Société Générale
Société Générale Effekten GmbH

DEBT ISSUANCE PROGRAMME
Series DE541/09.3
Tranche 1

Société Générale Effekten GmbH

Frankfurt am Main

(treuhänderisch auf Rechnung der
Société Générale)

200.000
Schuldverschreibungen 2009/2014
(ISIN DE000SG01JQ9)

mit variabler Rückzahlung gebunden
an die Wertentwicklung des Dow Jones EURO STOXX 50® Index

Unter der unbedingten und unwiderruflichen
Garantie der

Société Générale S.A.,
Paris, Frankreich

Unverbindliche deutsche Zusammenfassung der Schuldverschreibungsbedingungen

02. Februar 2009

Inhaltsverzeichnis

Allgemeines

Gegenstand

Gegenstand dieser unverbindlichen Zusammenfassung sind Informationen zu den Schuldverschreibungen 2009-2014 mit der ISIN DE000SG01JQ9 (die "Schuldverschreibungen" bzw. die "Notes") mit variabler Rückzahlung gebunden an die Wertentwicklung des Dow Jones EURO STOXX 50® Index sowie allgemeine Informationen über die Emittentin, die Société Générale Effekten GmbH, und die Garantin, die Société Générale S.A. Informationen zu den wesentlichen Angaben der Schuldverschreibungen finden sich auf den Seiten 4 ff. Diese Angaben über die Schuldverschreibungen stellen lediglich eine unverbindliche Zusammenfassung der in Englisch abgefaßten "Terms and Conditions of the Notes" sowie des entsprechenden "Technical Annex" dar und sind Bestandteil (S. 92 – 203) des als Anlage 2 beigefügten "Debt Issuance Programme Prospectus" für das DEBT ISSUANCE PROGRAMME vom 05. Mai 2008, etwaiger Nachträge hierzu (Anlagen 3, 4, 5 und 6) und der als Anlage 1 beigefügten "Final Terms" vom 02. Februar 2009.

Die sich aus dem Debt Issuance Programme Prospectus, etwaiger Nachträge hierzu und den Final Terms ergebenden Bedingungen der Schuldverschreibungen sind die allein maßgeblichen. *Diese unverbindliche deutsche Zusammenfassung einzelner Bestimmungen der Schuldverschreibungen auf den S. 4 – 8 dient lediglich der ersten Orientierung über die wichtigsten Merkmale der Emission. Maßgeblich ist allein die englische Fassung.*

Verbindliche Bedingungen der Schuldverschreibungen (Debt Issuance Programme Prospectus (Basisprospekt) und Final Terms) – Billigung, Veröffentlichung und Verfügbarkeit

Das Debt Issuance Programme Prospectus vom 05. Mai 2008, der sog. Basisprospekt gem. § 6 WpPG, wurde durch die Bundesanstalt für Finanzdienstleistungsaufsicht gemäß § 13 WpPG gebilligt. Das Debt Issuance Programme Prospectus wird seit dem 08. Mai 2008 durch Bereithaltung zur kostenlosen Ausgabe bei der Zahlstelle, der Société Générale S.A., Zweigniederlassung Frankfurt am Main, Neue Mainzer Straße 46-50, 60311 Frankfurt am Main gemäß § 14 Abs. 2 Nr. 2 d) WpPG veröffentlicht. Eine entsprechende Hinweisbekanntmachung gemäß § 14 Abs. 3 WpPG wurde am 08. Mai 2008 in der Börsenzeitung geschaltet. Darüber hinaus ist das Debt Issuance Programme Prospectus auch auf der Internetseite der Société Générale http://www.notices-socgen.com erhältlich. Die Final Terms vom 02. Februar 2009, die sogenannten endgültigen Angebotsbedingungen (§ 6 Abs. 3 WpPG) zu diesen Schuldverschreibungen, werden spätestens ab dem 02. Februar 2009, dem Beginn des öffentlichen Angebots für dieses Produkt, bei der Bundesanstalt für Finanzdienstleistungsaufsicht hinterlegt. Die endgültigen Angebotsbedingungen werden zudem ab diesem Datum gem. § 14 Abs. 2 Nr. 2 d) WpPG durch Bereithaltung zur kostenlosen Ausgabe bei der Zahlstelle, der Société Générale S.A., Zweigniederlassung Frankfurt am Main, Neue Mainzer Straße 46-50, 60311 Frankfurt am Main veröffentlicht. Darüber hinaus sind die Final Terms auch auf der Internetseite der Société Générale http://prospectus.socgen.com erhältlich.

Angaben über die Schuldverschreibungen

Emittentin: Société Générale Effekten GmbH, Frankfurt am Main

Garantin: Société Générale S.A., Paris, Frankreich

Serien und Tranche Nr.: Series DE541/09.3, Tranche 1

Emissionsvolumen: 200.000 Schuldverschreibungen

Nominalbetrag: EUR 100,00 je Schuldverschreibung

Emissionstag: 03. März 2009

Zeichnungsfrist: Die Schuldverschreibungen können innerhalb einer Zeichnungsfrist, beginnend mit dem 02. Februar 2009 und endend mit Ablauf des 27. Februar 2009, gezeichnet werden.

Mindestzeichnung: 1 Schuldverschreibung

Globalurkunde: Eine Globalurkunde über die Schuldverschreibungen wird bei dem Zentralverwahrer hinterlegt werden.

Übernahme: Die Schuldverschreibungen werden von der Société Générale S.A., Paris, fest übernommen.

Basiswert (Index): **Dow Jones EURO STOXX 50® Index**
Reuters-Code: .STOXX50E
Indexsponsor: STOXX Ltd.
Maßgebliche Börse: Jede Börse, an der die im Index enthaltenen Wertpapiere gehandelt werden, wie vom Indexsponsor festgelegt.
Website: http://www.stoxx.com

entsprechend den Bestimmungen der Final Terms (Anlage 1) inklusive des Schedule und des Technical Annex.

Endfälligkeit: 06. März 2014

Rückzahlung bei Endfälligkeit: Bei Endfälligkeit wird, vorbehaltlich einer optionalen Einlösung der Schuldverschreibungen durch die Emittentin (siehe unten), zwischen zwei Rückzahlungsszenarien unterschieden:

Szenario A:

Der prozentuale Wert des Basiswerts erreicht oder überschreitet am Bewertungstag die Barriere.

Szenario B:

Der prozentuale Wert des Basiswerts erreicht oder überschreitet am

Bewertungstag die Barriere nicht.

Im Falle des Rückzahlungsszenarios A entspricht der Rückzahlungsbetrag der Schuldverschreibungen dem Nominalbetrag multipliziert mit dem prozentualen Wert des Basiswerts, mindestens aber dem Nominalbetrag multipliziert mit 150%.

Im Falle des Rückzahlungsszenarios B entspricht der Rückzahlungsbetrag der Schuldverschreibungen dem Nominalbetrag multipliziert mit dem prozentualen Wert des Basiswerts.

Prozentualer Wert des Basiswerts: Der Prozentuale Wert des Basiswerts entspricht dem Quotienten aus dem Referenzkurs des Basiswerts am Bewertungstag und dem Referenzkurs des Basiswerts vom Anfänglichen Bewertungstag.

Referenzkurs: Der offizielle Schlusskurs des Basiswerts (Index) wie von der Indexberechnungsstelle berechnet und veröffentlicht.

Anfänglicher Bewertungstag: 27. Februar 2009

vorbehaltlich der Bestimmungen der Final Terms (Anlage 1) inklusive des Schedule und des Technical Annex.

Bewertungstag: 28. Februar 2014

vorbehaltlich der Bestimmungen der Final Terms (Anlage 1) inklusive des Schedule und des Technical Annex.

Barriere: Die Barriere beträgt zwischen 40% und 45% des Referenzkurses des Basiswerts vom Anfänglichen Bewertungstag (die finale Barriere wird nach billigem Ermessen der Société Générale entsprechend den aktuellen Marktbedingungen festgelegt und liegt zwischen 40% und 45% des Referenzkurses vom Anfänglichen Bewertungstag). Die finale Barriere wird entsprechend den Schuldverschreibungsbedingungen bekanntgemacht.

Rückzahlung bei optionaler Einlösung der Schuldverschreibungen durch die Emittentin (abgesehen von steuerlichen Gründen): Der Rückzahlungsbetrag der Schuldverschreibungen bei optionaler Einlösung der Schuldverschreibungen durch die Emittentin entspricht dem Nominalbetrag multipliziert mit der Summe aus 100% und dem Produkt aus 5% und der Anzahl der bis zum Zeitpunkt der optionalen Rückzahlung durchlaufenen optionalen Rückzahlungstage (t) (einschließlich des optionalen Rückzahlungstages an dem die optionale Einlösung eintritt).

