

APPLICABLE FINAL TERMS

Dated 17 June 2013

SG Issuer

**Issue of up to GBP 3 000 000 Notes due 10/08/2015
Unconditionally and irrevocably guaranteed by Société Générale
under the €125 000 000 000 Debt Instruments Issuance Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the heading "*Terms and Conditions of the English Law Notes and the Uncertificated Notes*" in the Base Prospectus dated 29/04/2013, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (**the Prospectus Directive**) as amended (which includes the amendment made by Directive 2010/73/EU (the **2010 PD Amending Directive**) to the extent that such amendments have been implemented in a Member State). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and Article 8.4 of the Luxembourg Act and must be read in conjunction with the Base Prospectus and the supplement(s) to such Base Prospectus dated 31/05/2013 and published prior to the Issue Date (as defined below) (**Supplement(s)**); provided, however, that to the extent such Supplement (i) is published after these Final Terms have been signed or issued and (ii) provides for any change to the Conditions as set out under the heading "*Terms and Conditions of the English Law Notes and the Uncertificated Notes*", such change(s) shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate. Full information on the Issuer, the Guarantor, if any, and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s). Prior to acquiring an interest in the Notes described herein, prospective investors should read and understand the information provided in the Base Prospectus and any Supplement(s) and be aware of the restrictions applicable to the offer and sale of such Notes in the United States or to, or for the account or benefit of, U.S. Persons. In the case of Notes offered to the public or admitted to trading on a Regulated Market in the European Economic Area, a summary of the issue of the Notes (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer, the Guarantor (if applicable), the specified offices of the Paying Agents and, in the case of Notes admitted to trading on the Regulated Market of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange (www.bourse.lu) and, in the case of Notes offered to the public or admitted to trading on a Regulated Market in the European Economic Area, on the website of the Issuer (<http://prospectus.socgen.com>).

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|----|-------|---|----------------|
| 1. | (i) | Series Number: | 45400EN/13.8 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes become fungible: | Not Applicable |

2.	Specified Currency or Currencies:	GBP
3.	Aggregate Nominal Amount:	
	(i) - Tranche:	Up to GBP 3 000 000
	(ii) - Series:	Up to GBP 3 000 000
4.	Issue Price:	100% of the Aggregate Nominal Amount
5.	Specified Denomination(s):	GBP 1
6.	(i) Issue Date: (DD/MM/YYYY)	15/08/2013
	(ii) Interest Commencement Date: (DD/MM/YYYY)	Not Applicable
7.	Maturity Date: (DD/MM/YYYY)	10/08/2015
8.	Governing law:	English law
9.	(i) Status of the Notes:	Unsecured
	(ii) Date of corporate authorisation obtained for the issuance of Notes:	Not Applicable
	(iii) Type of Structured Notes:	Share Linked Notes
		The provisions of the following Additional Terms and Conditions apply: Additional Terms and Conditions for Share Linked Notes
		Such Additional Terms and Conditions contain, amongst others, the provisions for determining any amount where calculation is impossible or impracticable.
	(iv) Reference of the Product:	3.3.1 with Option 1 applicable as described in the Additional Terms and Conditions relating to Formulae
10.	Interest Basis:	See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below.
11.	Redemption/Payment Basis:	See section "PROVISIONS RELATING TO REDEMPTION" below.
12.	Put/Call Options:	See section "PROVISIONS RELATING TO REDEMPTION" below.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-------|---|--|
| 13. | Fixed Rate Note Provisions | Applicable as per Condition 3.1 |
| (i) | Rate(s) of Interest: | 2.34% payable in arrear |
| (ii) | Specified Period(s)/Interest Payment Date(s):
(DD/MM/YYYY) | Interest Payment Date(i):
08/11/2013 (i=1)
10/02/2014 (i=2)
08/05/2014 (i=3)
08/08/2014 (i=4)
10/11/2014 (i=5)
09/02/2015 (i=6)
08/05/2015 (i=7)
10/08/2015 (i=8) |
| (iii) | Business Day Convention: | Following Business Day Convention (unadjusted) |
| (iv) | Fixed Coupon Amount(s): | Unless previously redeemed, on each Interest Payment Date, the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:

Rate of Interest x Specified Denomination |
| (v) | Day Count Fraction: | Not Applicable |
| (vi) | Broken Amount (s): | In case of a long or short Interest Period (with regard to paragraph "Specified Period(s)/Interest Payment Date(s)" above), the amount of interest will be calculated in accordance with the formula specified in paragraph "Fixed Coupon Amount" above. |
| (vii) | Determination Date(s): | Not Applicable |
| 14. | Floating Rate Note Provisions | Not Applicable |
| 15. | Structured Interest Note Provisions | Not Applicable |
| 16. | Zero Coupon Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|---|--|
| 17. | Redemption at the option of the Issuer: | Not Applicable |
| 18. | Redemption at the option of the Noteholders: | Not Applicable |
| 19. | Automatic Early Redemption: | Not Applicable |
| 20. | Final Redemption Amount: | Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note: |

