last trading day of each month.

The market capitalization is determined using the average of the volume-weighted average price of the last 20 trading days prior to the last day of the month.

Ordinary adjustments to the MDAX® Index are made each year in March and September, based on the following criteria:

- Regular Exit (60/60 rule): a company can be removed from the MDAX® Index if it has a turnover ranking worse than 60 or a market capitalization ranking worse than 60. A company can be added to the MDAX® Index that has a better turnover, or a better market capitalization ranking compared to the company being deleted. If more than one candidate is available, the decision will be primarily based on the market capitalization. However, the company must still fulfill the regular entry thresholds. If no such candidate exists, the largest company by market capitalization will be added; and

- Regular Entry (60/60 rule): a company can be included in the MDAX® Index if it has a minimum turnover ranking of 60 and a minimum market capitalization ranking of 60. A company can be removed from the MDAX® Index that has a worse turnover or a worse market capitalization ranking compared to the company included. If more than one candidate is available, the decision will be primarily based on the market capitalization.

Furthermore, under the "fast-entry" and "fast-exit" rules, which are applied in March, June, September and December:

- Fast Entry (40/40 rule): a company can be included in the MDAX® Index if it has a minimum turnover ranking of 40 and a minimum market capitalization ranking of 40. A company can be removed from the MDAX® Index that has a worse turnover or a worse market capitalization ranking compared to the company included. If more than one candidate is available, the decision will be primarily based on the market capitalization; and

- Fast Exit (75/75 rule): a company can be removed from the MDAX® Index if it has a turnover ranking worse than 75 or a market capitalization ranking worse than 75. A company can be added to the MDAX® Index that has a better turnover, or a better market capitalization ranking compared to the company being deleted. However, the company must still fulfill the fast-entry thresholds. If more than one candidate is available, the decision will be primarily based on the market capitalization. If no candidate exists, the largest company by market capitalization will be added.

Taking all these criteria into account, Deutsche Börse AG's working committee for equity indices submits proposals to the management board of Deutsche Börse AG to leave the current index composition unchanged, or to effect changes, as applicable. The final decision as to whether or not to replace an index component stock is taken by the management board of Deutsche Börse AG. Any replacements are publicly announced by Deutsche Börse AG.

Adjustments to the index composition are also made for extraordinary circumstances, such as insolvency or the weighting of a component stock exceeding 10% and its annualized 30-day volatility exceeding 250%.

Calculation

The MDAX® Index is weighted by market capitalization; however, only freely available and tradable shares are taken into account. The MDAX® Index is a performance (*i.e.*, total return) index, which reinvests all income from dividend and bonus payments in the Index portfolio.

The level of the MDAX® Index is based on share prices reported in the Xetra® system. The level of the MDAX® Index is calculated according to the Laspeyres formula, which measures the aggregate price changes in the component stocks against the initial December 30, 1987 level of 1,000. The weighting of any individual component stock within in the MDAX® Index is limited to 10%, measured quarterly.

Licensing Agreement

The MDAX® Index is a registered trademark of Deutsche Börse. The Notes are neither sponsored nor promoted, distributed or in any other manner supported by Deutsche Börse (the "**Licensor**"). Neither the publication of the MDAX® Index by the Licensor nor the granting of a license regarding the MDAX® Index as well as the MDAX® trademark for the utilization in connection with the Notes or other securities or financial products that are derived from the MDAX® Index, represents a recommendation by the Licensor for a capital investment or contains in any manner a warranty or opinion by the Licensor with respect to the attractiveness of an investment in the Notes.

Société Générale has entered into an agreement with the Licensor that provides Société Générale and certain of its affiliates a non-exclusive license and, for a fee, a right to use the MDAX® Index in connection with the Notes.

MSCI Indices

All information herein on the MSCI Brazil Index, the MSCI EAFE® Index, the MSCI Emerging Markets Index, the MSCI Europe Index, the MSCI Pacific Ex-Japan Index, the MSCI Singapore Index, the MSCI Taiwan Index, and the MSCI World Index℠ (each, an "**MSCI Index**" and together, the "**MSCI Indices**"), including, without limitation, the make-up, method of calculation and changes in the MSCI Indices' components, is derived from publicly available information. We have not participated in the preparation of, or verified, such publicly available information. Such information reflects the policies of, and is subject to change by, MSCI Inc. ("**MSCI**"). The MSCI Indices are calculated, maintained and published by MSCI. MSCI has no obligation to continue to publish, and may discontinue publication of, any of the MSCI Indices. The composition of the MSCI Indices is subject to change or modification by the Index Sponsor. For current information regarding the composition of the MSCI Indices, please refer to the Index Sponsor's website. The information on the website or from other public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

The MSCI Brazil Index

The MSCI Brazil Index is a free float-adjusted, capitalization-weighted index of securities traded primarily on the Bolsa de Valores de São Paolo. Component companies must meet objective criteria for inclusion in the MSCI Brazil Index, taking into consideration unavailable strategic shareholdings and limitations to foreign ownership. The MSCI Brazil Index has a base date of December 31, 1987.

The MSCI Brazil Index is reported by Bloomberg L.P. under the ticker symbol "MXBR."

The MSCI EAFE® Index

The MSCI EAFE® (Europe, Australasia, Far East) Index is a free float-adjusted market capitalization index intended to measure the equity market performance across 21 developed markets countries (excluding the US and Canada). The MSCI EAFE® Index includes components from all countries in Europe, Australasia and the Far East that are designated by MSCI as developed markets. The MSCI EAFE® Index historically consisted of the following developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland and the United Kingdom.
The MSCI EAFE® Index is reported by Bloomberg L.P. under the ticker symbol "MXEA."

Effective with the November 2015 semi-annual index review, companies traded outside of their country of classification (*i.e.,* "foreign listed companies") are eligible for inclusion in the MSCI Country Investable Market Indexes along with the applicable MSCI Global Index. In order for a MSCI Country Investable Market Index to be eligible to include foreign listed companies, it must meet the Foreign Listing Materiality Requirement. To meet the Foreign Listing Materiality Requirement, the aggregate market capitalization of all securities represented by foreign listings should represent at least (i) 5% of the free float-adjusted market capitalization of the relevant MSCI Country Investable Market Index and (ii) 0.05% of the free-float adjusted market capitalization of the MSCI ACWI Investable Market Index.

The current index calculation methodology used to formulate the MSCI Indices including the MSCI EAFE® Index (the "**MSCI Global Investable Market Indices Methodology**") was implemented as of June 1, 2008.

The MSCI Emerging Markets Index

The MSCI Emerging Markets Index is a free float-adjusted market capitalization index that is designed to capture large- and mid-cap equity market performance across various global emerging markets countries. The MSCI Emerging Markets Index is calculated daily in U.S. dollars on a real time basis and disseminated every 60 seconds during market trading hours. The MSCI Emerging Markets Index historically consisted of the following emerging market country indices: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Malaysia, Mexico, Peru, Philippines, Poland, Qatar, Russia, South Africa, Taiwan, Thailand, Turkey and United Arab Emirates.

The MSCI Emerging Markets Index is reported by Bloomberg L.P. under the ticker symbol "MXEF."

The MSCI Europe Index

The MSCI Europe Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of the developed markets in Europe. The MSCI Europe Index historically consisted of the following developed market country indices: Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom. The MSCI Europe Index has a base date of December 31, 1969.

The MSCI Europe Index is reported by Bloomberg Financial Markets under ticker symbol “MXEU.”

The MSCI Pacific ex-Japan Index

The MSCI Pacific ex-Japan Index is a free float-adjusted market capitalization index that captures large and mid-cap representation across 4 of 5 developed market countries in the Pacific region, excluding Japan. The MSCI Pacific ex-Japan Index has a base date of December 31, 1969.

The MSCI Pacific ex-Japan Index is reported by Bloomberg L.P. under the ticker symbol “MSDUPXJ.”

The MSCI Singapore Free Index

The MSCI Singapore Free Index is a free float-adjusted market capitalization index of securities listed on the Singapore Stock Exchange. The MSCI Singapore Free Index is calculated daily in the local currencies on a real time basis and disseminated every 15 seconds during market trading hours.

The MSCI Singapore Free Index is reported by Bloomberg L.P. under the ticker symbol “SIMSCI.”

The MSCI Taiwan Index

The MSCI Taiwan Index is a free float-adjusted market capitalization index of securities listed on the Taiwan Stock Exchange. The MSCI Taiwan Index is calculated daily in the local currencies on a real time basis and disseminated every 15 seconds during market trading hours.

The MSCI Taiwan Index is reported by Bloomberg L.P. under the ticker symbol “TAMSCI.”

The MSCI World Index℠

The MSCI World Index℠ is a free float-adjusted market capitalization index intended to measure the large- and mid-cap equity market performance across various developed market countries. The MSCI World Index℠ is calculated daily in U.S. dollars on a real time basis and disseminated every 15 seconds during market trading hours. The MSCI World Index℠ historically consisted of the following developed market country indices: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the United Kingdom and the United States

The MSCI World Index℠ is reported by Bloomberg L.P. under the ticker symbol “MXWO.”

Constructing the MSCI Indices

MSCI undertakes an index construction process, which involves: (i) defining the Equity Universe; (ii) determining the Market Investable Equity Universe for each market; (iii) determining market capitalization size segments for each market; (iv) applying Index Continuity Rules for the MSCI Standard Index; (v) creating style segments within each size segment within each market; and (vi) classifying securities under the Global Industry Classification Standard (the “**GICS®**”).

Defining the Equity Universe

The Equity Universe is defined by:

- Identifying eligible equity securities: The Equity Universe initially looks at securities listed in any of the countries in the MSCI Global Index Series, which will be classified as either Developed Markets ("**DM**") or Emerging Markets ("**EM**"). All listed equity securities, or listed securities that exhibit characteristics of equity securities, are eligible for inclusion in the Equity Universe. Mutual funds, ETFs, equity derivatives, limited partnerships and most investment trusts are not eligible for inclusion in the Equity Universe. Real Estate Investment Trusts ("**REITs**") in some countries and certain income trusts in Canada are also eligible for inclusion.

- Classifying the eligible equity securities into the appropriate country: Each company and its securities (*i.e.,* share classes) are classified in one and only one country, which allows for a distinctive sorting of each company by its respective country.

Determining the Market Investable Equity Universes

A Market Investable Equity Universe for a market is derived by applying investability screens to individual companies and securities in the Equity Universe that are classified in that market. A market is equivalent to a single country, except in DM Europe, where all DM countries in Europe are aggregated into a single market for index construction purposes. Subsequently, individual DM Europe country indices within the MSCI Europe Index are derived from the constituents of the MSCI Europe Index under the Global Investable Market Indices methodology.

The investability screens used to determine the Investable Equity Universe in each market are as follows:

- Equity Universe Minimum Size Requirement: This investability screen is applied at the company level. In order to be included in a Market Investable Equity Universe, a company must have the required minimum full market capitalization. The Equity Universe Minimum Size Requirement applies to companies in all markets, Developed and Emerging. A company will meet this requirement if its cumulative free float-adjusted market capitalization is within the top 99.00% of the sorted Equity Universe.

- Equity Universe Minimum Free Float-Adjusted Market Capitalization Requirement: This investability screen is applied at the individual security level. To be eligible for inclusion in a Market Investable Equity Universe, a security must have a free float-adjusted market capitalization equal to or higher than 50.00% of the Equity Universe Minimum Size Requirement.

- DM and EM Minimum Liquidity Requirement: This investability screen is applied at the individual security level. To be eligible for inclusion in a Market Investable Equity Universe, a security must have adequate liquidity measured by 12-month and 3-month Annual Traded Value Ratio ("**ATVR**"), and 3-month frequency of trading. The ATVR screens out extreme daily trading volumes, taking into account the free float-adjusted market capitalization size of securities. The aim of the 12-month and 3-month ATVR together with 3-month frequency of trading is to select securities with a sound long and short-term liquidity.

  A minimum liquidity level of 20.00% of 3-month ATVR and 90.00% of 3-month frequency of trading over the last 4 consecutive quarters, as well as 20.00% of 12-month ATVR, are required for the inclusion of a security in a Market Investable Equity Universe of a Developed Market. This rule is referred to as the "DM Minimum Liquidity Requirement."

  A minimum liquidity level of 15.00% of 3-month ATVR and 80.00% of 3-month frequency of trading over the last 4 consecutive quarters, as well as 15.00% of 12-month ATVR are required for the inclusion of a security in a Market Investable Equity Universe of an Emerging Market. This rule is referred to as the "EM Minimum Liquidity Requirement."

  In instances when a security does not meet the above criteria, the security will be represented by a relevant liquid eligible depository receipt if it is trading in the same geographical region. Depository receipts are deemed liquid if they meet all the above-mentioned criteria for 12-month ATVR, 3-month ATVR and 3-month frequency of trading.

  Concerning the level of a stock price, there may be liquidity issues for securities trading at a very high stock price. Hence, a limit of USD 10,000 has been set and securities with stock prices above USD 10,000 fail the liquidity screening. This rule applies only for non-constituents of the MSCI Global Investable Market Indices. Consequently, current constituents of the MSCI Global Investable Market Indices would remain in the index if the stock price passes the USD 10,000 threshold.

- Global Minimum Foreign Inclusion Factor Requirement: This investability screen is applied at the individual security level. To be eligible for inclusion in a Market Investable Equity Universe, a security's Foreign Inclusion Factor ("**FIF**") must reach a certain threshold. The FIF of a security is defined as the proportion of shares outstanding that is available for purchase in the public equity markets by international investors. This proportion accounts for the available free float of and/or the foreign ownership limits applicable to a specific security (or company). In general, a security must have an FIF equal to or larger than 0.15 to be eligible for inclusion in a Market Investable Equity Universe. Exceptions to this general rule are made only in the limited cases where the exclusion of securities of a very large company would compromise the MSCI Standard Index's ability to fully and fairly represent the characteristics of the underlying market.

- Minimum Length of Trading Requirement: This investability screen is applied at the individual security level. For an initial public offering ("**IPO**") to be eligible for inclusion in a Market Investable Equity Universe, the new issue must have started trading at least four months before the implementation of the initial construction of the index or at least three months before the implementation of a semi-annual index review (as defined herein). This requirement is applicable to small new issues in all markets. Large IPOs are not subject to the Minimum Length of Trading Requirement and may be included in a Market Investable Equity Universe and the Standard Index outside of a Quarterly Index Review (as defined herein) or Semi-Annual Index Review.

Defining Market Capitalization Size Segments for Each Market

Once a Market Investable Equity Universe is defined, it is segmented into the following size-based indices:

- Investable Market Index (Large + Mid + Small)
- Standard Index (Large + Mid)
- Large Cap Index
- Mid Cap Index
- Small Cap Index

Creating the size segment indices in each market involves the following steps:

- defining the market coverage target range for each size segment;
- determining the global minimum size range for each size segment;
- determining the market size-segment cutoffs and associated segment number of companies;
- assigning companies to the size segments; and
- applying final size-segment investability requirements and index continuity rules.

Index Continuity Rules for the Standard Indices

Index continuity is a desirable feature of an index as it avoids the temporary inclusion or exclusion of market indices in composite indices at different times. In order to achieve index continuity, as well as provide some basic level of diversification within a market index, notwithstanding the effect of other index construction rules, a minimum number of five constituents will be maintained for a DM Standard Index and a minimum number of three constituents will be maintained for an EM Standard Index. The application of this requirement involves the following steps:

- If after the application of the index construction methodology, a Standard Index contains fewer than five securities in a Developed Market or three securities in an Emerging Market, then the largest securities by free float-adjusted market capitalization are added to the Standard Index in order to reach five constituents in that Developed Market or three in that Emerging Market.

- At subsequent Index Reviews, if the free float-adjusted market capitalization of a non-index constituent is at least 1.50 times the free float-adjusted market capitalization of the smallest existing constituent after rebalancing, the larger free float-adjusted market capitalization security replaces the smaller one.

When the Index Continuity Rule is in effect, the market size-segment cutoff is set at 0.50 times the global minimum size reference for the Standard Index rather than the full market capitalization of the smallest company in that market's Standard Index.

Creating Style Indices within Each Size Segment

All securities in the Global Investable Equity Universe are assigned to the industry that best describes their business activities. To this end, MSCI has designed, in conjunction with Standard & Poor's, the Global Industry Classification Standard ("**GICS®**"). The GICS® entails four levels of classification: (1) sector; (2) industry groups; (3) industries; and (4) sub-industries. Under the GICS®, each company is assigned uniquely to one sub-industry according to its principal business activity. Therefore, a company can only belong to one industry grouping at each of the four levels of the GICS®.

Maintaining the MSCI Global Investable Market Indices

Index Maintenance

The MSCI Global Investable Market Indices are maintained with the objective of reflecting the evolution of the underlying equity markets and segments on a timely basis, while seeking to achieve index continuity, continuous investability of constituents and replicability of the indices, and index stability and low index turnover.

In particular, index maintenance involves:

(i) Semi-Annual Index Reviews ("**SAIRs**") in May and November of the size segment and global value and growth indices which include:

- updating the indices on the basis of a fully refreshed Equity Universe;
- taking buffer rules into consideration for migration of securities across size and style segments; and
- updating FIFs and Number of Shares ("**NOS**").

The objective of the SAIRs is to systematically reassess the various dimensions of the Equity Universe for all markets on a fixed semi-annual timetable. A SAIR involves a comprehensive review of the size segment and global value and growth indices.

(ii) Quarterly Index Reviews ("**QIRs**") in February and August of the Size Segment Indices aimed at:

- including significant new eligible securities (such as IPOs that were not eligible for earlier inclusion) in the index;
- allowing for significant moves of companies within the Size Segment Indices, using wider buffers than in the SAIR;
- and reflecting the impact of significant market events on FIFs and updating NOS.

QIRs are designed to ensure that the indices continue to be an accurate reflection of the evolving equity marketplace. This is achieved by a timely reflection of significant market driven changes that were not captured in the index at the time of their actual occurrence but are significant enough to be reflected before the next SAIR. QIRs may result in additions or deletions due to migration to another Size Segment Index, and changes in FIFs and in NOS. Only additions of significant new investable companies are considered, and only for the Standard Index. The buffer zones used to manage the migration of companies from one segment to another are wider than those used in the SAIR. The style classification is reviewed only for companies that are reassigned to a different size segment.

(iii) Ongoing event-related changes. Ongoing event-related changes to the indices are the result of mergers, acquisitions, spin-offs, bankruptcies, reorganizations and other similar corporate events. They can also result from capital reorganizations in the form of rights issues, bonus issues, public placements and other similar corporate actions that take place on a continuing basis. These changes generally are reflected in the indices at the time of the event. Significantly large IPOs are included in the indices after the close of the company's tenth day of trading.

Announcement Policy

Semi-Annual Index Review. The results of the SAIRs are announced at least two weeks in advance of their effective implementation dates as of the close of the last business day of May and November.

Quarterly Index Review. The results of the QIRs are announced at least two weeks in advance of their effective implementation dates as of the close of the last business day of February and August.

Ongoing Event-Related Changes. All changes resulting from corporate events are announced prior to their implementation. The changes are typically announced at least ten business days prior to the changes becoming effective in the indices as an "expected" announcement, or as an "undetermined" announcement, when the effective dates are not known yet or when aspects of the event are uncertain. MSCI sends "confirmed" announcements at least two business days prior to events becoming effective in the indices, provided that all necessary public information concerning the event is available. The full list of all new and pending changes is delivered to clients on a daily basis, between 5:30 p.m. and 6:00 PM US Eastern Time (EST) through the Advanced Corporate Events ("**ACE**") File.

In exceptional cases, events are announced during market hours for same or next day implementation. Announcements made by MSCI during market hours are usually linked to late company disclosure of corporate events or unexpected changes to previously announced corporate events.

In the case of secondary offerings representing more than 5.00% of a security's number of shares for existing constituents, these changes will be announced prior to the end of the subscription period when possible and a subsequent announcement confirming the details of the event (including the date of implementation) will be made as soon as the results are available.

Both primary equity offerings and secondary offerings for U.S. securities, representing at least 5.00% of the security's number of shares, will be confirmed through an announcement during market hours for next day or shortly after implementation, as the completion of the events cannot be confirmed prior to the notification of the pricing.

Early deletions of constituents due to bankruptcy or other significant cases are announced as soon as practicable prior to their implementation.

IPOs and Other Early Inclusions. Early inclusions of large IPOs in the MSCI Standard Index Series are announced no earlier than the first day of trading and no later than before the opening of the third day of trading in the market where the company has its primary listing.

Early inclusions of already listed securities following large secondary offerings of new and/or existing shares are announced no earlier than shortly after the end of the offer period.

It is MSCI policy not to comment on the potential inclusion of equity securities to be listed in the future, including their industry classification under the GICS®, their country classification and their potential inclusion in an MSCI index. The same applies to non-index constituents that are already listed which have pending large events.

GICS®. Non-event related changes in industry classification at the sub-industry level are announced at least two weeks prior to their implementation as of the close of the last US business day of each month. MSCI announces GICS® changes twice a month, the first announcement being made on the first US business day of the month and the second one being made at least ten US business days prior to the last US business day of the month. All GICS® changes announced in a given month will be implemented as of the close of the last US business day of the month.

Calculation of MSCI Equity Indices

The MSCI Indices are calculated using the Laspeyres concept of a weighted arithmetic average together with the concept of chain-linking. As a general principle, today's index level is obtained by applying the change in the market performance to the previous period index level.

Price Index Level

$$PriceIndexLevelUSD_t = PriceIndexLevelUSD_{t-1} \times \frac{IndexAdjustedMarketCapUSD_t}{IndexInitialMarketCapUSD_t}$$

$$PriceIndexLevelLocal_t = PriceIndexLevelLocal_{t-1} \times \frac{IndexAdjustedMarketCapForLocal_t}{IndexInitialMarketCapUSD_t}$$

Where:

- $PriceIndexLevelUSD_{t-1}$ is the Price Index level in USD at time t-1.
- $IndexAdjustedMarketCapUSD_t$ is the Adjusted Market Capitalization of the index in USD at time t.
- $IndexInitialMarketCapUSD_t$ is the Initial Market Capitalization of the index in USD at time t.
- $PriceIndexLevelLocal_{t-1}$ is the Price Index level in local currency at time t-1.
- $IndexAdjustedMarketCapForLocal_t$ is the Adjusted Market Capitalization of the index in USD converted using FX rate as of t-1 and used for local currency index at time t.

Note: *IndexInitialMarketCapUSD* was previously called *IndexUnadjustedMarketCapPreviousUSD*

Security Price Index Level

$$SecurityPriceIndexLevel_t = SecurityPriceIndexLevel_{t-1} \times \frac{SecurityAdjustedMarketCapForLocal_t}{SecurityInitialMarketCapUSD_t}$$

$$SecurityAdjustedMarketCapForLocal_t = \frac{ICI_t}{ICI_{t-1}} \times \frac{EndOfDayNumberOfShares_{t-1} \times PricePerShare_t \text{ x } InclusionFactor_t \times PAF_t}{FXrate_{t-1}}$$

$$SecurityInitialMarketCapUSD_t = \frac{EndOfDayNumberOfShares_{t-1} \times PricePerShare_{t-1} \times Inclusion\ Factor_t}{FXrate_{t-1}}$$

Where:

- $SecurityPriceIndexLevel_{t-1}$ is Security Price Index level at time t-1.
- $SecurityAdjustedMarketCapForLocal_t$ is the Adjusted Market Capitalization of security s in USD converted using FX rate as of t-1.
- $SecurityInitialMarketCapUSD_t$ is the Initial Market Capitalization of security s in USD at time t.
- $EndOfDayNumberOfShares_{t-1}$ is the number of shares of security s at the end of day t-1.
- $PricePerShare_t$ is the price per share of security s at time t.
- $PricePerShare_{t-1}$ is the price per share of security s at time t-1.
- $InclusionFactor_t$ is the inclusion factor of security s at time t. The inclusion factor can be one or the combination of the following factors: Foreign Inclusion Factor, Domestic Inclusion Factor, Growth Inclusion Factor, Value Inclusion Factor, Index Inclusion Factor.
- PAF_t is the Price Adjustment Factor of security s at time t.
- $FXrate_{t-1}$ is the FX rate of the price currency of security s vs. USD at time t-1. It is the value of 1 USD in foreign currency.
- ICI_t is the Internal Currency Index of price currency at time t. The ICI is different than 1 when a country changes the internal value of its currency (e.g., from Turkish Lira to New Turkish Lira – ICI = 1,000,000).

