

APPLICABLE FINAL TERMS

The Notes cannot be early redeemed by the Issuer for taxation reasons. **All payments under the Notes shall be effected by the Issuer after deductions or withholdings for any taxes, duties, assessments or governmental charges in respect of such Notes as the case may be.** In such case, the Issuer will withhold or deduct such taxes, duties, assessments or governmental charges from the due and payable amount and pay the deducted or withheld amounts to the competent tax authorities. **As a result, the amounts that the Noteholder will effectively receive under the Notes may be substantially less than the due and payable amounts.** The Issuer shall not be obliged to pay any additional amounts to the Noteholder for any such deductions or withholdings.

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 Debt Instruments 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 Debt Instruments 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 Debt Instruments. For a more detailed description of the risks associated with any investment in the Notes investors should read the section of the Base Prospectus headed "*Risk Factors*".

Any purchaser of the Notes will be deemed to have represented and agreed that they (i) have the knowledge and sophistication independently to appraise and understand the financial and legal terms and conditions of the Notes and to assume the economic consequences and risks thereof; (ii) to the extent necessary, have consulted with their own independent financial, legal or other advisers and have made their own investment, hedging and trading decisions in connection with the Notes based upon their own judgement and the advice of such advisers and not upon any view expressed by the Issuer, the Guarantor (if any), the Arranger or the Dealer; (iii) have not relied upon any representations (whether written or oral) of any other party, and are not in any fiduciary relationship with the Issuer or the Dealer; (iv) have not obtained from the Issuer, the Guarantor (if any), the Arranger or the Dealer (directly or indirectly through any other person) any advice, counsel or assurances as to the expected or projected success, profitability, performance, results or benefits of the Notes, and have agreed that the Issuer, the Guarantor (if any), the Arranger and the Dealer do not have any liability in that respect; (v) have not relied upon any representations (whether written or oral) by, nor received any advice from, the Issuer, the Guarantor (if any), the Arranger or the Dealer as to the possible qualification under the laws or regulations of any jurisdiction of the Notes described in these Final Terms and understand that nothing contained herein should be construed as such a representation or advice for the purposes of the laws or regulations of any jurisdiction.

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 Base Prospectus. Any representation to the contrary is a criminal offence in the United States.

In respect of the primary market, each investor must purchase a minimum number of Notes equivalent to an aggregate nominal amount of AUD 10,000 (i.e., 10 Notes).

Subject to certain conditions and under normal market conditions, Société Générale intends to use reasonable endeavours to provide a secondary market on a daily basis during the life of the product. However, Société Générale makes no firm commitment to provide secondary market liquidity for the Notes, and assumes no legal obligation to provide any market making for the Notes. Therefore, potential investors may not be able to sell the Notes at a specific time or at a specific price.

Secondary market offer of Notes by Société Générale

Under normal market conditions, upon a third party's request, Société Générale may provide an offer price (in percentage) which is composed of the value of the Notes as determined by the Calculation Agent and a commission component as agreed between Société Générale and the third party which may be up to 0.5 per cent. per annum times the number of years from and including the settlement date up to and including the Maturity Date of the Notes. This commission will be paid to the third party in compliance with the relevant laws and regulations. For the purpose of this paragraph, "settlement date" means the actual date of purchase of the Notes.

Dated 27 January 2014

SGA SOCIETE GENERALE ACCEPTANCE NV
Series 39421/13-01
Tranche 2

Issue of AUD 20,000,000 Fixed Rate Note due 18 January 2023 to be assimilated (*assimilables*) and form a single series with the AUD 20,000,000 Fixed Rate Notes of Series 39421/13-01 Tranche 1 issued on 18 January 2013 (the "Notes")

Unconditionally and irrevocably guaranteed by Société Générale
under the € 125,000,000,000
Debt Instruments Issuance Programme

