

## **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 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, the Guarantor (if any), the Arranger 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 or 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 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 the Base Prospectus. Any representation to the contrary is a criminal offence in the United States.

22 November 2012

## **SOCIÉTÉ GÉNÉRALE**

**Issue of €100,000,000 3.20 per cent. Notes Due 26 November 2026**

**under the €125,000,000,000**

**Debt Instruments Issuance 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 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 Base Prospectus dated 20 April 2012 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive



2003/71/EC) (the **Prospectus Directive**) as amended (which includes the amendments 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 any Supplement(s) to such Base 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 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 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 Base 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)).

The binding language for the issue of the Notes subject to these Final Terms shall be the English language and these Final Terms shall be read in accordance with the Base Prospectus.

- |     |      |   |  |
|-----|------|---|--|
| 1.  | (i)  | <b>Issuer:</b>  | Société Générale   |
| 2.  | (i)  | <b>Series Number:</b>   | 38967/12-11  |
|     | (ii) | <b>Tranche Number:</b>  | 1  |
| 3.  |      | <b>Specified Currency or Currencies:</b>                              | Euro ("EUR" or "€")  |
| 4.  |      | <b>Aggregate Nominal Amount:</b>                                      | EUR 100,000,000  |
| 5.  |      | <b>Issue Price:</b>   | 100 per cent. of the Aggregate Nominal Amount                          |
| 6.  | (i)  | <b>Specified Denomination(s):</b>                                     | €100,000   |
| 7.  | (i)  | <b>Issue Date and if any, Interest Commencement Date:</b>             | 26 November 2012   |
|     | (ii) | <b>Interest Commencement Date (if different from the Issue Date):</b> | Not Applicable   |
| 8.  |      | <b>Maturity Date:</b>   | 26 November 2026   |
| 9.  |      | <b>Interest Basis:</b>  | 3.20 per cent. Fixed Rate<br><br>(further particulars specified below) |
| 10. |      | <b>Redemption/Payment Basis:</b>                                      | Redemption at par  |
| 11. |      | <b>Change of Interest Basis or Redemption/Payment Basis:</b>          | Not Applicable   |
| 12. |      | <b>Put/Call Options:</b>  | Not Applicable   |

13. Status of the Notes: Unsubordinated

14. Method of distribution: Syndicated

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

15. Fixed Rate Note Provisions Applicable
- (i) Rate(s) of Interest: 3.20 per cent. per annum payable annually in arrear
  - (ii) Interest Payment Date(s): 26 November in each year up to and including the Maturity Date
  - (iii) Business Day Convention: Not Applicable
  - (iv) Fixed Coupon Amount(s): €3,200 per Note of €100,000 Specified Denomination
  - (v) Broken Amount(s): Not Applicable
  - (vi) Day Count Fraction: Actual/Actual (ICMA)
  - (vii) Determination Date(s): 26 November in each year
  - (viii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable
16. Floating Rate Note Provisions Not Applicable
17. Zero Coupon Note Provisions Not Applicable
18. Index Linked Interest Note Provisions Not Applicable
19. Dual Currency Note Provisions Not Applicable

#### PROVISIONS RELATING TO PHYSICAL DELIVERY

20. Physical Delivery Note Provisions Not Applicable

#### 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: €100,000 per Note of €100,000 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: Condition 6(h) applies

25. **Credit Linked Notes provisions** Not Applicable

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. **Form of Notes:**

(i) **Form:** Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event in NGN form

(ii) **New Global Note:** Yes

27. **"Payment Business Day" election or other special provisions relating to Payment Business Days:**<sup>1</sup> Following Payment Business Day

28. **Additional Financial Centre(s):** 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:** Not Applicable

33. **Masse:** Not Applicable

34. **Swiss Paying Agent(s):** Not Applicable

35. **Portfolio Manager:** Not Applicable

36. **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

37. **Other final terms:** Not Applicable

#### DISTRIBUTION

38. (i) **If syndicated, names \* of Lead Manager:**  
**Managers:** Societe Generale Bank & Trust

<sup>1</sup> Amend "Payment Business Day" definition if payment is to be made on 25 December as Euroclear and Clearstream, Luxembourg do not settle payments on such day.