Scenario 1:

If on Valuation Date(1), WorstPerformance(1) is higher than or equal to -

20%, then:

Final Redemption Amount = Specified Denomination × [100%]

Scenario 2:

If on Valuation Date(1), WorstPerformance(1) is lower than -20%, then:

Final Redemption Amount = Specified Denomination × [100%+ WorstPerformance(1)]

21. **Physical Delivery Note Provisions** Not Applicable
22. **Credit Linked Notes provisions** Not Applicable
23. **Bond Linked Notes Provisions** Not Applicable
24. **Trigger redemption at the option of the Issuer:** Applicable as per Condition 5.6
25. **Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default:** Market Value

PROVISIONS APPLICABLE TO THE UNDERLYING(S) IF ANY

26. (i) **Underlying(s):** The following Shares (each an “**Underlying(k)**” and together the “**Basket**”) as defined below:

k	Company	Bloomberg Ticker	Exchange	Website
1	HSBC Holdings PLC	HSBA LN	London Stock Exchange	www.hsbc.com
2	Vodafone Group PLC	VOD LN	London Stock Exchange	www.vodafone.com
3	BP PLC	BP/ LN	London Stock Exchange	www.bp.com

- (ii) **Information relating to the past and future performances of the Underlying(s):** The information relating to the past and future performances of the Underlying(s) are available on the website, or Reuters or Bloomberg, as the case may be, specified in the table above and the volatility can be obtained, upon request, at the specified office of Société Générale (see in address and contact details of Société Générale for all administrative communications relating to the Notes) , at the office of the Agent in Luxembourg and at the office of the Principal Swiss Paying Agent in Switzerland if

any.

- (iii) **Other information relating to the Underlying(s):** Information or summaries of information included herein with respect to the Underlying(s), has been extracted from general databases released publicly or by any other available information.

Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published, no facts have been omitted which would render the reproduced information inaccurate or misleading.

DEFINITIONS APPLICABLE TO INTEREST (IF ANY), REDEMPTION AND THE UNDERLYING(S) IF ANY

27. (i) **Definitions relating to date(s):** Applicable
- | | |
|--|------------|
| Valuation Date(0)
(DD/MM/YYYY) | 01/08/2013 |
| Valuation Date(1)
(DD/MM/YYYY) | 03/08/2015 |
- (ii) **Definitions relating to the Product:** Applicable, subject to the provisions of the Additional Terms and Conditions relating to Formulae
- | | |
|--|---|
| S(i,k);
(i from 0 to 1)
(k from 1 to 3) | means, in respect of any Valuation Date(i), the Closing Price of the Underlying(k), as defined in Condition 4.0 of the Additional Terms and Conditions relating to Formulae |
| Performance(1,k);
(k from 1 to 3) | means $(S(1,k) / S(0,k)) - 100\%$, as defined in Condition 4.1 of the Additional Terms and Conditions relating to Formulae |
| WorstPerformance(1) | means the Minimum, for k from 1 to 3, of Performance(1,k), as defined in Condition 4.6 of the Additional Terms and Conditions relating to Formulae |

PROVISIONS RELATING TO SECURED NOTES

28. **Secured Notes Provisions** Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

29. **Provisions applicable to payment date(s):**
- **Payment Business Day:** Following Payment Business Day
 - **Financial Centre(s):** London

30. **Form of Notes:**
- (i) **Form:** Non-US Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
- (ii) **New Global Note:** No
31. **Redenomination:** As per Condition 1
32. **Consolidation:** As per Condition 15
33. **Partly Paid Notes Provisions:** Not Applicable
34. **Instalment Notes Provisions:** Not Applicable
35. **Masse:** Not Applicable

FINAL VERSION APPROVED BY THE ISSUER

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) **Listing:** Application has been made for the Notes to be listed on the official list of the London Stock Exchange
- (ii) **Admission to trading:** Application has been made to the UK Listing Authority for the Notes to be admitted to the Official List and to the London Stock Exchange for such Notes to be admitted to trading on the regulated market of the London Stock Exchange with effect from or as soon as practicable after the Issue Date.
- (iii) **Estimate of total expenses related to admission to trading:** Not Applicable
- (iv) **Information required for Notes to be listed on the SIX Swiss Exchange:** Not Applicable

2. RATINGS

The Notes to be issued have not been rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for fees, if any, payable to the Dealer, and so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

The Issuer and Société Générale expect to enter into hedging transactions in order to hedge the Issuer's obligations under the Notes. Should any conflicts of interest arise between (i) the responsibilities of Société Générale as Calculation Agent for the Notes and (ii) the responsibilities of Société Générale as counterparty to the above mentioned hedging transactions, the Issuer and Société Générale hereby represent that such conflicts of interest will be resolved in a manner which respects the interests of the Noteholders.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) **Reasons for the offer:** See "Use of Proceeds" wording in Base Prospectus.
- (ii) **Estimated net proceeds:** Not Applicable
- (iii) **Estimated total expenses:** Not Applicable