PART A – CONTRACTUAL TERM

The Notes are issued under the Base Prospectus dated 29 April 2013. In order for the Notes to be assimilated (*assimilables*) and form a single series with the AUD 20,000,000 Notes of Series 39421/13-01 Tranche 1 issued on 18 January 2013, terms used herein shall be deemed to be defined as such for the purposes of the Conditions under the heading "*Terms and Conditions of the English Law Notes and the Uncertificated Notes*" in the Base Prospectus dated 20 April 2012 (as amended and supplemented from time to time) which are incorporated by reference in the Base Prospectus dated 29 April 2013. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Base Prospectus dated 20 April 2012 to the extent that such amendments have been implemented in a Member State) and any Supplement(s) to such Base Prospectus published prior to the Issue Date (as defined below) (**Supplement(s)**). Full information on the Issuer, the Guarantor 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) thereto. 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, 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: | 39421/13-01 |
| | (ii) | Tranche Number: | 2 |
| | (iii) | Date on which the Notes become fungible: | The Notes shall be assimilated and form a single series with the AUD 20,000,000 Fixed Rate Notes of Series 39421/13-01 Tranche 1 due 18 January 2023 issued on 18 January 2013 |
| 2. | | Specified Currency or Currencies: | Australian Dollar ("AUD") |
| 3. | | Aggregate Nominal Amount: | |
| | (i) | Tranche: | AUD 20,000,000 |

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	(ii) Series:	AUD 40,000,000
4.	Issue Price:	94.33 per cent. of the Specified Denomination
5.	(i) Specified Denomination(s):	AUD 1,000 (“SD”)
	(ii) Calculation Amount:	AUD 1,000
6.	(i) Issue Date:	29 January 2014
	(ii) Interest Commencement Date:	Issue Date
7.	Maturity Date:	18 January 2023
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:	Not Applicable
	(iv) Reference of the Product:	Not Applicable
10.	Interest Basis:	5% per annum Fixed Rate
		See section “PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE” below
11.	Redemption/Payment Basis:	Redemption at par
		See section “PROVISIONS RELATING TO REDEMPTION” below
12.	Put/Call Options:	Not Applicable
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
13.	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	5.0 per cent. per annum, payable monthly in arrear
	(ii) Specified Period(s) / Interest Payment Date(s):	18 th in each month from and including 18 February 2014 up to and including the Maturity Date
	(iii) Business Day Convention:	Modified Following Business Day convention (unadjusted)

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	(iv) Fixed Coupon Amount(s):	Rate of Interest x Specified Denomination x Day Count Fraction
	(v) Day Count Fraction	30/360
	(vi) Broken Amount(s)	Not Applicable
	(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:	AUD 1,000 per Note of AUD 1,000 Specified Denomination
21.	Physical Delivery Notes 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:	Not Applicable
25.	Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default:	In respect of the Early Redemption Amount(s) payable in case of Event of Default, Condition 6(h) (i) of the "Terms and Conditions of the English Law Notes and the Uncertificated Notes" of the Base Prospectus dated 20 April 2012 should apply.

Conditions 6(b) Redemption for tax reasons, Conditions 6(c) Special tax redemption and Condition 7(b)* of the Base Prospectus dated 20 April 2012 are not applicable to this Series of Notes.

* For the avoidance of doubt, resulting from the deactivation of Condition 7(b), all payments on the

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Notes shall be effected by the Issuer after deductions or withholdings for any taxes, duties, assessments or governmental charges in respect of such Notes as the case may be. In such case, the Issuer will withhold or deduct such taxes, duties, assessments or governmental charges from the due and payable amount and pay the deducted or withheld amounts to the competent tax authorities.

As a result, the amounts that the Noteholder will effectively receive under the Notes may be substantially less than the due and payable amounts. The Issuer shall not be obliged to pay any additional amounts to the Noteholder for any such deductions or withholdings.