Optionale Rückzahlungstage (t):

1. 07. September 2009
2. 08. März 2010
3. 06. September 2010
4. 07. März 2011
5. 06. September 2011
6. 06. März 2012
7. 06. September 2012

	8. 06. März 2013 9. 06. September 2013 vorbehaltlich der Bestimmungen der Final Terms (Anlage 1) inklusive des Schedule und des Technical Annex.
Kündigungsfrist bei optionaler Einlösung der Schuldverschreibungen durch die Emittentin:	Die Kündigungsfrist beträgt sechs Geschäftstage vor dem optionalen Rückzahlungstag. vorbehaltlich der Bestimmungen der Final Terms (Anlage 1) inklusive des Schedule und des Technical Annex.
Emissionspreis:	Der anfängliche Ausgabekurs je Schuldverschreibung beträgt EUR 100,00 zuzüglich eines Ausgabeaufschlags in Höhe von bis zu 2% (EUR 2,00) und der üblichen Bankprovision (beispielsweise Depotgebühren der Hausbank).
Provisionen:	Für die erbrachten Beratungs- und Vertriebsleistungen zahlt die Société Générale an den Vertriebspartner eine Vergütung. Nähere Informationen werden vom Vertriebspartner auf Anfrage erteilt.
Treuhandverhältnis:	Da die Emittentin die Schuldverschreibungen treuhänderisch auf Rechnung der Garantin begibt, sind die Schuldverschreibungsinhaber unmittelbar abhängig vom Kreditrisiko der Garantin, und nicht vom Kreditrisiko der Emittentin. Jede Zahlungsverpflichtung der Emittentin unter diesen Schuldverschreibungen ist begrenzt auf die finanziellen Mittel, die die Garantin aufgrund des Treuhandvertrages zu leisten verpflichtet ist.
Steuerstatus:	Jegliche Zahlung von Kapital und Zinsen erfolgt ohne Abzug irgendwelcher gegenwärtiger oder zukünftiger Quellensteuern oder sonstiger Abgaben, die an dem Sitz der Emittentin (Frankfurt, Deutschland) oder der Garantin (Paris, Frankreich) anfallen. Falls solche Steuern oder Abgaben anfallen, gehen sie zu Lasten der Emittentin, sofern nicht der Schuldverschreibungsinhaber die Steuern oder Abgaben zu tragen hat, weil er beispielsweise eine Verbindung zur Bundesrepublik Deutschland oder Frankreich hat, die über das bloße Halten der Schuldverschreibung hinausgeht (Ziffer 7 der Terms and Conditions of the Notes). Vorbehalten bleibt die vorzeitige Rückzahlung gemäß folgendem Absatz.
Vorzeitige Rückzahlung:	Aus Steuergründen mit einer Vorankündigung von mindestens 30 Tagen gemäß Ziffer 6 lit. (b) der Terms and Conditions of the Notes.
Form und Stückelung:	Die Schuldverschreibungen werden zunächst in Form einer vorläufigen Inhaber-Globalurkunde verbrieft. Miteigentumsanteile an der vorläufigen Inhaber-Globalurkunde können nach den Bestimmungen der permanenten Inhaber-Globalurkunde in Miteigentumsanteile an der permanenten Inhaber-Globalurkunde umgetauscht werden. Einzelne Stücke werden nur nach Maßgabe der permanenten Inhaber-Globalurkunde begeben. Die Schuldverschreibungen sind als Mit-

	eigentumsanteile an der jeweiligen Inhaber-Globalurkunde handelbar und übertragbar.
Zusicherung: (nur bezüglich der Garantin)	Negativklausel: Die Garantin verpflichtet sich, während der gesamten Laufzeit der Schuldverschreibungen und bis zu deren vollständigen Rückzahlung keine anderen Anleihen mit einer besonderen Sicherheit auszustatten, ohne die Schuldverschreibungen gleichwertig sicherzustellen (Ziffer 3 der Terms and Conditions of the Notes). Pari passu-Klausel: Die Schuldverschreibungen stellen direkte, unbedingte, unbesicherte und nicht nachrangige Verpflichtungen der Emittentin dar und stehen grundsätzlich im gleichen Rang mit allen anderen bestehenden und zukünftigen unbesicherten und unbedingten Verbindlichkeiten der Emittentin (Ziffer 2 (a) der Terms and Conditions of the Notes). Cross-Default-Klausel: Ein Verzugsfall unter den Schuldverschreibungen ist gegeben, falls die Emittentin zur Rückzahlung einer anderen Anleihe oder einer anderen Darlehensschuld verpflichtet wird, weil sie irgendeiner darin übernommenen Verpflichtung nicht nachgekommen ist (Ziffer 9 der Terms and Conditions of the Notes).
Garantie:	Die Société Générale, Paris, übernimmt die unbedingte und unwiderrufliche Garantie für die Rückzahlung der Schuldverschreibungen durch die Emittentin entsprechend den Schuldverschreibungsbedingungen (Ziffer 2 (b) der Terms and Conditions of the Notes).
Recht für die Schuldverschreibungen:	Deutsches Recht
Recht für die Garantie:	Französisches Recht
Berechnungsstelle:	Société Générale, Paris Die Berechnungen der Berechnungsstelle sind, sofern keine offensichtlichen Fehler vorliegen, endgültig und für die Emittentin und die Schuldverschreibungsinhaber bindend. Die Berechnungsstelle wird die Emittentin und die Schuldverschreibungsinhaber über sämtliche Anpassungen, über den entsprechenden Stichtag sowie über das Vorliegen eines vorzeitigen Beendigungsgrundes gemäß den Bestimmungen der Final Terms und des Debt Issuance Programme Prospectus informieren. Im Falle eines vorzeitigen Beendigungsgrundes wird die Berechnungsstelle die Emittentin und die Schuldverschreibungsinhaber über den unter den Schuldverschreibungen auszubezahlenden Betrag informieren.

Zahlstelle:	Société Générale S.A., Zweigniederlassung Frankfurt am Main
Notierung:	Die Schuldverschreibungen werden voraussichtlich an der Wertpapierbörse Frankfurt am Main (Freiverkehr) und der Wertpapierbörse Stuttgart (Freiverkehr) notieren.
Bekanntmachungen:	In einem überregionalen Börsenpflichtblatt (für Zwecke des öffentlichen Angebots in der Bundesrepublik Deutschland) oder auf der Internetseite der Société Générale http://www.prospectus.socgen.com / http://www.sg-zertifikate.de.
Wertpapiernummern:	
ISIN:	DE000SG01JQ9
WKN:	SG01JQ
Steuern:	Etwaige Kosten, Steuern oder sonstige Abgaben, die im Zusammenhang mit der Zeichnung der Schuldverschreibungen anfallen, sind von dem Inhaber der betreffenden Schuldverschreibungen zu zahlen.
Zentralverwahrer:	Clearstream Banking AG, Frankfurt am Main
Verkaufsbeschränkungen:	siehe S. 223 – 225 des Debt Issuance Programme Prospectus vom 05. Mai 2008 (Anlage 2)

Angaben über die Société Générale Effekten GmbH

Firma, Gründung und Sitz

Die Société Générale Effekten GmbH (nachfolgend auch die "Emittentin" genannt) ist durch die am 05. Oktober 1990 durch Beschluss der Gesellschafterversammlung erfolgte Umfirmierung aus der LT Industriebeteiligungs-Gesellschaft mbH hervorgegangenen. Die Emittentin hat ihren Sitz in Frankfurt am Main und ist unter der Nummer HRB 32283 im Handelsregister des Amtsgerichts Frankfurt am Main eingetragen.

Gegenstand

Der in dem Gesellschaftsvertrag der Emittentin bestimmte Gegenstand ist die Begebung und der Verkauf von Wertpapieren und damit zusammenhängende Tätigkeiten, mit Ausnahme erlaubnispflichtiger Tätigkeiten. Bankgeschäfte im Sinne des Kreditwesengesetzes gehören nicht zum Gesellschaftszweck. Die Emittentin ist Finanzunternehmen im Sinne von § 1 Abs. 3 Satz 1 Nr. 5 KWG.

Konzernzugehörigkeit

Die Emittentin ist eine 100%ige Tochtergesellschaft der Société Générale S.A., Paris. Der Konzern der Société Générale stellt eine der größten Bankengruppen der Welt dar. Die Geschäftstätigkeit der Gruppe Société Générale umfaßt alle wesentlichen Bereiche des Bankgeschäfts, wie Privatkundengeschäft, Firmenkundengeschäft, Kapitalmarktgeschäft und Leasing. Die Aktie des Mutterhauses der Gruppe, der Société Générale S.A., ist an der Pariser Börse notiert.

Gezeichnetes Kapital

Das Stammkapital der Emittentin beträgt EUR 25.564,59. Das Stammkapital wird zu 100% von der Société Générale S.A., Paris gehalten und ist voll eingezahlt.