5. INDICATION OF YIELD (*Fixed Rate Notes only*)

Not Applicable

6. HISTORIC INTEREST RATES (*Floating Rate Notes only*)

Not Applicable

7. PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS (*Structured Notes only*)

Under these Notes, the Noteholders are entitled to receive quarterly defined fixed coupons throughout the term of the Notes regardless of the performance of the Underlying(s). At maturity, the Noteholders are entitled to receive an amount totally linked to the performance of the Underlying(s). The return depends upon the fact that the performance of the Underlying(s) reaches or does not reach a pre-determined threshold. Accordingly, a small downward or upward

movement of the Underlying(s) close to the threshold may result in a significantly larger increase or decrease of the return of the Notes. Only the performance of the worst performing Underlying(s) will be retained for the calculation of the performance. Accordingly, the Noteholders may not benefit from the performances of the best performing Underlying(s). The return of these Notes is linked to the performances of the Underlying(s) as calculated on pre-determined Valuation Dates, and regardless of the level of such Underlying(s) between these dates. As a result, the Closing Price of the Underlying(s) on these dates will affect the value of the Notes more than any other single factor. Under these Notes, at maturity, the Noteholders may not receive the amount initially invested. Noteholders are entitled to receive a Final Redemption Amount which may, in case of an adverse evolution of the Underlying(s) during the term of the Notes, be significantly lower than the amount per Note initially invested.

The Notes may be redeemed early in the event that the outstanding aggregate nominal amount is reduced to or falls below 10% of the initial aggregate nominal amount of such Notes.

In such event the Issuer will have the option to redeem any outstanding Notes early upon giving not less than 15 Business Days notice. This could lead to investors receiving an amount at redemption earlier than had been anticipated in circumstances over which the investors have no control and may affect the value of their investment.

8. OPERATIONAL INFORMATION

- (i) **Security identification code(s):**
- **ISIN code:** XS0867726472/ SEDOL: BBM5BC8
 - **Common code:** 086772647
- (ii) **Clearing System(s):** Euroclear Bank S.A/N.V. (**Euroclear**) / Clearstream Banking *société anonyme* (**Clearstream, Luxembourg**)
- (iii) **Delivery:** Delivery against payment
- (iv) **Calculation Agent:** Société Générale
Tour Société Générale
17 cours Valmy
92987 Paris La Défense Cedex
France
- (v) **Paying Agent(s):** Société Générale Bank&Trust
11, avenue Emile Reuter
2420 Luxembourg
Luxembourg
- (vi) **Intended to be held in a manner which would allow Eurosystem eligibility:** No
- (vii) **Address and contact details of Société Générale for all administrative communications relating to the Notes:** Société Générale
17, Cours Valmy
92987 Paris La Défense Cedex
France
- Name: Sales Support Services - Derivatives
Tel: +33 1 57 29 12 12 (Hotline)
Email: clientsupport-deai@sgcib.com

9. DISTRIBUTION

- (i) **Method of distribution:** Non-syndicated
- **Dealer(s):** Société Générale
17, Cours Valmy
92987 Paris la Défense Cedex
France
- (ii) **Total commission and concession:** There is no commission and/or concession paid by the Issuer to the Dealer or the Managers.
- Société Générale shall pay to the person(s) mentioned below (each an "**Interested Party**") the following remunerations for the services provided by such Interested Party to Société Générale in the capacity set out below:
- 1.5% of the total amount of the subscriptions of the product on 15/08/2013 representing the discount granted by Société Générale to Meteor Asset Management Ltd. on the Issue Price
- (iii) **TEFRA rules:** Not Applicable
- (iv) **Permanently Restricted Notes:** Yes
- (v) **Non-exempt Offer:** An offer of the Notes may be made by the Dealer and other parties authorised by the Dealer other than pursuant to Article 3(2) of the Prospectus Directive in the public offer jurisdiction(s) (**Public Offer Jurisdiction(s)**) during the offer period (**Offer Period**) as specified in the paragraph "Public Offers in European Economic Area" below.
- (vi) **General Consent:** Applicable
- (vi) **Other conditions to consent** Not Applicable

10. PUBLIC OFFERS IN EUROPEAN ECONOMIC AREA

- **Public Offer Jurisdiction(s):** United Kingdom
- **Offer Period:** From 19/06/2013 to 30/07/2013
- **Offer Price:** The Notes will be offered at the Issue Price increased by fees, if any, as mentioned below.
- **Conditions to which the offer is subject:** Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the Financial Intermediaries, notified to investors by such relevant Financial Intermediaries.

The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.