- ICI_{t-1} is the Internal Currency Index of price currency at time t-1.

Index Market Capitalization

$$IndexAdjustedMarketCapUSD_t = \sum_{s\in I,t} \frac{EndOfDayNumberOfShares_{t-1} \times PricePerShare_t \times InclusionFactor_t \times PAF_t}{FXrate_t}$$

$$IndexAdjustedMarketCapForLocal_t = \sum_{s\in I,t} \frac{EndOfDayNumberOfShares_{t-1} \times PricePerShare_t \times InclusionFactor_t \times PAF_t}{FXrate_t} \times \frac{ICI_t}{ICI_{t-1}}$$

$$IndexInitialMarketCapUSD_t = \sum_{s\in I,t} \frac{EndOfDayNumberOfShares_{t-1} \times PricePerShare_t \times InclusionFactor_t}{FXrate_t}$$

Where:

- $EndOfDayNumberOfShares_{t-1}$ is the number of shares of security s at the end of day t-1.
- $PricePerShare_t$ is the price per share of security s at time t.
- $PricePerShare_{t-1}$ is the price per share of security s at time t-1.
- $InclusionFactor_t$ is the inclusion factor of security s at time t. The inclusion factor can be one or the combination of the following factors: Foreign Inclusion Factor, Domestic Inclusion Factor Growth Inclusion Factor, Value Inclusion Factor, Index Inclusion Factor.
- PAF_t is the Price Adjustment Factor of security s at time t.
- $FXrate_t$ is the FX rate of the price currency of security s vs. USD at time t. It is the value of 1 USD in foreign currency.
- $FXrate_{t-1}$ is the FX rate of the price currency of security s vs. USD at time t-1. It is the value of 1 USD in foreign currency.
- ICI_t is the Internal Currency Index of price currency at time t. The ICI is different than 1 when a country changes the internal value of its currency (e.g., from Turkish Lira to New Turkish Lira – ICI = 1,000,000).
- ICI_{t-1} is the Internal Currency Index of price currency at time t-1.

Corporate Events

Mergers and Acquisitions

As a general principle, MSCI implements mergers and acquisitions ("**M&A's**") as of the close of the last trading day of the acquired entity or merging entities (last offer day for tender offers), regardless of the status of the securities (index constituents or non-index constituents) involved in the event. MSCI uses market prices for implementation. This principle applies if all necessary information is available prior to the completion of the event and if the liquidity of the relevant constituent(s) is not expected to be significantly diminished on the day of implementation. Otherwise, MSCI will determine the most appropriate implementation method and announce it prior to the changes becoming effective in the indices.

Tender Offers

In tender offers, the acquired or merging security is generally deleted from an index at the end of the initial offer period, when the offer is likely to be successful and/or if the free float of the security is likely to be substantially reduced (this rule is applicable even if the offer is extended), or once the results of the offer have been officially communicated and the offer has been successful and the security's free float has been substantially reduced, if all required information is not available in advance or if the offer's outcome is uncertain.

The main factors considered by MSCI when assessing the outcome of a tender offer (not in order of importance) are: the announcement of the offer as friendly or hostile, a comparison of the offer price to the acquired security's market price, the recommendation by the acquired company's board of directors, the major shareholders' stated intention whether to tender their shares, the required level of acceptance, the existence of pending regulatory approvals, market perception of the transaction, official preliminary results if any, and other additional conditions for the offer.

In certain cases, securities may be deleted earlier or use a different date than the last offer day. For example, in the case of tender offers in the United Kingdom, a security is typically deleted two business days after the offer is declared unconditional in all respects.

If a security is deleted from an index, the security will not be reinstated immediately after its deletion even when the tender offer is subsequently declared unsuccessful and/or the free float of the security is not substantially reduced. It may be reconsidered for index inclusion at the following regularly scheduled semi-annual index review.

Late Announcements of Completion of M&A's

When the completion of an event is announced too late to be reflected as of the close of the last trading day of the acquired or merging entities, implementation occurs as of the close of the following day or as soon as practicable thereafter. In these cases, MSCI uses a calculated price for the acquired or merging entities. The calculated price is determined using the terms of the transaction and the price of the acquiring or merged entity, or, if not appropriate, using the last trading day's market price of the acquired or merging entities.

Conversions of Share Classes

Conversions of a share class into another share class resulting in the deletion and/or addition of one or more classes of shares are implemented as of the close of the last trading day of the share class to be converted.

Spin-Offs

A spin-off is the distribution of shares in a wholly-owned or a partially-owned company to the parent company's existing shareholders. In some countries, spin-offs are referred to as demergers or unbundlings.

On the ex-date of a spin-off, a price adjustment factor ("**PAF**") is applied to the price of the security of the parent company. The PAF is calculated based on the terms of the transaction and the market price of the spun-off security. If the spun-off entity qualifies for inclusion, it is included as of the close of its first trading day.

In cases of spin-offs of partially-owned companies, the post-event free float of the spun-off entity is calculated using a weighted average of the existing shares and the spun-off shares, each at their corresponding free float. Any resulting changes to FIFs and/or domestic inclusion factors are implemented as of the close of the ex-date.

When the spun-off security does not trade on the ex-date, a "detached" security is created to avoid a drop in the free float-adjusted market capitalization of the parent entity, regardless of whether the spun-off security is added or not. The detached security is included in the index until the spun-off security begins trading, and is deleted thereafter. Generally, the value of the detached security is equal to the difference between the cum price and the ex price of the parent security.

Corporate Actions

Corporate actions such as splits, stock dividends and rights issues, which affect the price of a security, require a price adjustment. In general, the PAF is applied on the ex-date of the event to ensure that security prices are comparable between the ex-date and the cum date. To do so, MSCI adjusts for the value of the right and/or the value of the special assets that are distributed and the changes in number of shares and FIF, if any, are reflected as of the close of the ex-date. In general, corporate actions do not impact the free float of the securities because the distribution of new shares is carried out on a pro rata basis to all existing shareholders. Therefore, MSCI will generally not implement any pending number of shares and/or free float updates simultaneously with the event.

If a security does not trade for any reason on the ex-date of the corporate action, the event will be generally implemented on the day the security resumes trading.

Share Placements and Offerings

Changes in number of shares and FIF resulting from primary equity offerings representing at least 5.00% of the security's number of shares are generally implemented as of the close of the first trading day of the new shares, if all necessary information is available at that time. Otherwise, the event is implemented as soon as practicable after the relevant information is made available.

Changes in number of shares and FIF resulting from primary equity offerings representing less than 5.00% of the security's number of shares are implemented at the next regularly scheduled Index Review following the completion of the event.

For public secondary offerings of existing constituents representing at least 5.00% of the security's number of shares, where possible, MSCI will announce these changes and reflect them shortly after the results of the subscription are known. Secondary offerings that, given lack of sufficient notice, were not reflected immediately will be implemented at the following regularly scheduled Index Review.

For non-US securities included in the MSCI Micro Cap Indices only, changes in number of shares and FIF resulting from primary equity offerings only representing at least 25.00% of the security's number of shares are generally implemented as of the close of the first trading day of the new shares, if all necessary information is available at that time. Otherwise, these offerings are implemented as soon as practicable after the relevant information is made available.

For the changes in number of shares and FIF resulting from primary equity offerings representing less than 25.00% of the security's number of shares, they are generally implemented at the next regularly scheduled Index Review following the completion of the offering.

Debt-to-Equity Swaps

In general, large debt-to-equity swaps involve the conversion of debt into equity originally not convertible at the time of issue. In this case, changes in numbers of shares and subsequent FIF and/or DIF changes are implemented as of the close of the first trading day of the newly issued shares, or shortly thereafter if all necessary information is available at the time of the swap. In general, shares issued in debt-to-equity swaps are assumed to be issued to strategic investors. As such, the post event free float is calculated on a pro forma basis assuming that all these shares are non-free float.

Changes in numbers of shares and subsequent FIF and/or DIF changes due to conversions of convertible bonds or other convertible instruments, including periodical conversions of preferred stocks and small debt-to-equity swaps are implemented at a following regularly scheduled Index Review.

Suspensions and Bankruptcies

MSCI will remove from the MSCI Equity Indices as soon as practicable companies that file for bankruptcy or protection from their creditors and/or are suspended and for which a return to normal business activity and trading is unlikely in the near future. MSCI will treat in the same way companies that fail stock exchanges listing requirements with announcements of delisting from the stock exchanges. MSCI will delete from an index after 40 business days of suspension securities of companies facing financial difficulties (e.g., liquidity issues, debt repayment issues, companies under legal investigation, etc.) with at least two business days advance notice. Subsequently, if and when these securities resume normal trading, they may be considered as a potential addition to an index at the next scheduled semi-annual Index Review. Securities of companies suspended due to pending corporate events (e.g., merger, acquisition, etc.) will continue to be maintained in an index until they resume trading regardless of the duration of the suspension period. When the primary exchange price is not available, MSCI will delete securities at an over the counter or equivalent market price when such a price is available and deemed relevant. If no over the counter or equivalent price is available, the security will be deleted at the smallest price (unit or fraction of the currency) at which a security can trade on a given exchange. For securities that are suspended, MSCI will carry forward the market price prior to the suspension during the suspension period.

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NASDAQ-100 Index®

All information herein on the NASDAQ-100 Index®, including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available information. We have not independently verified such information. Such information reflects the policies of, and is subject to change by, The NASDAQ Stock Market, Inc. ("**Nasdaq**"). The NASDAQ-100 Index® was developed by Nasdaq and is calculated, maintained and published by The NASDAQ OMX Group, Inc. ("**NASDAQ OMX**"). Neither Nasdaq nor NASDAQ OMX has any obligation to continue to publish, and may discontinue publication of, the NASDAQ-100 Index®.

The NASDAQ-100 Index® is a modified market capitalization-weighted index of 100 of the largest stocks of non-financial companies listed on The Nasdaq Global Market tier of The NASDAQ Stock Market. The NASDAQ-100 Index®, which includes companies across a variety of major industry groups, was launched on January 31, 1985, with a base index value of 250.00. On January 1, 1994, the base index value was reset to 125.00. Current information regarding the market value of the NASDAQ-100 Index® is available from Nasdaq as well as numerous market information services.

The NASDAQ-100 Index® is reported by Bloomberg L.P. under the ticker symbol "NDX."

The NASDAQ-100 Index® share weights of the component securities of the NASDAQ-100 Index® at any time are based upon the total shares outstanding in each of those securities and are additionally subject, in certain cases, to rebalancing. Accordingly, each underlying stock's influence on the level of the NASDAQ-100 Index® is directly proportional to the value of its NASDAQ-100 Index® share weight. The composition of the NASDAQ-100 Index® is subject to change or modification by the Index Sponsor. Please refer to the Index Sponsor's website for current information about the index. Information contained on the Index Sponsor's website or from other public sources is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Calculation of the NASDAQ-100 Index®

At any moment in time, the value of the NASDAQ-100 Index® equals the aggregate value of the then-current NASDAQ-100 Index® share weights of each of the NASDAQ-100 Index® component securities, which are based on the total shares outstanding of each such NASDAQ-100 Index® component security, multiplied by each such security's respective last sale price on The NASDAQ Stock Market (which may be the official closing price published by The NASDAQ Stock Market), and divided by a scaling factor (the "**divisor**"), which becomes the basis for the reported NASDAQ-100 Index® value. The divisor serves the purpose of scaling such aggregate value to a lower order of magnitude, which is more desirable for NASDAQ-100 Index® reporting purposes.

Underlying Stock Eligibility Criteria

Initial Eligibility Criteria

To be eligible for initial inclusion in the NASDAQ-100 Index®, a security must be listed on The NASDAQ Stock Market and meet the following criteria:

- the security's U.S. listing must be exclusively on the NASDAQ Global Select Market or the NASDAQ Global Market (unless the security was dually listed on another U.S. market prior to January 1, 2004 and has continuously maintained such listing);
- the security must be issued by a non-financial company;
- the security may not be issued by an issuer currently in bankruptcy proceedings;
- the security must have an average daily trading volume of at least 200,000 shares;
- if the security is of an issuer under the laws of a jurisdiction outside the U.S., it must have listed options on a recognized options market in the United States or be eligible for listed-options trading on a recognized options market in the United States;
- only one class of security per issuer is allowed;

- the issuer of the security may not have entered into a definitive agreement or other arrangement which would likely result in the security no longer being NASDAQ-100 Index® eligible;
- the issuer of the security may not have annual financial statements with an audit opinion that is currently withdrawn; and
- the security must have "seasoned" on the NASDAQ, NYSE or NYSE Amex (generally, a company is considered to be seasoned if it has been listed on a market for at least three full months (excluding the first month of initial listing)).

Continued Eligibility Criteria

In addition, to be eligible for continued inclusion in the NASDAQ-100 Index® the following criteria apply:

- the security's U.S. listing must be exclusively on the NASDAQ Global Select Market;
- the security must be issued by a non-financial company;
- the security may not be issued by an issuer currently in bankruptcy proceedings;
- the security must have an average daily trading volume of at least 200,000 shares as measured annually during the ranking review process described below;
- if the security is of an issuer under the laws of a jurisdiction outside the U.S., it must have listed options on a recognized options market in the United States or be eligible for listed-options trading on a recognized options market in the United States, as measured annually during the ranking review process;
- the security must have an adjusted market capitalization equal to or exceeding 0.10% of the aggregate adjusted market capitalization of the NASDAQ-100 Index® at each month-end. In the event a company does not meet this criterion for two consecutive month-ends, it will be removed from the NASDAQ-100 Index® effective after the close of trading on the third Friday of the following month; and
- the issuer of the security may not have annual financial statements with an audit opinion that is currently withdrawn.

These NASDAQ-100 Index® eligibility criteria may be revised from time to time by Nasdaq without regard to the securities.

For the purposes of NASDAQ-100 Index® eligibility criteria, if the security is a depositary receipt representing a security of a non-U.S. issuer, then references to the "issuer" are references to the issuer of the underlying security.

Annual Ranking Review

The composition of the NASDAQ-100 Index® is evaluated on an annual basis, except under extraordinary circumstances that may result in an interim evaluation, as follows (this evaluation is referred to herein as the "**Ranking Review**"). Securities listed on The NASDAQ Stock Market that meet the applicable eligibility criteria above are ranked by market value. NASDAQ-100 Index®-eligible securities which are already in the NASDAQ-100 Index® and which are ranked in the top 100 eligible securities (based on market capitalization) are retained in the NASDAQ-100 Index®. A security that is ranked 101 to 125 is also retained, *provided* that such security was ranked in the top 100 eligible securities as of the previous Ranking Review or was added to the NASDAQ-100 Index® subsequent to the previous Ranking Review. Securities not meeting such criteria are replaced. The replacement securities chosen are those NASDAQ-100 Index®-eligible securities not currently in the NASDAQ-100 Index® that have the largest market capitalization. The data used in the ranking includes end of October market data from The NASDAQ Stock Market and is updated for total shares outstanding submitted in a publicly filed SEC document via EDGAR through the end of November.

Generally, the list of annual additions and deletions is publicly announced via a press release in the early part of December. Replacements are made effective after the close of trading on the third Friday in December. Moreover, if at any time during the year other than the Ranking Review, a NASDAQ-100 Index® security no longer meets the continued eligibility criteria or is otherwise determined by Nasdaq to become ineligible for continued inclusion in the NASDAQ-100 Index®, the security will be replaced with the largest market capitalization security not currently in the NASDAQ-100 Index® and meeting the NASDAQ-100 Index® initial eligibility criteria listed above. Ordinarily, a security will be removed from the NASDAQ-100 Index® at its last sale price. If, however, at the time of its removal the security is halted from trading on its primary listing market and an official closing price cannot readily be determined, the security may, in Nasdaq's discretion, be removed at a zero price. The zero price will be applied to the security after the close of the market but prior to the time the official closing value of the NASDAQ-100 Index® is disseminated.

Index Maintenance

Changes in the price and/or the aggregate value of the then-current NASDAQ-100 Index® share weights of each of the NASDAQ-100 Index® component securities driven by corporate events such as stock dividends, stock splits and certain spin-offs and rights issuances are adjusted on the ex-date. If the change in total shares outstanding arising from other corporate actions is greater than or equal to 10.00%, the change will be made to the NASDAQ-100 Index® as soon as practicable. Otherwise, if the change in total shares outstanding is less than 10.00%, then all such changes are accumulated and made effective at one time on a quarterly basis after the close of trading on the third Friday in each of March, June, September and December. The NASDAQ-100 Index® share weights for those underlying stocks are derived from each security's total shares outstanding. The NASDAQ-100 Index® share weights for those underlying stocks are adjusted by the same percentage amount by which the total shares outstanding have changed in those NASDAQ-100 Index® securities.

A special cash dividend announced by the listing exchange will result in an adjustment to the last sale price of a NASDAQ-100 Index® component security prior to market open on the ex-date for the special amount distributed. A special dividend may also be referred to as extra, extraordinary, non-recurring, one-time, unusual, etc.

Ordinarily, whenever there is a change in the NASDAQ-100 Index® share weights, a change in a component security included in the NASDAQ-100 Index®, or a change to the price of a component security due to spin-off, rights issuances or special cash dividends, Nasdaq adjusts the divisor to ensure that there is no discontinuity in the level of the NASDAQ-100 Index® that might otherwise be caused by any such change. All changes will be announced in advance and will be reflected in the NASDAQ-100 Index® prior to market open on the effective date of such changes.

Index Rebalancing

The NASDAQ-100 Index® is calculated under a "modified capitalization-weighted" methodology, which is a hybrid between equal weighting and conventional capitalization weighting. This methodology is expected to: (1) retain in general the economic attributes of capitalization weighting; (2) promote portfolio weight diversification (thereby limiting domination of the NASDAQ-100 Index® by a few large stocks); (3) reduce NASDAQ-100 Index® performance distortion by preserving the capitalization ranking of companies; and (4) reduce market impact on the smallest NASDAQ-100 Index® securities from necessary weight rebalancings.

Under the methodology employed, on a quarterly basis coinciding with Nasdaq's quarterly scheduled weight adjustment procedures, the NASDAQ-100 Index® securities are categorized as either "Large Stocks" or "Small Stocks" depending on whether their current percentage weights (after taking into account scheduled weight adjustments due to stock repurchases, secondary offerings or other corporate actions) are greater than, or less than or equal to, the average percentage weight in the NASDAQ-100 Index® (*i.e.*, as a 100-stock index, the average percentage weight in the NASDAQ-100 Index® is 1.00%). This quarterly examination will result in a NASDAQ-100 Index® rebalancing if either one or both of the following two weight distribution requirements are not met: (1) the current weight of the single largest market capitalization component security must be less than or equal to 24.00% and (2) the "collective weight" of those component securities the individual current weights of which are in excess of 4.50%, when added together, must be less than or equal to 48.00%. In addition, Nasdaq may conduct a special rebalancing if it is determined necessary to maintain the integrity of the NASDAQ-100 Index®.

If either one or both of these weight distribution requirements are not met upon quarterly review, or Nasdaq determines that a special rebalancing is required, a weight rebalancing will be performed. First, relating to weight distribution requirement (1) above, if the current weight of the single largest component security exceeds 24.00%, then the weights of all Large Stocks (those greater than 1.00%) will be scaled down proportionately towards 1.00% by enough for the adjusted weight of the single largest component security to be set to 20.00%. Second, relating to weight distribution requirement (2) above, for those component securities the individual current weights or adjusted weights in accordance with the preceding step of which are in excess of 4.50%, if their "collective weight" exceeds 48.00%, then the weights of all Large Stocks will be scaled down proportionately towards 1.00% by just enough for the "collective weight," so adjusted, to be set to 40.00%.

The aggregate weight reduction among the Large Stocks resulting from either or both of the above rescalings will then be redistributed to the Small Stocks in the following iterative manner. In the first iteration, the weight of the largest Small Stock will be scaled upwards by a factor which sets it equal to the average Index weight of 1.00%. The weights of each of the smaller remaining Small Stocks will be scaled up by the same factor reduced in relation to each stock's relative ranking among the

Small Stocks such that the smaller the component security in the ranking, the less the scale-up of its weight. This is intended to reduce the market impact of the weight rebalancing on the smallest component securities in the NASDAQ-100 Index®.

In the second iteration, the weight of the second largest Small Stock, already adjusted in the first iteration, will be scaled upwards by a factor which sets it equal to the average index weight of 1.00%. The weights of each of the smaller remaining Small Stocks will be scaled up by this same factor reduced in relation to each stock's relative ranking among the Small Stocks such that, once again, the smaller the component stock in the ranking, the less the scale-up of its weight.

Additional iterations will be performed until the accumulated increase in weight among the Small Stocks exactly equals the aggregate weight reduction among the Large Stocks from rebalancing in accordance with weight distribution requirement (1) and/or weight distribution requirement (2).

Then, to complete the rebalancing procedure, once the final percent weights of each of the component securities are set, the NASDAQ-100 Index® share weights will be determined anew based upon the last sale prices and aggregate capitalization of the NASDAQ-100 Index® at the close of trading on the last day in February, May, August and November. Changes to the share weights will be made effective after the closing of trading on the third Friday in March, June, September and December. Changes to the NASDAQ-100 Index® share weights will be made effective after the close of trading on the third Friday in March, June, September and December, and an adjustment to the NASDAQ-100 Index® divisor will be made to ensure continuity of the NASDAQ-100 Index®.

Ordinarily, new rebalanced weights will be determined by applying the above procedures to the current NASDAQ-100 Index® share weights. However, NASDAQ OMX may from time to time determine rebalanced weights, if necessary, by instead applying the above procedure to the actual current market capitalization of the component securities. In such instances, NASDAQ OMX would announce the different basis for rebalancing prior to its implementation.

NASDAQ OMX may, from time to time, exercise reasonable discretion as it deems appropriate in order to ensure the integrity of the NASDAQ-100 Index®.

License Agreement with NASDAQ OMX

Société Générale has entered into a non-exclusive license agreement with NASDAQ OMX providing for the license to Société Générale and its affiliates, in exchange for a fee, of the right to use the NASDAQ-100 Index® in connection with certain securities, including the Notes.

The license agreement between NASDAQ OMX and Société Générale provides that the following language must be stated in the underlying disclosure document (such as this Product Supplement) for the Notes:

The Notes are not sponsored, endorsed, sold or promoted by The NASDAQ OMX Group, Inc. or its affiliates (NASDAQ OMX, with its affiliates, are referred to as the "**Corporations**"). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, the Notes. The Corporations make no representation or warranty, express or implied, to the owners of the Notes or any member of the public regarding the advisability of investing in securities generally or in the Notes particularly, or the ability of the NASDAQ-100 Index® to track general stock market performance. The Corporations' only relationship to Société Générale and its affiliates is in the licensing of the Nasdaq®, NASDAQ OMX®, OMX® and NASDAQ-100 Index® registered trademarks, service marks and certain trade names of the Corporations and the use of the NASDAQ-100 Index® which is determined, composed and calculated by NASDAQ OMX without regard to Société Générale, its affiliates or the Notes. NASDAQ OMX has no obligation to take the needs of Société Générale, its affiliates or the owners of the Notes into consideration in determining, composing or calculating the NASDAQ-100 Index®. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of the Notes to be issued or in the determination or calculation of the equation by which the Notes are to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of the Notes.