Geschäftstätigkeit

Die Geschäftstätigkeit der Gesellschaft umfasst die Emission und Platzierung von Wertpapieren, überwiegend Optionsscheinen und Zertifikaten, und die damit zusammenhängenden Tätigkeiten. Im Jahr 2007 hat die Gesellschaft insgesamt 17.227 (im Vorjahr 4.562) Emissionen von Optionsscheinen und Zertifikaten durchgeführt. Die Begebung von Wertpapieren durch die Emittentin erfolgt vornehmlich auf dem deutschen Kapitalmarkt, einer der wichtigsten Märkte für den derivativen Bereich. Die von der Emittentin begebenen Wertpapiere werden darüber hinaus ggf. auch in weiteren EU-Mitgliedstaaten öffentlich angeboten. Im Rahmen von entsprechenden Servicevereinbarungen kann die Emittentin auf Ressourcen der Société Générale S.A., Zweigniederlassung Frankfurt am Main und/oder der Société Générale S.A., Paris, zurückgreifen.

Geschäftsjahr

Das Geschäftsjahr der Emittentin ist das Kalenderjahr. Der Jahresabschluss für das zum 31. Dezember 2007 beendete Geschäftsjahr wurde von der Ernst & Young AG Wirtschaftsprüfungsgesellschaft geprüft und es wurde ein uneingeschränkter Bestätigungsvermerk erteilt. Der Abschluss für das vorangegangene Geschäftsjahr, für welchen ebenfalls ein uneingeschränkter Bestätigungsvermerk erteilt wurde, wurde ebenfalls von der Ernst & Young AG Wirtschaftsprüfungsgesellschaft geprüft.

Geschäftsführung

Geschäftsführer der Société Générale Effekten GmbH sind gegenwärtig Herr Marc Braun, Frankfurt am Main, Herr Dr. Joachim Totzke, Frankfurt am Main, und Herr Günter Happ, Flieden. Des Weiteren wurde Jeanette Plachetka und Achim Oswald Gesamtprokura erteilt.

Herr Marc Braun, Herr Dr. Joachim Totzke, Herr Günter Happ, Frau Jeanette Plachetka und Herr Achim Oswald sind über die Société Générale S.A., Zweigniederlassung Frankfurt am Main, Neue Mainzer Straße 46-50, 60311 Frankfurt am Main erreichbar.

Geschäftsaussichten für die Geschäftsjahre 2008 und 2009

Unter Berücksichtigung ihrer strengen Risikodeckungspolitik erwartet die Gesellschaft auch für die Geschäftsjahre 2008 und 2009 ein positives Ergebnis.

Angaben über die Société Générale S.A.

Name, Gründung, Dauer und Sitz

Die Société Générale wurde am 4. Mai 1864 in Frankreich gegründet, 1945 verstaatlicht, 1987 wieder privatisiert und als „Société Anonyme“ nach dem Recht der Republik Frankreich errichtet. Die Dauer der Gesellschaft wurde bis zum 31. Dezember 2047 verlängert. Die Gesellschaft ist unter der Nummer 552 120 222 RCS Paris eingetragen. Sitz der Gesellschaft ist 29, boulevard Haussmann, 75009 Paris 9, Frankreich.

Gegenstand und Geschäftstätigkeit

Gegenstand der Gesellschaft sind Tätigkeiten für sich oder Dritte im Bereich von Bank-, Finanz-, Versicherungs- und Kreditgeschäften innerhalb und außerhalb Frankreichs mit allen Personen, Gesellschaften sowie öffentlichen und kommunalen Behörden in Übereinstimmung mit den für „Etablissements de Crédit“ (Kreditinstitute) geltenden Vorschriften.

Gezeichnetes Kapital

Das Stammkapital der Société Générale betrug zum 02. Dezember 2009 EUR 725.909.055, aufgeteilt in 580.727.244 Stammaktien im Wert von jeweils € 1,25.

Geschäftsjahr

Das Geschäftsjahr der Gesellschaft läuft vom 1. Januar bis zum 31. Dezember eines jeden Jahres.

Geschäftsführung

Nach dem Gesellschaftsvertrag obliegt die Geschäftsführung der Gesellschaft dem „Board of Directors“. Dem „Board of Directors“ gehören die folgenden Personen an:

Daniel Bouton (Chairman), Frédéric Oudea (Chief Executive Officer), Philippe Citerne (Director and Co-Chief Executive Officer), Séverin Cabannes (Deputy Chief Executive Officer) Jean Azéma, Michel Cicurel, Robert Day, Elisabeth Lulin, Nathalie Rachou, Jean-Martin Folz, Patrick Ricard, Luc Vandevelde, Anthony Wyand, Philippe Pruvost, Gianemilio Osculati sowie Patrick Delicourt (Stand 30. Juni 2008).

Am 18. Januar 2006 hat das „Board of Directors“ Herrn Kenji Matsuo (Chairman von Meiji Yasuda Life Insurance Company) zum nicht stimmberechtigten Mitglied des „Board of Directors“ ernannt.

Die Mitglieder des „Board of Directors“ sind unter der Adresse der Gesellschaft, 29, boulevard Haussmann, 75009 Paris 9 erreichbar.

Abschlussprüfer

Nach dem Recht der Republik Frankreich bedarf die Gesellschaft zweier gesetzlicher Abschlussprüfer („commissaires aux comptes“) sowie zweier gesetzlicher Ersatz-Abschlussprüfer.

Die gesetzlichen Abschlussprüfer für das Jahr 2007 waren:

- Ernst & Young Audit (vertreten durch Philippe Peuch-Lestrade), 11, allée de l’Arche, 92400 Courbevoie (Frankreich)

  und

- Deloitte & Associes (vertreten durch José-Luis Garcia), 185, avenue Charles de Gaulle, 92200 Neuilly-sur-Seine (Frankreich)

Die Stellvertreter der derzeitigen Abschlussprüfer sind Gabriel Galet und Alain Pons.

Die gesetzlichen Abschlussprüfer für das Geschäftsjahr 2006 waren:

- Ernst & Young Audit (vertreten durch Philippe Peuch-Lestrade), 11, allée de l’Arche, 92400 Courbevoie (Frankreich)

  und

- Deloitte & Associes (vertreten durch José-Luis Garcia), 185, avenue Charles de Gaulle, 92200 Neuilly-sur-Seine (Frankreich)

Der Jahresabschluss für das Geschäftsjahr 2007 wurde von den Abschlussprüfern mit einem Bestätigungsvermerk versehen.

„Nach unserer Ansicht stellt der Konzernabschluss in Übereinstimmung mit den von der EU verabschiedeten IFRS (International Financial Reporting Standards) in zutreffender und angemessener Weise die Werte, Verbindlichkeiten, Finanzlage der vereinigten Unternehmensgruppe am 31. Dezember 2007 und die Resultate ihrer Operationen in dem auslaufenden Jahr dar. Ohne unsere oben ausgedrückte Ansicht weiter auszuführen, möchten wir auf folgendes aufmerksam machen:

- *Note 1 und Note 40 zu dem Konzernabschluss, die die buchhalterische und steuerliche Behandlung des Nettoverluste infolge unerlaubter und verdeckter Handelsaktivitäten beschreiben, ebenso wie die Gründe, die die Société Générale Gruppe dazu bewegt haben, von der in IAS 1 enthaltenen Ausnahme Gebrauch zu machen, um ihre finanzielle Situation am 31. Dezember 2007 angemessen darzustellen;*

- *Note 40 zu dem Konzernabschluss, die besagt, dass an dem Tag, an dem der beigefügte Jahresabschluss zur Ausgabe freigegeben wird, Vorgänge des Firmenkundengeschäfts und des Investment Bankings weiterhin Gegenstand von verschiedenen internen sowie externen Untersuchungen sind, woraus neue Tatsachen, die bis zum heutigen Tage nicht bekannt sind, hervortreten können.“*[*]

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[*] freie, sinngemäße Übersetzung aus dem Englischen

Geschäftsaussichten für die Geschäftsjahre 2008 und 2009

Für die Geschäftsjahre 2008 und 2009 wird mit einem positiven Ergebnis gerechnet.

Anlage 1

Final Terms vom 02. Februar 2009

Conformed Copy

2 February 2009

FINAL TERMS

Issue of 200 000 Notes in the denomination of EUR 100 each (i.e. EUR 20 000 000) Notes due 6 March 2014

Series DE541/09.3, Tranche 1

issued under the

Debt Issuance Programme

of

SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH

(acting in its own name but for the account of Société Générale)

Unconditionally and irrevocably guaranteed by Société Générale

The Notes are offered to the public in Germany for subscription from and including 2 February 2009 to and including 27 February 2009, save in the case of early ending or prolongation, as the case may be.

Unless defined, or stated otherwise, herein, capitalised terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "**Conditions**") set forth in the Base Prospectus dated 5th May 2008 (the "**Base Prospectus**") (which (as supplemented by the supplemental Prospectuses dated 26th May 2008, 13th June 2008, 2nd September 2008 and 2th December 2008) 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 such Base Prospectus. Full information on the Issuer and the Notes is only available on the basis of the combination of this document (this "**Document**" or these "**Final Terms**") and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing at Société Générale, Zweigniederlassung Frankfurt am Main, Neue Mainzer Strasse 46-50, 60311 Frankfurt am Main, Germany and http://prospectus.socgen.com and copies may be obtained free of charge from this address.