- **Description of the application process:** Not Applicable
- **Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:** Not Applicable
- **Details of the minimum and/or maximum amount of application:** Not Applicable
- **Details of the method and time limits for paying up and delivering the Notes:** The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. However, the settlement and delivery of the Notes will be executed through the Dealer mentioned above. Investors will be notified by the relevant Financial Intermediary of their allocations of Notes and the settlement arrangements in respect thereof.
- **Manner and date in which results of the offer are to be made public:** Publication on the website of the Issuer (<http://prospectus.socgen.com>) and in a daily newspaper of general circulation in the relevant place(s) of listing and/or public offer at the end of the subscription period if required by local regulation.
- **Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:** Not Applicable
- **Whether tranche(s) has/have been reserved for certain countries:** Not Applicable
- **Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:** Not Applicable
- **Amount of any expenses and taxes specifically charged to the subscriber or purchaser:** Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation. The Noteholders shall also consult the Taxation section in the Base Prospectus.

Subscription fees or purchases fees: none

- **Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:** Unknown to the Issuer at the date of these Final Terms

11. ADDITIONAL INFORMATION

- **Minimum investment in the Notes:** GBP 100,000 (i.e. 100,000 Notes)
- **Minimum Trading Lot:** GBP 1 (i.e. 1 Note)

12. PUBLIC OFFERS IN OR FROM SWITZERLAND AND SWISS SIMPLIFIED PROSPECTUS

Not Applicable

ISSUE SPECIFIC SUMMARY

Section A – Introduction and warnings		
A.1	Warning	<p>This summary must be read as an introduction to the Base Prospectus.</p> <p>Any decision to invest in the Notes should be based on a consideration of the Base Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled this summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of this Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</p>
A.2	Consent to the use of the Base Prospectus	<p>The Issuer consents to the use of this Base Prospectus in connection with a resale or placement of Notes in circumstances where a prospectus is required to be published under the Prospectus Directive (a Public Offer) subject to the following conditions:</p> <p>(i) the consent is only valid during the period from 19/06/2013 to 30/07/2013 (the Offer Period);</p> <p>(ii) the only persons authorised to use the Base Prospectus to make the Public Offer (Offerors) are any financial intermediary which acknowledges on its website that it has been duly appointed as an Offeror to offer the Notes during the Offer Period and states that it is relying on the Base Prospectus to do so, provided that such financial intermediary has in fact been so appointed;</p> <p>(iii) the consent only extends to the use of this Base Prospectus to make Public Offers of the Notes in the United Kingdom; and</p> <p>Any Offeror falling within sub-paragraph (ii) above who meets all of the other conditions stated above and wishes to use the Base Prospectus in</p>

		<p>connection with a Public Offer is required, at the relevant time, to publish on its website that it is relying on the Base Prospectus for such Public Offer with the consent of the Issuer.</p> <p>The consent referred to above is valid for the Offer Period from the date of the Base Prospectus.</p> <p>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A PUBLIC OFFER FROM AN OFFEROR OTHER THAN THE ISSUER WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. THE INVESTOR MUST LOOK TO THE OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION. NONE OF THE ISSUER OR ANY DEALER HAS ANY RESPONSIBILITY OR LIABILITY TO AN INVESTOR IN RESPECT OF SUCH INFORMATION.</p>
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Section B – Issuers and Guarantor		
B.1	Legal and commercial name of the Issuer	SG Issuer
B.2	Domicile, legal form, legislation and country of incorporation	Domicile: 15, boulevard Prince Henri, L-1724 Luxembourg. Legal form: Public limited liability company (<i>société anonyme</i>). Legislation under which the Issuer operates: Luxembourg law. Country of incorporation: Luxembourg.
B.4b	Known trends affecting the Issuer and the industries in which it operates	SG Issuer expects to start its new activity in accordance with its new corporate objects over the course of 2013
B.5	Description of the Issuer's group and the Issuer's position within the group	SG Issuer is a subsidiary of the Société Générale Group and has no subsidiaries
B.9	Figure of profit forecast or estimate (if any)	Not applicable. SG Issuer does not provide any figure of profit forecast or estimate.
B.10	Nature of any qualifications in the audit report on the historical financial information	Not applicable. The audit reports do not include any qualification.

