

**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 imposed by any jurisdiction 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, 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 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 USD 10,000 (i.e., 10 Notes).

Subject to certain conditions and under normal market conditions, any of Société Générale’s affiliates (“**Secondary Market Provider**”) may use reasonable endeavours to provide a secondary market on a daily basis during the life of the product. However, Secondary Market Provider 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 the Notes by Secondary Market Provider**

Under normal market conditions, upon a third party's request, Secondary Market Provider 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 the Secondary Market Provider 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.

## FINAL VERSION APPROVED BY ISSUER

17 January 2013

### SOCIÉTÉ GÉNÉRALE

Series 39428/13-01  
Tranche 1

Issue of USD 20,000,000 Zero Coupon Notes due 18 January 2028  
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 April 20, 2012. This document constitutes the Applicable Final Terms of the Notes described herein and must be read in conjunction with the Base Prospectus and any Supplement(s) to such Base Prospectus published prior to the date hereof (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 and the offer of the Notes is only available on the basis of the combination of these Applicable 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. Copies of the Base Prospectus, any Supplement(s) and these Applicable 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](http://www.bourse.lu)). The Base Prospectus and any amendments or supplements thereto are available in electronic form on the website of the Issuer on <http://prospectus.socgen.com>.

- |    |      |                                   |                              |
|----|------|-----------------------------------|------------------------------|
| 1. | (i)  | Issuer:                           | Société Générale             |
| 2. | (i)  | Series Number:                    | 39428/13-01                  |
|    | (ii) | Tranche Number:                   | 1                            |
| 3. |      | Specified Currency or Currencies: | United States Dollar ("USD") |
| 4. |      | Aggregate Nominal Amount:         |                              |
|    | (i)  | Tranche:                          | USD 20,000,000               |

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- (ii) Series: USD 20,000,000
5. Issue Price: 59.55 per cent. of the Specified Denomination
6. Specified Denomination(s): USD 1,000 (“SD”)
7. Issue Date and Interest Commencement Date: 18 January 2013
8. Maturity Date: 18 January 2028
9. Interest Basis: See paragraphs 15 to 18 below.
10. Redemption/Payment Basis: At par.
11. Change of Interest Basis or Redemption/Payment Basis: See paragraphs 15 to 18 below
12. Put/Call Options: See paragraphs 21 and/or 22 below
13. Status of the Notes: Unsubordinated
14. Method of distribution: Non-syndicated.

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

15. Fixed Rate Note Provisions: Not Applicable.
16. Floating Rate Note Provisions: Not Applicable.
17. Zero Coupon Note Provisions: Applicable.
- (i) Accrual Yield: 3.516 per cent. per annum.
- (ii) Reference Price: 59.55 per cent.
- (iii) Any other formula/basis of determining amount payable: Not Applicable.
- (iv) Day Count Fraction in relation to Early Redemption Amounts and late payment: Conditions 6(h) and 6(m) of the Terms and Conditions of the English Law Notes and the Uncertificated Notes apply.
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.

## **FINAL VERSION APPROVED BY ISSUER**

### **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: USD 1,000 per Note of USD 1,000 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) (iv) applies to Early Redemption Amount payable in case of Event of Default.
- For the avoidance of doubt, the Notes cannot be early redeemed for taxation reasons. For more details, please refer to the paragraph 37 below.
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.
- (ii) New Global Note: Not Applicable.
27. "Payment Business Day" election or other special provisions relating to Payment Business Days: Modified Following Payment Business Day.
28. Additional Financial Centre(s): TARGET2, London and New York.
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.

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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 are governed by, and shall be construed in accordance with English law.
37. Other final terms: Applicable.

Conditions 7(b) *Taxation* of the Terms and Conditions of the English Law Notes and the Uncertificated Notes of the Base Prospectus will not apply to these Notes. For the avoidance of doubt, all payments on 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.

Condition 6(b) *Redemption for tax reasons* of the Terms and Conditions of the English Law Notes and the Uncertificated Notes of the Base Prospectus will not apply to these Notes.

Condition 6(c) *Special Tax Redemption* of the Terms and Conditions of the English Law Notes and the Uncertificated Notes of the Base Prospectus will not apply to these Notes.

## DISTRIBUTION

38. (i) If syndicated, names and addresses and underwriting commitments of Managers: Not Applicable.
- (ii) Date of Syndication Agreement: Not Applicable.
- (iii) Stabilising Manager (if any): Not Applicable.

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39. If non-syndicated, name and address of relevant Dealer: Société Générale Option Europe  
17 Cours Valmy  
92800 Puteaux  
France
40. Total commission and concession: There is no commission and/or concession paid by the Issuer to the Dealer or the Managers.
41. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA D.
- 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 **HIRE Act**) 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.
42. Additional selling restrictions: Hong Kong, Singapore, U.S. selling restrictions and other selling restrictions
- Please refer to the section "Subscription, Sale and Transfer Restrictions" in the Base Prospectus and any Supplement(s) for more details.
- Taiwan selling restrictions
- The Note may not be sold, offered or issued in Taiwan. The Note may be made available outside Taiwan for purchase by Taiwan resident investors outside Taiwan or through the specified trust of money services of licensed Taiwan banks acting as trustees, as applicable, of their customers and not as agent of the Issuer.
43. Additional U.S. Tax Disclosure: Not Applicable.

## **FINAL VERSION APPROVED BY ISSUER**

### **PURPOSE OF FINAL TERMS**

These Applicable Final Terms comprise the final terms required for the issue of the Notes 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.

## **FINAL VERSION APPROVED BY 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 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 5,125

**2. RATINGS**

- Ratings: The Notes to be issued are rated A by Standard & Poor's on 17 January 2013.

**3. NOTIFICATION** Not Applicable.

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

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.

Société Générale as Issuer expects to enter into hedging transactions in order to hedge its 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) Société Générale's hedging transactions, Société Générale hereby represent that such conflicts of interest will be resolved in a manner which respects the interests of the Noteholders.

**5. 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.

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

- Indication of yield: Not Applicable.

**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*)**

Repayment of principal is only available on the Maturity Date, and the secondary market price of the Notes may fall below this redemption level during the life of the Notes. Investors should be aware that the repayment of principal at par feature requires for the Issuer and/or its affiliates, to enter into hedging transactions which have a cost and which may affect the market price, liquidity or value of the Notes, especially when comparing them to the market price, liquidity and value of the underlyings of the Notes. The Issuer assumes no responsibility whatsoever for such consequences and their impact on the investment.

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

- (i) Listing/Trading information: Not Applicable.
- (ii) Information relating to Underlying: Not Applicable.
- (iii) Additional information: Not Applicable.

11. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0813932810
- (ii) Common Code: 081393281
- (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.
- (vi) Name and address of Issuer Agent in relation to Finnish Uncertified Notes: Not Applicable.
- (vii) Intended to be held in a manner which would allow Eurosystem eligibility: No.

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12. 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/ (852) 2166 5714  
Facsimile: (852) 2166 4622  
Attention: Andrew AU/ Jessica CHENG

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.