The provisions of the Technical Annex (Part B of the Conditions) apply to these Final Terms and such documents shall be read together.

The terms of this Document amend, supplement and vary the Conditions of the Notes set out in the Base Prospectus. If and to the extent the terms of these Final Terms deviate from the Conditions, the terms of these Final Terms shall prevail. The Conditions so amended, supplemented or varied together with the relevant provisions of these Final Terms will form the Conditions applicable to this Series of Notes (the "**Supplemented Conditions**").

Application has been made to list the Notes on the unofficial market (Open Market, Freiverkehr) of the Stuttgart Stock Exchange.

Application has been made to list the Notes on the unofficial market (Open Market, Freiverkehr) of the Frankfurt Stock Exchange .

The information included herein with respect to indices and/or formulas comprising, based on or referring to variations in the prices of one or more shares in companies, any other equity or non-equity securities, currencies or currency exchange rates, interest rates, credit risks, fund units, shares in investment companies, term deposits, life insurance contracts, loans, commodities or futures contracts on the same or any other underlying instrument(s) or asset(s) or the occurrence or not of certain events not linked to the Issuer or the Guarantor or any other factors to which the Notes are linked (the "**Underlyings**") consists only of extracts from, or summaries of, publicly available information. The Issuer and the Guarantor accept responsibility that such information has been correctly extracted or summarised. No further or other responsibility in respect of such information is accepted by the Issuer and the Guarantor. In particular, the Issuer and the Guarantor and any Dealer(s) accept no responsibility in respect of the accuracy or completeness of the information set forth herein concerning the Underlyings of the Notes or that there has not occurred any event which would affect the accuracy or completeness of such information.

No person has been authorised to give any information or to make any representation other than those contained in this Document in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Issuer or the Guarantor. The delivery of this Document at any time does not imply that the information in it is correct as any time subsequent to this date.

The purchase of the Notes issued under the Programme is associated with certain risks. Each prospective investor in Notes must ensure that the complexity and risks inherent in the Notes are suitable for its investment objectives and are appropriate for itself or the size, nature and condition of its business, as the case may be. No person should deal in the Notes unless that person understands the nature of the relevant transaction and the extent of that person's exposure to potential loss. Each prospective purchaser of Notes should consider carefully whether the Notes are suitable for it in the light of its circumstances and financial position.

Prospective investors in Notes should consult their own legal, tax, accountancy and other professional advisers to assist them in determining the suitability of the Notes for them as an investment.

PART A – CONTRACTUAL TERMS

Form of Conditions:			Supplemented
1.	(i)	Issuer:	Société Générale Effekten GmbH
	(ii)	Guarantor:	Société Générale
2.	(i)	Series Number:	DE541/09.3
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	EUR
4.		Aggregate Principal Amount:	
	(i)	Tranche:	200 000 Notes in the denomination of EUR 100 each (i.e. EUR 20 000 000)
	(ii)	Series:	200 000 Notes in the denomination of EUR 100 each (i.e. EUR 20 000 000)
5.		Issue Price:	EUR 100
6.		Specified Denomination(s):	100
7.	(i)	Issue Date and if any, Interest Commencement Date:	3rd March 2009
	(ii)	Interest Commencement Date (if different from the Issue Date):	Not Applicable
8.		Maturity Date:	06/03/14 (DD/MM/YY)
9.		Interest Basis:	See paragraphs 15 to 18 below
10.		Redemption/Payment Basis:	See paragraph(s) 20 to 25 below
11.		Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	See paragraph(s) 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: Not Applicable

18. Structured 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. Redemption at the Option of the Issuer (other than for Tax Reasons): Applicable

    (i) Optional Redemption Date(s): As provided in the Schedule

    (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): As provided in the Schedule

    (iii) If redeemable in part:

        (a) Minimum Redemption Amount: Not Applicable

        (b) Maximum Redemption Amount: Not Applicable

    (iv) Notice period: As provided in the Schedule

22. Redemption at the option of the Noteholders: Not Applicable

23. Final Redemption Amount: See the Schedule

    (i) Index/Formula: See the Schedule

    (ii) Calculation Agent responsible for calculating the Final Redemption Amount: As provided in the Technical Annex.

    (iii) Provisions for determining the redemption amount where calculation by reference to Index and/or Formula is impossible or impracticable: As provided in the Technical Annex and as the case may be in the Schedule.

24. Maturity Date:

    (i) Specified Maturity Date: See paragraph 8 above

    (ii) Redemption Month: Not Applicable

25. Early Redemption Amount(s) payable on redemption due to Tax Reasons or due to an Event of Default and/or the method of calculating the same (if required or if different from that set out in the Conditions): Market Value

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. Form of Notes: Temporary global Note exchangeable for a permanent global Note only upon an exchange event as provided in Condition 1(c)

27. Payments on Temporary Global Notes Restricted: Yes

28. "Payment Business Day" election in accordance with Condition 5(e) or other special provisions relating to Payment Business Days: Condition 5(e) applies

29. Financial Centre(s) for the purposes of Condition 5(e): Trans-European Automated Real-time Gross settlement Express Transfer (TARGET) System

30. Details relating to Partly Paid Notes: Not Applicable

31. Details relating to Instalment Notes: Not Applicable

32. Redenomination: Not Applicable

OTHER FINAL TERMS

33. Other final terms: As specified in the Schedule

NOTICES

34. Means of publication in accordance with Condition 13(a): Germany: Börsen-Zeitung and Financial Times Deutschland (Financial Times Deutschland only if publication date is a Monday*)*

		or http://prospectus.socgen.com / http://www.sg-zertifikate.com
35.	Clearing System Delivery Period in accordance with Condition 13(b):	Not Applicable

PLAN OF DISTRIBUTION AND ALLOTMENT

36.	Notification Process for allotted amount:	Not Applicable
37.	Tranche reserved to one of the countries where the Offer is made:	Not Applicable

PLACING AND UNDERWRITING

38.	(i)	If syndicated, names of Managers:	Not Applicable
	(ii)	Date of Subscription Agreement:	Not Applicable
	(iii)	Stabilising Manager (if any):	Not Applicable
39.		If non-syndicated, name and address of relevant Dealer:	Société Générale Tour Société Générale 17, Cours Valmy 92987 Paris-La Défense Cedex 7
40.		Total commission and concession:	There is no commission and/or concession paid by the Issuer to the Dealer. Société Générale can pay remuneration to distributors for certain products on the basis of performed advisory and distribution services. For further information please contact your distributor.
41.		Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:	TEFRA D

42. Additional selling restrictions: Not Applicable

43. Table: Not Applicable

LISTING AND ADMISSION TO TRADING APPLICATION

This Document comprises the final terms required to list on the unofficial market (Open Market, Freiverkehr) of the Stuttgart Stock Exchange this issue of Notes by Société Générale Effekten GmbH pursuant to its Debt Issuance Programme for which purpose they are hereby submitted.

This Document comprises the final terms required to list on the unofficial market (Open Market, Freiverkehr) of the Frankfurt Stock Exchange this issue of Notes by Société Générale Effekten GmbH pursuant to its Debt Issuance Programme for which purpose they are hereby submitted.

RESPONSIBILITY

Société Générale Effekten GmbH as Issuer and Société Générale as Guarantor accept responsibility for the information contained in these Final Terms under § 5 Sec. (4) German Securities Prospectus Act (*Wertpapierprospektgesetz*). Information or summaries of information included herein with respect to the Underlying (s) has been extracted or obtained, as the case may be, from general databases released publicly or by any other available information. The Issuer and the Guarantor confirm that such information has been accurately reproduced and that, so far as they are aware and are able to ascertain from information published, no facts have been omitted which would render the reproduced information, inaccurate or misleading.

Signed on behalf of the Issuer:	Signed on behalf of the Guarantor:
By: Günter HAPP Achim OSWALD	By: Günter HAPP Achim OSWALD
Duly authorised	*Duly authorised*

PART B – OTHER INFORMATION

1. LISTING

(i)	Listing:	The unofficial market (Open Market, Freiverkehr) of the Stuttgart Stock Exchange The unofficial market (Open Market, Freiverkehr) of the Frankfurt Stock Exchange

2. RATINGS

Ratings:	The Notes to be issued have not been rated

3. NOTIFICATION

The Issuer and the Guarantor have authorised the use of these Final Terms and the Debt Issuance Programme Prospectus dated 5 May 2008 by the Dealer/Managers and the entities in charge of the distribution of the Notes (the **Distributors** and, together with the Dealer/Managers, the **Financial Intermediaries**) in connection with offers of the Notes to the public in Germany for the period set out in paragraph 14 below; being specified that names and addresses of the Distributors, if any, are available upon request to the Dealer (specified above in the item 39 of the Part A).

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

Save for any fees payable to the Dealer(s), 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.

5. ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i)	Reasons for the offer:	See "Use of Proceeds" wording in Debt Issuance Programme Prospectus
(ii)	Estimated net proceeds:	Not Applicable
(iii)	Estimated total expenses:	Not Applicable
(iv)	Taxes and other expenses:	Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be

paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation. Other expenses that may be charged to the Noteholders, *inter alia* by distributors, in relation to the subscription, transfer, purchase or holding of the Notes, cannot be assessed or influenced by the Issuer or the Guarantor and are usually based on the relevant intermediary's business conditions.

6. YIELD (Fixed Rate Notes only)

Indication of yield: Not Applicable

7. HISTORIC INTEREST RATES (Floating Rate Notes only)

Not Applicable

8. PERFORMANCE OF UNDERLYING, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

The Issuer may redeem the Notes on one of the Optional Redemption Dates. If the Issuer chooses to redeem the Notes, the Noteholders are entitled to receive the Optional Redemption Amount by a cash settlement on the Optional Redemption Date. Under these Notes, the Noteholders will not receive any coupons during the term of the Notes. At maturity, the Noteholders are entitled to receive an amount totally linked to the performance of the Underlying(s). The return depends upon the fact that the performance of the Underlying(s) reaches or does not reach a pre-determined threshold. Accordingly, a small downward or upward movement of the Underlying(s) close to the threshold may result in a significantly larger increase or decrease of the return of the Notes. The return of these Notes is linked to the performances of the Underlying(s) as calculated on pre-determined Valuation Dates, and regardless of the level of such Underlying(s) between these dates. As a result, the Closing Price of the Underlying(s) on these dates will affect the value of the Notes more than any other single factor. Under these Notes, at maturity, the Noteholders are not entitled to receive the amount initially invested. Noteholders are entitled to receive a Final Redemption Amount which may, in case of an adverse evolution of the Underlying(s) during the term of the Notes, be significantly lower than the amount per Note initially invested.

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

Not Applicable

10. OPERATIONAL INFORMATION

	(i) ISIN Code:	DE000SG01JQ9
	(ii) Common Code:	
	(iii) Clearing System(s):	Clearstream Banking AG WKN Number: SG01JQ
11.	**Delivery**:	Delivery against payment
12.	**Names and addresses of Additional Paying Agent(s) and Settlement Agent (if any)**:	Not Applicable
13.	**Address and contact details of Société Générale for all administrative communications relating to the Notes**:	Société Générale 17, cours Valmy 92987 Paris La Défense Cedex France Telephone: +33 1 42 13 86 92 (Hotline) Facsimile: +33 1 42 13 75 01 Attention: Equity Derivatives - Client Services Mail: clientsupport-deai@sgcib.com
14.	**PUBLIC OFFERS**	
	(i) - Offer Period:	From and including 2 February 2009 to and including 27 February 2009, in Germany.
	(ii) - Offer Price:	The Notes will be offered at the Issue Price increased by fees, if any, as mentioned below.
	(iii) - Conditions to which the offer is subject:	Offers of the Notes are conditional on their issue and, on any additional conditions set out in the standard terms of business of the Financial Intermediaries, notified to investors by such relevant Financial Intermediaries.
	(iv) - Description of the application process:	Any application for subscription of the Notes shall be sent to: - Société Générale (see paragraph 13 of Part B above) for Germany or any other Financial Intermediary
	(v) - Details of the minimum and/or maximum amount of	

	application:	Not Applicable
(vi)	- Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
(vii)	- Details of the method and time limits for paying up and delivering the Notes:	The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys on the same date. However, the settlement and delivery of the Notes will be executed through the Dealer mentioned above. Investors will be notified by the relevant Financial Intermediary of their allocations of Notes and the settlement arrangements in respect thereof.
(viii)	- Manner and date in which results of the offer are to be made public:	Not Applicable
(ix)	- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
(x)	- Categories of potential investors to which the Notes are offered:	Offers may be made by the Financial Intermediaries in Germany and jurisdictions into which the Debt Issuance Programme Prospectus has been passported to any person. In other EEA countries, offers will only be made by the Financial Intermediaries pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.

(xi)	- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Notification made by Société Générale (see paragraph 13 of Part B above) No dealings in the Notes on a regulated market for the purposes of the Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on Markets in Financial Instruments may take place prior to the Issue Date.
(xii)	- Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation. The Noteholders shall also consult the Taxation section in the Debt Issuance Programme Prospectus. Subscription fees or purchases fees : up to 2% being specified that the Distributor can waive such fees.

GOVERNING LAW

15.	**Governing law in respect of the Notes**:	German law
16.	**Governing law in respect of the Guarantee**:	French law

SCHEDULE

(This Schedule forms part of the Final Terms to which it is attached)

Part 1

1. (i) Issuer:	Société Générale Effekten GmbH
(ii) Guarantor:	Société Générale
3. Specified Currency or Currencies:	EUR
4. Aggregate Principal Amount:	
(i) Tranche:	200 000 Notes in the denomination of EUR 100 each (i.e. EUR 20 000 000)
(ii) Series:	200 000 Notes in the denomination of EUR 100 each (i.e. EUR 20 000 000)
5. Issue Price:	EUR 100
6. Specified Denomination(s):	100
7.(i). Issue Date:	03rd March 2009
8. Maturity Date:	06/03/14 (DD/MM/YY)
1.(i). (Part B) Listing:	Application has been made for the Notes to be listed on the unofficial market (Open Market, Freiverkehr) of the Frankfurt Stock Exchange Application has been made for the Notes to be listed on the unofficial market (Open Market, Freiverkehr) of the Stuttgart Stock Exchange
15. Fixed Rate Note Provisions:	Not Applicable
18. Structured Note Provisions:	Not Applicable
21. Redemption at the Option of the Issuer (other than for Tax Reasons):	Applicable

(i)Optional Redemption Date(s)(t) (t from 1 to 9):	Optional Redemption Date(1) = 07/09/09; Optional Redemption Date(2) = 08/03/10; Optional Redemption Date(3) = 06/09/10; Optional Redemption Date(4) = 07/03/11; Optional Redemption Date(5) = 06/09/11; Optional Redemption Date(6) = 06/03/12; Optional Redemption Date(7) = 06/09/12; Optional Redemption Date(8) = 06/03/13; Optional Redemption Date(9) = 06/09/13
(ii)Optional Redemption Amounts of each Note and method, if any, of calculation of such amounts:	The Optional Redemption Amount (t) (t from 1 to 9) in respect of an Optional Redemption Date(t) will be calculated as follows: Specified Denomination x (100% + [5.00% x t])
(iv) Notice Period:	6 Business Days prior to the Optional Redemption Date
23. Final Redemption Amount:	Index Linked
(i) Index/Formula:	Unless previously redeemed (see "Issuer's optional redemption (other than for taxation reasons)" paragraph above), or purchased and cancelled, the Issuer shall redeem the Notes on the Maturity Date in accordance with the following formula in respect of each Note: a) If on Valuation Date (1) IndexPerf(1) ≥ Barrier Level, then: Specified Denomination × Max (150% ; IndexPerf(1)) b) Else Specified Denomination × IndexPerf(1)
33. Other final terms:	Not Applicable

Part 2 (Definitions)

Terms used in the formulae above are described in this Part 2.

Valuation Date(0):	27/02/09
Valuation Date(1):	28/02/14
Underlying:	The following Index as defined below:

Index Name	Reuters Code	Index Sponsor	Exchange	Web Site*
Dow Jones EURO STOXX 50 Index ®	.STOXX50E	STOXX Ltd	Each exchange on which securities comprised in the Index are traded, from time to time, as determined by the Index Sponsor.	http://www.stoxx.com/

**The information relating to the past and future performances of the Underlying are available on the website of the Index Sponsor and the volatility can be obtained, upon request, at the specified office of Société Générale (see in address and contact details of Société Générale for all administrative communications relating to the Notes).*

Closing Price:	For Shares or Indices, as defined in Part 1 of the Equity Technical Annex
S_i (i from 0 to 1):	Closing Price of Underlying on the Valuation Date(i)
IndexPerf(1):	S_1/S_0
Barrier Level:	40% - 45% of S_0 (the exact Barrier Level will be fixed between 40% and 45% on S_0 in sole discretion of Société Générale according to the actual market conditions); the fixed Barrier Level will be published according to Condition 13.

Part 3: Information relating to the Underlying

Information or summaries of information included herein with respect to the Underlying (s) has been extracted or obtained, as the case may be, from general databases released publicly or by any other available information. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published, no facts have been omitted which would render the reproduced information, inaccurate or misleading.

Part 4: Additional Information

Dow Jones EURO STOXX 50 Index ®

STOXX and Dow Jones have no relationship to the licensee, other than the licensing of the Dow Jones EURO STOXX 50 Index ® and the related trademarks for use in connection with the products.

STOXX and Dow Jones do not:

- Sponsor, endorse, sell or promote the products.
- Recommend that any person invest in the products or any other securities.
- Have any responsibility or liability for or make any decisions about the timing, amount or pricing of products.
- Have any responsibility or liability for the administration, management or marketing of the products.
- Consider the needs of the products or the owners of the products in determining, composing or calculating the Dow Jones EURO STOXX 50 Index ® or have any obligation to do so.