B.12	Selected historical financial information regarding the Issuer key the																
		<table border="1"> <thead> <tr> <th data-bbox="632 421 791 477">(in K€)</th> <th data-bbox="791 421 1054 477">December 31, 2012 (audited)</th> <th data-bbox="1054 421 1318 477">December 31, 2011 (audited)</th> </tr> </thead> <tbody> <tr> <td data-bbox="632 477 791 566">Operating Revenues</td> <td data-bbox="791 477 1054 566">6 805</td> <td data-bbox="1054 477 1318 566">19 835</td> </tr> <tr> <td data-bbox="632 566 791 656">Profit from operations</td> <td data-bbox="791 566 1054 656">5 233</td> <td data-bbox="1054 566 1318 656">5 573</td> </tr> <tr> <td data-bbox="632 656 791 768">Profit from continuing operations</td> <td data-bbox="791 656 1054 768">5 233</td> <td data-bbox="1054 656 1318 768">5 573</td> </tr> <tr> <td data-bbox="632 768 791 846">Total Assets</td> <td data-bbox="791 768 1054 846">447 087</td> <td data-bbox="1054 768 1318 846">69 028</td> </tr> </tbody> </table>	(in K€)	December 31, 2012 (audited)	December 31, 2011 (audited)	Operating Revenues	6 805	19 835	Profit from operations	5 233	5 573	Profit from continuing operations	5 233	5 573	Total Assets	447 087	69 028
(in K€)	December 31, 2012 (audited)	December 31, 2011 (audited)															
Operating Revenues	6 805	19 835															
Profit from operations	5 233	5 573															
Profit from continuing operations	5 233	5 573															
Total Assets	447 087	69 028															
	Material adverse change in the prospects of the Issuer since the date of its last published audited financial statements	There has been no material adverse change in the prospects of SG Issuer since the date of its last audited financial statements dated 31 December 2012.															
	Significant changes in the financial or trading position subsequent to the period covered by the historical financial information	There have been no significant changes in the financial or trading position of SG Issuer since the date of its last published financial statements dated 31 December 2012.															
B.13	Recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency	There have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of each of the Issuers' solvency.															
B.14	Statement as to whether the Issuer is dependent upon other entities within the group	<p>See Element B.5 above for the Issuers' position within the Group.</p> <p>SG Issuer is dependent upon Société Générale Bank & Trust which is dependent upon Société Générale within the Group.</p>															

B.15	Issuer's principal activities	SG Issuer is a finance company whose main business is raising debt to be on-lent to Société Générale and other members of the Group.
B.16	To the extent known to the Issuer, whether the Issuer is directly or indirectly owned or controlled and by whom, and nature of such control	SG Issuer is a 100 per cent. owned subsidiary of Société Générale Bank & Trust S.A. which is a subsidiary of Société Générale and is a fully consolidated company.
B.17	Credit ratings assigned to the Issuer or its debt securities	SG Issuer is not rated. The Notes to be issued have not been rated.
B.18	Nature and scope of the guarantee	The due and punctual payment of any amounts due by SG Issuer in respect of the Notes issued by SG Issuer will be unconditionally and irrevocably guaranteed by the Guarantor as provided in the Guarantee provided that the Guarantee shall not apply to any Series of Notes issued on or after the date of the Guarantee by SG Issuer to the extent that, at the Issue Date of such Series of Notes, the sum of (A) the Aggregate Nominal Amount of such Series of Notes and (B) the Aggregate Nominal Amounts of each Series of Notes issued by the Issuers and outstanding on such Issue Date, in each case, converted into Euro at the relevant spot rate of exchange on such Issue Date, is equal to an amount which exceeds €125.000.000.000.
B.19	Information about the guarantor as if it were the issuer of the same type of security that is subject of the guarantee	<p>The information about Société Générale as if it were the Issuer of the same type of Notes that is subject of the Guarantee is set out in accordance with the Elements B.1, B.2, B.4b, B.5, B.9, B.10, B.12, B.13, B.14, B.15, B.16 and B.17 below, respectively :</p> <p>B.1: Société Générale</p> <p>B.2: Domicile: 29, boulevard Haussmann, 75009 Paris, France. Legal form: Public limited company (<i>société anonyme</i>). Legislation under which the Issuer operates: French law. Country of incorporation: France.</p> <p>B.4.b: Significant but uneven deterioration in the global economic environment; recommendation by the European Banking Authority to reach a Core Tier 1 of at least 9% under Basel 2.5 starting 30 June 2012; Vickers report in the United Kingdom suggesting ringfencing retail banking activities within universal banks (issue which the European Union will take up in 2012); other topics being monitored by the Financial Stability Council include harmonisation of accounting standards, compensation practices, functioning of OTC derivative markets, among others. In the US, the Dodd-Frank Act laid the foundation for systemic risk supervisions and oversight of certain activities of Corporate and Investment Banks; a tax on financial transactions has been introduced in 2012 in France.</p> <p>B.5: Société Générale is the parent company of the Société Générale Group.</p>

The Société Générale Group offers advisory and other services to individual customers, companies and institutions as part of three main business lines:

- Retail Banking in France under Société Générale, Crédit du Nord and Boursorama brands;
- International Retail Banking, which is present in Central and Eastern Europe, Russia, the Mediterranean Basin, Sub-Saharan Africa, Asia and in the French Overseas territories; and
- Corporate and Investment Banking with a broad range of expertise in investment banking, finance and market activities

B.9:

Not applicable. Société Générale does not make any figure of profit forecast or estimate

B.10:

Not applicable. The audit report does not include any qualification.

