

## APPLICABLE FINAL TERMS

Investors should have sufficient knowledge and experience of financial and business matters to evaluate the merits and risks of investing in a particular issue of Euro Medium Term Notes as well as access to, and knowledge of, appropriate analytical tools to assess such merits and risks in the context of their financial situation. Certain issues of Euro Medium Term Notes are not an appropriate investment for investors who are unsophisticated with respect to the applicable interest rate indices, currencies, other indices or formulas, or redemption or other rights or options. Investors should also have sufficient financial resources to bear the risks of an investment in Euro Medium Term Notes. For a more detailed description of the risks associated with any investment in the Notes investors should read the section of the Debt Issuance Programme Prospectus headed "*Risk Factors*".

The Notes and the Guarantee have not been approved or disapproved by the U.S. Securities and Exchange Commission (the **SEC**), any State securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing Authorities passed upon or endorsed the merits of the offering of the Notes or the accuracy or adequacy of this Debt Issuance Programme Prospectus. Any representation to the contrary is a criminal offence in the United States.

19 April 2011

## SOCIÉTÉ GÉNÉRALE

**Issue of €300,000,000 3.125 per cent. Notes due 2017 (the Notes)  
to be consolidated (*assimilables*) and form a single series with the  
€1,000,000,000 3.125 per cent. Notes due 2017 issued on 21 September 2010 (the Existing Notes)  
pursuant to the Issuer's € 125,000,000,000  
Euro Medium Term Note Programme**

## PART A – CONTRACTUAL TERMS

The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the **Securities Act**), or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States or for the account or benefit of U.S. persons (as defined in Regulation S under the Securities Act), except in certain transactions exempt from the registration requirements of the Securities Act. For a description of certain restrictions on offers and sales of Notes, see "*Subscription, Sale and Transfer Restrictions*" in the Base Programme Prospectus.

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 Debt Issuance Programme Prospectus dated 27 April 2010 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Debt Issuance Programme Prospectus and any Supplement(s) to such Debt Issuance Programme Prospectus 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 and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Debt Issuance Programme 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 Debt Issuance Programme 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. Copies of the Debt Issuance Programme Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer, 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](http://www.bourse.lu)).

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|-----|---|---|
| 1.  | Issuer:   | Société Générale  |
| 2.  | (i) Series Number:                                    | 28227/10-9  |
|     | (ii) Tranche Number:                                  | 2   |
| 3.  | Specified Currency or Currencies:                     | EURO (€)  |
| 4.  | Aggregate Nominal Amount:                             |   |
|     | (i) Tranche:  | €300,000,000  |
|     | (ii) Series:  | €300,000,000  |
| 5.  | Issue Price:  | 93.698 per cent. of the Aggregate Nominal Amount plus 212 days' accrued interest from and including the Interest Commencement Date to but excluding the Issue Date at a rate of 1.815068 per cent. and amounting to €5,445,204.00 |
| 6.  | (a) Specified Denomination(s):                        | €50,000   |
|     | (b) Calculation Amount:                               | €50,000   |
| 7.  | (a) Issue Date:                                       | 21 April 2011   |
|     | (b) Interest Commencement Date:                       | 21 September 2010   |
| 8.  | Maturity Date:  | 21 September 2017   |
| 9.  | Interest Basis:                                       | 3.125 per cent. per annum Fixed Rate (further particulars specified below)  |
| 10. | Redemption/Payment Basis:                             | Redemption at par   |
| 11. | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable  |
| 12. | Put/Call Options:                                     | Not Applicable  |
| 13. | Status of the Notes:                                  | Unsubordinated  |
| 14. | Method of distribution:                               | Syndicated  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |                                   |  |
|-----|-----------------------------------|--|
| 15. | <b>Fixed Rate Note Provision:</b> | Applicable   |
|     | (i) Rate(s) of Interest:          | 3.125 per cent. per annum payable annually in arrear |
|     | (ii) Interest Payment Date(s):    | 21 September in each year commencing on              |

		21 September 2011 up to and including the Maturity Date
(iii)	Business Day Convention:	Following Business Day Convention
(iv)	Fixed Coupon Amount(s):	€1,562.50 per Note of €50,000 Specified Denomination
(v)	Broken Amount(s):	Not Applicable
(vi)	Day Count Fraction:	Actual/Actual (ICMA)
(vii)	Determination Date(s):	21 September in each year
(viii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
16.	<b>Floating Rate Note Provisions:</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions:</b>	Not Applicable
18.	<b>Index Linked Interest Note Provisions:</b>	Not Applicable
19.	<b>Dual Currency Note Provisions:</b>	Not Applicable

#### PROVISIONS RELATING TO PHYSICAL DELIVERY

20.	<b>Physical Delivery Note Provisions:</b>	Not Applicable
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#### PROVISIONS RELATING TO REDEMPTION

21.	Issuer's optional redemption (other than for taxation reasons):	Not Applicable
22.	Redemption at the option of the Noteholders:	Not Applicable
23.	Final Redemption Amount:	€50,000 per Note of €50,000 Specified Denomination
24.	Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 7(g) of the Terms and Conditions of the English Law Notes and the Uncertificated Notes and 6(g) of the Terms and Conditions of the French Law Notes):	Condition 7(g) applies
25.	<b>Credit Linked Notes provisions:</b>	Not Applicable