STOXX and Dow Jones will not have any liability in connection with the products. Specifically,

- **STOXX and Dow Jones do not make any warranty, express or implied and disclaim any and all warranty about:**
  - **The results to be obtained by the products, the owner of the products or any other person in connection with the use of the Dow Jones EURO STOXX 50 Index ® and the data included in the Dow Jones EURO STOXX 50 Index ®;**
  - **The accuracy or completeness of the Dow Jones EURO STOXX 50 Index ® and its data;**
  - **The merchantability and the fitness for a particular purpose or use of the Dow Jones EURO STOXX 50 Index ® and its data;**
- **STOXX and Dow Jones will have no liability for any errors, omissions or interruptions in the Dow Jones EURO STOXX 50 Index ® or its data;**
- **Under no circumstances will STOXX or Dow Jones be liable for any lost profits or indirect, punitive, special or consequential damages or losses, even if STOXX or Dow Jones knows that they might occur.**

The licensing agreement between the issuer and STOXX is solely for their benefit and not for the benefit of the owners of the products or any other third parties.

TERMS AND CONDITIONS OF THE NOTES

The terms and conditions of the Notes (the "**Terms and Conditions**" or the "**Conditions**") are set forth below in two parts: Part A sets out the basic contractual terms that apply to all types of Notes issued under this Debt Issuance Programme (the "**Basic Terms**"). Part A is supplemented by Part B, commencing on page 118 of the Debt Issuance Programme Prospectus, which sets out specific terms that apply, if stated to be applicable in the applicable Final Terms, to Notes whose interest rate and/or redemption amount is determined or calculated by reference to an index and/or a formula based on or referring to changes in the prices of securities or assets (including, without limitation, shares, fund units or commodities or futures contracts on the same, as further described on page 118 hereof) or by reference to such other factor or factors as indicated in the applicable Final Terms (collectively "**Structured Notes**") (the "**Technical Annex**").

The Basic Terms and the Technical Annex together form the Terms and the Conditions of the Notes. To the extent so specified in the Final Terms or to the extent inconsistent with the Basic Terms, the terms of the Technical Annex replace or modify the Basic Terms for the purpose of the Notes to which it applies.

PART A – BASIC TERMS

1. Currency, Denomination, Form and Certain Definitions

(a) *Currency; Denomination.* This tranche of Notes (the "**Notes**") of Société Générale Effekten GmbH (the "**Issuer**", which expression shall include any Substitute Debtor as defined in Condition 12) is being issued in **Euros** ("**EUR**" the "**Specified Currency**") in the aggregate principal amount of **EUR 20 000 000** (the "**Aggregate Principal Amount**"), divided into notes in the specified denomination of **EUR 100** (the "**Specified Denomination**") each.

(b) *Form.* The Notes are issued in bearer form.

(c) *Global Notes:* The Notes are initially represented by a temporary global bearer Note (the "**Temporary Global Note**") without interest coupons. The Temporary Global Note will be exchangeable, free of charge to the holder of Notes, on or after its Exchange Date, in whole or in part upon certification as to non-U.S. beneficial ownership in the form set out in the Temporary Global Note for a permanent global bearer Note (the "**Permanent Global Note**") (the Temporary Global Note and the Permanent Global Note, each a "**Global Note**") without interest coupons. Each of the Temporary Global Note and the Permanent Global Note shall bear the manual or facsimile signatures of two duly authorised signatories of the Issuer.

"**Exchange Date**" means a day falling not earlier than 40 days after the date of issue of the Temporary Global Note.

(d) *Definitive Notes:* The right of the Noteholders to require the issue and delivery of definitive Notes or interest coupons is excluded.

(e) *Clearing System:* The Global Notes will be held in custody by or on behalf of Clearstream Banking AG, Frankfurt ("**Clearstream Frankfurt**") (the "**Clearing System**") until all obligations of the Issuer under the Notes have been satisfied.

(f) *Holder of Notes.* "**Noteholder**" means any holder of a proportionate co-ownership or other beneficial interest or right in the Global Note(s) introduced into the Clearing System under a particular securities identification number, which are transferable in accordance with applicable laws and the rules and regulations of the Clearing System.

(g) *Certain Definitions:*

References in these Conditions to "**Tranche"** shall mean Notes which are identical in all respects.

References in these Conditions to "**Series"** shall mean a Tranche of Notes together with any further Tranche or Tranches of Notes which are (a) expressed to be consolidated and form a single series and (b) are identical in all respects except for their respective Issue Dates, Interest Commencement Dates and/or Issue Prices.

(f) Any reference in these Conditions to "**Physical Delivery Notes**" shall mean Notes in respect of which an amount of principal and/or interest or the final exercise amount is payable and/or (by reference to an underlying security or asset as specified in the applicable Final Terms (the "**Underlying**")) a Physical Delivery Amount (being the number of Underlyings plus/minus any amount due to/from the Noteholder in respect of each Note) is deliverable and/or payable, in each case by reference to one or more Underlyings as indicated in the applicable Final Terms.

2. Status of the Notes and Guarantee

(a) *Status of the Notes*: The obligations under the Notes constitute direct, unconditional, unsubordinated and, subject to the Guarantee unsecured limited recourse obligations of the Issuer and shall at all times rank pari passu and without preference among themselves. The payment obligations of the Issuer under the Notes (save for certain obligations preferred by mandatory provisions of statutory law) shall rank pari passu with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer from time to time outstanding.

(b) *Guarantee:* Société Générale (the "**Guarantor**") has given an unconditional and irrevocable Guarantee for the due and punctual payment of principal of, and interest on, and any other amounts expressed to be payable under the Notes and/or the due and punctual physical delivery of securities or assets deliverable under or in respect of the Notes for the benefit of the Noteholders.

3. Negative Pledge

The Guarantor will not, so long as any of the Notes or any receipts or coupons relating thereto remain outstanding, create a **Security Interest** (other than a Permitted Security Interest) upon, or with respect to, any of its present or future business, undertaking, assets or revenues (including any uncalled capital) to secure any Relevant Indebtedness (as defined below), unless the Guarantor, in the case of the creation of a Security Interest, before or at the same time and, in any other case, promptly, takes any and all action necessary to ensure that:

(i) all amounts payable by it under the Notes and the coupons are secured by the Security Interest equally and rateably with the Relevant Indebtedness; or

(ii) such other Security Interest or other arrangement (whether or not it includes the giving of a Security Interest) is provided as is approved by an extraordinary resolution (duly passed by a majority of not less than three-fourths of the votes cast) of the Noteholders.

For the purposes of these Conditions:

Permitted Security Interest means (i) any Security Interest created or outstanding upon any property or assets (including current and/or future revenues, accounts, receivables and other payments) of the Guarantor arising out of any securitisation or other similar structured finance transaction involving such property or assets where the primary source of payment of any obligations secured by such property or assets is the proceeds of such property or assets (or where the payment of such obligations is otherwise supported by such property or assets) and where recourse to the Guarantor in respect of such obligations does not extend to defaults by the obligors in relation to such property or assets; or (ii) a lien arising solely by operation of law.

Relevant Indebtedness means (i) any present or future indebtedness (whether being principal, premium, interest or other amounts) for or in respect of any notes, bonds, debentures (including, without limitation, obligations, as such term is defined for the purposes of French law) or other securities, of the Guarantor, which are for the time being quoted, listed or ordinarily dealt in on any stock exchange or regulated securities market and (ii) any guarantee or indemnity of any such indebtedness.

Security Interest means any mortgage, charge, lien, pledge or other encumbrance.

4. Interest

The Notes bear no interest.

5. Payments

(a) *Payment of Principal*. Payment of principal in respect of Notes shall be made, subject to subparagraph (c) below, to the Clearing System or to its order for credit to the accounts of the relevant account holders of the Clearing System.

(b) *Payment of Interest*. Payment of interest on Notes shall be made, subject to subparagraph (c) below, to the Clearing System or to its order for credit to the accounts of the relevant account holders of the Clearing System.

(c) *Manner of Payment*. Subject to applicable fiscal and other laws and regulations, payments of amounts due in respect of the Notes shall be made in the freely negotiable and convertible currency which on the respective due date is the currency of the country of the Specified Currency. Should the Specified Currency have been replaced on the due date under any applicable legal provision, payments shall be made in such legally prescribed currency. If, as a result of such legal changes, there are several currencies to choose from, the Issuer shall choose a currency in its reasonable discretion. This shall also apply if payment in the Specified Currency is not possible for any other reason.

(d) *Discharge*. The Issuer shall be discharged by payment to, or to the order of, the Clearing System.

(e) *Payment Business Day*. If the due date for payment of any amount in respect of any Note is not a Payment Business Day then the Noteholder shall instead be entitled to payment on the next following Payment Business Day in the relevant place and shall not be entitled to further interest or other payment in respect of a potential adjustment in accordance with this Condition 5(e).