THE CORPORATIONS DO NOT GUARANTEE THE ACCURACY AND/OR UNINTERRUPTED CALCULATION OF THE NASDAQ-100 INDEX® OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY SOCIÉTÉ GÉNÉRALE, ITS AFFILIATES, OWNERS OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE NASDAQ-100 INDEX® OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE NASDAQ-100 INDEX® OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO

EVENT SHALL THE CORPORATIONS HAVE ANY LIABILITY FOR ANY LOST PROFITS OR SPECIAL, INCIDENTAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

Nikkei Stock Average

All information herein on the Nikkei Stock Average (the "**Nikkei 225**"), including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available information. We have not independently verified such information. Such information reflects the policies of, and is subject to change by, Nikkei Inc. The Nikkei 225 was developed by Nikkei Inc. and is calculated, maintained and published by Nikkei Inc. Nikkei Inc. has no obligation to continue to publish, and may discontinue the publication of, the Nikkei 225 at any time in its sole discretion.

The Nikkei 225 is reported by Bloomberg L.P. under the ticker symbol "NKY."

The Nikkei 225 is a stock index that measures the composite price performance of selected Japanese stocks. The Nikkei 225 is based on 225 underlying stocks (the "**Nikkei Underlying Stocks**") trading on the Tokyo Stock Exchange ("**TSE**") representing a broad cross-section of Japanese industries. All 225 Nikkei Underlying Stocks are stocks listed in the First Section of the TSE. Stocks listed in the First Section of the TSE are among the most actively traded stocks on the TSE. Nikkei Inc. rules require that the 75 most liquid issues (one-third of the component count of the Nikkei 225) be included in the Nikkei 225. Nikkei Inc. was first calculated and published the Nikkei 225 in 1970; prior to 1970, the TSE calculated the Nikkei 225.

Historically, component stocks of the Nikkei 225 have been balanced among six sector categories which are broken into the 36 underlying industry classifications identified below. The sector-based breakdown and underlying industry classifications may be modified to reflect changes in the industrial structure. For current information regarding the sector categories and industry classifications of the Nikkei 225, please refer to the Index Sponsor's website. Information contained on the Index Sponsor's website or from other public sources is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, the Product Supplement or the Offering Memorandum.

- Technology -- Pharmaceuticals, Electrical Machinery, Automobiles, Precision Machinery, Telecommunications
- Financials -- Banks, Miscellaneous Finance, Securities, Insurance
- Consumer Goods -- Marine products, Food, Retail, Services
- Materials -- Mining, Textiles, Paper & Pulp, Chemicals, Oil, Rubber, Glass and Ceramics, Steel, Nonferrous metals, Trading Companies
- Capital Goods/Others -- Construction, Machinery, Shipbuilding, Transportation Equipment, Miscellaneous Manufacturing, Real Estate
- Transportation and Utilities -- Railroads & Buses, Trucking, Shipping, Airlines, Warehousing, Electric Power, Gas

Standards for Listing and Maintenance

The Nikkei 225 is reviewed annually at the beginning of October. Stocks with high market liquidity are added and those with low liquidity are deleted. At the same time, to take changes in the industry structure into account, the balance of the sectors, in terms of the number of constituents, is considered. Liquidity of a stock is assessed by the two measures: "trading value" and "magnitude of price fluctuation by volume," which is calculated as (High price/Low price) / Volume. Among stocks on the TSE First Section, the top 450 stocks in terms of the liquidity are selected to form the "high liquidity group." Those constituents not in the high liquidity group are deleted. Those non-constituent stocks which are in the top 75 of the high liquidity group are added. After examining the result of the liquidity deletions and additions, constituents are also deleted and added to balance the number of constituents among the six sectors described above, and to make the total number of the constituents equal to 225. Among the 450 "high liquidity" stocks, half of those that belong to any sector are designated as the "appropriate number of stocks" for that sector. The actual number of constituents in a sector is then compared with its "appropriate number," and if the actual number is larger or smaller than the appropriate number, then components are deleted or added, as necessary. Stocks to be deleted are selected from stocks with lower liquidity and stocks to be added are selected from stocks with higher liquidity. Stocks selected according the foregoing procedures are candidates for addition or deletion, as applicable, and the final determinations will be made by Nikkei Inc.

The Nikkei 225 is also reviewed on an ongoing basis in response to extraordinary developments, such as bankruptcies or mergers. A Nikkei Underlying Stock may be deleted or added by Nikkei Inc. Any stock becoming ineligible for listing in the TSE First Section due to any of the following reasons will be removed from the Nikkei 225: (i) designated to "securities to be delisted," *i.e.,* "Seiri Meigara" or delisted due to bankruptcy, including filing for Corporate Reorganization Act, Civil Rehabilitation Act, or liquidation; (ii) delisted due to corporate restructuring such as merger, share exchange or share transfer, (iii) designated to "securities to be delisted" or delisted due to excel debt or other reasons; or (iv) transfer to the TSE Second Section. In addition, a component stock designated to "securities under supervision," *i.e.,* "Kanri Meigara" become deletion candidates. However, decision to delete such candidates will be made by examining the sustainability and the probability of delisting for each individual case. Upon deletion of a stock from the Nikkei Underlying Stocks, Nikkei Inc. will select a replacement for such deleted Nikkei Underlying Stock in accordance with certain criteria. In an exceptional case, a newly listed stock in the TSE First Section that is recognized by Nikkei Inc. to be representative of a market may be added to the Nikkei Underlying Stocks. In such a case, an existing Nikkei Underlying Stock with low trading volume and deemed not to be representative of a market will be deleted by Nikkei Inc.

Calculation of the Nikkei 225

The Nikkei 225 is a modified, price-weighted index (*i.e.,* a Nikkei Underlying Stock's weight in the index is based on its price per share rather than the total market capitalization of the issuer) where the sum of the constituent stock prices, adjusted by the presumed par value, is divided by a divisor. It is calculated by (i) converting the Nikkei Underlying Stocks that do not have a par value of 50 yen to 50 yen par value, as described below, (ii) calculating the sum of the share prices of each Nikkei Underlying Stock and (iii) dividing such sum by a divisor (the "**Divisor**"). The Divisor was initially set at 225 for the date of May 16, 1949 using historical numbers from May 16, 1949, the date on which the TSE was reopened. The Divisor is subject to periodic adjustments as set forth below. Most listed companies in Japan have a par value of 50 yen. All companies included in the Nikkei 225 are given an equal weighting based on a par value of 50 yen. Stocks with irregular par values are modified to reflect a 50 yen par value. For example, a stock with a 500 yen par value will have its share price divided by 10 to give a 50 yen par value price. The stock prices used in the calculation of the Nikkei 225 are those reported by a primary market for the Nikkei Underlying Stocks (currently the TSE). Since January 5, 2010, the level of the Nikkei 225 is calculated every 15 seconds during TSE trading hours.

In order to maintain continuity in the Nikkei 225 in the event of certain changes due to non-market factors affecting the Nikkei Underlying Stocks, such as the addition or deletion of stocks, substitution of stocks, stock splits or distributions of assets to stockholders, the Divisor used in calculating the Nikkei 225 is adjusted in a manner designed to prevent any instantaneous change or discontinuity in the level of the Nikkei 225. Thereafter, the Divisor remains at the new value until a further adjustment is necessary as the result of another change. As a result of such change affecting any Nikkei Underlying Stock, the Divisor is adjusted in such a way that the sum of all share prices immediately after such change multiplied by the applicable Weight Factor and divided by the new Divisor (*i.e.,* the level of the Nikkei 225 immediately after such change) will equal the level of the Nikkei 225 immediately prior to the change.

License Agreement with Nikkei Inc. and Disclaimers

Société Générale has entered into an agreement with Nikkei Inc. that provides Société Générale and certain of its affiliates or subsidiaries identified in that agreement with a non-exclusive license and, for a fee, with the right to use the Nikkei 225, which is owned and published by Nikkei Inc., in connection with certain securities, including the Notes.

The license agreement with Nikkei Inc. provides that Nikkei Inc. will assume no obligation or responsibility for use of the Nikkei 225 by Société Générale or its affiliates.

The Nikkei 225 is an intellectual property of Nikkei Inc. Nikkei Inc. was formerly known as Nihon Keizai Shimbun, Inc. The name was changed on January 1, 2007. "Nikkei," "Nikkei Stock Average," and "Nikkei 225" are the service marks of Nikkei Inc. Nikkei Inc. reserves all the rights, including copyright, to the index. Nikkei Digital Media, Inc., a wholly owned subsidiary of Nikkei Inc., calculates and disseminates the Nikkei 225 under exclusive agreement with Nikkei Inc. Nikkei Inc. and Nikkei Digital Media Inc. are collectively referred to as the "Nikkei 225 Sponsor."

THE NOTES ARE NOT IN ANY WAY SPONSORED, ENDORSED OR PROMOTED BY THE NIKKEI 225 SPONSOR. THE NIKKEI 225 SPONSOR DOES NOT MAKE ANY WARRANTY OR REPRESENTATION WHATSOEVER, EXPRESS OR IMPLIED, EITHER AS TO THE RESULTS TO BE OBTAINED AS TO THE USE OF THE NIKKEI 225 OR THE FIGURE AT WHICH THE NIKKEI 225 STANDS AT ANY PARTICULAR DAY OR OTHERWISE. THE NIKKEI 225 IS COMPILED AND CALCULATED SOLELY BY THE NIKKEI 225 SPONSOR. HOWEVER, THE NIKKEI 225 SPONSOR SHALL NOT BE LIABLE TO ANY PERSON FOR ANY ERROR IN THE NIKKEI 225 AND THE NIKKEI 225 SPONSOR SHALL NOT BE UNDER ANY OBLIGATION TO ADVISE ANY PERSON, INCLUDING A PURCHASER OR VENDOR OF THE NOTES, OF ANY ERROR THEREIN.

In addition, the Nikkei 225 Sponsor gives no assurance regarding any modification or change in any methodology used in calculating the Nikkei 225 and is under no obligation to continue the calculation, publication and dissemination of the Nikkei 225.

Russell 1000® Value Index

The Russell 1000® Value Index is sponsored by FTSE Russell and is a sub-index of the Russell 1000® Index. The index is designed to track the performance of the large- and mid-capitalization segment of the U.S. equity market and is predominantly comprised of value stocks, meaning stocks issued by companies thought to be undervalued by the market relative to comparable companies. The Russell 1000® Value Index was launched on December 31, 1978. Additional information about the Russell 1000® Value Index is available on the Index Sponsor's website. We are not incorporating by reference the website or any material it includes or any information from other public sources in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

The Russell 1000® Index includes approximately 1,000 of the largest securities that form the Russell 3000® Index. The Russell 3000® Index is comprised of the 3,000 largest U.S. companies, or 98% based on market capitalization, of the investable U.S. equity market. The Russell 1000® Index represents approximately 90% of the total market capitalization of the Russell 3000® Index.

Selection of Constituent Stocks of the Russell 1000® Value Index

The Russell 1000® Value Index is a sub-index of the Russell 1000® Index, which is a sub-index of the Russell 3000® Index. To be eligible for inclusion in the Russell 3000® Index and the Russell 1000® Index, and, consequently, the Russell 1000® Value Index, a company's stocks must be listed on the rank day in May of a given year (the timetable is announced each spring) and FTSE Russell must have access to documentation verifying the company's eligibility for inclusion. Eligible initial public offerings ("IPOs") are added to Russell U.S. Indices quarterly, based on total market capitalization rankings within the market-adjusted capitalization breaks established during the most recent reconstitution. To be added to any Russell U.S. index during a quarter outside of reconstitution, IPOs must meet additional eligibility criteria.

A company is included in the U.S. equity markets and is eligible for inclusion in the Russell 3000® Index and the Russell 1000® Index, and consequently, the Russell 1000® Value Index, if that company incorporates in the U.S., has its headquarters in the U.S. and also trades with the highest liquidity in the U.S. If a company does not satisfy all of the above criteria, it can still be included in the U.S. equity market if any one of the following home country indicators is in the United States: (i) country of incorporation, (ii) country of headquarters and (iii) country in which the company trades with the highest liquidity (as defined by a two-year average daily dollar trading volume from all exchanges within the country), and the primary location of that company's assets or its revenue, based on an average of two years of assets or revenues data, is also in the United States. In addition, if there is insufficient information to assign a company to the U.S. equity markets based on its assets or revenue, the company may nonetheless be assigned to the U.S. equity markets if the headquarters of the company is located in the United States or if the headquarters of the company is located in certain "benefit-driven incorporation countries", or "BDIs", and that company's most liquid stock exchange is in the United States. The BDI countries are Anguilla, Antigua and Barbuda, Aruba, Bahamas, Barbados, Belize, Bermuda, Bonaire, British Virgin Islands, Cayman Islands, Channel Islands, Cook Islands, Curaçao, Faroe Islands, Gibraltar, Guernsey, Isle of Man, Jersey, Liberia, Marshall Islands, Panama, Saba, Sint Eustatius, Sint Maarten and Turks and Caicos Islands. A U.S.-listed company is not eligible for inclusion within the U.S. equity market if it has been classified by FTSE Russell as a China N share on the rank date of the index reconstitution. A company will be considered a China N share if the following criteria are satisfied: (i) the company is incorporated outside of the People's Republic of China, (ii) the company is listed on the NYSE, the Nasdaq or the NYSE American (formerly the NYSE MKT), (iii) over 55% of the revenue or assets of the company are derived from the People's Republic of China, and (iv) the company is controlled by a mainland Chinese entity, company or individual (if the shareholder background cannot be determined with publicly available information, FTSE Russell will consider whether the establishment and origin of the company are in mainland China and whether the company is headquartered in mainland China). An existing China N Share which fails one or more of the following criteria will cease to be classified as a China N share: (i) the company is no longer incorporated outside the People's Republic of China, (ii) the company is no longer listed on the NYSE, the Nasdaq exchange, or the NYSE American, (iii) the percentages of revenue and assets derived from the People's Republic of China have both fallen below 45 percent, or (iv) the company is acquired/a controlling stake is held by a non-Mainland Chinese state entity, company or individual. Only asset and revenue data from the most recent annual report is considered when evaluating whether a company should be classified a China N share (i.e., there will be no two year averaging). ADRs and ADSs are not eligible for inclusion in the Russell 3000® Index or the Russell 1000® Index, or consequently, the Russell 1000® Value Index.

In addition, all securities eligible for inclusion in the Russell 3000® Index and the Russell 1000® Index, and consequently, the Russell 1000® Value Index, must trade on an eligible exchange (CBOE (formerly BATS), NYSE, NYSE American (formerly NYSE MKT), NYSE Arca and Nasdaq).

Exclusions from the Russell 1000® Value Index

FTSE Russell specifically excludes the following companies and securities from the Russell 3000® Index and the Russell 1000® Index, and consequently, the Russell 1000® Value Index: (i) preferred and convertible preferred stock, redeemable shares, participating preferred stock, warrants, rights, depository receipts, installment receipts and trust receipts; (ii) royalty trusts, U.S. limited liability companies, closed-end investment companies, companies that are required to report Acquired Fund Fees and Expenses (as defined by the SEC), including business development companies, blank check companies, special-purpose acquisition companies and limited partnerships; (iii) companies with a total market capitalization less than $30 million; (iv) companies with only a small portion of their shares available in the marketplace (companies with less than an absolute 5% of shares available); (v) bulletin board, pink sheets or over-the-counter traded securities, including securities for which prices are displayed on the FINRA ADF; (vi) real estate investment trusts and publicly traded partnerships that generate, or have historically generated, unrelated business taxable income and have not taken steps to block their unrelated business taxable income to equity holders; and (vii) companies with 5% or less of the company's voting rights in the hands of unrestricted shareholders (existing constituents that do not currently have more than 5% of the company's voting rights in the hands of unrestricted shareholders have until the September 2022 review to meet this requirement).

Initial List of Eligible Securities

The primary criterion FTSE Russell uses to determine the initial list of securities eligible for the Russell 3000® Index and the Russell 1000® Index and, consequently, the Russell 1000® Value Index, is total market capitalization, which is calculated by multiplying the total outstanding shares for a company by the market price as of the rank day for those securities being considered at annual reconstitution. IPOs may be added between constitutions as noted below. All common stock share classes are combined in determining a company's total shares outstanding. If multiple share classes have been combined, the number of total shares outstanding will be multiplied by the primary exchange close price and used to determine the company's total market capitalization. In cases where the common stock share classes act independently of each other (e.g., tracking stocks), each class is considered for inclusion separately. Stocks must have a closing price at or above $1.00 on their primary exchange or an eligible secondary exchange on the last trading day of May of each year to be eligible for inclusion in the Russell 3000® Index and the Russell 1000® Index, and consequently, the Russell 1000® Value Index. In order to reduce unnecessary turnover, if an existing member's closing price is less than $1.00 on the rank day in May, it will be considered eligible if the average of the daily closing prices from their primary exchange during the 30 days prior to the rank day is equal to or greater than $1.00. If an existing member does not trade on the rank day, it must price at $1.00 or above on another eligible U.S. exchange to remain eligible.

Multiple Share Classes

If an eligible company trades under multiple share classes or if a company distributes shares of an additional share class to its existing shareholders through a mandatory corporate action, each share class will be reviewed independently for inclusion. Share classes in addition to the primary vehicle (the pricing vehicle) that have a total market capitalization larger than $30 million, an average daily dollar trading value that exceeds that of the global median, and a float greater than 5% of shares available in the market place are eligible for inclusion.

The pricing vehicle will generally be designated as the share class with the highest two-year trading volume as of the rank day. In the absence of two years' worth of data, all available data will be used for this calculation. If the difference between trading volumes for each share class is less than 20%, the share class with the most available shares outstanding will be used as the pricing vehicle. At least 100 day trading volume is necessary to consider the class as a pricing vehicle for existing members. New members will be analyzed on all available data, even if that data is for less than 100 days.

Determining Style

FTSE Russell uses a "non-linear probability" method to determine whether a stock included in the Russell 1000® Index is included in the Russell 1000® Growth Index, the Russell 1000® Value Index, or both. The term "probability" is used to indicate the degree of certainty that a stock belongs in one of those indexes.

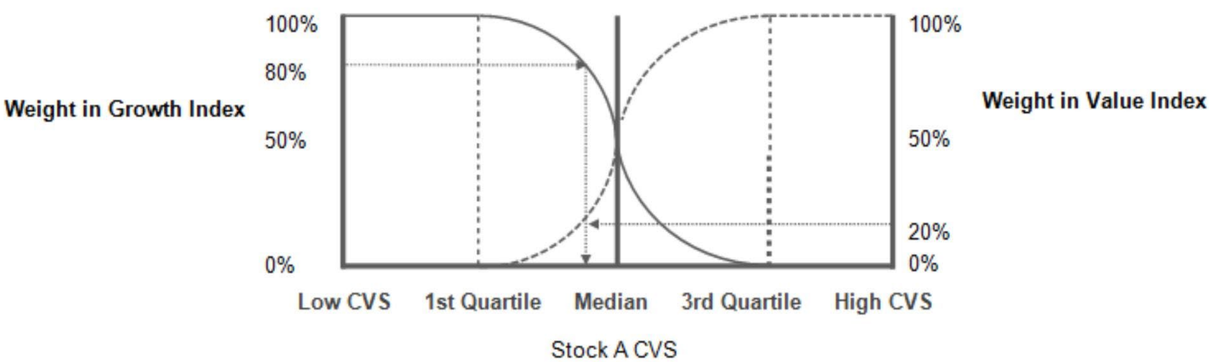
FTSE Russell uses three variables to determine whether a stock exhibits growth characteristics, value characteristics, or both. One variable—book-to-price ratio—is used to represent a stock's value characteristics, while two variables—I/B/E/S forecast medium-term growth (2 year) and sales per share historical growth (5 year)—are used to represent a stock's growth characteristics. Stocks included in the Russell 1000® Index are given a ranking for each variable and these rankings are converted to standardized units, where the value variable represents 50% of the score and the two growth variables represent the remaining 50%. They are then combined to produce a composite value score ("CVS"). Stocks included in the Russell 1000® Index are then ranked by their CVS, and a probability algorithm is applied to the CVS distribution to assign growth and value weights or "probabilities" to each stock. In general, a stock with a higher CVS is considered a value stock, a stock with a lower

CVS is considered a growth stock and a stock with a CVS in the middle range is considered to have both growth and value characteristics.

Description of non-linear probability algorithm

Stock A, in Figure 1, is a security with 20% of its available shares assigned to the Russell 1000® Value Index and the remaining 80% assigned to the Russell 1000® Growth Index. The growth and value probabilities will always sum to 100%. Hence, the sum of a stock's market capitalization in the Russell 1000® Value Index and the Russell 1000® Growth Index will always equal its market capitalization in the Russell 1000® Index.

Figure 1: Non-linear probability function for index position weights



In Figure 1, the quartile breaks are calculated such that approximately 25% of the available market capitalization lies in each quartile. Stocks at the median are divided 50% in the Russell 1000® Value Index and 50% in the Russell 1000® Growth Index. Stocks below the first quartile are 100% in the Russell 1000® Growth Index. Stocks above the third quartile are 100% in the Russell 1000® Value Index. Stocks falling between the first and third quartile breaks are in both the Russell 1000® Value Index and the Russell 1000® Growth Index to varying degrees depending on how far they are above or below the median and how close they are to the first or third quartile breaks, subject to the 5% rule and the banding rule, as described below.

5% rule

If a stock's initial weight is more than 95% in either the Russell 1000® Value Index or the Russell 1000® Growth Index, FTSE Russell increases its weight to 100% in that index and removes the stock altogether from the other index. As a result of the 5% rule, roughly 70% of the available market capitalization of the Russell 1000® Index is classified as all-growth or all-value. The remaining 30% of stocks have some portion of their market capitalization allocated to the Russell 1000® Value Index and the Russell 1000® Growth Index, depending on their relative distance from the median value score.

Banding rule

In an effort to mitigate unnecessary turnover, FTSE Russell implements a banding methodology at the CVS level. If (i) a company's CVS change from the previous year is less than plus or minus 0.10 and (ii) the company remains in the Russell 1000® Index, then the CVS will not be updated during the next reconstitution process. Keeping the CVS static for these companies does not mean the probability (value/growth) will remain unchanged in all cases due to the relation of a CVS score to the overall index. In the past, this banding methodology has reduced turnover caused by smaller, less meaningful movements while continuing to allow the larger, more meaningful changes to occur.

Market capitalization

The market capitalization of the Russell 1000® Value Index may not equal 50% of the Russell 1000® Index because asymmetry in the capitalization distributions within the second and third quartiles may result in a skewed distribution of CVS. When CVS is normally distributed, each of the Russell 1000® Value Index and the Russell 1000® Growth Index will equal 50% of the Russell 1000® Index.

Missing values, negative values, or low coverage

Stocks with missing or negative values for their book-to-price ratio, missing values for I/B/E/S medium-term growth (2 year) (negative I/B/E/S medium-term growth is valid), or missing sales per share historical growth (5 year) (6 years of quarterly numbers are required), are allocated by using the mean value score of (i) the Russell Global Sectors industry, subsector, or sector group (for the June 2020 rebalance) and (ii) the ICB official sector scheme (for new additions/IPOs starting after the June 2020 rebalance and for the June 2021 rebalance and going forward) into which the company falls in the Russell 1000® Index. Each missing (or in the case of book-to-price ratio, negative) variable is substituted with the mean value score of the industry, subsector or sector group independently. An industry must have five members or the substitution reverts to the subsector, and so forth to the sector. In addition, a weighted value score is calculated for securities with low analyst coverage for I/B/E/S medium-term growth. For securities with coverage by a single analyst, 2/3 of the industry, subsector, or sector group value score is weighted with 1/3 the security's independent value score. For those securities with coverage by 2 analysts, 2/3 of the independent security's value score is used and only 1/3 of the industry, subsector, or sector group is weighted. For those securities with at least three analysts contributing to the I/B/E/S medium-term growth variable, 100% of the independent security's value score is used.

