



# Final Terms and Conditions

## Woori Card Co., Ltd. 5-Year USD Dual-Listed Notes

### Global Medium Term Notes

<b>Form</b>	Registered
<b>Status of Note</b>	Senior Unsecured
<b>Issuer</b>	Woori Card Co., Ltd.
<b>Issuer Rating</b>	A3 (Moody's)
<b>Documentation</b>	Standalone Offering Circular
<b>Currency</b>	U.S. Dollar
<b>Nominal Amount</b>	USD 200,000,000
<b>Denomination</b>	USD 200,000 and integral multiples of USD 1,000 in excess thereof
<b>Trade Date</b>	March 10, 2021
<b>Issue Date</b>	March 23, 2021
<b>Maturity Date</b>	March 23, 2026
<b>Issue Price</b>	99.672%
<b>Yield</b>	1.819%
<b>Redemption Price</b>	100.00%

<b>Coupon</b>	<b>1.750%</b> p.a., payable semi-annually, 30/360
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<b>Coupon Payment Date(s)</b>	Semi-annually in arrear, on every 23 March, 23 September starting with 23 September 2021 (the "First Coupon Payment Date") and up to and including the Maturity Date, adjusted in accordance with the Business Day Convention
<b>Lead Manager</b>	SG Securities (HK) Limited, Taipei Branch
<b>Joint Managers</b>	Credit Agricole Corporate and Investment Bank, Taipei Branch HSBC Bank (Taiwan) Limited
<b>Co-Managers</b>	Capital Securities Corporation Cathay United Bank Co., Ltd. Fubon Securities Co., Ltd. KGI Bank Co., Ltd. President Securities Corporation Taishin International Bank Co., Ltd.
<b>Business Day Convention</b>	Modified Following Business Day Convention
<b>Business Days</b>	London, New York, Seoul, Hong Kong and Taipei
<b>Target Market</b>	Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels).
<b>Applicable Law</b>	New York Law
<b>Calculation agent</b>	Citibank, N.A.
<b>Clearing System</b>	Euroclear/Clearstream

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### Listing

Singapore Exchange Securities Trading Limited

Taipei Exchange ("TPEX")

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### Taiwan Selling Restrictions

The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly to investors other than "professional investors" as defined under the Article 2-1 of the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds (the "TPEX Rules"). Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a Professional Investor. Under the TPEX Rules, "professional investors" include "professional institutional investors" as defined under Paragraph 2 of Article 4 of the Financial Consumer Protection Act of the Republic of China ("ROC").

### ISIN

XS2315958566

### Common Code

231595856



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Without prejudice to the legal or regulatory obligations of the Issuer and/or its affiliates under the relevant laws and regulations, you are responsible, before entering into any transaction, for making your own appraisal of the Note(s), its/their merits and risks, including without limitation, the suitability of the Note(s) for your specific investment objectives and the durability of the applicable tax treatment, without relying on the information which we have provided you, by consulting, if you deem it necessary, your own legal, tax, financial, accounting and other relevant professional advisors in order to ensure that the Note(s) is/are suitable for your particular financial and other circumstances.

The Note(s) may be subject to restrictions with regard to certain persons or in certain countries by virtue of national regulations applicable to such persons or in such countries. It is your responsibility to ascertain that you are authorized to enter into any transaction(s) relating to the Note(s) or invest in the Note(s), and by undertaking any such transaction(s), you will be deemed to certify to the Issuer and its affiliates that you are duly so authorized.

We draw your attention to the fact that, until the maturity date of the Note(s), the marked-to-market values of such Note(s) may be subject to significant volatility due to the evolution of market parameters and the value of the reference underlying assets. In certain cases, the marked-to-market values may attain negative or indefinite amounts which are unfavourable to your interests.

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## Woori Card Co., Ltd. 5-Year USD Dual-Listed Notes

When a relevant Note is capital guaranteed in whole or in part, such capital protection is only available if the Note is held by you until its maturity date. Loss of the capital or principal invested may be incurred if you sell or otherwise dispose of the Note prior to its maturity date.

### General Disclaimer

The terms and conditions are indicative and may change with market fluctuations. The Issuer assumes no fiduciary responsibility or liability for any financial consequences or otherwise arising from the subscription or acquisition of the Notes. The investor should make its own appraisal of the risks and should consult to the extent necessary its own legal, financial, tax, accounting and other professional advisors in this respect prior to any subscription or acquisition. This document must be read in conjunction with the Issuer's Offering Circular for the Notes. In case of conflict between the definitions contained in this document and in the Offering Circular, those contained in this document shall prevail. Capitalised terms used but not defined herein should have the meanings as ascribed to them in the Offering Circular.

**WARNING: THE CONTENTS OF THIS DOCUMENT HAVE NOT BEEN REVIEWED BY ANY REGULATORY AUTHORITY. YOU ARE ADVISED TO EXERCISE CAUTION IN RELATION TO THE NOTES. IF YOU ARE IN ANY DOUBT ABOUT ANY OF THE CONTENTS OF THIS DOCUMENT, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.**

### General Selling Restrictions

*The Notes may be subject to restrictions with regard to certain persons or in certain countries by virtue of national regulations applicable to such persons or in such countries. It is your responsibility to ascertain that you are authorized to enter into any transaction(s) relating to the Notes or invest in the Notes, and by undertaking any such transaction(s), you will be deemed to confirm to Société Générale and its affiliates that you are duly so authorized.*

#### **HONG KONG**

The Notes have not been offered or sold, and will not be offered or sold in Hong Kong, by means of any document, any Notes (except for Notes which are a "structured product" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong) other than: (i) to "professional investors" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance, or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of the Companies Ordinance.