For purposes of this Condition 5(e), **“Payment Business Day**” means a day which is a day (other than a Saturday or a Sunday) on which both (i) the Clearing System, and (ii) the Trans-European Automated Real-time Gross settlement Express Transfer (TARGET) System settle(s) payments.

(f) *References to Principal and Interest.* References in these Terms and Conditions to principal in respect of the Notes shall be deemed to include, as applicable:

(i) the Final Redemption Amount of the Notes;

(ii) the Early Redemption Amount of the Notes;

(iii) the Optional Redemption Amount(s) of the Notes;

and

any premium and any other amounts which may be payable under or in respect of the Notes, including, as applicable, any Additional Amounts which may be payable under Condition 7. References in these Terms and Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any Additional Amounts which may be payable under Condition 7.

(g) *Deposit of Principal and Interest*. The Issuer may deposit with the *Amtsgericht* in Frankfurt am Main principal and interest not claimed by Noteholders within twelve months after the due date, even though such Noteholders may not be in default of acceptance of payment. If and to the extent that the deposit is effected and the right of withdrawal is waived, the respective claims of such Noteholders against the Issuer shall cease.

6. Redemption and Purchase

(a) *Redemption at Maturity*

To the extent not previously redeemed in whole or in part, the Notes shall be redeemed at their Final Redemption Amount on **6 March 2014** (“**Maturity Date**”).

“**Final Redemption Amount”** means in respect of each Note an amount calculated by the Calculation Agent in accordance with the following formula:

a) If on Valuation Date (1) IndexPerf(1) ≥ Barrier Level, then:

Specified Denomination × Max (150% ; IndexPerf(1))

b) Else

Specified Denomination × IndexPerf(1)

Where

Valuation Date(0): 27/02/09

Valuation Date(1): 28/02/14

Underlying: The following Index as defined below:

Index Name	**Reuters Code**	**Index Sponsor**	**Exchange**	**Web Site***
Dow Jones EURO STOXX 50 Index ®	.STOXX50E	STOXX Ltd	Each exchange on which securities comprised in the Index are traded, from time to time, as determined by the Index Sponsor.	http://www.stoxx.com/

**The information relating to the past and future performances of the Underlying are available on the website of the Index Sponsor and the volatility can be obtained, upon request, at the specified office of Société Générale (see in address and contact details of Société Générale for all administrative communications relating to the Notes).*

Closing Price: For Shares or Indices, as defined in Part 1 of the Equity Technical Annex

S_i (i from 0 to 1): Closing Price of Underlying on the Valuation Date(i)

IndexPerf(1): S_1/S_0

Barrier Level: 40% - 45% of S_0 (the exact Barrier Level will be fixed between 40% and 45% on S_0 in sole discretion of Société Générale according to the actual market conditions); the fixed Barrier Level will be published according to Condition 13.

(b) *Early Redemption for Tax Reasons*

(i) Early Redemption because of a Gross-up Event

If at any time after the issuance of the Notes a Gross up Event (as defined below) occurs, the Notes may be redeemed (in whole but not in part) at the option of the Issuer at their Early Redemption Amount (as defined below) upon giving not less than 30 nor more than 60 days' notice to the Noteholders in accordance with Condition 13, provided that no such notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer would be for the first time obliged to pay the Additional Amounts.

Any notice given in accordance with the above paragraph shall be irrevocable, must specify the date fixed for redemption and must set forth a statement in summary form of the facts constituting the basis for the right of the Issuer so to redeem.

A "**Gross up Event"** occurs if the Issuer has or will become obliged by a legislative body, a court or any authority to pay Additional Amounts pursuant to Condition 7 or the Guarantor has or will become obliged to pay Additional Amounts in respect of payments due under the Guarantee or the trust agreement dated February 24th, 2006 between the Issuer and the Guarantor as a result of any change in or amendment to the laws of (or any rules or regulations thereunder) of the Federal Republic of Germany or France or any political subdivision or any authority of or in the Federal Republic of Germany or France (each a "**Tax Jurisdiction**"), or any change in or amendment to any official interpretation or application of those laws or rules or regulations, and that obligation cannot be avoided by the Issuer and/or the Guarantor taking reasonable measures it (acting in good faith) deems appropriate.

(ii) Special Tax Redemption

If the Issuer or, as the case may be, the Guarantor would, on the occasion of the next payment of principal or interest in respect of the Notes, be prevented by the law of a Tax Jurisdiction from causing payment to be made to the Noteholders of the full amount then due and payable, then the Issuer or the Guarantor, as the case may be, shall forthwith give notice of such fact to the Agent and the Issuer or the Guarantor, as the case may be, shall, upon giving not less than seven nor more than 45 days' prior notice to the Noteholders in accordance with Condition 13, forthwith redeem all, but not some only, of the Notes at their Early Redemption Amount, together, if appropriate, with accrued interest, on the latest practicable Interest Payment Date on which the Issuer or the Guarantor, as the case may be, could make payment of the full amount then due and payable in respect of the Notes, provided that if such notice would expire after such Interest Payment Date the date for redemption pursuant to such notice to Noteholders shall be the later of:

(A) the latest practicable date on which the Issuer or the Guarantor, as the case may be, could make payment of the full amount then due and payable in respect of the Notes; and

(B) 14 days after giving notice to the Agent as aforesaid.

(c) *Early Redemption at the Option of the Issuer*

The Issuer may, upon having given notice in accordance with subparagraph three below, redeem the Notes in whole but not in part at the Optional Redemption Amount(s) set forth below together with accrued interest, if any, to (but excluding) the Optional Redemption Date on the Optional Redemption Date(s).

Optional Redemption Date(s)	**Optional Redemption Amount(s)**
Optional Redemption Date(1) = 07/09/09;	Specified Denomination x (100% + [5.00% x 1])

Optional Redemption Date(2) = 08/03/10;	Specified Denomination x (100% + [5.00% x 2])
Optional Redemption Date(3) = 06/09/10;	Specified Denomination x (100% + [5.00% x 3])
Optional Redemption Date(4) = 07/03/11;	Specified Denomination x (100% + [5.00% x 4])
Optional Redemption Date(5) = 06/09/11;	Specified Denomination x (100% + [5.00% x 5])
Optional Redemption Date(6) = 06/03/12;	Specified Denomination x (100% + [5.00% x 6])
Optional Redemption Date(7) = 06/09/12;	Specified Denomination x (100% + [5.00% x 7])
Optional Redemption Date(8) = 06/03/13;	Specified Denomination x (100% + [5.00% x 8])
Optional Redemption Date(9) = 06/09/13	Specified Denomination x (100% + [5.00% x 9])

The appropriate notice of redemption shall be given by the Issuer to the Noteholders in accordance with Condition 13 no later than 6 business days prior to the relevant Redemption Date, which notice shall be irrevocable and shall specify:

– the Tranche or Series of Notes subject to redemption;

– whether such Tranche or Series is to be redeemed in whole or in part only and, if in part only, the aggregate principal amount of the Notes which are to be redeemed;

– the Optional Redemption Date; and

– the Optional Redemption Amount at which such Notes are to be redeemed.

The Issuer will inform, if required by such stock exchange on which the Notes are listed, such stock exchange, as soon as possible of such redemption.

(d) *No Redemption at the Option of the Noteholders*

The Noteholders shall not be entitled to put the Notes for early redemption otherwise than provided in Condition 9.

(e) *Purchase*

The Issuer may at any time purchase Notes in the open market or otherwise and at any price. Such acquired Notes may be cancelled, held or resold.

(f) *Early Redemption Amount*

The **“Early Redemption Amount”** of the Notes will be the amount determined in good faith and in a commercially reasonable manner by the Calculation Agent to be the fair market value of the Notes immediately prior (and ignoring the circumstances leading) to such early redemption, adjusted to account fully for any reasonable expenses and costs of unwinding any underlying and/or related hedging and funding arrangements (including, without limitation any equity options, equity swaps or other instruments of any type whatsoever hedging the Issuer’s obligations under the Notes).

7. Taxation

All payments of principal and interest in respect of the Notes (including payments by the Guarantor under the Guarantee) will be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by the Federal Republic of Germany or France (as the case may be) or any political subdivision or any authority of the Federal Republic of Germany or France (as the case may be) that has power to tax, unless that withholding or deduction is required by law. In that event, the Issuer or the Guarantor (as the case may be) shall pay such additional amounts (the "**Additional Amounts**") as shall be necessary in order that the net amounts received by the Noteholders, after such withholding or deduction shall equal the respective amounts which the Noteholders would otherwise have received if no such withholding or deduction had been required, except that no additional amounts will be payable in respect of any Note if it is presented for payment:

(i) by or on behalf of a Noteholder which is liable to such taxes, duties, assessments or governmental charges in respect of that Note by reason of its having some connection with the Federal Republic of Germany or France (as the case may be) other than the mere holding of that Note; or

(ii) by or on behalf of a Noteholder which would be able to avoid such withholding or deduction by presenting any form or certificate and/or making a declaration of non-residence or similar claim for exemption or refund but fails to do so; or

(iii) more than 30 days after the Relevant Date (as defined below); or

(iv) where such deduction or withholding is imposed on a payment to an individual and is required to be made pursuant to European Council Directive 2003/48/EC or any other European Union Directive implementing the conclusions of the ECOFIN Council meeting of 3 June 2003 on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive; or

(v) by or on behalf of a Noteholder which would have been able to avoid such withholding or deduction by presenting the Note to a Paying Agent in another Member State of the European Union.