Annual Reconstitution

The Russell 1000® Index and the Russell 1000® Value Index are reconstituted annually by FTSE Russell to reflect changes in the marketplace. The list of companies is ranked based on total market capitalization on the last trading day in May, with the actual reconstitution occurring on the final Friday of June each year, unless the final Friday in June is the 29th or 30th, in which case reconstitution will occur on the preceding Friday. A full calendar for reconstitution is made available each spring.

A company's total shares are multiplied by the primary exchange close price of the pricing vehicle and used to determine the company's total market capitalization for the purpose of ranking of companies and determination of index membership. If no volume exists on the primary exchange on the rank day, the last trade price from an eligible secondary exchange will be used where volume exists (using the lowest trade price above $1.00 if multiple secondary markets exist). The company's rank will be determined based on the cumulative market capitalization. As of the June 2016 reconstitution, any share class not qualifying for eligibility independently will not be aggregated with the pricing vehicle within the available shares calculation.

For mergers and spin-offs that are effective between the rank day and the business day immediately before the index lock down takes effect ahead of the annual reconstitution in June, the market capitalizations of the impacted securities are recalculated and membership is reevaluated as of the effective date of the corporate action. For corporate events that occur during the reconstitution lock down period (which takes effect from the open on the first day of the lock down period onwards), market capitalizations and memberships will not be reevaluated. Non index members that have been considered ineligible as of rank day will not be reevaluated in the event of a subsequent corporate action that occurs between rank day and the reconstitution effective date.

Index Calculation and Capitalization Adjustments

As a capitalization-weighted index, the Russell 1000® Value Index reflects changes in the capitalization, or market value, of the index stocks relative to the capitalization on a base date. The current Russell 1000® Value Index value is the compounded result of the cumulative daily (or monthly) return percentages, where the starting value of the Russell 1000® Value Index is equal to the base value (100) and base date (December 31, 1990). Returns between any two dates can then be derived by dividing the ending period index value (IV1) by the beginning period (IV0) index value, so that the return equals [(IV1 / IV0) – 1]*100. To calculate the index value, the market values of the index stocks are added together to arrive at the total market capitalization of the Russell 1000® Value Index. The market value of an index stock is equal to the product of (i) the price of such stock times (ii) the number of available shares times (iii) the stock's value weight or "probability". The last sale prices will be used for exchange traded and Nasdaq stocks. In the event of a market disruption resulting in any index stock price being unavailable, FTSE Russell will generally use the last reported price for such index stock to calculate the Russell 1000® Value Index.

The weight of a stock included in the Russell 1000® Value Index is equal to its weight in the Russell 1000® Index multiplied by its value weight or "probability". Constituent stocks of the Russell 1000® Index are weighted by their free-float market capitalization, which is calculated by multiplying the primary closing price by the number of free-float shares. Free-float shares are shares that are available to the public for purchase as determined by FTSE Russell. Adjustments to shares are reviewed quarterly (including at reconstitution) and for major corporate actions such as mergers. Total shares and adjustments for available shares are based on information recorded in SEC corporate filings.

The following are excluded from free float: shares directly owned by state, regional, municipal and local governments (excluding shares held by independently managed pension schemes for governments); shares held by sovereign wealth funds where each holding is 10% or greater of the total number of shares in issue; shares held by directors, senior executives and managers of the company, and by their family and direct relations, and by companies with which they are affiliated; shares held within employee share plans; shares held by public companies or by non-listed subsidiaries of public companies; shares held by founders, promoters, former directors, founding venture capital and private equity firms, private companies and individuals (including employees) where the holding is 10% or greater of the total number of shares in issue; all shares where the holder is subject to a lock-up clause or has a stated incentive to retain the shares (for the duration of that clause or incentive, after which free float changes resulting from the expiry of a lock-up or incentive will be implemented at the next quarterly review subject to the lock-up or incentive expiry date occurring on or prior to the share and float change information cut-off date); shares held by an investor, investment company or an investment fund that is actively participating in the management of a company or is holding shares for publicly announced strategic reasons, or has successfully placed a current member to the board of directors of a company; and shares that are subject to ongoing contractual agreements (such as swaps) where they would ordinarily be treated as restricted. In addition, while portfolio holdings such as pension funds, insurance funds or investment companies will generally not be considered as restricted from free float, where a single portfolio holding is 30% or greater it will be regarded as strategic and therefore restricted (and will remain restricted until the holding falls below 30%).

Corporate Actions Affecting the Russell 1000® Value Index

FTSE Russell adjusts the Russell 1000® Value Index on a daily basis in response to certain corporate actions and events. Therefore, a company's membership in the Russell 1000® Value Index and its weight in the Russell 1000® Value Index can be impacted by these corporate actions. The adjustment is applied based on sources of public information, including press releases and Securities and Exchange Commission filings. Prior to the completion of a corporate action or event, FTSE Russell estimates the effective date. FTSE Russell will then adjust the anticipated effective date based on public information until the date is considered final. Depending on the time on a given day that an action is determined to be final, FTSE Russell will generally either (1) apply the action before the open on the ex-date or (2) apply the action after providing appropriate notice. If FTSE Russell has confirmed the completion of a corporate action, scheduled to become effective subsequent to a rebalance, the event may be implemented in conjunction with the rebalance to limit turnover, provided appropriate notice can be given. FTSE Russell applies the following methodology guidelines when adjusting the Russell 1000® Value Index in response to corporate actions and events:

"*No Replacement*" Rule — Securities that are deleted from the Russell 1000® Value Index between reconstitution dates, for any reason (e.g., mergers, acquisitions or other similar corporate activity) are not replaced. Thus, the number of securities in the Russell 1000® Value Index over the past year will fluctuate according to corporate activity.

Mergers and Acquisitions

Adjustments due to mergers and acquisitions are applied to the Russell 1000® Value Index after the action is determined to be final. In the event that a constituent is being acquired for cash or is delisted subsequent to an index review, such constituent will be removed from the Russell 1000® Value Index in conjunction with the index review, assuming that the action is determined to be final and a minimum of two days' notice can be provided.

Between constituents: When mergers and acquisitions take place between companies that are both constituents of a Russell index for cash, the target company is deleted from the Russell 1000® Value Index at the last traded price. When mergers and acquisitions take place between companies that are both constituents of a Russell index for stock, the target company is deleted from the Russell 1000® Value Index and the shares of the acquiring stock are increased according to the offer terms. When mergers and acquisitions take place between companies that are both constituents of a Russell index for cash or stock or a combination thereof, the target company is deleted from the Russell 1000® Value Index and the shares of the acquiring company are simultaneously increased per the merger terms.

Between a constituent and a non-constituent: If the target company is a member of the Russell 1000® Value Index, it is deleted from the Russell 1000® Value Index and the acquiring company will be included initially in the Russell 1000® Value Index provided it is eligible in all other respects at the time of the merger, regardless of previous eligibility screenings. If the acquiring company is deemed eligible it will be added to the Russell 1000® Value Index on the effective date and the opening price will be calculated using the offer terms. When the target company is a FTSE Russell Universe member, the shares of the member acquiring company will be updated to reflect the merger. Any share update will be made giving appropriate notice.

Given sufficient market hours after the confirmation of a merger or acquisition, FTSE Russell effects the action after the close on the last day of trading of the target company, or at an appropriate time once the transaction has been deemed to be final.

Rights Offerings — Rights offered to shareholders are reflected in the Russell 1000® Value Index only if the subscription price of the rights is at a discount to the market price of the stock. Provided that FTSE Russell has been alerted to the rights offer prior to the ex-date, it will adjust the price of the stock for the value of the rights and increased shares according to the terms of the offering before the open on the ex-date.

Spin-offs — If the spin-off entity meets the eligibility requirements for the Russell 1000® Value Index, the spin-off entity will be added to the Russell 1000® Value Index on the ex-date of the distribution. The spin-off entity will be retained in the Russell 1000® Value Index until the next annual reconstitution, when it will be evaluated for inclusion. If the spin-off entity does not meet the eligibility requirements for the Russell 1000® Value Index, the spin-off entity will be added to the Russell 1000® Value Index on the ex-date of the distribution. It will remain in the Russell 1000® Value Index until listing and settlement and then deleted at market price with notice.

Initial Public Offerings — Eligible IPOs are added to the Russell 1000® Index based on total market capitalization ranking within the market-adjusted capitalization breaks established at the most recent annual reconstitution. Any IPO that is added to the Russell 1000® Index will also be added to the Russell 1000® Value Index or the Russell 1000® Growth Index, as applicable, based on its industry's average style probability established at the latest reconstitution.

An IPO of additional share classes will be considered for eligibility and must meet the same eligibility criteria for all other multiple share classes. If at the time of the IPO the additional share class does not meet the eligibility criteria for separate index membership, it will not be added to the Russell 1000® Value Index and will subsequently be reviewed for index membership during the next annual reconstitution.

Once IPO additions have been announced, an IPO may be added to the Russell 1000® Value Index prior to the previously announced schedule, if a corporate action has deemed this to be appropriate and notice can be provided (e.g. an index member automatically receives shares via a stock distribution into a projected IPO add).

Tender Offers — A company acquired as a result of a tender offer is removed when (i) (a) offer acceptances reach 90%; (b) shareholders have validly tendered and the shares have been irrevocably accepted for payment; and (c) all pertinent offer conditions have been reasonably met and the acquirer has not explicitly stated that it does not intend to acquire the remaining shares; (ii) there is reason to believe that the remaining free float is under 5% based on information available at the time; or (iii) following completion of the offer the acquirer has stated intent to finalize the acquisition via a short-form merger, squeeze-out, top-up option or any other compulsory mechanism.

Where the conditions for index deletion are not met, FTSE Russell may implement a free float change based on the reported acceptance results at the expiration of the initial, subsequent or final offer period where (i) the minimum acceptance level as stipulated by the acquiror is met; (ii) shareholders have validly tendered and the shares have been irrevocably accepted for payment; (iii) all pertinent offer conditions have been reasonably met and (iv) the change to the current float factor is greater than 3%. FTSE Russell uses the published results of the offer to determine the new free float of the target company. If no information is published in conjunction with the results from which FTSE Russell can determine which shareholders have and have not tendered, the free float change will reflect the total shares now owned by the acquiring company. A minimum T+2 notice period of the change is generally provided. Any subsequent disclosure on the updated shareholder structure will be reviewed during the quarterly review cycle. If the offer includes a stock consideration, the acquiring company's shares will be increased proportionate to the free float change of the target company. If the target company's free float change is greater than 3%, the associated change to the acquiring company's shares will be implemented regardless of size. Additionally, if the change to the target company is less than 3%, then no change will be implemented to the target or the acquiring company at the time of the event, regardless of any change to the acquiring company's shares. The target company will then be deleted as a second-step, if the conditions for deletion are achieved at the expiration of a subsequent offer period.

In the event that a tender offer results in an additional listed and active "tendered" line prior to the tendered shares being accepted and exchanged for settlement, FTSE Russell will generally evaluate the following factors to determine whether to switch to the tendered line: (i) the objective of the offer is to fully acquire and delist the target company (and FTSE Russell is not aware of any obstacles designed to prevent this objective; e.g. there are no major shareholders who have publicly disclosed that they will not be tendering); (ii) the offer is deemed to be successful (i.e. the minimum acceptance threshold has been achieved); (iii) more than 50% of the shares subject to the offer have been tendered; (iv) there is an additional tender offer period to provide a window for index users to tender into the tendered shares' line; and (v) there are outstanding regulatory or other substantive hurdles preventing the transaction completing immediately at the conclusion of the tender offer, with the results not expected to be known for some time. Index implementation will generally occur immediately after the opening of the additional offer period (with the provision of appropriate notice) – with an informative notice published announcing the change, to supplement the information within the applicable tracker files. In the event that the tendered line is halted prior to index implementation, its close price will be updated to reflect the deal terms until implementation. In the event that the prerequisites for deletion are not achieved and the target company is retained within the Russell 1000® Value Index at a reduced weight, the tendered line will be removed at deal terms (if no active market) with the ordinary line being re-added at a reduced weight at its last close price.

In exceptional circumstances, any review changes due to be effective for the companies involved in a tender offer may be retracted if FTSE Russell becomes aware of a tender offer which is due to complete on or around the effective date of such index review changes. Such exceptional circumstances may include undue price pressure being placed on the companies involved, or if proceeding with the review changes would compromise the replicability of the Russell 1000® Value Index.

Delisted and Suspended Stocks — A stock will be deleted as a constituent if it is delisted from all eligible exchanges. A stock will be deleted if FTSE Russell becomes aware (in its country of assigned nationality) that the stock has become bankrupt, has filed for bankruptcy protection, enters administration, is insolvent or is liquidated, or where evidence of a change in circumstances makes it ineligible for index inclusion. If, however, FTSE Russell becomes aware that a constituent is suspended, index treatment will be determined as follows:

• if a constituent is declared bankrupt without any indication of compensation to shareholders, the last traded price will be adjusted to zero value and the constituent will be removed from the Russell 1000® Value Index with notice (typically T+2);

• in all other cases, a constituent will continue to be included in the Russell 1000® Value Index for a period of up to 20 business days at its last traded price;

• if a constituent continues to be suspended at the end of that 20 business day period (the suspension period), it will be subject to review. FTSE Russell will take into account the stated reasons for the suspension. These reasons may include announcements made by the company regarding a pending acquisition or restructuring, and any stated intentions regarding a date for the resumption of trading. If following review, a decision is taken to remove the constituent, FTSE Russell will provide notice of 20 business days (the notice period) that it intends to remove the constituent, at zero value, at the conclusion of the notice period. If the security has not resumed trading at the conclusion of the notice period, it will be removed with two days' notice. If during the notice period further details are disclosed as to the reason for a company's suspension, those reasons (and any possible resumption of trade date) will be taken into account when determining if the company should remain on notice;

• if a suspended constituent resumes trading on or before the last business day of the notice period, the deletion notice will be rescinded and the constituent will be retained in the Russell 1000® Value Index. However, where the constituent resumes trading after the 40th business day of suspension, the constituent will continue to be removed from the Russell 1000® Value Index as previously announced but in these circumstance the deletion will be implemented at market value unless there are barriers that render a market value irreplicable. In this event, the company will continue to be removed at zero;

• if the notice period expires in the week preceding an index review, the company will be removed in conjunction with the index review;

• in certain limited circumstances where the index weight of the constituent is significant and FTSE Russell determines that a market-related value can be established for the suspended constituent, for example because similar company securities continue to trade, deletion may take place at the market-related value instead. In such circumstances, FTSE Russell will set out its rationale for the proposed treatment of the constituent at the end of the suspension period. The company would then be removed at that value at the end of the notice period;

•if a constituent has been removed from the Russell 1000® Value Index and trading is subsequently restored, the constituent will only be reconsidered for inclusion after a period of 12 months from its deletion. For the purposes of index eligibility it will be treated as a new issue.

For example, if FTSE Russell becomes aware that a U.S. company has filed for Chapter 7 bankruptcy, Chapter 11 bankruptcy protection or a liquidation plan, it will be removed from the Russell 1000® Value Index at the time of filing. If a constituent is removed pursuant to this rule and is not trading, FTSE Russell will remove the stock at a nominal price of $0.0001. If a price on an ineligible market (e.g. OTC) is available, the constituent may be removed using this price.

A stock which has been deleted from the Russell 1000® Value Index as a result of bankruptcy protection or insolvency will only be reconsidered for index eligibility after a period of 12 months from when it comes out of bankruptcy protection.

A stock will also be deleted if FTSE Russell becomes aware (at a quarterly review) that the price of an existing constituent is considered reaching its minimum permissible trade price. The constituent will be removed from the Russell 1000® Value Index in line with the review subject to it still being at the minimum permissible trade price up to the start of the quarterly review lock down period. The stock will only be reconsidered for index eligibility after a period of 12 months.

Bankruptcy and Voluntary Liquidations — Companies that file for a Chapter 7 liquidation bankruptcy or have filed a liquidation plan will be removed from the Russell 1000® Value Index at the time of the bankruptcy filing (except when shareholder approval is required to finalize the liquidation plan, in which case the company will be removed once shareholder approval has been granted); whereas companies filing for a Chapter 11 reorganization bankruptcy will remain a member of the Russell 1000® Value Index, unless the company is delisted from the primary exchange, in which case normal delisting rules apply. If a company files for bankruptcy, is delisted and it can be confirmed that it will not trade on any market, including OTC, FTSE Russell may remove the stock at a nominal price of $0.0001.

Stock Distributions and distributions in specie — A price adjustment for stock distributions is applied on the ex-date of the distribution. Where FTSE Russell is able to value a distribution in specie prior to the ex-date, a price adjustment is made to the company paying the dividend at the open on the ex-date. If no valuation of the distribution exists prior to the ex-date, no price adjustment is applied. Where the company whose holders are receiving the distribution is an index member, its shares will be increased according to the terms of the distribution. If such company is not an index member, the distributed shares will be added to the Russell 1000® Value Index until they have been settled and have listed, at which point they will be removed at the last traded price giving appropriate notice.

Regular Cash Dividends — Regular cash dividends are those paid to shareholders out of a company's profits or reserves. These cash dividends impact the total return of the Russell 1000® Value Index and are reinvested across the Russell 1000® Value Index on the dividend ex-date as part of the total return calculation of the Russell 1000® Value Index.

Special Cash Dividends — If a constituent pays out a special cash dividend, the price of the stock is adjusted to deduct the dividend amount before the open on the ex-date. However, special cash dividends are not included as part of the total return calculation of the Russell 1000® Value Index (i.e., special cash dividends are not reinvested across the Russell 1000® Value Index as regular cash dividends are).

Updates to Shares Outstanding and Free Float — FTSE Russell reviews the Russell 1000® Value Index quarterly for updates to shares outstanding and to free floats used in calculating the Russell 1000® Value Index. The changes are implemented quarterly in March, June, September and December after the close on the third Friday of such month. The June reconstitution will be implemented on the last Friday of June (unless the last Friday occurs on the 29th or 30th of the month, in which case reconstitution will occur on the Friday prior).

In March, September and December shares outstanding and free floats are updated to reflect (i) cumulative share changes greater than 1%, (ii) for constituents with a free float less than or equal to 15%, cumulative free float changes greater than 1%, and (iii) for constituents with a free float greater than 15%, cumulative free float changes greater than 3%. Updates to shares outstanding and free floats will be implemented each June regardless of size (i.e., the percentage change thresholds above will not be applied). FTSE Russell implements the June updates using data sourced primarily from the companies' publicly available information filed with the Securities and Exchange Commission.

Outside of the quarterly update cycle, outstanding shares and free float will be updated with at least two days' notice if prompted by primary or secondary offerings if (i) there is a USD $1 billion investable market capitalization change related to a primary/secondary offering measured by multiplying the change to index shares by the subscription price or (ii) there is a resultant 5% change in index shares related to a primary or secondary offering and a USD $250 million investable market capitalization change measured by multiplying the change to index shares by the subscription price. The pricing date will serve as the trigger for implementation; i.e. once FTSE Russell is aware that an offering has priced, the update will be implemented with two days' notice from market close (contingent on the thresholds described above being triggered). If discovery of the pricing date occurs more than two days after the pricing date, the update will be deferred until the next quarterly review.

If a company distributes shares of an additional share class to its existing shareholders through a mandatory corporate action, the additional share class will be evaluated for separate index membership. The new share class will be deemed eligible if the market capitalization of the distributed shares meets the minimum size requirement (the market capitalization of the smallest member of the Russell 3000E Index from the previous rebalance as adjusted for performance to date). If the additional share class is not eligible at the time of distribution, it will not be added to the Russell 1000® Value Index.

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Russell 2000® Index

The Russell 2000® Index is sponsored by Russell Investment Group ("**Russell**") and measures the composite price performance of stocks of 2,000 companies in the U.S. equity market. It is generally considered to be a "small-cap" index. We have derived all information relating to the Russell 2000® Index, including, without limitation, its make-up, method of calculation and changes in its components, from publicly available sources. That information reflects the policies of, and is subject to change by, Russell. We make no representation or warranty as to the accuracy or completeness of such information. Russell is under no obligation to continue to publish and may discontinue or suspend the publication of the Russell 2000® Index at any time. Current information on the Russell 2000® Index is available at the Index Sponsor's website. The information on the website or from other public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

The Russell 2000® Index is intended to measure the composite price performance of stocks of 2,000 companies incorporated and domiciled in the United States and its territories. All 2,000 stocks are traded on a major United States exchange and form a part of the Russell 3000® Index. The Russell 2000® Index measures the capitalization-weighted performance of the small cap stocks included in the Russell 2000® Index and is designed to track the performance of the small-cap segment of the U.S. equity universe. The Russell 2000® Index is a subset of the Russell 3000® Index representing approximately 10.00% of the total market capitalization of that index. It includes approximately 2,000 of the smallest securities based on a combination of their market capitalization and current index membership. The Russell 2000® Index is reconstituted annually to ensure larger stocks do not distort the performance and characteristics of the true small-cap opportunity set.

The Russell 3000® Index is composed of the 3,000 largest United States companies as determined by market capitalization and represents approximately 98.00% of the United States equity market. The Russell 2000® Index consists of the smallest 2,000 companies included in the Russell 3000® Index. Only stocks belonging to companies domiciled in the U.S. are allowed into the Russell 2000® Index.

In general, only one class of securities of a company (typically common stock) is allowed in the Russell 2000® Index. If multiple share classes of common stock exist, they are combined. In cases where the common stock share classes act independently of each other (e.g., tracking stocks), each class is considered separately. Stocks must have a closing price at or above $1.00 on their primary exchange on the last trading day in May of each year to be eligible for inclusion in the Russell 2000® Index. However, to reduce unnecessary turnover, if the closing price of a stock included in the Russell 2000® Index is less than $1.00 on the last day of May, it will be considered eligible if the average of the daily closing prices from such stock's primary exchange during the month of May is equal or greater than $1.00. If a stock does not have a closing price at or above $1.00 on its primary exchange on the last trading day in May, but does have a closing price at or above $1.00 on another major United States exchange, the stock will be eligible for inclusion but the lowest price from a non-primary exchange will be used to calculate market capitalization and index membership. The primary criterion used to determine the initial list of securities eligible for the Russell 2000® Index is total market capitalization, which is defined as the price of a company's shares on the last trading day in May times the total number of available shares, as described below.

The Russell 2000® Index is reconstituted annually by Russell to reflect changes in the marketplace. Reconstitution is a vital part of the creation of a benchmark which accurately represents a particular market segment. Companies may get bigger or smaller over time or change in style characteristics. Reconstitution ensures that the correct companies are represented in the Russell 2000® Index. The list of companies is based on total market capitalization on the last trading day in May, with the actual reconstitution effective on the first trading day following the final Friday in June of each year, unless the final Friday in June is the 28th, 29th or 30th, in which case the reconstitution will be effective on the preceding Friday. Changes to the constituents are pre-announced and subject to change if any corporate activity occurs or if any new information is received prior to release.

Russell specifically excludes the following companies and securities from the Russell 2000 Index: (i) preferred and convertible preferred stock, redeemable shares, participating preferred stock, warrants, rights, installment receipts and trust receipts; (ii) royalty trusts, U.S. limited liability companies, closed-end investment companies, companies that are required to report Acquired Fund Fees and Expenses (as defined by the Securities and Exchange Commission), including business development companies, blank check companies, special-purpose acquisition companies and limited partnerships; (iii) companies with a total market capitalization less than $30 million; (iv) companies with only a small portion of their shares available in the marketplace (companies with 5% or less float); (v) bulletin board, pink sheets or over-the-counter traded securities, including securities for which prices are displayed on the FINRA ADF; and (vi) real estate investment trusts and publicly traded partnerships that generate, or have historically generated, unrelated business taxable income and have not taken steps to block their unrelated business taxable income to equity holders.