B.12:

	Year ended 2012	Year ended 2011
Results (in EUR M)		
Net Banking Income	23,110	25,636
Operating income	2,737	4,270
Net income before non controlling interests	1,208	2,788
Net income	774	2,385
<i>French Networks</i>	1,291	1,428
<i>International Retail Banking</i>	(51)	325
<i>Corporate and Investment Banking</i>	1,053	635
<i>Specialised Financial Services and Insurance</i>	674	297
<i>Private Banking, Global Investment Management and Services</i>	(293)	171
<i>Corporate Centre</i>	(1,900)	(471)
Activity (in EUR bn)		
Total assets and liabilities	1,250.7	1,181.4
Customer loans	350.2	367.5
Customer deposits	337.2	340.2

		<p>Equity (in billions of euros)</p> <hr/> <table> <tr> <td>Group shareholders' equity</td> <td>49.8</td> <td>47.1</td> </tr> </table> <hr/> <table> <tr> <td>Total consolidated equity</td> <td>54.1</td> <td>51.1</td> </tr> </table> <hr/> <p>There has been no material adverse change in the prospects of Société Générale and its consolidated subsidiaries (taken as a whole) since the date of its last audited financial statements dated 31 December 2012.</p> <p>There have been no significant changes in the financial or trading position of Société Générale and its consolidated subsidiaries (taken as a whole) since the date of its last published financial statements dated 31 December 2012.</p> <p>B.13: There have been no recent events particular to Société Générale which are to a material extent relevant to the evaluation of its solvency.</p> <p>B.14: See Element B.5 above for Société Générale's position within the Group. Société Générale is the ultimate holding company of the Group. However, Société Générale operates its own business; it does not act as a simple holding company vis-à-vis its subsidiaries.</p> <p>B.15: The purpose of Société Générale is, under the conditions determined by the laws and regulations applicable to credit institutions, to carry out with individuals and corporate entities, in France or abroad:</p> <ul style="list-style-type: none"> • all banking transactions; • all transactions related to banking operations, including in particular, investment services or allied services as listed by Articles L. 321-1 and L. 321-2 of the French <i>Code monétaire et financier</i>; • all acquisitions of interests in other companies. <p>Société Générale may also, on a regular basis, as defined in the conditions set by the French Financial and Banking Regulation Committee, engage in all transactions other than those mentioned above, including in particular insurance brokerage.</p> <p>Generally, Société Générale may carry out, on its own behalf, on behalf of a third-party or jointly, all financial, commercial, industrial, agricultural, movable property or real property transactions, directly or indirectly related to the abovementioned activities or likely to facilitate the accomplishment of such activities.</p> <p>B.16: Société Générale is not owned or controlled by a parent company.</p> <p>B.17: Société Générale is rated A2 by Moody's Investors Services, A by Standard and Poor's and A+ by Fitch Ratings.</p>	Group shareholders' equity	49.8	47.1	Total consolidated equity	54.1	51.1
Group shareholders' equity	49.8	47.1						
Total consolidated equity	54.1	51.1						

Section C – Securities		
C.1	Type and the class of the securities being offered	<p>The Notes are:</p> <p>Share Linked Notes</p>

	and/or admitted to trading, including any security identification number	Clearing System(s): Euroclear Bank S.A/N.V. (Euroclear) / Clearstream Banking <i>société anonyme</i> (Clearstream, Luxembourg) ISIN code: XS0867726472
C2	Currency of the securities issue	Specified Currency or Currencies: GBP
C5	Any restrictions on the free transferability of the securities	There is no restriction on the free transferability of the Notes, subject to selling and transfer restrictions which may apply in certain jurisdictions.
C8	Rights attached to the securities, including ranking and limitations to those rights and procedures for the exercise of those rights.	<p>Ranking</p> <p>Unsecured Notes will be direct, unconditional, unsecured and unsubordinated obligations of the Issuers and will rank <i>pari passu</i> without any preference among themselves and (subject to such exceptions as from time to time exist under applicable law) at least <i>pari passu</i> with all other outstanding direct, unconditional, unsecured and unsubordinated obligations of the Issuers, present and future.</p> <p>Events of Default</p> <p>The terms of the Notes issued will contain the following events of default:</p> <ul style="list-style-type: none"> - the Issuer is in default with respect to the payment of interest or principal when due or the delivery of Deliverable Assets deliverable in respect of the Notes; or - the Issuer is in default in the performance of any other obligation under the Terms and Conditions; or - the Issuer institutes or has instituted against it by a regulator, supervisor or any similar official with primary insolvency, rehabilitative or regulatory jurisdiction over it in the jurisdiction of its incorporation or the jurisdiction of its head office, or the Issuer consents to a proceeding seeking a judgment of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, or the Issuer consents to a petition for its winding-up or liquidation by it or by such regulator, supervisor or similar official, provided that proceedings instituted or petitions presented by creditors and not consented to by the Issuer shall not constitute an Event of Default; or <p>the Guarantee ceases to be in full force and effect in respect of the Notes or notice is given by the Guarantor which would cause the Guarantee to cease to be in full force and effect in respect of the Notes</p> <p>Governing law</p> <p>The Notes and any non-contractual obligations arising out of or in connection with the Notes will be governed by, and shall be construed in accordance with English law</p>
C9	Nominal interest rate	2.34 per cent payable in arrear
	Date from which interest becomes payable and due dates for interest	Specified Period(s) /Interest Payment Date(s): Interest Payment Date(i): 08/11/2013 (i=1) 10/02/2014 (i=2) 08/05/2014 (i=3)