PROVISIONS APPLICABLE TO THE UNDERLYING(S) IF ANY

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|-----|------|--------------------------------------------------------------------------------|----------------|
| 26. | (i) | Underlying(s): | Not Applicable |
| | (ii) | Information relating to the past and future performances of the Underlying(s): | Not Applicable |
| | (ii) | Other information relating to the Underlying(s): | Not Applicable |

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

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|-----|------|--------------------------------------|----------------|
| 27. | (i) | Definitions relating to date(s): | Not Applicable |
| | (ii) | Definitions relating to the Product: | Not Applicable |

PROVISIONS RELATING TO SECURED NOTES

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|-----|---------------------------|----------------|
| 28. | Secured Notes Provisions: | Not Applicable |
|-----|---------------------------|----------------|

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | | |
|-----|-------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| 29. | Provisions applicable to payment date(s): | |
| | - Payment Business Day: | Modified Following Payment Business Day |
| | - Financial Centre(s): | Sydney |
| 30. | Form of the Notes: | |
| | (i) Form: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange |

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		Event
(ii)	New Global Note:	Not Applicable
(iii)	Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes:	Yes (if appropriate)
31.	Redenomination:	Not Applicable
32.	Consolidation:	Not Applicable
33.	Partly Paid Notes Provisions:	Not Applicable
34.	Instalment Notes Provisions:	Not Applicable
35.	Masse:	Not Applicable

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) **Listing:** Application has been made for the Notes to be listed on the Regulated Market of the Luxembourg Stock Exchange
- (ii) **Admission to trading:** Application has been made for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from or as soon as practicable after the Issue Date
- (iii) **Estimate of total expenses related to admission to trading:** EUR 3,235
- (iv) **Information required for Notes to be listed on the SIX Swiss Exchange:** Not Applicable

2. RATINGS

The Notes to be issued have been rated A by Standard & Poor's on 23 January 2014.

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

Save for any fees payable to the Manager(s)/Dealer, 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 the Base Prospectus
- (ii) **Estimated net proceeds:** Not Applicable
- (iii) **Estimated total expenses:** Not Applicable

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

5 per cent. per annum.

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

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Not Applicable

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

Not Applicable

8. OPERATIONAL INFORMATION

(i) Security identification code(s):

- **ISIN code:** XS0767844003
- **Common code:** 076784400
- **Temporary ISIN code:** XS0813804142
- **Temporary Common code:** 081380414

(ii) Clearing System(s): Euroclear/Clearstream

(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
c/o SG Securities (HK) Limited
Level 38, Three Pacific Place
1 Queen's Road East
Hong Kong

Telephone: +852 2166 4259/5714
Facsimile: +852 2166 4622
Attention: Andrew AU/Jessica CHENG

9. DISTRIBUTION

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- (i) **Method of distribution:** Non-syndicated
- **Dealer(s):** Société Générale
Tour 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
- (iii) **TEFRA rules:** TEFRA D
- (iv) **Permanently Restricted Notes:** No
- (v) **Non-exempt Offer:** Not Applicable
- (vi) **General Consent:** Not Applicable
- (vii) **Other conditions to consent:** Not Applicable

10. PUBLIC OFFERS IN EUROPEAN ECONOMIC AREA

Not Applicable

11. ADDITIONAL INFORMATION

- **Minimum investment in the Notes:** Not Applicable
- **Minimum trading Minimum Trading Lot:** Not Applicable

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

Not Applicable

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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	Not Applicable

Section B – Issuers and Guarantor		
B.1	Legal and commercial name of the Issuer	SGA Société Générale Acceptance N.V.
B.2	Domicile, legal form, legislation and country of incorporation	<p>Domicile: Pietermaai 15, Curaçao.</p> <p>Legal form: Limited liability company.</p> <p>Legislation under which the Issuer operates: Curaçao law.</p> <p>Country of incorporation: Curaçao.</p>
B.4b	Known trends affecting the Issuer and the industries in which it operates	SGA Société Générale Acceptance N.V. expects business for the rest of this business year to continue as it has done so far over the course of 2013.
B.5	Description of the Issuer's group and the Issuer's position within the group	SGA Société Générale Acceptance N.V. is a subsidiary of the Société Générale Group and has no subsidiaries.