Computation of the Russell 2000® Index

As a capitalization-weighted index, the Russell 2000® Index reflects changes in the capitalization, or market value, of the underlying index stocks relative to the capitalization on a base date. This discussion describes the "price return" calculation of the Russell 2000® Index. The current Russell 2000® Index value is the compounded result of the cumulative daily (or monthly) return percentages, where the starting value of the underlying index is equal to the base value (100) and base date (December 31, 1978). Returns between any two dates can then be derived by dividing the ending period index value (IV1) by the beginning period (IV0) index value, so that the return equals [(IV1 / IV0) —1]*100. The ending period index value, for purposes of calculating the Russell 2000® Index value, on any date is determined by adding the market values of the underlying index stocks, which are derived by multiplying the price of each stock by the number of available shares, to arrive at the total market capitalization of the 2,000 stocks. To calculate the Russell 2000® Index, last sale prices will be used for exchange traded and NASDAQ stocks. In the event of a market disruption resulting in any index stock price to be unavailable, Russell will generally use the last reported price for such index stock for the purpose of performance calculation.

Constituent stocks of the underlying index are weighted in the Russell 2000® Index by their free-float market capitalization, which is calculated by multiplying the primary closing price by the number of free-float shares. Free-float shares are shares that are available to the public for purchase as determined by Russell. Russell determines shares available to the public for purchase based on information recorded in corporate filings with the Securities and Exchange Commission and other reliable sources in the event of missing or questionable data. Adjustments to shares are reviewed at reconstitution and for major corporate actions such as mergers. Russell removes the following types of shares from total market capitalization to arrive at free-float market capitalization:

- *ESOP or LESOP shares* – shares of corporations that have Employee Stock Ownership Plans that comprise 10.00% or more of the shares outstanding are adjusted;

- *Corporate cross-owned shares* – when shares of a company in the Russell 2000® Index are held by another company also in the Russell 2000® Index, this is considered corporate cross-ownership. Any percentage held in this class will be adjusted;

- *Large private and corporate shares* – when an individual, a group of individuals acting together, or a corporation not in the Russell 2000® Index owns 10.00% or more of the shares outstanding, such shares will be adjusted; however, institutional holdings (investment companies, partnerships, insurance companies, mutual funds, banks or venture capital companies) are not included in this class unless such institutions have a direct relationship to the company issuing the shares, such as board representation;

- *Unlisted share classes* – classes of common stock that are not traded on a United States securities exchange or NASDAQ;

- *IPO lock-ups* – shares locked up during an initial public offering are not available to the public and will be excluded from the market value at the time the IPO enters the Russell 2000® Index; and

- *Government holdings* – shares listed as "government of" are considered unavailable and will be removed entirely from available shares; shares held by government investment boards and/or investment arms will be treated similar to large private holdings and removed if the holding is greater than 10.00%; however, shares held by a government pension plan are considered institutional holdings and will not be removed from available shares.

Corporate Actions Affecting the Russell 2000® Index

Russell adjusts the Russell 2000® Index on a daily basis in response to certain corporate actions and events. Therefore, a company's membership and weight in the Russell 2000® Index can be impacted by these corporate actions. The adjustment is applied based on sources of public information, including press releases and Securities and Exchange Commission filings. Prior to the completion of a corporate action or event, Russell estimates the effective date. Russell will then adjust the anticipated effective date based on public information until the date is considered final. Depending on the time on a given day that an action is determined to be final, Russell will generally either (1) apply the action before the open on the ex-date or (2) apply the action after providing appropriate notice to its clients regarding the impact of the action and the effective date. Russell applies the following methodology guidelines when adjusting the Russell 2000® Index in response to corporate actions and events:

- *"No Replacement" Rule* – Securities that are deleted from the Russell 2000® Index for any reason (e.g., mergers, acquisitions or other similar corporate activity) are not replaced. Therefore, the number of securities in the Russell 2000® Index will fluctuate according to corporate activity.

- *Mergers and Acquisitions* – Mergers and acquisitions activity may result in changes to Russell 2000® Index membership as well as to the shares included in the Russell 2000® Index and a company's style probabilities. Adjustments due to mergers and acquisitions are applied to the Russell 2000® Index after the action is determined to be final, providing appropriate notice.

- *Mergers or acquisitions between members of the Russell 3000® Index* – In the event a merger or acquisition occurs between members of the Russell 3000® Index, which includes the Russell 2000® Index, or the Russell Global Index, the acquired company is deleted and its market capitalization moves to the acquiring company's stock according to the terms of the transaction. Shares are updated for the acquiring stock at the time the transaction is determined to be final. If an action is determined to be final prior to 1:00 p.m. Eastern, the action will be applied after the close of the current day. If an action is determined to be final after 1:00 p.m. Eastern time, the action will be delayed and applied the following day.

- *Mergers or acquisitions between a member and a non-member* – A non-member is defined as a company that is not a member of the Russell 3000® Index or the Russell Global Index. Mergers and acquisitions between a member and non-member can take two forms: (1) If the acquiring company is a member of the Russell 3000® Index, but the acquired company is not, the shares for the acquiring stock are adjusted at month-end; (2) If the acquiring company is not a member of the Russell 3000® Index, but the acquired company is a member of the Russell 3000® Index, the action can fall into the category of a reverse merger or a standard acquisition.

- *Rules of Deletions* – When a stock is delisted or moves to the pink sheets or bulletin boards on the floor of a United States securities exchange, the stock is deleted from the Russell 2000® Index (1) after the close of the current day at the last traded primary exchange price, if the relevant action is determined to be final prior to 1:00 p.m. Eastern, or (2) after the close of the following day, if the relevant action is determined to be final after 1:00 p.m. Eastern, using (i) the closing OTC price in the event of a delisting or movement to the pink sheets or bulletin boards, or (ii) a synthetic price based on the last traded primary exchange price of the acquiring company in the event of a merger or acquisition.

- *Halted Stocks* – Halted securities are not removed from the Russell 2000® Index until the time they are actually delisted from the exchange. If a security is halted, it remains in the Russell 2000® Index at the most recent closing price until the security resumes trading or is officially delisted. If, however, a stock is (i) halted due to financial difficulty/debt or cash flow issues for a period longer than 40 calendar days or (ii) suspended due to exchange listing rules or legal regulatory issues longer than one calendar quarter, Russell will review for removal on a case-by-case basis. Determinations will be made based upon reasonable likelihood of trade resumption and likelihood of residual value returned to equity holders. If removal is deemed appropriate, Russell will remove the stock at zero value at the end of the month. Stocks that are scheduled for removal but suspended or not trading through reconstitution due to low liquidity or those suspended by the exchange or other governing body due to liquidity issues will be monitored for trade resumption. Once trading resumes, the securities will be removed from the Russell 2000® Index using the closing price on the primary exchange of the securities.

- *Bankruptcy and Voluntary Liquidations* – Companies that file for a Chapter 7 liquidation bankruptcy or have filed a liquidation plan will be removed from the Russell 2000® Index at the time of the bankruptcy filing; whereas companies filing for a Chapter 11 reorganization bankruptcy will remain a member of the Russell 2000® Index, unless the company is delisted from the primary exchange, in which case normal delisting rules apply. If a company filed for bankruptcy, is delisted and it can be confirmed that it will not trade OTC, Russell may remove the stock at a nominal price of $0.0001.

- *Change of Company Structure* – In the event a company changes its corporate designation from that of a Business Development Company, Russell will remove the member as ineligible for index inclusion and provide two days' notice of its removal.

- *Stock Distributions* – A price adjustment for stock distributions is applied on the ex-date of the distribution. When the number of shares for the distribution is fixed, Russell increases the number of shares on the ex-date. When the number of shares is an undetermined amount based on future earnings and profits, Russell increases the number of shares on the pay-date.

- *Dividends* – Russell includes gross dividends in the daily total return calculation of the Russell 2000® Index on the basis of their ex-dates. If a dividend is payable in stock and cash and the stock rate cannot be determined by the ex-date, the dividend is treated as all cash. Regular cash dividends are reinvested across the Russell 2000® Index at the close on the dividend ex-date, while special cash dividends are subtracted from the price of the stock before the open on the ex-date.

- *Updates to Share Capital* – Changes to shares outstanding due to buybacks (including Dutch auctions), secondary offerings, merger activity with a non-index member and other potential changes are generally updated at the end of the month in which the change is reflected in vendor-supplied updates. Russell verifies this information using publicly available information filed with the Securities and Exchange Commission. Russell only applies such changes if the aggregate change in the number of shares outstanding is greater than 5.00%. The float factor determined during the most recent annual reconstitution is applied to this figure, and only the available shares will be added to the Russell 2000® Index. No such changes are made in June due to the most recent annual reconstitution. Month-end changes in November and December will be processed as one event after the close on the third Friday of each December due to low liquidity in the financial markets at the end of the year.

- *Additions for Spin-Offs* – Spun-off companies are added to the parent company's Russell index if the spun-off company meets all the eligibility requirements of that index and its total market capitalization is greater than the market-adjusted total market capitalization of the smallest security in the Russell 3000® Index at the latest reconstitution. Spun-off companies are added to the Russell 2000® Index at the same time as they are spun-off from their parent company, which is on the completion date of the spin-off. The parent company's market value will be reduced simultaneously on the Russell effective date.

- *Quarterly IPO Additions* – Eligible companies that have recently completed an initial public offering are added to the Russell 2000® Index at the end of each calendar quarter (except that fourth quarter IPO additions will be processed after the close on the third Friday of each December) based on total market capitalization ranking within the market-adjusted capitalization breaks established during the most recent reconstitution. Market adjustments will be made using the returns of the Russell 3000® Index. Eligible companies will be added to the Russell 2000® Index using their industry's average style probability established at the latest constitution.

License Agreement with Russell

Société Générale has entered into an agreement with Russell providing Société Générale and its affiliates with a non-exclusive license and, for a fee, with the right to use the Russell 2000® Index, which is owned and published by Russell Investments, in connection with certain securities, including the Notes.

The Notes are not in any way sponsored, endorsed, sold or promoted by Russell Investments, and Russell Investments makes no warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the Russell 2000® Index and/or the figure at which the Russell 2000® Index stands at any particular time or any particular day otherwise. There is no affiliation between Société Générale and Russell Investments, as the Russell 2000® Index is compiled and calculated solely by Russell Investments without regard to Société Générale. However, Russell Investments shall not be liable (whether in negligence or otherwise) to any person for any error in the Russell 2000® Index, and Russell Investments shall not be under any obligation to advise any person of any error therein.

S&P 500 Low Volatility High Dividend Index

The S&P 500® Low Volatility High Dividend Index (Bloomberg ticker: SP5LVHD) (the "index") is a subset of the S&P 500® Index and measures the performance of the 50 least volatile high dividend-yielding stocks in the S&P 500® Index. The index is a price return index, meaning that the return on the index will not include any dividends paid on the stocks that make up the index and is calculated in U.S. dollars.

The index and the S&P 500® Index are calculated, maintained and published by S&P Dow Jones Indices LLC ("S&P") and are part of the S&P Dow Jones Indices family of indices. The index has a launch date of September 17, 2012, with a base value of 1,000 as of its base date, January 31, 1990. Additional information is available on the Index Sponsor's websites. We are not incorporating by reference the websites or any material they include in the Product Supplement, the Offering Memorandum or any Pricing Supplement.

Eligibility for Inclusion in the Index

To be eligible for inclusion in the index, a stock must be a constituent of the S&P 500® Index. For more information about the S&P 500® Index, see "S&P 500® Index" below. Generally, to be eligible for inclusion in the index, a stock must have been issued and trading on all trading days in the 12 months leading up to each semi-annual rebalancing reference date (as defined below); however, index committee discretion may be used in situations where a stock was subject to a temporary trading halt during that period. All stocks meeting these criteria become part of the eligible universe.

The index is rebalanced semi-annually, effective after the close of the last business day of January and July (the "rebalancing date"). The constituents to be included in the index and their respective weights are determined on the "rebalancing reference date", which is the last business day of December and June, respectively.

Index Construction

There are two steps in the creation of the index. The first is the selection of the constituents; the second is the weighting of the constituents within the index.

<u>Constituent Selection</u>

The selection of constituents to be included in the index is done as follows:

(1) All stocks in the eligible universe are ranked in descending order by their 12-month trailing dividend yield, calculated as their dividends per share for the prior 12 months divided by the stock price as of the applicable rebalancing reference date. Special dividends are not considered in the calculation of dividend yields.

(2) The top 75 stocks with the highest dividend yield are selected, with the number of stocks from each GICS sector capped at 10. If the number of stocks from a sector reaches 10, the remaining highest yielding stocks from other sectors are selected until the number of selected stocks reaches 75

(3) Using available price return data for the trailing 252 trading days leading up to the applicable rebalancing reference date, the realized volatilities of the 75 selected highest yielding stocks are calculated. Realized volatility is defined as the standard deviation of the stock's daily price returns over the prior 252 trading days.

(4) The 75 selected highest yielding stocks are then ranked in ascending order by realized volatility. The top 50 stocks with the lowest realized volatility form the index.

At times a constituent of the index may appear to temporarily violate one or more of these addition criteria. However, the addition criteria are used to select stocks to be added to the index, not as conditions for a stock's continued membership. As a result, a constituent of the index that appears to violate one or more of the addition criteria is not deleted unless ongoing conditions warrant a change.

At the discretion of S&P, a stock may be excluded from the index, or not considered for membership, at a semi-annual rebalancing if S&P determines the stock's dividend yield to be unsustainable. If a company has more than one listing in the S&P 500® Index, only the primary listing can qualify as a constituent of the index, which is generally the most liquid listing.

Dividend Payment Types

S&P only considers cash dividend payments declared as regular by the paying company for index eligibility, selection, and weighting purposes. Cash dividend payments declared as special by the paying company, including recurring special cash dividends, are not considered. For both eligibility and weighting purposes, annualized cash dividend amounts, before withholding tax, are used.

Constituent Weightings

In order to achieve a relatively high index dividend yield, the index constituents are weighted by trailing 12-month dividend yield. At each rebalancing, modifications are made to stock weights to ensure diversification across individual stocks and sectors. The weight for each index constituent is constrained between 0.05% and 3.0%, and the weight of each GICS Sector is capped at 25%.

Calculation of the Index

The index is calculated as the index market value divided by the divisor using the divisor methodology used in all S&P's equity indices, including the S&P 500® Index. See "The S&P 500® Index" below for more information.

Constituents' shares are calculated using closing prices five business days prior to the rebalancing date as the reference price. Index shares are calculated and assigned to each stock to arrive at the weights determined on the rebalancing reference date. Since index shares are assigned based on reference prices prior to the rebalancing date, the actual weight of each stock at the rebalancing will differ from these weights due to market movements.

Maintenance of the Index

Except for major corporate actions, companies can only be added or deleted from the index at the time of rebalancing, as discussed above. A company will be deleted simultaneously from the index if the S&P 500® Index deletes that company. See "The S&P 500® Index" below for more information.

Adjustments are made to the index in the event of certain corporate actions relating to the stocks included in the index, such as spin-offs, rights offerings, stock splits and special dividends.

In cases where there is no achievable market price for a stock being deleted, it may be removed at a zero or minimal price at the index committee's discretion, in recognition of the constraints faced by investors in trading bankrupt or suspended stocks.

Index Committee

The index is maintained by S&P's index committee, which meets regularly. All committee members are full-time professional members of S&P's staff. At each meeting, the index committee may review pending corporate actions that may affect index constituents, statistics comparing the composition of the index to the market, companies that are being considered as candidates for addition to the index, and any significant market events. In addition, the index committee may revise index policy covering rules for selecting companies, treatment of dividends, share counts or other matters.

S&P's index committee reserves the right to make exceptions when applying the methodology if the need arises. In any scenario where the treatment differs from the general rules stated in the index methodology, clients will receive notice, whenever possible.

In addition to the daily governance of the index and maintenance of index methodology, at least once within any 12-month period, the index committee reviews the methodology to ensure the index continues to achieve the stated objectives, and that the data and index methodology remain effective. In certain instances, S&P may publish a consultation inviting comments from external parties.

Rebalancing

The index committee may change the date of a given rebalancing for reasons including market holidays occurring on or around the scheduled rebalancing date. Any such change will be announced with advance notice where possible.

S&P 500® Index

The S&P 500® Index includes a representative sample of 500 companies in leading industries of the U.S. economy and is intended to provide a performance benchmark for the large-cap U.S. equity markets. For more details about the S&P 500® Index, see "*Annex A – Description of the Reference Indices—S&P 500® Index*" herein.

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S&P DOW JONES INDICES DOES NOT GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE S&P 500® LOW VOLATILITY HIGH DIVIDEND INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY SOCIÉTÉ GÉNÉRALE, OWNERS OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500® LOW VOLATILITY HIGH DIVIDEND INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES, INCLUDING BUT NOT LIMITED TO LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND SOCIÉTÉ GÉNÉRALE, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

S&P 500® Index

All information herein on the S&P 500® Index, including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available information. Such information reflects the policies of, and is subject to change by, Standard & Poor's Financial Services LLC ("**S&P**"). We make no representation or warranty as to the accuracy or completeness of such information. The S&P 500® Index was developed by S&P and is calculated, maintained and published by S&P. S&P has no obligation to continue to publish, and may discontinue the publication of, the S&P 500® Index.

The S&P 500® Index is reported by Bloomberg L.P. under the ticker symbol "SPX."

On November 4, 2011, The McGraw-Hill Companies, Inc. ("**McGraw-Hill**"), the owner of the S&P Indices business, and CME Group Inc. ("**CME Group**"), the 90% owner of the CME Group and Dow Jones & Company, Inc. joint venture that owns the Dow Jones Indexes business, announced a new joint venture, S&P/Dow Jones Indices, which will own the S&P Indices business and the Dow Jones Indexes business, including the S&P 500® Index.

Current information on the S&P 500® Index is available at the Index Sponsor's website. The information on the website or from other public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Calculation of the S&P 500®

The S&P 500® Index is intended to provide a performance benchmark for the large capitalization segment of the U.S. equity markets. The calculation of the level of the S&P 500® Index (discussed below in further detail) is based on the relative value of the aggregate Market Value (as defined below) of the common stocks of 500 companies (the "**S&P Component Stocks**") as of a particular time as compared to the aggregate average Market Value of the common stocks of 500 similar companies during the base period of the years 1941 through 1943. Historically, the "Market Value" of any S&P Component Stock was calculated as the product of the market price per share and the number of the then-outstanding shares of such S&P Component Stock. As discussed below, on March 21, 2005, S&P began to use a new methodology to calculate the Market Value of the S&P Component Stocks and on September 16, 2005, S&P completed its transition to the new calculation methodology. The 500 companies are not the 500 largest companies listed on the New York Stock Exchange (the "**NYSE**") and not all 500 companies are listed on such exchange. S&P chooses companies for inclusion in the S&P 500® Index with the objective of achieving a distribution by broad industry groupings that approximates the distribution of these groupings in the common stock population of the U.S. equity market. S&P may from time to time, in its sole discretion, add companies to, or delete companies from, the S&P 500® Index to achieve the objectives stated above. Relevant criteria employed by S&P include the viability of the particular company, the extent to which that company represents the industry group to which it is assigned, the extent to which the company's common stock is widely-held and the Market Value and trading activity of the common stock of that company.

Effective with the September 2015 rebalance, consolidated share class lines are no longer included in the S&P 500® Index. Each share class line is subject to public float and liquidity criteria individually, but a company's total market capitalization is used to evaluate each share class line. This may result in one listed share class line of a company being included in the S&P 500® Index while a second listed share class line of the same company is excluded.

On March 21, 2005, S&P began to calculate the S&P 500® Index based on a half float-adjusted formula, and on September 16, 2005, the S&P 500® Index became fully float-adjusted. S&P's criteria for selecting stocks for the S&P 500® Index was not changed by the shift to float adjustment. However, the adjustment affects each company's weight in the S&P 500® Index (i.e., its Market Value).

Under float adjustment, the share counts used in calculating the S&P 500® Index reflect only those shares that are available to investors, not all of a company's outstanding shares. S&P defines three groups of shareholders whose holdings are subject to float adjustment:

- holdings by other publicly traded corporations, venture capital firms, private equity firms, strategic partners, or leveraged buyout groups;
- holdings by government entities, including all levels of government in the United States or foreign countries; and
- holdings by current or former officers and directors of the company, founders of the company or family trusts of officers, directors or founders, as well as holdings of trusts, foundations, pension funds, employee stock ownership plans, or other investment vehicles associated with and controlled by the company.

However, treasury stock, stock options, equity participation units, warrants, preferred stock, convertible stock and rights are not part of the float. In cases where holdings in a group exceed 10.00% of the outstanding shares of a company, the holdings of that group will be excluded from the float-adjusted count of shares to be used in the S&P 500® Index calculation. Mutual funds, investment advisory firms, pension funds or foundations not associated with the company and investment funds in insurance companies, shares that trust beneficiaries may buy or sell without difficulty or significant additional expense beyond typical brokerage fees, and, if a company has multiple classes of stock outstanding, shares in an unlisted or non-traded class if such shares are convertible by shareholders without undue delay and cost, are also part of the float. Shares held in a trust to allow investors in countries outside the country of domicile (e.g., ADRs, CDIs and Canadian exchangeable shares) are normally part of the float.

For each stock, an investable weight factor ("**IWF**") is calculated by dividing the available float shares, defined as the total shares outstanding less shares held in one or more of the three groups listed above where the group holdings exceed 10.00% of the outstanding shares, by the total shares outstanding. (On March 21, 2005, the S&P 500® Index moved halfway to float adjustment, meaning that if a stock has an IWF of 0.80, the IWF used to calculate the S&P 500® Index between March 21, 2005 and September 16, 2005 was 0.90. On September 16, 2005, S&P began to calculate the S&P 500® Index on a fully float-adjusted basis, meaning that if a stock has an IWF of 0.80, the IWF used to calculate the S&P 500® Index on and after September 16, 2005 is 0.80.) The float-adjusted Index is calculated by dividing the sum of the IWF multiplied by both the price and the total shares outstanding for each stock by the Index Divisor. For companies with multiple classes of stock, S&P

calculates the weighted average IWF for each stock using the proportion of the total company market capitalization of each share class as weights.

The S&P 500® Index is calculated using a base-weighted aggregate methodology: the level of the S&P 500® Index reflects the total Market Value of all 500 S&P Component Stocks relative to the S&P 500® Index's base period of 1941–43 (the "**Base Period**").

An indexed number is used to represent the results of this calculation in order to make the value easier to work with and track over time.

The actual total Market Value of the S&P Component Stocks during the Base Period has been set equal to an indexed value of 10. This is often indicated by the notation 1941–43=10. In practice, the daily calculation of the S&P 500® Index is computed by dividing the total Market Value of the S&P Component Stocks by a number called the Index Divisor. By itself, the Index Divisor is an arbitrary number. However, in the context of the calculation of the S&P 500® Index, it is the only link to the original Base Period level of the S&P 500® Index. The Index Divisor keeps the S&P 500® Index comparable over time and is the manipulation point for all adjustments to the S&P 500® Index ("**Index Maintenance**").

Index Maintenance includes monitoring and completing the adjustments for company additions and deletions, share changes, stock splits, stock dividends and stock price adjustments due to company restructurings or spin-offs.

Index Maintenance

To prevent the level of the S&P 500® Index from changing due to corporate actions, all corporate actions which affect the total Market Value of the S&P 500® Index require an Index Divisor adjustment. By adjusting the Index Divisor for the change in total Market Value, the level of the S&P 500® Index remains constant. This helps maintain the level of the S&P 500® Index as an accurate barometer of stock market performance and ensures that the movement of the S&P 500® Index does not reflect the corporate actions of individual companies in the S&P 500® Index. All Index Divisor adjustments are made after the close of trading and after the calculation of the closing level of the S&P 500® Index. Some corporate actions, such as stock splits and stock dividends, require simple changes in the common shares outstanding and the stock prices of the companies in the S&P 500® Index and do not require Index Divisor adjustments. The table below summarizes the types of Index Maintenance adjustments and indicates whether or not an Index Divisor adjustment is required.