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

26.	Form of Notes:	
(i)	Form:	Temporary global Note exchangeable for a permanent global Note on the Exchange Date which is exchangeable for Definitive Bearer Notes only upon an

	Exchange Event
(ii) New Global Note:	Yes
27. “Payment Business Day” election in accordance with Condition 6(g) of the Terms and Conditions of the English Law Notes and the Uncertificated Notes or other special provisions relating to Payment Business Days:	Following Payment Business Day
28. Additional Financial Centre(s) for the purposes of Condition 6(g) of the Terms and Conditions of the English Law Notes and the Uncertificated Notes:	Not Applicable
29. Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes:	Yes (if appropriate)
30. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay:	Not Applicable
31. Details relating to Instalment Notes:	Not Applicable
32. Redenomination applicable:	Redenomination not applicable
33. Clearing System Delivery Period (Condition 15 of the Terms and Conditions of the English Law Notes ( <i>Notices</i> )):	Same Day Delivery
34. <i>Masse</i> (Condition 13 of the Terms and Conditions of the French Law Notes):	Not Applicable
35. Swiss Paying Agent(s):	Not Applicable
36. Portfolio Manager:	Not Applicable
37. Other final terms:	Not Applicable
38. Governing law:	The Notes (and, if applicable, the Receipts and the Coupons) 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.

## DISTRIBUTION

39. (i) If syndicated, names of Managers:	<b>Lead Manager</b>
	Société Générale Bank & Trust
	<b>Co-Lead Managers</b>
	ING Bank N.V.
	Lloyds TSB Bank plc

(ii)	Date of Syndication Agreement:	19 April 2011
(iii)	Stabilising Manager (if any):	Not Applicable
40.	If non-syndicated, name of relevant Dealer:	Not Applicable
41.	Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:	TEFRA D
42.	Additional selling restrictions:	Not Applicable
43.	Additional U.S. Tax Disclosure	Not Applicable

## **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for the issue of the Notes and admission to trading on the regulated market of the Luxembourg Stock Exchange by Société Générale pursuant to its €125,000,000,000 Euro Medium Term Note Programme for which purpose they are hereby submitted.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms prepared in relation to Series 28227/10-9, Tranche 2.

Signed on behalf of the Issuer:

By:

*Duly authorised*

## 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 Luxembourg Stock Exchange.  |
| (ii)  | Admission to trading:                                       | <p>Application has been made for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date.</p> <p>The Existing Notes have been admitted to trading on the regulated market of the Luxembourg Stock Exchange and to the Official List of the Luxembourg Stock Exchange, with effect from the issue date of the Existing Notes, being 21 September 2010.</p> |
| (iii) | Estimate of total expenses related to admission to trading: | €400   |

### 2. RATINGS

- |          |  |
|----------|--|
| Ratings: | The Notes to be issued are expected to be rated:                                     |
|          | Standard & Poor's Ratings Services, a division of the McGraw Hill Companies Inc.: A+ |
|          | Moody's Investors Service Limited: Aa2   |
|          | Fitch A+   |

### 3. NOTIFICATION

Not Applicable

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

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

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

Not Applicable

### 6. YIELD

- |                      |   |
|----------------------|---|
| Indication of yield: | Re-offer yield: 4.265 per cent. (per annum)   |
|                      | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

### 7. HISTORIC INTEREST RATES (*Floating Rate Notes only*)

Not Applicable

8. **PERFORMANCE OF INDEX/FORMULA, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING** (*Index Linked Notes only*)

Not Applicable

9. **PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT** (*Dual Currency Notes only*)

Not Applicable

10. **INFORMATION REQUIRED FOR SIS NOTES TO BE LISTED ON THE SIX SWISS EXCHANGE**

Not Applicable

11. **OPERATIONAL INFORMATION**

(i) ISIN Code: Temporary number XS0619514580 will apply until the Exchange Date, and from such date, permanent number XS0542607683 will apply.

(ii) Common Code: Temporary number 61951458 will apply until the Exchange Date, and from such date, permanent number 054260768 will apply.

(iii) Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, *société anonyme* or Euroclear France and the relevant identification number(s): Not Applicable

(iv) Delivery: Delivery against payment

(v) Names and addresses of Additional Paying Agent(s) (if any): Not Applicable

(vii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.

12. **Address and contact details of Société Générale for all administrative communications relating to the Notes:**

Société Générale  
Tour Société Générale  
OPER/OTC/IRD

189, rue d'Aubervilliers  
75886 Paris Cedex 18  
Telephone: + 33 1 42 13 64 32 / + 33 1 42 13 44 52  
Facsimile: + 33 1 42 13 76 33

Attention: Nicolas LEBLOIS / Catherine NYS

**Post-issuance information:**

The Issuer does not intend to provide any post-issuance information in relation to any assets underlying issues of Notes constituting derivative securities.