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B.9	Figure of profit forecast or estimate (if any)	Not applicable. SGA Société Générale Acceptance N.V. 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 key financial information regarding the Issuer	<table border="1"> <thead> <tr> <th>(in KUSD)</th><th>December 31, 2012</th><th>December 31, 2011</th></tr> </thead> <tbody> <tr> <td>Net banking income</td><td align="right">0</td><td align="right">0</td></tr> <tr> <td>Net result</td><td align="right">0</td><td align="right">0</td></tr> <tr> <td>Total assets</td><td align="right">59 567 540</td><td align="right">61 623 112</td></tr> <tr> <td>Euro Medium Term Notes and bonds</td><td align="right">54 673 341</td><td align="right">56 800 082</td></tr> <tr> <td>Financial Instruments (Warrants)</td><td align="right">4 014 772</td><td align="right">3 858 431</td></tr> </tbody> </table>	(in KUSD)	December 31, 2012	December 31, 2011	Net banking income	0	0	Net result	0	0	Total assets	59 567 540	61 623 112	Euro Medium Term Notes and bonds	54 673 341	56 800 082	Financial Instruments (Warrants)	4 014 772	3 858 431
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Financial Instruments (Warrants)	4 014 772	3 858 431																		
	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 SGA Société Générale Acceptance N.V. since the date of its last respective 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 has been no significant changes in the financial or trading position of SGA Société Générale Acceptance N.V. since the date of its last respective audited financial statements dated 31 December 2012.																		
B.13	Recent events particular to the Issuer which are to a material extent relevant to	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.																		

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	the evaluation of the Issuer's 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>SGA Société Générale Acceptance N.V. is not dependent other entities within the Group</p>
B.15	Issuer's principal activities	<p>The sole purpose of SGA Société Générale Acceptance N.V. is to issue warrants as well as structured products such as debt instruments, indebtedness and certificates. The funds are reinvested in securities and bonds or other interest-bearing securities.</p> <p>When SGA Société Générale Acceptance N.V. operates within the context of a structured issue, Société Générale bears the risk associated with this issue by endorsing this entire issue.</p>
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	<p>SGA Société Générale Acceptance N.V. is a 100 per cent. owned subsidiary of Société Générale and is a fully consolidated subsidiary.</p>
B.17	Credit ratings assigned to the Issuer or its debt securities	<p>SGA Société Générale Acceptance N.V. is not rated.</p>
B.18	Nature and scope of the guarantee	<p>The due and punctual payment of any amounts due by SGA Société Générale Acceptance N.V. in respect of the Notes issued by SGA Société Générale Acceptance N.V. 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 SGA Société Générale Acceptance N.V. 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.</p>
B.19	Information about the guarantor as if it were the issuer of the same type of security that is subject of the	<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:</p>

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	guarantee	<p>Société Générale</p> <p>B.2:</p> <p>Domicile: 29, boulevard Haussmann, 75009 Paris, France.</p> <p>Legal form: Public limited company (<i>société anonyme</i>).</p> <p>Legislation under which the Issuer operates: French law.</p> <p>Country of incorporation: France.</p> <p>B.4.b:</p> <p>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:</p> <p>Société Générale is the parent company of the Société Générale Group.</p> <p>The Société Générale Group offers advisory and other services to individual customers, companies and institutions as part of three main business lines:</p> <ul style="list-style-type: none"> - 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 <p>B.9:</p> <p>Not applicable. Société Générale does not make any figure of profit forecast or estimate</p> <p>B.10:</p> <p>Not applicable. The audit report does not include any qualification.</p>
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		B.12:			
	Half year 2013	Year ended 2012 (*)	Half year 2012 (*)	Year ended 2011	
Results (in EUR M)					
Net Banking Income	11,321	23,110	12,583	25,636	
Operating income	1,433	2,757	2,548	4,270	
Net income before non controlling interests	1,532	1,224	1,411	2,788	
Net income	1,319	790	1,171	2,385	
<i>French Networks</i>	<i>575</i>	<i>1,291</i>	<i>686</i>	<i>1,428</i>	
<i>International Retail Banking</i>	<i>138</i>	<i>(51)</i>	<i>(186)</i>	<i>325</i>	
<i>Corporate and Investment Banking</i>	<i>868</i>	<i>1,053</i>	<i>482</i>	<i>635</i>	
<i>Specialised Financial Services and Insurance</i>	<i>389</i>	<i>674</i>	<i>330</i>	<i>297</i>	
<i>Private Banking, Global Investment Management and Services</i>	<i>157</i>	<i>(293)</i>	<i>(48)</i>	<i>171</i>	
<i>Corporate Centre</i>	<i>(808)</i>	<i>(1,884)</i>	<i>(93)</i>	<i>(471)</i>	
Activity (in EUR bn)					
Total assets and liabilities	1,254.1	1,250.9	1,246.7	1,181.4	
Customer loans	341.2	350.2	360.5	367.5	
Customer deposits	350.0	337.2	348.5	340.2	
Equity (in billions of euros)					