Type of Corporate Action	Comment	Divisor Adjustment Required
Company Added/Deleted	Net change in market value determines the divisor adjustment	Yes
Change in Shares Outstanding	Any combination of secondary issuance, share repurchase or buy back – share counts revised to reflect change.	Yes
Stock Split	Share count revised to reflect new count. Divisor adjustment is not required since the share count and price changes are offsetting.	No
Spin-off	If the spun-off company is not being added to the index, the divisor adjustment reflects the decline in index market value (*i.e.*, the value of the spun-off unit).	Yes
Spin-off	Spun-off company added to the index, no company removed from the index.	No
Spin-off	Spun-off company added to the index, another company removed to keep number of names fixed. Divisor adjustment reflects deletion.	Yes
Change in Investable Weight Factor (IWF)	Increasing (decreasing) the IWF increases (decreases) the total market value of the index. The divisor change reflects the change in market value caused by the change to an IWF.	Yes
Special Dividends	When a company pays a special dividend the share price is assumed to drop by the amount of the dividend; the divisor adjustment reflects this drop in index market value.	Yes
Rights Offering	Each shareholder receives the right to buy a proportional number of additional shares at a set (often discounted) price. The calculation assumes that the offering is fully subscribed. Divisor adjustment reflects increase in market cap measured as the shares issued multiplied by the price paid.	Yes

Stock splits and stock dividends do not affect the Index Divisor, because following a split or dividend, both the stock price and number of shares outstanding are adjusted by S&P so that there is no change in the Market Value of the S&P Component Stock. All stock split and dividend adjustments are made after the close of trading on the day before the ex-date.

Each of the corporate events exemplified in the table requiring an adjustment to the Index Divisor has the effect of altering the Market Value of the S&P Component Stock and consequently of altering the aggregate Market Value of the S&P Component Stocks (the "**Post-Event Aggregate Market Value**"). In order that the level of the S&P 500® Index (the "**Pre-Event Index Value**") is not affected by the altered Market Value (whether increase or decrease) of the affected Component Stock, a new Index Divisor ("**New Divisor**") is derived as follows:

$$\frac{\text{Post-Event Aggregate Market Value}}{\text{New Divisor}} = \text{Pre-Event Index Value}$$

$$\text{New Divisor} = \frac{\text{Post-Event Aggregate Market Value}}{\text{Pre-Event Index Value}}$$

A large part of the Index Maintenance process involves tracking the changes in the number of shares outstanding of each of the S&P 500® Index companies. Four times a year, on a Friday close to the end of each calendar quarter, the share totals of companies in the S&P 500® Index are updated as required by any changes in the number of shares outstanding. After the totals are updated, the Index Divisor is adjusted to compensate for the net change in the total Market Value of the S&P 500® Index. In addition, any changes over 5.00% in the current common shares outstanding for the S&P 500® Index companies are carefully reviewed on a weekly basis, and when appropriate, an immediate adjustment is made to the Index Divisor.

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S&P GSCI Indices

All information herein on the S&P GSCI Indices (as defined below), including, without limitation, their make-up, method of calculation and changes in their components, is derived from publicly available information. Such information reflects the policies of, and is subject to change by, Standard & Poor's Financial Services LLC ("**S&P**"), the publisher of the S&P GSCI Indices. We make no representation or warranty as to the accuracy or completeness of such information. The S&P GSCI Indices are determined, composed and calculated by S&P, without regard to the Notes. S&P acquired the rights to the S&P GSCI™ from Goldman, Sachs & Co. in 2007. Goldman, Sachs & Co. established and began calculating the S&P GSCI™ in May 1991. The former name of the S&P GSCI™ was the Goldman Sachs Commodity Index, or GSCI®. S&P has no obligation to continue to publish, and may discontinue publication of, any S&P GSCI Index.

S&P publishes excess return and total return versions of each of the S&P GSCI Indices. The relevant terms supplement will specify whether the Notes are linked to the excess return or total return version of the S&P GSCI Indices. The excess return versions of the S&P GSCI Indices is based on price levels of the futures contracts included in such S&P GSCI Index as well as the discount or premium obtained by "rolling" hypothetical positions in such contracts forward as they approach delivery. The total return versions of the S&P GSCI Indices incorporate the returns of the excess return versions, except that the total return indices also reflect interest earned on hypothetical, fully collateralized contract positions on the included commodities.

The S&P GSCI™ is an index on a world production-weighted basket of principal non-financial commodities (*i.e.,* physical commodities) that satisfy specified criteria. The S&P GSCI™ is designed to be a measure of the performance over time of the markets for these commodities. The only commodities represented in the S&P GSCI™ are those physical commodities on which active and liquid contracts are traded on trading facilities in major industrialized countries. The commodities included in the S&P GSCI™ are weighted, on a production basis, to reflect the relative significance (in the view of S&P, as described below) of such commodities to the world economy. The fluctuations in the value of the S&P GSCI™ are intended generally to correlate with changes in the prices of such physical commodities in global markets. The S&P GSCI™ has been normalized such that its hypothetical level on January 2, 1970 was 100. Futures contracts on the S&P GSCI™, and options on such futures contracts, are currently listed for trading on the Chicago Mercantile Exchange.

Set forth below is a summary of the methodology used to calculate the S&P GSCI Indices. Since the S&P GSCI™ is the parent index of the S&P GSCI Component Indices, the methodology for compiling the S&P GSCI™ relates as well to the methodology of compiling the S&P GSCI Component Indices. Each of the S&P GSCI Component Indices reflecting portions of the S&P GSCI™ is calculated in the same manner as the S&P GSCI™, except that (i) the daily contract reference price, CPWs and roll weights (each as discussed below) used in performing such calculations are limited to those of the commodities included in the relevant sub-index and (ii) each sub-index has a separate normalizing constant (discussed below). The methodology for determining the composition and weighting of the S&P GSCI™ and for calculating its value is subject to modification in a manner consistent with the purposes of the S&P GSCI™, as described below. S&P makes the official calculations of the S&P GSCI Indices.

Current information regarding the S&P GSCI Indices is available on the Index Sponsor's website or from other public sources. The information on the website or from public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum. We make no representation that the publicly available information about the S&P GSCI Indices is accurate or complete.

The Index Committee and the Index Advisory Panel

S&P has established an index committee (the "**Index Committee**") to oversee the daily management and operations of the S&P GSCI™ and is responsible for all analytical methods and calculation of the S&P GSCI Indices. The Index Committee consists of full-time professional members of S&P's staff. At each meeting, the Index Committee reviews any issues that may affect index constituents, statistics comparing the composition of the indices to the market, commodities that are being considered as candidates for an addition to an index and any significant market events. In addition, the Index Committee may revise index policy covering rules for selecting commodities or other matters.

S&P considers information about changes to its indices and related matters to be potentially market-moving and material. Therefore, all Index Committee discussions are confidential.

S&P has established an index advisory panel (the "**Advisory Panel**") to assist it in connection with the operation of the S&P GSCI™. The Advisory Panel meets on an annual basis and at other times at the request of the Index Committee. The principal purpose of the Advisory Panel is to advise S&P with respect to, among other things, the calculation of the S&P GSCI™, the effectiveness of the S&P GSCI™ as a measure of commodity futures market performance, and the need for changes in the composition or in the methodology of the S&P GSCI™. The Advisory Panel acts solely in an advisory and consultative capacity; the Index Committee makes all decisions with respect to the composition, calculation and operation of the S&P GSCI™.

Composition of the S&P GSCI™

In order to be included in the S&P GSCI™, a contract must satisfy the following eligibility criteria:

- the contract must be in respect of a physical commodity and not a financial commodity;
- the contract must have a specified expiration or term or provide in some other manner for delivery or settlement at a specified time, or within a specified period, in the future;
- the contract must, at any given point in time, be available for trading at least five months prior to its expiration or such other date or time period specified for delivery or settlement;
- the contract must be traded on an exchange, facility or other platform (referred to as a "**trading facility**") that allows market participants to execute spread transactions, through a single order entry, between the pairs of contract expirations included in the S&P GSCI™ that, at any given point in time, will be involved in the rolls to be effected in the next three roll periods (defined below);
- the contract must be denominated in U.S. dollars; and
- the contract must be traded on or through a trading facility that has its principal place of business or operations in a country that is a member of the Organization for Economic Cooperation and Development and that:
  - makes price quotations generally available to its members or participants (and to S&P) in a manner and with a frequency that is sufficient to provide reasonably reliable indications of the level of the relevant market at any given point in time;
  - makes reliable trading volume information available to S&P with at least the frequency required by S&P to make the monthly determinations;
  - accepts bids and offers from multiple participants or price providers; and
  - is accessible by a sufficiently broad range of participants.

The price of the relevant contract that is used as a reference or benchmark by market participants (referred to as the "**daily contract reference price**") generally must have been available on a continuous basis for at least two years prior to the proposed date of inclusion in the S&P GSCI™. In appropriate circumstances, S&P may determine that a shorter time period is sufficient or that historical daily contract reference prices for such contract may be derived from daily contract reference prices for a similar or related contract. The daily contract reference price may be (but is not required to be) the settlement price or other similar price published by the relevant trading facility for purposes of margining transactions or for other purposes.

At and after the time a contract is included in the S&P GSCI™, the daily contract reference price for such contract must be published between 10:00 a.m. and 4:00 p.m., New York City time, on each business day relating to such contract by the trading facility on or through which it is traded and must generally be available to all members of, or participants in, such facility (and to S&P) on the same day from the trading facility or through a recognized third-party data vendor. Such publication must include, at all times, daily contract reference prices for at least one expiration or settlement date that is five months or more from the date the determination is made, as well as for all expiration or settlement dates during such five-month period.

For a contract to be eligible for inclusion in the S&P GSCI™, volume data with respect to such contract must be available for at least the three months immediately preceding the date on which the determination is made. The following eligibility criteria apply:

- In order to be added to the S&P GSCI™, a contract that is not included in the S&P GSCI™ at the time of determination and that is based on a commodity that is not represented in the S&P GSCI™ at such time must have an annualized total dollar value traded over the relevant period of at least U.S. $15 billion. The total dollar value traded is the dollar value of the total quantity of the commodity underlying transactions in the relevant contract over the period for which the calculation is made, based on the average of the daily contract reference prices on the last day of each month during the period.

• In order to continue to be included in the S&P GSCI™, a contract that is already included in the S&P GSCI™ at the time of determination and that is the only contract on the relevant commodity included in the S&P GSCI™ must have an annualized total dollar value traded of at least U.S. $5 billion over the relevant period and of at least U.S. $10 billion during at least one of the three most recent annual periods used in making the determination.

• In order to be added to the S&P GSCI™, a contract that is not included in the S&P GSCI™ at the time of determination and that is based on a commodity on which there are one or more contracts already included in the S&P GSCI™ at such time must have an annualized total dollar value traded over the relevant period of at least U.S. $30 billion.

• In order to continue to be included in the S&P GSCI™, a contract that is already included in the S&P GSCI™ at the time of determination and that is based on a commodity on which there are one or more contracts already included in the S&P GSCI™ at such time must have an annualized total dollar value traded, over the relevant period of at least U.S. $10 billion over the relevant period and of at least U.S. $20 billion during at least one of the three most recent annual periods used in making the determination.

In addition to the volume requirements described above, a contract must have a minimum reference percentage dollar weight:

• In order to continue to be included in the S&P GSCI™, a contract that is already included in the S&P GSCI™ at the time of determination must have a reference percentage dollar weight of at least 0.10%. The reference percentage dollar weight of a contract is determined by multiplying the CPW (defined below) of a contract by the average of its daily contract reference prices on the last day of each month during the relevant period. These amounts are summed for all contracts included in the S&P GSCI™ and each contract's percentage of the total is then determined.

• In order to be added to the S&P GSCI™, a contract that is not included in the S&P GSCI™ at the time of determination must have a reference percentage dollar weight of at least 1.00% at the time of determination.

In the event that two or more contracts on the same commodity satisfy the eligibility criteria, such contracts are included in the S&P GSCI™ in the order of their respective total quantity traded during the relevant period (determined as the total quantity of the commodity underlying transactions in the relevant contract), with the contract having the highest total quantity traded being included first. No further contracts are included if such inclusion results in the portion of the S&P GSCI™ attributable to such commodity exceeding a particular level.

If under the procedure set forth in the preceding paragraph, additional contracts could be included with respect to several commodities at the same time, the procedure is first applied to the commodity that has the smallest portion of the S&P GSCI™ attributable to it at the time of determination. Subject to the other eligibility criteria, the contract with the highest total quantity traded on such commodity is included. Before any additional contracts on any commodity are included, the portion of the S&P GSCI™ attributable to all commodities is recalculated. The selection procedure described above is then repeated with respect to the contracts on the commodity that then has the smallest portion of the S&P GSCI™ attributable to it.

The quantity of each of the contracts included in the S&P GSCI™ is determined on the basis of a five-year average (referred to as the "**world production average**") of the production quantity of the underlying commodity from sources determined by S&P to be reasonably accurate and reliable, such as the United Nations Industrial Commodity Statistics Yearbook. However, if a commodity is primarily a regional commodity, based on its production, use, pricing, transportation or other factors, S&P may calculate the weight of such commodity based on regional, rather than world, production data. At present, natural gas is the only commodity the weight of which is calculated on the basis of regional production data, with the relevant region being North America.

The five-year moving average is updated annually for each commodity included in the S&P GSCI™, based on the most recent five-year period (ending approximately two years prior to the date of calculation and moving backwards) for which complete data for all commodities is available. The contract production weights (the "**CPWs**") used in calculating the S&P GSCI™ are derived from world or regional production averages, as applicable, of the relevant commodities, and are calculated based on the total quantity traded for the relevant contract and the world or regional production average, as applicable, of the underlying commodity. However, if the volume of trading in the relevant contract, as a multiple of the production levels of the commodity, is below specified thresholds, the CPW of the contract is reduced until the threshold is satisfied. This is designed to ensure that trading in each such contract is sufficiently liquid relative to the production of the commodity.

In addition, S&P performs this calculation on a monthly basis and, if the multiple of any contract is below the prescribed threshold, the composition of the S&P GSCI™ is reevaluated, based on the criteria and weighting procedure described above. This procedure is undertaken to allow the S&P GSCI™ to shift from contracts that have lost substantial liquidity into more liquid contracts, during the course of a given year. As a result, it is possible that the composition or weighting of the S&P GSCI™ will change on one or more of these monthly evaluation dates. In addition, regardless of whether any changes have occurred during the year, S&P reevaluates the composition of the S&P GSCI™ at the conclusion of each year, based on the above criteria. Other commodities that satisfy such criteria, if any, will be added to the S&P GSCI™. Commodities included in the S&P GSCI™ that no longer satisfy such criteria, if any, will be deleted.

S&P also determines whether modifications in the selection criteria or the methodology for determining the composition and weights of and for calculating the S&P GSCI™ are necessary or appropriate in order to assure that the S&P GSCI™ represents a measure of commodity market performance. S&P has the discretion to make any such modifications.

Contract Expirations

Because the S&P GSCI™ comprises actively traded contracts with scheduled expirations, it can only be calculated by reference to the prices of contracts for specified expiration, delivery or settlement periods, referred to as "contract expirations." The contract expirations included in the S&P GSCI™ for each commodity during a given year are designated by S&P, provided that each such contract must be an "active contract." An active contract for this purpose is a liquid, actively traded contract expiration, as defined or identified by the relevant trading facility or, if no such definition or identification is provided by the relevant trading facility, as defined by standard custom and practice in the industry.

If a trading facility deletes one or more contract expirations, the S&P GSCI™ will be calculated during the remainder of the year in which such deletion occurs based on the remaining contract expirations designated by S&P. If a trading facility ceases trading in all contract expirations relating to a particular contract, S&P may designate an eligible replacement contract on the commodity. To the extent practicable, the replacement will be in effect during the next monthly review of the composition of the S&P GSCI™. If that timing is not practicable, S&P will determine the date of the replacement and will consider a number of factors, including the differences between the existing contract and the replacement contract specifications and contract expirations.

Value of the S&P GSCI™

The value of the S&P GSCI™ on any given day is equal to the total dollar weight of the S&P GSCI™ divided by a normalizing constant that assures the continuity of the S&P GSCI™ over time. The total dollar weight of the S&P GSCI™ is the sum of the dollar weight of each of the underlying commodities.

The dollar weight of each such commodity on any given day is equal to:

- the "daily contract reference price" (discussed below),
- multiplied by the appropriate CPWs, and
- during a roll period, the appropriate "roll weights" (discussed below).

Daily Contract Reference Price

The daily contract reference price used in calculating the dollar weight of each commodity on any given day is the most recent daily contract reference price made available by the relevant trading facility, except that the daily contract reference price for the most recent prior day will be used if the exchange is closed or otherwise fails to publish a daily contract reference price on that day. In addition, if the trading facility fails to make a daily contract reference price available or publishes a daily contract reference price that, in the reasonable judgment of S&P, reflects manifest error, the relevant calculation will be delayed until the price is made available or corrected; provided that, if the price is not made available or corrected by 4:00 p.m., New York City time, S&P may, if it deems such action to be appropriate under the circumstances, determine the appropriate daily contract reference price for the applicable futures contract in its reasonable judgment for purposes of the relevant S&P GSCI™ calculation.

Roll Weights and Roll Periods

The "roll weight" of each commodity reflects the fact that the positions in contracts must be liquidated or rolled forward into more distant contract expirations as they approach expiration. If actual positions in the relevant markets were rolled forward, the roll would likely need to take place over a period of days. Since the S&P GSCI™ is designed to replicate the performance of actual investments in the underlying contracts, the rolling process incorporated in the S&P GSCI™ also takes place over a period of days at the beginning of each month (referred to as the "**roll period**"). On each day of the roll period, the roll weights of the first nearby contract expiration on a particular commodity and the more distant contract expiration into which it is rolled are adjusted, so that the hypothetical position in the contract on the commodity that is included in the S&P GSCI™ is gradually shifted from the first nearby contract expiration to the more distant contract expiration.

If on any day during a roll period any of the following conditions exists, the portion of the roll that would have taken place on that day is deferred until the next day on which such conditions do not exist:

- no daily contract reference price is available for a given contract expiration;

- any such price represents the maximum or minimum price for such contract month, based on exchange price limits (referred to as a "**Limit Price**");

- the daily contract reference price published by the relevant trading facility reflects manifest error, or such price is not published by 4:00 p.m., New York City time. In that event, S&P may, but is not required to, determine a daily contract reference price and complete the relevant portion of the roll based on such price; provided, that, if the trading facility publishes a price before the opening of trading on the next day, S&P will revise the portion of the roll accordingly; or

- trading in the relevant contract terminates prior to its scheduled closing time.

If any of these conditions exist throughout the roll period, the roll with respect to the affected contract will be effected in its entirety on the next day on which such conditions no longer exist.

Contract Daily Return

The contract daily return on any given day is equal to the sum, for each of the commodities included in the S&P GSCI™, of the applicable daily contract reference price on the relevant contract multiplied by the appropriate CPW and the appropriate roll weight, divided by the total dollar weight of the S&P GSCI™ on the preceding day, minus one.

Calculation of the S&P GSCI Indices

Excess return S&P GSCI Indices

The value of any excess return version of a S&P GSCI Index on any day on which the S&P GSCI™ is calculated (an "**S&P GSCI™ Business Day**") is equal to the product of:

- the value of the applicable S&P GSCI Index on the immediately preceding S&P GSCI™ Business Day; and

- one plus the contract daily return of the applicable S&P GSCI Index on the S&P GSCI™ Business Day on which the calculation is made.

Total Return S&P GSCI Indices

The value of any total return version of an S&P GSCI Index on any S&P GSCI™ Business Day reflects the value of an investment in the excess return version of that S&P GSCI Index together with a Treasury bill return and is equal to the product of:

- the value of the applicable S&P GSCI Index on the immediately preceding S&P GSCI™ Business Day;

- one plus the sum of the contract daily return and the Treasury Bill return on the S&P GSCI™ Business Day on which the calculation is made; and

- one plus the Treasury Bill return for each non-S&P GSCI™ Business Day since the immediately preceding S&P GSCI™ Business Day.

The Treasury Bill return is the return on a hypothetical investment in the applicable S&P GSCI Index at a rate equal to the interest rate on a specified U.S. Treasury Bill.

Information

All information contained herein relating to the S&P GSCI™ and each of the S&P GSCI Indices, including their make-up, method of calculation, changes in their components and historical performance, has been derived from publicly available information.

The information contained herein with respect to each of the S&P GSCI Indices and the S&P GSCI™ reflects the policies of, and is subject to change by, S&P.

S&P GSCI® Brent Crude Index Excess Return

The S&P GSCI® Brent Crude Index Excess Return is a single-component sub-index version of the S&P GSCI that is designed to be a benchmark for Brent crude as an asset class. As presently constituted, the only contract in the S&P GSCI used to calculate the S&P GSCI® Brent Crude Index Excess Return is the Brent crude oil futures contract traded on the Intercontinental Exchange. The Brent crude futures contract (Reuters ticker: LCO) included in the S&P GSCI® Brent Crude Index Excess Return changes each month because the contract included in the S&P GSCI® Brent Crude Index Excess Return at any given time is currently required to be the Brent crude futures contract traded on the Intercontinental Exchange with the closest expiration date (the "**front-month contract**"). The front-month contract expires at the end of the designated settlement period on the London Business Day (as used herein, "**London Business Day**" means a trading day that is not a public holiday in England and Wales) immediately preceding either (i) the 15 day before the first day of the contract month, if such 15 day is a London Business Day, or (ii) if such 15 day is not a London Business Day, the next preceding London Business Day. The S&P GSCI® Brent Crude Index Excess Return incorporates a methodology for rolling into the contract with the next closest expiration date (the "**next-month contract**") each month. The S&P GSCI® Brent Crude Index Excess Return gradually reduces the weighting of the front-month contract and increases the weighting of the next-month contract over a five business day period commencing on the fifth business day of the month, so that on the first day of the roll-over the front-month contract represents 80.00% and the next month contract represents 20.00% of the S&P GSCI® Brent Crude Index Excess Return, and on the fifth day of the roll-over period (*i.e.,* the ninth business day of the month) the next-month contract represents 100% of the S&P GSCI® Brent Crude Index Excess Return. Over time, this monthly roll-over leads to the inclusion of many different individual Brent crude futures contracts in the S&P GSCI® Brent Crude Index Excess Return. The commodities industry utilizes single-component indices because the purpose of a commodities index is generally to reflect the current market price of the index components by including the front-month futures contract with respect to each component, necessitating a continuous monthly roll-over to a new front-month contract. As the underlying commodity is not static but rather is represented by constantly changing contracts, a single commodity index actually contains a changing series of individual contracts and is regarded by commodities industry professionals as a valuable tool in tracking the change in the value of the underlying commodity over time.

S&P GSCI® Crude Oil Index Excess Return

The S&P GSCI® Crude Oil Index Excess Return is a sub-index of the S&P GSCI®, a composite index of commodity sector returns. The S&P GSCI® Crude Oil Index Excess Return references the front-month West Texas Intermediate ("**WTI**") crude oil futures contract (*i.e.,* the WTI crude oil futures contract generally closest to expiration, or, in certain circumstances, the futures contract second closest to expiration) traded on the New York Mercantile Exchange (the "**NYMEX**"). The S&P GSCI® Crude Oil Index Excess Return provides investors with a publicly available benchmark for investment performance in the crude oil commodity markets. The S&P GSCI® Crude Oil Index Excess Return is an excess return index and not a total return index. An excess return index reflects the returns that are potentially available through an unleveraged investment in the contracts composing the index (which, in the case of the underlying index, are the designated crude oil futures contracts). By contrast, a total return index, in addition to reflecting those returns, would also reflect interest that could be earned on funds committed to the trading of the underlying futures contracts. The S&P GSCI® Crude Oil Index Excess Return is reported by Bloomberg L.P. under the ticker symbol "SPGCCLP."