		08/08/2014 (i=4) 10/11/2014 (i=5) 09/02/2015 (i=6) 08/05/2015 (i=7) 10/08/2015 (i=8)
	Where rate is not fixed, description of the underlying on which it is based	Not Applicable
	Maturity date and arrangements for amortisation of the loan, including the repayment procedures	10/08/2015
	Indication of yield	Indication of Yield Not Applicable
	Name of representative of debt security holders	Not Applicable
C10	Clear and comprehensive explanation to help investors understand how the value of their investment is affected by the value of the underlying instrument(s), especially under the circumstances when the risks are most evident	See Element C15 below
C11	Whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets with indication of the markets in question	Application has been made for the Notes to be admitted to trading on the regulated market of the London Stock Exchange

C15	How the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000.	<p>Under these Notes, the Noteholders are entitled to receive quarterly defined fixed coupons throughout the term of the Notes regardless of the performance of the Underlying(s). At maturity, the Noteholders are entitled to receive an amount totally linked to the performance of the Underlying(s). The return depends upon the fact that the performance of the Underlying(s) reaches or does not reach a pre-determined threshold. Accordingly, a small downward or upward movement of the Underlying(s) close to the threshold may result in a significantly larger increase or decrease of the return of the Notes. Only the performance of the worst performing Underlying(s) will be retained for the calculation of the performance. Accordingly, the Noteholders may not benefit from the performances of the best performing Underlying(s). The return of these Notes is linked to the performances of the Underlying(s) as calculated on pre-determined Valuation Dates, and regardless of the level of such Underlying(s) between these dates. As a result, the Closing Price of the Underlying(s) on these dates will affect the value of the Notes more than any other single factor. Under these Notes, at maturity, the Noteholders may not receive the amount initially invested. Noteholders are entitled to receive a Final Redemption Amount which may, in case of an adverse evolution of the Underlying(s) during the term of the Notes, be significantly lower than the amount per Note initially invested.</p>				
C16	Expiration or maturity date of the derivative securities – the exercise date or final reference date	The maturity date of the Notes will be 10/08/2015				
C17	Settlement procedure of the derivative securities	Cash delivery or Physical Delivery				
C18	How the return on derivative securities takes place	Pursuant to the provisions of the Additional Terms and Conditions relating to the underlying asset(s) and upon the occurrence of certain extraordinary events and adjustments affecting such underlying asset(s), the Calculation Agent may decide an early redemption of the Notes on the basis of the Market Value				
C19	Exercise price or final reference price of the underlying	Final reference price: the value of the underlying asset(s) on the relevant valuation date(s) for the redemption, subject to the occurrence of certain extraordinary events and adjustments affecting such underlying asset(s).				
C20	Type of the underlying and where the information on the underlying can be found	k	Company	Bloomberg Ticker	Exchange	Website
		1	HSBC Holdings PLC	HSBA LN	London Stock Exchange	www.hsbc.com
		2	Vodafone Group PLC	VOD LN	London Stock Exchange	www.vodafone.com
		3	BP PLC	BP/ LN	London Stock Exchange	www.bp.com
C21	Indication of the market where the securities will be traded and for which prospectus has been published	See Element C.11 above.				

Section D – Risks		
D2	<p>Key information on the key risks that are specific to the Issuer</p>	<p>The Group is exposed to the risks inherent in its core businesses</p> <p>The Group's risk management focuses on the following main categories of risks, any of which could materially adversely affect the Group's business, results of operations and financial condition:</p> <p>Credit and counterparty risk (including country risk): risk of losses arising from the inability of the Group's customers, issuers or other counterparties to meet their financial commitments. Credit risk includes counterparty risk linked to market transactions (replacement risk) and as well as securitisation activities.</p> <p>Market risk: risk of a loss of value on financial instruments arising from changes in market parameters, volatility of these parameters and correlations between them.</p> <p>Operational risks: risk of losses or sanctions due to inadequacies or failures in internal procedures or systems, human error or external events;</p> <p>Structural interest and exchange rate risk: risk of loss or of write-downs in the Group's assets arising from variations in interest or exchange rates.</p> <p>Liquidity risk: risk of the Group not being able to meet its cash or collateral requirements as they arise and at a reasonable cost.</p> <p>The Guarantee constitutes a general and unsecured contractual obligation of the Guarantor and no other person, any payments on the Notes are also dependent on the creditworthiness of the Guarantor.</p> <p>Prospective investors in Notes benefiting from the Guarantee should note that the entitlement of the Noteholder will be limited to the sums obtained by making a claim under the Guarantee, and the relevant provisions of the Guarantee and, in relation to Secured Notes only, from the sums obtained following enforcement of the relevant Pledge Agreement.</p> <p>The Guarantee is a payment guarantee only and not a guarantee of the performance by the relevant Issuer or any of its other obligations under the Notes benefiting from the Guarantee.</p> <p>The Guarantee may cover only part of the relevant Issuer's payment obligations under the relevant Series of Notes. In such a case, Noteholders may retain the risk that payments under the Notes are less than the amounts due by the Issuer under the Notes.</p> <p>Société Générale will act as issuer under the Programme, as the Guarantor of the Notes issued by SG Issuer, SGA Société Générale Acceptance N.V. and SG Option Europe and also as provider of hedging instruments to each Issuer. As a result, investors will be exposed not only to the credit risk of the Guarantor but also operational risks arising from the lack of independence of the Guarantor, in assuming its duties and obligations as the Guarantor and provider of the hedging instruments.</p> <p>The potential conflicts of interests and operational risks arising from such lack of independence are in part intended to be mitigated by the fact that different divisions within the Guarantor will be responsible for implementing the Guarantee and providing the hedging instruments and that each division is run</p>