**Co Lead Managers:**

Erste Group Bank AG

Lloyds Bank plc

- |       |   |  |
|-------|---|--|
| (ii)  | <b>Date of Syndication Agreement:</b>   | 22 November 2012   |
| (iii) | <b>Stabilising Manager (if any):</b>  | Not Applicable   |
| 39.   | <b>If non-syndicated, name of relevant Dealer:</b>                                | Not Applicable   |
| 40.   | <b>Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:</b> | <p>TEFRA D</p> <p><i>Subject to certain exceptions, Section 4701 of the US Internal Revenue Code imposes an excise tax on non-US issuers of bearer obligations. The amount of the excise tax is one percent of the principal amount of the obligation, multiplied by the number of calendar years until the obligation reaches maturity. Notes issued on or before 18 March 2012 in accordance with the TEFRA C Rules or TEFRA D rules are exempt from the excise tax. The Hiring Incentives to Restore Employment Act of 2010 (the <b>HIRE Act</b>) repealed the TEFRA C rules and TEFRA D rules for Notes issued after 18 March 2012. Based on Notice 2012-20, the US Department of Treasury and the US Internal Revenue Service intend to provide in regulations that rules identical to the TEFRA C rules and TEFRA D rules will apply for purposes of establishing an exemption from the excise tax. Consequently, Bearer Notes issued after 18 March 2012 in accordance with the TEFRA C rules or TEFRA D rules should continue to be treated as "foreign targeted obligations" that are exempt from the excise tax.</i></p> |
| 41.   | <b>Additional selling restrictions:</b>   | Not Applicable   |
| 42.   | <b>Additional [U.S./French] Tax Disclosure:</b>                                   | 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 Debt Instruments Issuance 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 38967/12-11, Tranche 1.

Signed on behalf of the Issuer:

By:

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |       |  |  |
|-------|--|--|
| (i)   | <b>Listing:</b>  | Application has been made for the Notes to be listed on the official list of the Luxembourg Stock Exchange   |
| (ii)  | <b>Admission to trading:</b>                                       | 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) | <b>Estimate of total expenses related to admission to trading:</b> | €6,840   |

### 2. RATINGS

- |                 |   |
|-----------------|---|
| <b>Ratings:</b> | The Notes to be issued have been rated A by Standard & Poor's Rating Services on 19 November 2012 and are expected to be rated A2 by Moody's Investors Services Limited and A+ by Fitch Ratings Ltd.] |
|-----------------|---|

The credit ratings referred to above have been issued by Standard & Poor's Ratings Services, Fitch Ratings and Moody's Investors Services Limited, each of which is established in the European Union and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council dated 16 September 2009, as amended by Regulation (EU) No 513/2011 of the European Parliament and of the Council dated 11 May 2011 and is included in the list of registered credit rating agencies published at the website of the European Securities and Markets Authority ([www.esma.europa.eu](http://www.esma.europa.eu)).

### 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

- |       |                                  |  |
|-------|----------------------------------|--|
| (i)   | <b>Reasons for the offer:</b>    | See "Use of Proceeds" wording in the Base Prospectus |
| (ii)  | <b>Estimated net proceeds:</b>   | Not Applicable                                       |
| (iii) | <b>Estimated total expenses:</b> | Not Applicable                                       |

**6. YIELD** (*Fixed Rate Notes only*)

**Indication of yield:**

3.20 % 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:** XS0813929436

(ii) **Common Code:** 081392943

(iii) **Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, *société anonyme* Euroclear France or Euroclear UK & Ireland Limited 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

(vi) **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 registered in the name of a nominee of one of the ICSDs acting 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: Nicholas Leblois / Catherine NYS

**13. PUBLIC OFFERS IN EUROPEAN ECONOMIC AREA**

Not Applicable

**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.