S&P GSCI® Industrial Metals Index Excess Return

The S&P GSCI® Industrial Metals Index Excess Return is calculated in the same manner as the S&P GSCI® Excess Return Index, except that (i) the daily contract reference prices, CPWs and "roll weights" used in performing such calculations are limited to those of the commodities included in the S&P GSCI® Industrial Metals Index Excess Return (historically, Aluminum, Copper, Lead, Nickel and Zinc) and (ii) the S&P GSCI® Industrial Metals Index Excess Return has a separate normalizing constraint. The dollar weights and daily contract reference prices used in calculating each such normalizing constraint are limited to those of the designated contracts included in the S&P GSCI® Industrial Metals Index Excess Return. The S&P GSCI® Excess Return Index measures the return from investing in nearby S&P GSCI futures and rolling them forward each month (on the fifth to ninth business days of each month), always keeping the investment in nearby futures. This is a leveraged futures investment.

S&P GSCI® Natural Gas Index Excess Return

The S&P GSCI® Natural Gas Index Excess Return is a single-component sub-index version of the S&P GSCI® that is designed to be a benchmark for natural gas as an asset class. As presently constituted, the only contract in the S&P GSCI® used to calculate the S&P GSCI® Natural Gas Index Excess Return is the natural gas futures contract traded on the New York Mercantile Exchange ("**NYMEX**"). The natural gas contract (Reuters ticker: NG) included in the S&P GSCI® Natural Gas Index Excess Return changes each month because the contract included in the S&P GSCI® Natural Gas Index Excess Return at any given time is currently required to be the natural gas futures contract traded on NYMEX with the closest expiration date (the "front-month contract"). The S&P GSCI® Natural Gas Index Excess Return incorporates a methodology for rolling into the contract with the next closest expiration date (the "next-month contract") each month. The S&P GSCI® Natural Gas Index Excess Return gradually reduces the weighting of the front-month contract and increases the weighting of the next-month contract over a five business day period commencing on the fifth business day of the month, so that on the first day of the roll-over the front-month contract represents 80% and the next-month contract represents 20% of the S&P GSCI® Natural Gas Index Excess Return, and on the fifth day of the roll-over period (*i.e.,* the ninth business day of the month) the next-month contract represents 100% of the S&P GSCI® Natural Gas Index Excess Return. Over time, this monthly roll-over leads to the inclusion of many different individual natural gas futures contracts in the S&P GSCI® Natural Gas Index Excess Return. The commodities industry utilizes single-component indices because the purpose of a commodities index is generally to reflect the current market price of the index components by including the front-month futures contract with respect to each component, necessitating a continuous monthly roll-over to a new front-month contract. As the underlying commodity is not static but rather is represented by constantly changing contracts, a single commodity index actually contains a changing series of individual contracts and is regarded by commodities industry professionals as a valuable tool in tracking the change in the value of the underlying commodity over time. The S&P GSCI® Natural Gas Index Excess Return is reported by Bloomberg L.P. under the ticker symbol "SPGSNGP."

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S&P Select Industry Indices

Each of the S&P Select Industry Indices comprises companies included in the S&P 500® Index and selected based on a company's GICS classification, as well as a company's float adjusted liquidity ratio ("**FALR**"), float adjusted market capitalization, and domicile.

We have derived all information herein regarding the S&P Select Industry Indices, including, without limitation, their make-up, method of calculation and changes in their components, from publicly available information, without independent verification. This information reflects the policies of, and is subject to change by, S&P Dow Jones Indices LLC. S&P Dow Jones Indices LLC has no obligation to continue to calculate and publish and may discontinue calculation and publication of the Select Industry Indices.

In July 2012, The McGraw-Hill Companies, Inc. ("**McGraw-Hill**"), the owner of the S&P Indices business, and CME Group Inc. ("**CME Group**"), the 90% owner of the CME Group and Dow Jones & Company, Inc. joint venture that owns the Dow Jones Indexes business, formed a new joint venture, S&P Dow Jones Indices LLC, which owns the S&P Indices business and the Dow Jones Indexes business, including the S&P Select Industry Indices. Additional information concerning the Select Industry Indices may be obtained at the Index Sponsor's website. The information on the website is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Methodology of the Select Industry Indices

To be eligible for a Select Industry Index, companies must be in the S&P Total Market Index ("**TMI**") and must satisfy one of the two following combined size and liquidity criteria:

- float adjusted market capitalization above $500 million *and* FALR above 90%.
- float adjusted market capitalization above $400 million *and* FALR above 150%.

Some of the S&P Select Industry Indices have different market capitalization and float adjusted liquidity ratio requirements. All companies satisfying the above market capitalization and FALR requirements are included in the applicable Select Industry Index. The total number of companies in each Select Industry Index should be at least 35. If there are fewer than 35 stocks in a Select Industry Index, stocks from a supplementary list of highly correlated sub-industries, that meet the market capitalization and liquidity thresholds above, are included in order of their float adjusted market capitalization to reach 35 constituents. Minimum market capitalization requirements may be relaxed to ensure there are at least 22 companies in each Select Industry Index as of each rebalancing effective date. Existing index constituents are removed at the quarterly rebalancing effective date if either their float adjusted market capitalization falls below $300 million or their FALR falls below 50%.

Market Capitalization. Float adjusted market capitalization should be at least $400 million for index inclusion. Existing index components must have a float adjusted market capitalization of $300 million to remain in the index at each rebalancing. If a Select Industry Index still does not have enough stocks that meet the criteria for inclusion, the minimum market capitalization requirements may be relaxed until the other requirements have been satisfied.

Liquidity. The liquidity measurement used is a liquidity ratio, defined by dollar value traded over the previous 12 months divided by float adjusted market capitalization as of the index-rebalancing date. Stocks having a float adjusted market capitalization above $500 million must have a liquidity ratio greater than 90% to be eligible for addition to a Select Industry Index. Stocks having a float adjusted market capitalization between $400 and $500 million must have a liquidity ratio greater than 150% to be eligible for addition to a Select Industry Index. Existing index constituents must have a liquidity ratio greater than 50% to remain in a Select Industry Index at the quarterly rebalancing. The length of time to evaluate liquidity is reduced to the available trading period for IPOs or spin-offs that do not have 12 months of trading history.

Domicile. Only U.S. companies are eligible for inclusion in the Select Industry Indices.

Takeover Restrictions. At the discretion of S&P Dow Jones Indices LLC, constituents with shareholder ownership restrictions defined in company bylaws may be deemed ineligible for inclusion in the relevant Select Industry Index. Ownership restrictions preventing entities from replicating the index weight of a company may be excluded from the eligible universe or removed from the relevant Select Industry Index.

Turnover. At times a company may appear to temporarily violate one or more of the addition criteria. However, the addition criteria are for addition to the Select Industry Index, not for continued membership. As a result, an index constituent that appears to violate criteria for addition to the Select Industry Index will not be deleted unless ongoing conditions warrant an index change.

Timing of Changes. Index rebalancings occur after the closing on the third Friday of the quarter ending month. The reference date for additions and deletions is after the closing of the last trading date of the previous month.

Additions. Companies are added between rebalancings only if a deletion in the Select Industry Index causes the stock count to fall below 22. In those cases, each stock deletion is accompanied with a stock addition. The new company will be added to the Select Industry Index at the weight of the deleted constituent.

Deletions. A company is deleted from a Select Industry Index if the S&P TMI drops the company. If a company deletion causes the number of companies in the relevant index to fall below 22, each company deletion is accompanied with a corresponding company addition. In case of GICS changes, where a company does not belong to a qualifying sub-industry after the classification change, it is removed from the relevant index at the next rebalancing.

Select Industry Index Construction and Calculations

The Select Industry Indices are equal-weighted and calculated by the divisor methodology**.** The initial divisors of the S&P Homebuilders Index and the S&P Metals and Mining Index are set to have a base index value of 1000 and a base date of December 17, 1999. The initial divisor of the S&P Regional Banks Index is set to have a base value of 1000 with a base date of June 20, 2003. The index value is simply the index market value divided by the index divisor:

$$\text{Index Value} = (\text{Index Market Value}) / \text{Divisor}$$

In order to maintain index series continuity, it is also necessary to adjust the divisor at each rebalancing.

$$(\text{Index Value})_{\text{before rebalance}} = (\text{Index Value})_{\text{after rebalance}}$$

Therefore,

$$(\text{Divisor})_{\text{after rebalance}} = (\text{Index Market Value})_{\text{after rebalance}} / (\text{Index Value})_{\text{before rebalance}}$$

At each quarterly rebalancing, companies are initially equally weighted, using closing prices as of the second Friday of the last month of the quarter as the reference price. Adjustments are then made to ensure that there are no stocks whose weight in the index is more than can be traded in a single day for a $500 million portfolio. S&P calculates a maximum basket liquidity weight for each stock in the index using the ratio of its three-month average daily value traded to $500 million. Each stock's weight in the index is then compared to its maximum basket liquidity weight and is set to the lesser of its maximum basket liquidity weight and its initial equal weight. All excess weight is redistributed across the index to the uncapped stocks. If necessary, a final adjustment is made to ensure that no stock in the index has a weight greater than 4.5%. This step of the iterative weighting process may force the weight of those stocks limited to their maximum basket liquidity weight to exceed that weight. In such cases, S&P will make no further adjustments. If any of the Select Industry Indices contains exactly 22 companies as of the rebalancing effective date, the index will be equally weighted without basket liquidity constraints.

Select Industry Index Maintenance

The membership of an S&P Select Industry Index is reviewed quarterly. Rebalancing occurs after the closing on the third Friday of the quarter ending month. The reference date for additions and deletions is after the closing of the last trading date of the previous month. Generally, no companies are added between rebalancings. However, a company will be deleted from a Select Industry Index if the S&P TMI drops the constituent. Unless a constituent deletion causes the number of companies in a Select Industry Index to fall below 22, no addition will be made to such Select Industry Index until the next rebalancing. At that time, the entire such Select Industry Index will be rebalanced based on all eligibility criteria, including the minimum number of companies. In case of GICS changes, where a company does not belong to the homebuilding sub-industry after the classification change, it is removed from such Select Industry Index at the next rebalancing.

The table below summarizes the types of index maintenance adjustments and indicates whether an index adjustment is required:

S&P TMI Action	Adjustment Made to Index	Divisor Adjustment?
Constituent Deletion	If the constituent is a member of the applicable Select Industry Index, it is dropped.	Yes
Constituent Addition	Only in cases where the deletion causes the component count to fall below 22 stocks, then the drop is accompanied by an add assuming the weight of the dropped company. If a company is removed from an index at a price of $0.00, the company's replacement will be added to the index at the weight using the previous day's closing value, or the most immediate prior business day that the deleted stock was not valued at $0.00.	No, except in the case of stocks removed at $0.00
GICS change	None. If, after the GICS change, a company no longer qualifies to belong to the applicable Select Industry Index, it is removed at the next rebalancing.	No
Corporation Action	**Adjustment Made to Index**	**Divisor Adjustment?**
Spin-off	In general, both the parent company and spin-off companies will remain in the index until the next index rebalancing, regardless of whether they conform to the theme of the index. When there is no market-determined price available for the spin, the spin is added to the index at zero price at the close of the day before the ex-date.	No
Rights Offering	The price is adjusted to the Price of the Parent Company minus (the Price of the Rights Subscription/Rights Ratio). The Index Shares change so that the company's weight remains the same as its weight before the rights offering.	No
Stock Dividend, Stock Split or Reverse Stock Split	The Index Shares are multiplied by and price is divided by the split factor.	No
Share Issuance of Share Repurchase	None.	No
Special Dividends	Price of the stock making the special dividend payment is reduced by the per share special dividend amount after the close of trading on the day before the dividend ex-date.	Yes

Total Return

Each Select Industry Index will have a total return counterpart, which assumes dividends are reinvested in the applicable Select Industry Index after the close on the ex-date. On any given date *t*:

$$\text{Total Return Multiplier}_t = [(\text{Total Return Index Value}_{t-1}) + (\text{Index Dividend Points}_t)] / (\text{Index Value}_{t-1})$$

$$\text{Total Return Index Value}_t = (\text{Total Return Index Value}_{t-1}) \times (\text{Total Return Multiplier}_t)$$

$$\text{Index Dividend Points}_t = \Sigma\, (\text{Index Shares})_{i,t} \times (\textit{Ex-dividends})_{i,t} / \text{Divisor}_t$$

The S&P® Homebuilders Select Industry™ Index

The S&P® Homebuilders Select Industry™ Index (the "**S&P Homebuilders Index**") is an equal-weighted index that is designed to measure the performance of the homebuilders sub-industry portion of the S&P® TMI, a benchmark that measures the performance of the U.S. equity market. The S&P TMI offers broad market exposure to companies of all market capitalization, including all U.S. common equities listed on the NYSE (including NYSE Arca), the NYSE MKT, the NASDAQ Global Select Market, the NASDAQ Select Market and the NASDAQ Capital Market. Only U.S. companies are eligible for inclusion in the S&P TMI. The S&P Homebuilders Index includes companies in the following sub-industries: homebuilding, building products, home furnishings, home improvement retail, home furnishing retail and household appliances. Each of the component stocks in the S&P Homebuilders Index is a constituent company within the homebuilding sub-industry of the S&P TMI. The S&P Homebuilders Index is reported by Bloomberg under ticker symbol "SPSIHO." For information concerning the methodology of the S&P Homebuilders Index, please refer to "Methodology of the Select Industry Indices" above.

The S&P® Metals & Mining Select Industry™ Index

The S&P® Metals & Mining Select Industry™ Index (the "**S&P Metals & Mining Index**") is an equal weighted index that is designed to measure the performance of the metals and mining sub-industry portion of the S&P TMI, a benchmark that measures the performance of the U.S. equity market. The S&P TMI offers broad market exposure to companies of all market capitalization, including all U.S. common equities listed on the NYSE (including NYSE Arca), the NYSE MKT, the NASDAQ Global Select Market, the NASDAQ Select Market and the NASDAQ Capital Market. Only U.S. companies are eligible for inclusion in the S&P TMI. The S&P Metals and Mining Index includes companies in the following sub-industries: aluminum, coal & consumable fuels, diversified metals & mining, gold, precious metals & minerals, silver and steel. Each of the component stocks in the S&P Metals & Mining Index is a constituent company within the metals and mining sub-industry of the S&P TMI. The S&P Metals & Mining Index is reported by Bloomberg under ticker symbol "SPSIMM." For information concerning the methodology of the S&P Metals & Mining Index, please refer to "Methodology of the Select Industry Indices" above.

The S&P® Oil & Gas Exploration & Production Select Industry™ Index

The S&P® Oil & Gas Exploration & Production Select Industry™ Index (the "**S&P Oil & Gas Exploration & Production Index**") is an equally weighted index that is designed to measure the performance of the oil and gas exploration and production sub-industry portion of the S&P TMI, a benchmark that measures the performance of the U.S. equity market. The S&P TMI offers broad market exposure to companies of all market capitalization, including all common equities listed on the NYSE (including NYSE Arca), the NYSE MKT, the NASDAQ Global Select Market, the NASDAQ Select Market and the NASDAQ Capital Market. Only U.S. companies are eligible for inclusion in the S&P TMI. Each of the component stocks in the S&P Oil & Gas Exploration & Production Index is a constituent company within the oil and gas sub-industry portion of the S&P TMI. The S&P Oil & Gas Exploration & Production Index is reported by Bloomberg under the ticker symbol "SPSIOP." For information concerning the methodology of the S&P Oil & Gas Exploration & Production Index, please refer to "Methodology of the Select Industry Indices" above.

The S&P® Regional Banks Select Industry Index

The S&P® Regional Banks Select Industry™ Index (the "**S&P Regional Banks Index**") is an equal weighted index that is designed to measure the performance of the regional banks sub-industry group of the S&P TMI, a benchmark that measures the performance of the U.S. equity market. The S&P TMI offers broad market exposure to companies of all market capitalization, including all U.S. common equities listed on the NYSE (including NYSE Arca), the NYSE MKT, the NASDAQ Global Select Market, the NASDAQ Select Market and the NASDAQ Capital Market. Only U.S. companies are eligible for inclusion in the S&P TMI. Each of the component stocks in the S&P Regional Banks Index is a constituent company within the regional banks sub-industry group of the S&P TMI. For information concerning the methodology of the S&P Regional Banks Index, please refer to "Methodology of the Select Industry Indices" above.

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S&P Select Sector Indices

The S&P Select Sector Indices, which follow a modified market capitalization weight methodology, are calculated and maintained by S&P Dow Jones Indices. The criteria for the S&P Select Sector Indices are set forth below.

- Each of the component stocks in a S&P Select Sector Index is a constituent company of the S&P 500® Index.
- The Select Sector Indices together will include all of the companies represented in the S&P 500® Index and each of the stocks in the S&P 500® Index will be allocated to one and only one of the Select Sector Indices.
- S&P Dow Jones Indices assigns each constituent stock of the S&P 500® Index to a Select Sector Index. S&P Dow Jones Indices, after consultation with designated index compilation agent, assigns a company's stock to a particular Select Sector Index based on the constituent's classification under the Global Industry Classification Standard (GICS®). S&P Dow Jones Indices has sole control over the removal of stocks from the S&P 500® Index and the selection of replacement stocks to be added to the S&P 500® Index.
- Each S&P Select Sector Index is calculated by S&P Dow Jones Indices using a modified "market capitalization" methodology. This design ensures that each of the component stocks within a Select Sector Index is represented in a proportion consistent with its percentage with respect to the total market capitalization of such Select Sector Index. Under certain conditions, however, the number of shares of a component stock within the Select Sector Index may be adjusted to conform to Internal Revenue Code requirements.
- For reweighting purposes, the S&P Select Sector Indices are rebalanced quarterly after the close of business on the second to last calculation day of March, June, September and December using the following procedures: (1) The rebalancing reference date is two business days prior to the last calculation day of March, June, September and December; (2) With prices reflected on the rebalancing reference date, and membership, shares outstanding, additional weight factor (capping factor) and IWFs as of the rebalancing effective date, each company is weighted using the modified market capitalization methodology. Modifications are made as defined below.
    i. The Select Sector Indices are first evaluated based on their component stocks' modified market capitalization weights to ensure none of the indices breach the maximum allowable limits defined in rules (ii) and (v) below. If a S&P Select Sector Index breaches any of the allowable limits, the component stocks are reweighted based on their float- adjusted market capitalization weights calculated using the prices as of the rebalancing reference date, and membership, shares outstanding and IWF's as of the rebalancing effective date.
    ii. If any component stock has a weight greater than 24%, that component stock has its float- adjusted market capitalization weight capped at 23%. The cap is set to 23% to allow for a 2% buffer. This buffer is needed to ensure that no component stock exceeds 25% as of the quarter-end diversification requirement date.
    iii. All excess weight is equally redistributed to all uncapped component stocks within the relevant S&P Select Sector Index.
    iv. After this redistribution, if the float-adjusted market capitalization weight of any other component stock(s) then breaches 23%, the process is repeated iteratively until no component stock s breaches the 23% weight cap.
    v. The sum of the component stocks with weight greater than 4.8% cannot exceed 50% of the total index weight. These caps are set to allow for a buffer below the 5% limit.
    vi. If the rule in step (v) is breached, all the component stocks are ranked in descending order of their float-adjusted market capitalization weights and the first component stock that causes the 50% limit to be breached is identified. The weight of this component stock is then reduced to 4.6%.
    vii. This excess weight is equally redistributed to all component stocks with weights below 4.6%. This process is repeated iteratively until step (v) is satisfied.
    viii. Index share amounts are assigned to each component stock to arrive at the weights calculated above. Since index shares are assigned based on prices one business day prior to rebalancing, the actual weight of each component stock at the rebalancing differs somewhat from these weights due to market movements.
    ix. If necessary, the reweighting process may take place more than once prior to the close on the last business day of March, June, September or December to ensure the Select Sector Indices conform to all diversification requirements.

Each S&P Select Sector Index is calculated using the same methodology utilized by S&P Dow Jones Indices in calculating the S&P 500® Index, using a base-weighted aggregate methodology. Aside from the sector classification, all index constituents' corporate actions follow the parent S&P 500® Index. The daily calculation of each S&P Select Sector Index is computed by dividing the total market value of the companies in the Select Sector Index by a number called the index divisor.

The designated index compilation agent at any time may determine that an S&P 500® Index component stock which has been assigned to one Select Sector Index has undergone such a transformation in the composition of its business that it should be removed from that Select Sector Index and assigned to a different Select Sector Index. In the event that the index compilation agent notifies S&P Dow Jones Indices that an S&P 500® component stock's Select Sector Index assignment should be changed, S&P Dow Jones Indices will disseminate notice of the change following its standard procedure for announcing index changes and will implement the change in the affected Select Sector Indices on a date no less than one week after the initial dissemination of information on the sector change to the maximum extent practicable. It is not anticipated that S&P 500® component stocks will change sectors frequently.

Component stocks removed from and added to the S&P 500® Index will be deleted from and added to the appropriate Select Sector Index on the same schedule used by S&P Dow Jones Indices for additions and deletions from the S&P 500® Index insofar as practicable.

The composition of each Select Sector Index is subject to change or modification by the Index Sponsor. Please refer to the Index Sponsor's website or other public sources for current information about any Select Sector Index. Information contained on the Index Sponsor's website or from other public sources is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, the Product Supplement or the Offering Memorandum.

S&P Financials Select Sector Index

The S&P Financials Select Sector Index, which is one of the S&P Select Sector sub-indices of the S&P 500® Index, is intended to give investors an efficient, modified market capitalization-based way to track the movements of certain public companies that represent the financial sector of the S&P 500® Index. The S&P Select Sector Financials Index includes component stocks in the following industries: commercial banks, capital markets, diversified financial services, insurance, real estate investment trusts, consumer finance, thrifts and mortgage finance and real estate management and development. The S&P Select Sector Financials Index is reported by Bloomberg under the ticker symbol "IXM."

S&P Industrials Select Sector Index

The S&P Industrials Select Sector Index, which is one of S&P Select Sector sub-indices of the S&P 500® Index, is a modified market capitalization-based index intended to track the movements of companies that are components of the S&P 500® Index and include those involved in the following industries: aerospace and defense; industrial conglomerates; machinery; road and rail; air freight and logistics; commercial services and supplies; professional services; electrical equipment; construction and engineering; trading companies and distributors; airlines; and building products. The S&P Industrials Select Sector Index is reported by Bloomberg under the ticker symbol "IXI."

S&P Technology Select Sector Index

The S&P Technology Select Sector Index, which is one of S&P Select Sector sub-indices of the S&P 500® Index, is a modified market capitalization-based index intended to track the movements of companies that are components of the S&P 500® Index from the following industries: computers and peripherals; software; diversified telecommunication services; communications equipment; semiconductor and semiconductor equipment; internet software and services; IT services; wireless telecommunication services; electronic equipment and instruments; and office electronics. The S&P Technology Select Sector Index is reported by Bloomberg under the ticker symbol "IXT."

S&P Health Care Select Sector Index

The S&P Health Care Select Sector Index, which is one of S&P Select Sector sub-indices of the S&P 500® Index, is a modified market capitalization-based index intended to track the movements of companies that are components of the S&P 500® Index from the following industries: health care equipment and services; pharmaceuticals; biotechnology; and life sciences. The S&P Health Care Select Sector Index is reported by Bloomberg under the ticker symbol "IXV."

S&P Communication Services Select Sector Index

The Communication Services Select Sector Index is a capped modified market capitalization-based index that measures the performance of the GICS® communication services sector, which generally includes companies in the following industries: diversified telecommunication services; wireless telecommunication services; media; entertainment; and interactive media and services. The Communication Services Select Sector Index is reported by Bloomberg L.P. under the ticker symbol "IXCPR."