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			Group shareholders' equity	49.4	49.3	48.7	47.1	
			Total consolidated equity	53.3	53.6	52.9	51.1	
		<p>(*) Items relating to the results for 2012 have been restated due to the implementation of IAS (International Accounting Standard) 19: the change in accounting method involves the adjustment of data for the previous year.</p> <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 30 June 2013.</p> <p>B.13:</p> <p>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:</p> <p>See Element B.5 above for Société Générale's position within the Group.</p> <p>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:</p> <p>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</p>						

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		<p>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:</p> <p>Société Générale is not owned or controlled by a parent company.</p> <p>B.17:</p> <p>Société Générale is rated A2 by Moody's Investors Services, A by Standard and Poor's, A by Fitch Ratings and AA (low) by DBRS.</p>
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Section C – Securities		
C.1	Type and the class of the securities being offered and/or admitted to trading, including any security identification number	<p>The Notes are Fixed Coupon Notes.</p> <p>Clearing System(s): Clearstream/Euroclear</p> <p>Temporary ISIN code: XS0813804142</p> <p>Permanent ISIN code: XS0767844003</p>
C2	Currency of the securities issue	Specified Currency or Currencies: AUD
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

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		<p>due or the delivery of Deliverable Assets deliverable in respect of the Notes; or</p> <ul style="list-style-type: none"> - 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 - 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>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	5.0 per cent. per annum, payable monthly in arrear
	Date from which interest becomes payable and due dates for interest	18 th in each month from and including 18 February 2014 up to and including the Maturity Date
	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	The maturity date will be 18 January 2023
	Indication of yield	Indication of Yield Not Applicable
	Name of representative of debt security holders	Not Applicable

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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 Luxembourg 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.	Not applicable
C16	Expiration or maturity date of the derivative securities – the exercise date or final reference date	The maturity date of the Notes will be 18 January 2023.
C17	Settlement procedure of the derivative securities	Cash delivery
C18	How the return on derivative securities takes place	The Notes will be redeemable at maturity and the Final Redemption Amount shall be equal to Specified Denomination multiplied by 100%
C19	Exercise price or final reference price of the underlying	Not Applicable

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C20	Type of the underlying and where the information on the underlying can be found	Not Applicable
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	Key information on the key risks that are specific to the Issuer	<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</p>

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		<p>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 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"> 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. Capital protected notes do not necessarily lead to a protection of the invested capital at any given time during the life of the Notes and an inability of the Issuer and/or the Guarantor to meet their obligations may cause a total loss of the capital invested by the investor. 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.

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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>
Section E – Offer		
E2b	Reasons for the offer and use of proceeds when different from making profit and/or hedging certain risks	The net proceeds from each issue of Notes will be applied for the general financing purposes of the Société Générale group of companies, which include making a profit.
E3	Description of the terms and conditions of the offer	Not Applicable
E4	Description of any interest that is material to the issue/offer including conflicting interests	<p>Save for any fees payable to the Dealer, 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.