In relation to the issue of the Notes, the Issuer, Société Générale and its affiliates have not issued or had in their possession for the purposes of issue, and will not issue or have in their possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong, or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

#### **SINGAPORE**

This document, any marketing materials relating to the Notes, the Final Terms and the Issuer's Prospectus relating to the Notes have not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes may not be circulated or distributed, nor may the Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act (Cap. 289) of Singapore ("SFA"), (ii) to a relevant person, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, the shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for six months after that corporation or that trust has acquired the securities under Section 275 of the SFA except:

(1) to an institutional investor (for corporations, under Section 274 of the SFA) or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights and interest in that trust are acquired at a consideration of not less than S\$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for corporations, in accordance with the conditions specified in Section 275 of the SFA;

(2) where no consideration is or will be given for the transfer;

or

(3) where the transfer is by operation of law; or

(4) pursuant to Section 276(7) of the SFA.

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### Taiwan

The Instruments may be made available to investors in Taiwan through licensed Taiwan financial institutions as permitted under relevant Taiwan laws and regulations (collectively, "Permitted Sales"); or to Taiwan resident investors outside Taiwan for purchase by such investors outside Taiwan but may not, other than by Permitted Sales, be offered, sold or resold in Taiwan

### U.S. GENERAL SELLING RESTRICTION

This document does not constitute an offer for sale of securities in the United States of America. The product herein described will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"). The product can be neither offered nor transferred in the United States of America without being registered or being exempted from registration under the U.S. Securities Act.

**The product is offered only outside the United States of America in compliance with Regulation S promulgated under the U.S. Securities Act ("Regulation S") to a selected group of investors only in "Offshore Transactions" with "Non-U.S. Persons" (each as defined in Regulation S). The product may be reoffered and sold only to "Non-U.S. Persons" in "Offshore Transactions" pursuant to the resale provisions of Regulation S. No person is obligated or intends to register the product under the U.S. Securities Act or any state securities laws in the United States of America.**

## Risk Disclosures

### **Credit Risk**

By acquiring the product, the investor takes a credit risk on the Issuer. In the case of an insolvency of the Issuer, secured liabilities of the Issuer will have priority over unsecured obligations such as these Notes. Any stated credit rating of the Issuer reflects the independent opinion of the referenced rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Issuer. Any downgrade of the credit ratings of the Issuer or its parent or affiliates, by any rating agency could result in a reduction in the value of the Notes. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Issuer the payment of sums due under the Notes may be substantially reduced and/or delayed, and investors may lose up to 100% of their initial investment in such cases.

### **Market Risk**

The notes can be volatile instruments and may be subject to considerable fluctuations in value. The value of the Notes may fall as rapidly as it may rise due to numerous factors, including, but not limited to, inflation outlook. The value of the Notes may increase or decrease throughout their tenor.

### **Liquidity Risk**

Investors should be prepared to hold their Notes until maturity as investors may not be able to liquidate or sell some or all of the Notes as and when they require or at an amount equal to or more than the Denomination per Note. There is currently no active or liquid secondary trading market for these Notes and they are not traded on any regulated markets or listed on any exchange. There can be no assurance that anyone intends to make a market in the Notes, or that if anyone does so, that they will continue to do so, or that a market-maker in the Notes (if any) will offer an amount equal to or greater than the Denomination of the Notes, or that if a market-maker does offer a price for the Notes which is equal to or greater than the Denomination, that it will continue to do so. There can be no assurance that any Noteholder will be able to obtain a firm bid price for the Notes for an amount at which they wish to sell. Therefore, these Notes may not be marketable and as such may not be able to be liquidated or sold before maturity, or if liquidated/sold, may only realise an amount that is at a significant discount to the Denomination paid by the Investor.

Liquidity on these investments is relatively less than similar grade non-structured bonds. A purchase of the Notes should be viewed as a "hold until maturity" investment. Investors are strongly discouraged from using this investment for speculative opportunities.

In addition, the transfer of the Notes can only be made in accordance with the relevant transfer and selling restrictions set out in the Offering Circular relating to the Notes. This may further limit the liquidity of the Notes.

**Investors should refer to the Offering Circular of the Issuer together with the applicable Final Terms of the Notes for more details.**

### **Secondary Market Risk**

In case investors want to sell their Notes prior to the Maturity Date, the secondary market bid price, which reflects the market value of the Notes, may be substantially less than the Denomination.

### **Possible Conflicts of Interest Risk**

Investors should ensure that they understand and accept the identities of the parties and the roles they play in relation to the Notes, as disclosed in the Offering Circular. For example, the Issuer, and certain named agents (e.g. the Calculation Agent/Paying Agent) may be the same or affiliated corporate entities, although performing different functions in respect of the issue of the Notes and the structure underlying them. In particular, in their respective roles, the Issuer or the various named agents may retain various powers of discretion which may have a material impact on the value and performance of the Notes. Such discretions may create conflicts of interest due to the capacities in which the Issuer or the agents are acting and these discretions may be exercised (or not be exercised) in a way that could adversely affect the Noteholders.

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### Leverage risk

Borrowing capital to fund the purchase of the Notes (leveraging) can significantly increase the risks of the investment such that if the value of the Notes decreases on a mark to market basis, leveraging will magnify that decrease in value. Any statement on the potential risks and return on the Notes does not take into account the effect of any leveraging. Investors must factor in and consider the potential impact of, amongst other things, the cost of funding and possibility of margin calls due to a decrease in the daily mark to market value of the Notes prior to their maturity. Investors considering borrowing capital to leverage their investment in the Notes should obtain further detailed information as to the applicable risks from their lender.

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