S&P Consumer Discretionary Select Sector Index

The Consumer Discretionary Select Sector Index is a capped modified market capitalization-based index that measures the performance of the GICS® consumer discretionary sector, which generally includes companies in the following industries: auto components; automobiles; household durables; leisure products; textiles, apparel and luxury goods; hotels, restaurants and leisure; diversified consumer services; distributors; internet and direct marketing retail (expanded to include companies providing online marketplaces for consumer products and services and e-commerce companies, regardless of whether they hold inventory, in September 2018); multiline retail; and specialty retail. Prior to September 2018, the Consumer Discretionary Select Sector Index also included companies in the GICS® media industry. The Consumer Discretionary Select Sector Index is reported by Bloomberg L.P. under the ticker symbol "IXY."

S&P Consumer Staples Select Sector Index

The Consumer Staples Select Sector Index is a capped modified market capitalization-based index that measures the performance of the GICS® consumer staples sector, which generally includes companies in the following industries: food and staples retailing; beverages; food products; tobacco; household products; and personal products. The Consumer Staples Select Sector Index is reported by Bloomberg L.P. under the ticker symbol "IXR."

S&P Energy Select Sector Index

The Energy Select Sector Index is a capped modified market capitalization-based index that measures the performance of the GICS® energy sector, which generally includes companies in the following industries: energy equipment and services; and oil, gas and consumable fuels. The Energy Select Sector Index is reported by Bloomberg L.P. under the ticker symbol "IXE."

S&P Materials Select Sector Index

The Materials Select Sector Index is a capped modified market capitalization-based index that measures the performance of the GICS® materials sector, which generally includes companies in the following industries: chemicals; construction materials; containers and packaging; metals and mining; and paper and forest products. The Materials Select Sector Index is reported by Bloomberg L.P. under the ticker symbol "IXB."

S&P Real Estate Select Sector Index

The Real Estate Select Sector Index is a capped modified market capitalization-based index that measures the performance of the GICS® real estate sector, which generally includes companies in the following industries: equity REITs; and real estate management and development. The Real Estate Select Sector Index was launched in August 2015. The Real Estate Select Sector Index is reported by Bloomberg L.P. under the ticker symbol "IXRE."

S&P Utilities Select Sector Index

The Utilities Select Sector Index is a capped modified market capitalization-based index that measures the performance of the GICS® utilities sector, which generally includes companies in the following industries: electric utilities; gas utilities; multi-utilities; water utilities; and independent power and renewable electricity producers. The Utilities Select Sector Index is reported by Bloomberg L.P. under the ticker symbol "IXU."

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S&P/ASX 200 Index

All information herein on the S&P/ASX 200 Index, including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available information. We have not independently verified such information. Such information reflects the policies of, and is subject to change by, Standard & Poor's Financial Services LLC ("**S&P**"). We make no representation or warranty as to the accuracy or completeness of such information. The S&P/ASX 200 Index was developed by S&P and is calculated, maintained and published by S&P. S&P has no obligation to publish, and may discontinue publication of, the S&P/ASX 200 Index.

The S&P/ASX 200 Index is reported by Bloomberg under the ticker symbol "AS51 <Index>."

Composition and Maintenance of the S&P/ASX 200 Index

The S&P/ASX 200 Index is intended to provide a performance benchmark for the Australian equity market. The S&P/ASX 200 Index is comprised of the stocks included in the S&P/ASX 100 Index plus an additional 100 stocks selected by the Standard & Poor's Australian Index Committee ("**S&P/ASX Committee**"). The S&P/ASX 200 Index is float-adjusted, covering approximately 80% of the total market capitalization of the Australian market. The index essentially covers large-cap and mid-cap stocks evaluated for liquidity and size. The components of the S&P/ASX 200 Index are drawn from the universe of ordinary and preferred equity stocks listed on the Australian Stock Exchange ("**ASX**"). Other types of securities, including convertible stock, bonds, warrants, and preferred stocks that provide a guaranteed fixed return are not eligible for inclusion.

Publication of the S&P/ASX 200 Index was introduced in April 2000 and has a base value of 3000.

Computation of the S&P/ASX 200 Index

The S&P/ASX 200 Index weights companies according to the GICS®, which creates uniform ground rules for replicable, custom-tailored, industry-focused portfolios. It also enables meaningful comparisons of sectors and industries across regions. Sector indices are available for the S&P/ASX 200 Index. Historically, the securities included in the S&P/ASX 200 Index were classified into the following sectors: Financials, Materials, Industrials, Consumer Staples, Health Care, Telecommunication Services, Consumer Discretionary, Energy, Utilities, and Information Technology. For current information regarding the composition of the S&P/ASX 200 Index, please refer to the Index Sponsor's website or other public sources. The information on the website or from other public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

The calculation of the value of the S&P/ASX 200 Index is based on the relative float-adjusted aggregate market capitalization of the stocks of 200 companies in the Australian market as of a particular time as compared to the base value of the S&P/ASX 200 Index. The index market capitalization for each S&P/ASX 200 component stock is calculated by multiplying the company's stock price times the number of ordinary shares times the investable weight factor (as discussed below). Calculations for the S&P/ASX 200 Index are based on stock prices taken from the ASX. The official daily S&P/ASX 200 Index closing values are calculated after the market closes and are based on the last traded price for each S&P/ASX 200 component stock. Component stocks of the S&P/ASX 200 Index are determined after an analysis of the stocks' liquidity, free float and market capitalization. A constituent of the S&P/ASX 200 Index must be sufficiently liquid to enable institutional investors to buy in and sell out of the company without severely distorting the share price of that stock. The S&P/ASX Committee assesses whether a company has sufficient liquidity to be eligible for the S&P/ASX 200 Index by analyzing each company's free float and daily share turnover. Free float is defined as the portion of shares not being held by the following: (i) government and government agencies, (ii) controlling and strategic shareholders/partners, (iii) any other entities or individuals which hold more than 5%, excluding some financial institutions and funds and (iv) other restricted portions such as treasury stocks. Stocks are deemed ineligible for inclusion in the S&P/ASX 200 if their free float is less than 30%. In addition, the S&P/ASX Committee considers market capitalization, adjusting each company's market capitalization for free float. An investable weight factor is used in the adjustment process. In most cases, a stock's factor will be a direct reflection of its level of free float. The S&P/ASX Committee considers average float-adjusted market capitalization over a six-month period when assessing whether a company's market capitalization is sufficient for the company to be represented in the S&P/ASX 200.

The S&P/ASX Committee is responsible for setting policy, determining index composition and administering the S&P/ASX 200 Index in accordance with the S&P/ASX methodology. The S&P/ASX Committee is a team of five, including three S&P economists and index analysts and two ASX representatives. The S&P/ASX Committee may add, remove or bypass any company or security during the selection process. In maintaining the S&P/ASX 200 Index, the S&P/ASX Committee considers the guiding principle of minimizing changes to the index portfolio. The S&P/ASX Committee deletes component stocks from the S&P/ASX 200 Index for reasons including acquisition, insufficient market capitalization, insufficient liquidity, liquidation or insolvency and company restructurings. Between index rebalancings, additions to the S&P/ASX 200 Index are triggered only by deletions and are evaluated using the criteria described above for selection of S&P/ASX 200 component stocks. Initial public offerings may be eligible for inclusion prior to six months of data being available, but only if a deletion occurs and the S&P/ASX Committee decides that the inclusion is justified.

The S&P/ASX Committee rebalances the S&P/ASX 200 Index quarterly at the end of March, June, September and December; the free float and investable weight factors of S&P/ASX 200 component stocks are reviewed as part of the March rebalance. Quarterly rebalances analyze market capitalization and liquidity over the previous six months. The S&P/ASX Committee announces index deletions and replacements to the S&P/ASX 200 Index to the market on the first Friday of March, June, September and December. Quarterly changes become effective at the close of trade on the third Friday of March, June, September and December. The S&P/ASX 200 Index is also rebalanced, and investable weight factors are adjusted, on an as needed basis when significant corporate events occur.

Share counts for S&P/ASX 200 Index constituents are updated quarterly and are rounded to the nearest thousand. The update to the number of issued shares will be considered if the change is at least 5% of the float-adjusted shares or 100 million Australian dollars ("**A$**") in value. Share updates for foreign-domiciled securities will take place annually at the March rebalancing. The update to the number of index shares will only take place when the six-month average of CDIs or the Total Securities held in the Australian branch of issuer sponsored register (where supplied) and in CHESS, as of the March rebalancing, differs from the current index shares by either 5% or a market-cap dollar amount greater than A$100 million. Intra-quarter share changes are implemented at the effective date or as soon as reliable information is available; however, they will only take place in the following circumstances: (i) changes in a company's float-adjusted shares of 5% or more due to market-wide shares issuance, (ii) rights issues, bonus issues and other major corporate actions and (iii) share issues resulting from index companies merging and major off-market buybacks. Share changes due to mergers or acquisitions are implemented when the transaction occurs, even if both of the companies are not in the same S&P index and regardless of the size of the change.

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Swiss Market Index

All information herein on the Swiss Market Index ("**SMI**"), including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available information. We have not independently verified such information. Such information reflects the policies of, and is subject to change by, SIX Swiss Exchange. SIX Swiss Exchange has no obligation to publish, and may discontinue publication of, the Swiss Market Index.

The composition of the SMI is subject to change or modification by the Index Sponsor. Please refer to the Index Sponsor's website or other public sources for current information about the index. Information contained on the Index Sponsor's website or from other public sources is not incorporated by reference in, and should not be considered a part of, any Pricing Supplement, the Product Supplement or the Offering Memorandum.

The Swiss Market Index is reported by Bloomberg under the ticker symbol "SMI <Index>."

Composition and Maintenance of the Swiss Market Index

The SMI is comprised of the 20 largest, most liquid equities of the Swiss Performance Index ("**SPI**"). The SMI stocks are weighted within the SMI according to their free float market capitalization, and the SMI contains about 85% of the free float market capitalization of the Swiss equity market.

The composition of SMI is reviewed annually, and in order to ensure a high degree of continuity in the composition of the SMI, the component stocks are subject to a special procedure for adding them to the SMI or removing them based on free float market capitalization and liquidity. The resulting adjustments to the index are made regularly once a year.

Admission to and exclusion from the index composition will be made once a year after prior notice of at least two months on the third Friday in September after close of trading. The number of securities and free-float shares are adjusted on two ordinary adjustment dates a year: the third Friday in March (after close of trading) and the third Friday in September (after close of trading).

Publication of the SMI was introduced on June 30, 1988 with a base value of 1500 points as of that date.

Computation of the Swiss Market Index

The SMI is calculated according to the Laspeyres method using a weighted arithmetic mean over a defined selection of securities. The current index level can be calculated by dividing the sum of the market capitalizations of the securities contained in the index by the divisor. The securities included in the SMI are weighted according to their free float. This means that large share packages that reach or exceed the threshold of 5% are subtracted from the total market capitalization.

The free float is calculated on the basis of outstanding shares. Issued and outstanding equity capital is, as a rule, the total amount of equity capital that has been fully subscribed and wholly or partially paid in and documented in the Commercial Register. Conditional and authorized capital does not count as issued and outstanding equity capital. The free float is calculated on the basis of listed shares only. Where a company has different categories of listed securities, these are considered separately for the purposes of calculating the index.

In principle, shares in fixed ownership are deemed to be those that have been reported to the SIX Swiss Exchange by a person or group of persons whose shareholding has exceeded the relevant threshold values under Arts. 20ff. of the Stock Exchange Act ("**SESTA**"). Shares of persons and groups of persons who are subject to a shareholder agreement which is binding for more than 5% of the listed shares or who, according to publicly known facts, have a long-term interest in a company are also deemed to be in fixed ownership.

The SIX Swiss Exchange may use sources in addition to the reports pursuant to SESTA to calculate shares in fixed ownership. In particular, the SIX Swiss Exchange may use data gained from issuer surveys that it conducts itself.

Exceptions

Shares held by the following groups are deemed free floating regardless whether a report has been made pursuant to the above:

· Custodian nominees
· Trustee companies
· Investment funds

· Pension funds
· Investment companies

The SIX Swiss Exchange classifies at its own discretion persons and groups of persons who, because of their area of activity or the absence of important information, cannot be clearly assigned. The free float rule applies only to bearer shares and registered shares. Capital issued in the form of participation certificates and bonus certificates is taken into full account in calculating the index because it does not confer voting rights.

Calculation and publication intervals

The SMI is calculated in real time. The index is recalculated and republished immediately upon any changes in the price of any security. The shortest interval between calculation is one second. All index data is distributed by SIX Exfeed Ltd (subsidiary of SIX Group Ltd) via information service providers (e.g., Reuters, Telekurs and BLOOMBERG).

Prices used

In calculating the SMI, the last paid price is taken into account. If no price has been paid on the day of calculation, the bid price is used. In the absence of a bid price, the previous day's price is used. Only the prices achieved via the electronic order book of the SIX Swiss Exchange are used.

Trading hours

The trading hours for Swiss equities, participation certificates and bonus certificates are determined by the SIX Swiss Exchange. Since the opening phase usually causes strong price fluctuations, the SMI is first calculated two minutes after the start of order book trading. This index level is called the "open." A closing auction takes place ten minutes before close of trading. At the close of trading, the final closing prices used in calculating the closing level of the SMI are established.

Determination of rankings and identification of candidates

The basic universe for admission to the SMI is the SPI. In order to be admitted and remain in the SPI universe a given security must meet a minimum free float rate of 20%. If a stock falls below this limit and does not reach or exceed it again within three months, it is excluded. Securities which are not admitted to the SPI universe because they do not meet the free float conditions are admitted if the minimum free float rate of 20% has been met continuously over a period of three months.

A selection list in which all SPI securities are ranked and which forms the basis for the rankings can be downloaded from the SIX Swiss Exchange website. The position of each security is determined by a combination of the following criteria:

· Average free float capitalization (compared to the capitalization of the entire SPI)
· Cumulated on order book turnover (compared to the total turnover of the SPI).

The average market capitalization in percent and the turnover in percent are each given a weighting of 50% and yield the so-called weighted market share. The time period used for making the calculation is July 1 of the current year through June 30 of the following year.

Ordinary adjustment dates

The number of securities and free float shares are adjusted on two ordinary adjustment dates a year:

· The third Friday in March (after close of trading)
· The third Friday in September (after close of trading)

The SIX Swiss Exchange may conduct a capital survey among issuers in order to obtain the required data. The announcement of the provisional new securities occurs at least one month before the adjustment date. The SIX Swiss Exchange reserves the right to take account of recent changes before the adjustment date, so the definite new securities are announced only five trading days before the adjustment date.

Extraordinary adjustment of the number of shares

In order to maintain the stability of the SMI and avoid frequent minor changes to the weighting, a change of the total number of outstanding securities leads to an extraordinary adjustment only if it is equal to or greater than 5%. If an increase amounts to a change of less than 5%, it is taken into account in the next event and added to it. If the cumulative change is equal to or greater than 5%, the total number of outstanding securities is adjusted outside the ordinary dates on the day of the corporate event responsible for the cumulative change. The adjustment of the total number of outstanding securities is made on the day of the corporate event.

If the free float changes by 10 percentage points or more in a given year, the extraordinary adjustment is made immediately. A notification period of 10 trading days applies. In exceptional cases, the SIX Swiss Exchange reserves the right to make this adjustment without observing the notification period.

If the free float changes as a result of an extraordinary adjustment of the number of shares, the free float is adjusted at the same time as the number of shares even if the free float changes by less than ten percentage points. After a takeover, the free float of the company in question is adjusted upon publication of the end result. A five-day notification period applies. At the same time, the SIX Swiss Exchange may exclude the security from the relevant index family.

Dividend payments

As a price index, the SMI is not adjusted for dividends. Dividends are, however, fully taken account of in performance indices. Repayments of capital through the reduction of a share's par value, which can take the place of a cash dividend or constitute a component of the regular distribution, are treated in the same way as a normal dividend payment (*i.e.,* no adjustment to the price index divisor). However, distributions (e.g., special dividends and anniversary bonuses) that, contrary to the company's usual dividend policy, are paid out or declared extraordinary dividends, are not deemed dividends in the above sense. These distributions are considered corporate events and also result in adjustments to the divisors of price indices. Dividend payments are always treated as gross amounts, including the withholding tax portion.

Information on corporate events

Any forthcoming extraordinary corporate events that result in an adjustment to the indices are published by e-mail via Investor Service Equity. This service is offered free of charge by the SIX Swiss Exchange Indices department. The registration form is available on the SIX Swiss Exchange website. The SIX Swiss Exchange accepts no liability for Investor Service Equity.

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Tokyo Stock Price Index

All information herein on the Tokyo Stock Price Index or TOPIX® Index (the "**TOPIX Index**") reflects the policies of, and is subject to change by, the Tokyo Stock Exchange, Inc. (the "**TSE**"). The TOPIX Index is calculated, maintained and published by the TSE.

The TOPIX Index is reported by Bloomberg under the ticker symbol "TPX <Index>."

The TOPIX Index was developed by the TSE. The TSE can add, delete or substitute the stocks underlying the TOPIX Index or make other methodological changes that could change the value of the TOPIX Index. Publication of the TOPIX Index began on July 1, 1969, with a base index value of 100 as of the base date of January 4, 1968, which was reset at 1,000 on April 1, 1998.

Current information on the TOPIX Index is available on the Index Sponsor's website or other public sources. The information on the website or from other public sources is not part of or incorporated by reference in any Pricing Supplement, the Product Supplement or the Offering Memorandum.

Composition and Maintenance of the TOPIX Index

The TOPIX Index is a free float-adjusted market capitalization weighted index and consists of all domestic common stocks listed on the First Section of the TSE, excluding certain types of securities such as subscription warrant securities and preferred equity contribution securities. Companies scheduled to be delisted or newly listed companies that are still in the waiting period are excluded from the indices. The TOPIX has no constituent review. The number of constituents will change according to new listings and delistings. The reasons for stock additions and deletions to the TSE First Section are described further below.

Calculation of the TOPIX Index

The TOPIX Index is not expressed in Japanese yen, but is indicated in terms of points (as a decimal figure) rounded off to the second decimal place. The TOPIX Index is calculated as (1) the quotient of (a) the current free float-adjusted market value, which is the *sum* of the *products* of the price of each component stock and the number of free float-adjusted shares of each such component stock (the "**TOPIX Current Market Value**") *divided* by (b) the base market value (the "**TOPIX Base Market Value**"), *times* (2) the base index value of 100, and can be represented by the following formula:

$$\text{Index} = \frac{\text{TOPIX Current Market Value}}{\text{TOPIX Base Market Value}} \times 100$$

If trading in a TOPIX Index component is suspended, for the purposes of index calculation, it is regarded as having no change in its share price. The number of free float-adjusted shares at the time of the index calculation is the number of common shares listed on the First Section of the TSE at the same instance *multiplied* by the free float weight. The free float weight reflects the weight of listed shares deemed to be available for trading and is calculated by the TSE for each listed company for purposes of index calculation, and is determined on the basis of securities reports and statutory documents required by the Financial Instruments and Exchange Act of Japan and publicly available documents issued by the listed companies themselves. In determining the free float weight, the TSE deems the following shares as non-free float shares: shares held by the top 10 major shareholders (subject to certain exceptions), treasury stocks (including certain cross shareholdings), shares held by board members of the relevant company and other shares TSE deems not available for trading in the market. In the case of some companies with low liquidity, the TSE may adjust their free float downwards by applying a "liquidity factor."

The free float weight assigned to each listed company is reviewed annually, with timings that vary according to the settlement terms of each such listed company. Free float weights may also be subject to extraordinary review in the case of certain corporate actions (*e.g.*, allocation of new shares, conversion of preferred shares or exercise of subscription warrants, spin-offs, mergers, take-overs) and for other reasons the TSE believes appropriate.

Additions and Deletions to the TOPIX Index

In order to maintain continuity, the TOPIX Base Market Value is adjusted from time to time to ensure that it reflects only price movements resulting from auction market activity, and to eliminate the effects of other factors in the level of the TOPIX Index. The TSE adds or removes securities for various listing and delisting events as shown in the table below:

Action	Event	Adjustment Date	Price used for adjustment
Addition	A company is listed on the TSE First Section (directly listed of via another stock exchange)	One business day before the last business day of the month after that of the initial listing date	Price on the adjustment date
Addition	A new company established through a stock-swap or a similar transaction (including a merger or spin-off) is to be promptly listed on the TSE First Section after the de-listing of the old company from the TOPIX	One business day before the listing date. If the initial listing date falls on a holiday, it will be the following business day	Base price (used to decide the daily price limit)
Addition	Assignment to the TSE First Section from the TSE Second Section	One business day before the last business day of the month after such assignment (a free float weight of 0.00 is used from the assignment date to the month after the assignment date and thus the number of shares to be used for calculation will be 0.00 during such period)	Price on the adjustment date
Addition	Alteration of listing market to the TSE First Section from the Tokyo Stock Exchange Mothers Index	One business day before the last business day of the month after such alteration of listing market (a free float weight of 0.00 is used from the date of the alteration of such listing market to the month after the alteration date and thus the number of shares to be used for calculation will be 0.00 during such period)	Price on the adjustment date
Removal	A company is to be delisted due to a merger, stock swap or similar transaction and a newly established company is promptly listed on the TSE First Section	Initial listing date of the newly established company (normally two business days after delisting date)	Price on the business day before the delisting date (during the period from the delisting date to the business day before the date of removal from the TOPIX Index, the price on the business day before the delisting date is used for index calculation)
Removal	A company is to be delisted due to a reason other than that described above	One business day before the delisting date	Price on the business day before adjustment date

Removal	A company's securities are designated to be delisted	Three business days after the designation of the securities to be de-listed. If the designation date falls on a holiday, it will be the following business day.	Price on the business day before the adjustment date
Removal	Reassignment to the TSE Second Section from the TSE First Section	One business day before such assignment	Price on the business day before the adjustment date

Following any such adjustments, the new TOPIX Base Market Value will be equal to the quotient of (1) the product of (a) the old TOPIX Base Market Value, *times* (b) the *sum* of the free-float adjusted market value on the business day before the adjustment date *plus* the adjustment amount, and (2) the free-float adjusted market value on the business day before the adjustment date. The adjustment amount is the amount (whether positive or negative) that is equal to the *product* of the change (whether positive or negative) in the number of shares for index calculation *times* the appropriate price used for adjustment.

Changes in the number of shares and the price of the shares for adjustments to the TOPIX Base Market Value will be made as described below:

Event	**Adjustment Date**	**Price used for adjustment**
Change of free float weight	One business day before the effective date of such change	Price on the adjustment date
Public offering	One business day before the additional listing date. If the listing date is a non-business day, one business day after additional listing	Price on the adjustment date
Allocation of new shares to a third party	Four business days after the additional listing date	Price on the adjustment date
Issues to shareholders with payment	One business day before the ex-rights date	Price on the adjustment date
Exercise of subscription warrants	One business day before the last business day of the month after the month of exercise	Price on the adjustment date
Conversion of preferred shares	One business day before the last business day of the month after the month of conversion	Price on the adjustment date
Cancellation of treasury stock	One business day before the last business day of the month after the month of cancellation of the treasury shares	Price on the adjustment date
Merger or stock swap between a non-surviving constituent and another constituent	Delisting date of the non-surviving constituent	Price on the adjustment date
Merger or stock-swap other that described above	One business day before the additional listing date or effective date	Price on the adjustment date

Offering for sale of shares held by the Japanese government	One business day before the additional listing date	Price on the adjustment date
Company spin-off in which the number of shares of the succeeding company increases	One business day before the additional listing date	Price on the adjustment date
Other adjustments	One business day before the last business day of the first or second month after the information is published by the TSE	Price on the adjustment date

No adjustment is made to the TOPIX Base Market Value in the case of events such as stock splits and decreases in paid in capital which theoretically do not affect market value. In such cases, the new stock price multiplied by the increased (or decreased) number of shares is the same as the old stock price multiplied by the old number of shares and no adjustment is thought necessary.

License Agreement

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