		<p>as a separate operational unit, segregated by Chinese walls (information barriers) and run by different management teams.</p> <p>The Issuers and the Guarantor and any of their subsidiaries and/or their affiliates, in connection with their other business activities, may possess or acquire material information about the underlying assets. Such activities and information may cause consequences adverse to Noteholders.</p> <p>The Issuers and the Guarantor and any of their subsidiaries and/or their affiliates may act in other capacities with regard to the Notes, such as market maker, calculation agent or agent. Therefore, a potential conflict of interests may arise.</p> <p>In connection with the offering of the Notes, the Issuers and the Guarantor and/or their affiliates may enter into one or more hedging transaction(s) with respect to a reference asset(s) or related derivatives, which may affect the market price, liquidity or value of the Notes.</p>
D3	Key information on the key risks that are specific to the securities	<ul style="list-style-type: none"> • The possibility of an optional redemption by the Issuer is likely to limit the market value of the Notes. Furthermore regarding the possibility of an optional redemption by the Issuer potential investors should consider reinvestment risk in light of other investments available at that time. • Payments (in respect of principal whether at maturity or otherwise) on Structured Notes are calculated by reference to certain underlyings, the return of the Notes is based on changes in the value of the underlying, which may fluctuate. Potential investors should be aware that these Notes may be volatile and that they may receive no interest and may lose all or a substantial portion of their principal. • Investment in Fixed Rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Fixed Rate Notes. • Structured Notes where the performance of an underlying is multiplied by a certain factor to determine the amounts payable by the Issuer are subject to increased volatility and risks including a total loss of the invested capital. • The Terms and Conditions may include provisions under which upon the occurrence of certain market disruptions delays in the settlement of the Notes may be incurred or certain modifications be made to their terms. Furthermore, an early termination of the Notes by the Issuer may occur upon the occurrence of certain events.
D6	Important warning to the investor	<p>CERTAIN ISSUES OF NOTES MAY NOT BE SUITABLE INVESTMENTS FOR ALL INVESTORS. NO INVESTOR SHOULD PURCHASE A NOTE UNLESS SUCH INVESTOR UNDERSTANDS, AND IS ABLE TO BEAR THE YIELD, MARKET LIQUIDITY, STRUCTURE, REDEMPTION AND OTHER RISKS ASSOCIATED WITH THE NOTE.</p> <p>INVESTORS COULD SUSTAIN AN ENTIRE LOSS OF THEIR INVESTMENT AND SHOULD THEREFORE REACH AN INVESTMENT DECISION ON THE NOTES ONLY AFTER CAREFUL CONSIDERATION WITH THEIR OWN ADVISERS AS TO THE SUITABILITY OF THE PURCHASE IN LIGHT OF THEIR PARTICULAR FINANCIAL CIRCUMSTANCES</p>

		<p>and the settlement arrangements in respect thereof.</p> <p>Manner and date in which results of the offer are to be made public: Publication on the website of the Issuer (http://prospectus.socgen.com) and in a daily newspaper of general circulation in the relevant place(s) of listing and/or public offer at the end of the subscription period if required by local regulation.</p> <p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable</p> <p>Whether tranche(s) has/have been reserved for certain countries: Not Applicable</p> <p>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not Applicable</p> <p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation. The Noteholders shall also consult the Taxation section in the Base Prospectus.</p> <p>Subscription fees or purchases fees: none.</p> <p>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: Unknown to the Issuer at the date of these Final Terms</p>
E4	Description of any interest that is material to the issue/offer including conflicting interests	<p>Save for fees, if any, payable to the Dealer, and so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.</p> <p>The Issuer and Société Générale expect to enter into hedging transactions in order to hedge the Issuer's obligations under the Notes. Should any conflicts of interest arise between (i) the responsibilities of Société Générale as Calculation Agent for the Notes and (ii) the responsibilities of Société Générale as counterparty to the above mentioned hedging transactions, the Issuer and Société Générale hereby represent that such conflicts of interest will be resolved in a manner which respects the interests of the Noteholders.</p>

E7	Estimated expenses charged to the investor by the Issuer or the offeror	Not Applicable. No expenses are charged to the investor by the Issuer or the Offeror
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