In these Conditions, **"Relevant Date**" means whichever is the later of the date on which the payment in question first becomes due and, if the full amount payable has not been received by the Agent on or prior to that due date, the date on which notice of receipt of the full amount has been given to the Noteholders in accordance with Condition 13.

8. Presentation, Prescription

(a) The period for presentation of Notes due, as established in § 801 paragraph 1 sentence 1 of the German Civil Code (*Bürgerliches Gesetzbuch*), is reduced to ten years.

(b) The period for prescription for Notes presented for payment during the presentation period shall be two years beginning at the end of the relevant presentation period.

9. Events of Default

(a) Each Noteholder shall be entitled to declare his Notes due and demand immediate redemption thereof at the Early Redemption Amount (as described in Condition 6), together with accrued interest (if any) to the date of repayment, if any of the events below occurs and is continuing:

(i) the Issuer or the Guarantor fails to pay, for any reason whatsoever, any amount due under the Notes within 30 days from the relevant due date; or

(ii) the Issuer or the Guarantor is in default in the performance of any other obligation arising from the Notes or the Guarantee, as the case may be, which default is not capable of remedy or, if such default is capable of being remedied by the Issuer or the Guarantor, such default has not been so remedied within 30 days after the Agent has received written notification thereof from a Noteholder; or

(iii) the Issuer or the Guarantor suspends payment or announces its inability to pay its debts (*Zahlungsunfähigkeit*); or

(iv) insolvency or court composition proceedings are commenced before a court against the Issuer or the Guarantor, as the case may be, which shall not have been discharged or stayed within 60 days after the commencement thereof, or the Issuer or the Guarantor, as the case may be, institutes such proceedings or suspends payments or offers or makes a general arrangement for the benefit of all its creditors; or

(v) the Issuer or the Guarantor, as the case may be, enters into a winding up or dissolution or liquidation, unless such a winding up or dissolution or liquidation is to take place in connection with a merger, consolidation or other combination with another company and such company assumes all obligations of the Issuer or the Guarantor, as the case may be, under these Conditions.

The right to declare Notes due shall terminate if the situation giving rise to it has been cured before the right is exercised.

(b) *Notice*. Any notice, including any notice declaring Notes due, in accordance with subparagraph (a) shall be made by means of a written declaration in the German or English language delivered by hand or registered mail to the specified office of the Agent together with proof that such Noteholder at the time of such notice is a holder of the relevant Notes. The Notes shall be redeemed following receipt of the notice declaring Notes due.

10. Limited Recourse

The Issuer and the Guarantor have entered into a trust agreement (the "**Trust Agreement**") pursuant to which the Issuer shall, *inter alia*, (i) issue and redeem the Notes on a fiduciary basis (*treuhänderisch*) in its own name but for the account of the Guarantor; (ii) collect any proceeds resulting from the issuance of the Notes and forward them to the Guarantor; and (iii) use only the funds made available to it by the Guarantor under the Trust Agreement (which funds shall equal the amount of any payments owed by the Issuer under the Notes as and when such payment obligations fall due and in a manner that allows the Issuer to fulfil its payment obligations in a timely manner) for payments owed under the Notes as and when they fall due and to make such payments on a fiduciary basis in its own name but for the account of the Guarantor. The Issuers ability to satisfy its payment obligations under the Notes in full is therefore dependent upon it receiving in full the amounts payable to it by the Guarantor under the Trust Agreement.

Any payment obligations of the Issuer under the Notes shall therefore be limited to the funds received from the Guarantor under the Trust Agreement. To the extent such funds prove ultimately insufficient to satisfy the claims of all Noteholders in full, then any shortfall arising therefrom shall be extinguished and no Noteholder shall have any further claims against the Issuer, regardless of whether the Issuer would be able to fulfil its payment obligations under the Notes out of its own funds, provided that the foregoing shall be without prejudice to the right to exercise any termination or early redemption rights.

11. Agent, Paying Agent and Calculation Agent

(a) *Appointment; Specified Office.* The Agent, the Principal Paying Agent and the Calculation Agent and their initial specified offices shall be:

Agent:

Société Générale, 29, boulevard Haussmann, 75009 Paris, France

Calculation Agent:

The Agent shall act as Calculation Agent in respect of the Notes.

Paying Agent:

Société Générale, Zweigniederlassung Frankfurt am Main, Neue Mainzer Straße 46-50,
60311 Frankfurt am Main, Germany

The Agent, the Principal Paying Agent and the Calculation Agent reserve the right at any time to change their specified offices to some other specified office in the same city. The terms **"Paying Agents**" and "**Paying Agent**" shall include the Principal Paying Agent, unless the context requires otherwise. The terms "**Agent**" and "**Calculation Agent**", respectively, shall include any additional or successor agents or any other or successor calculation agents.

(b) *Variation or Termination of Appointment.* The Issuer reserves the right at any time to vary or terminate the appointment of the Agent, the Principal Paying Agent, and any Paying Agent and the Calculation Agent and to appoint another Agent, additional or other Principal Paying Agent or Paying Agents or Calculation Agent provided that it will at all times maintain an Agent, a Calculation Agent and a Paying Agent (which may be the Principal Paying Agent) with a specified office in a continental European city, and so long as the Notes are listed on a stock exchange, a Paying Agent (which may be the Principal Paying Agent) with a specified office in such city as may be required by the rules of the relevant stock exchange.

The Issuer shall without undue delay notify the Noteholders of any variation, termination, appointment or change in accordance with Condition 13.

(c) *Agent of the Issuer*. The Agent, the Principal Paying Agent and the Calculation Agent act solely as the agents of the Issuer and do not assume any obligations towards or relationship of agency or trust for any Noteholder.

12. Substitution

(a) *Substitution*. The Issuer and/or the Guarantor may, without the consent of the Noteholders, if it is not in default with any payment of principal of or interest on any of the Notes, at any time substitute for the Issuer either itself or any Affiliate (as defined below) of the Issuer as principal debtor (the "**Substitute Debtor"**) in respect of all obligations arising from or in connection with the Notes with the effect of releasing the Issuer of all such obligations, provided that:

- (i) the Substitute Debtor assumes all obligations of the Issuer in respect of the Notes and, if service of process vis-à-vis the Substitute Debtor would have to be effected outside the Federal Republic of Germany, appoints a process agent within the Federal Republic of Germany;
- (ii) the Substitute Debtor has obtained all necessary authorisations and approvals for the substitution and the fulfilment of the obligations in respect of the Notes and may transfer to the Agent in the currency required hereunder and without being obligated to deduct or withhold any taxes or other duties of whatever nature levied by the country in which the Substitute Debtor or the Issuer has its domicile or tax residence, all amounts required for the fulfilment of the payment obligations arising under the Notes;
- (iii) the Substitute Debtor has agreed to indemnify and hold harmless each Noteholder against any tax, duty, assessment or governmental charge imposed on such Noteholder in respect of such substitution;
- (iv) the Issuer and/or the Guarantor (except in the case that the Guarantor itself is the Substitute Debtor) irrevocably and unconditionally guarantees in favour of each Noteholder the payment of all sums payable by the Substitute Debtor in respect of the Notes on terms which ensure that each Noteholder will be put in an economic position that is at least as favourable as that which would have existed if the substitution had not taken place.

For purposes of this Condition 12, **"Affiliate**" shall mean any affiliated company (*verbundenes Unternehmen*) within the meaning of § 15 German Stock Corporation Act (*Aktiengesetz*).

(b) *Notice and Effectiveness of Substitution*. Notice of any such substitution shall be published in accordance with Condition 13 without delay. Upon such Notice, the substitution shall become effective, and the Issuer, and in the event of any repeated application of this Condition 12, any previous Substitute Debtor, shall be discharged from any and all obligations under the Notes. In the event of such substitution, the stock exchange(s), if any, on which the Notes are then listed will be notified and a supplemental Prospectus describing the Substitute Issuer will be prepared.

(c) *Change of References*. In the event of any such substitution, any reference in these Terms and Conditions to the Issuer shall from then on be deemed to refer to the Substitute Debtor and any reference to the country in which the Issuer is domiciled or resident for taxation purposes shall from then on be deemed to refer to the country of domicile or residence for taxation purposes of the Substitute Debtor. Furthermore, in the event of such substitution the following shall apply:

(i) in Condition 7 and Condition 6(b) an alternative reference to the Federal Republic of Germany shall be deemed to have been included in addition to the reference according to the preceding sentence to the country of domicile or residence for taxation purposes of the Substitute Debtor;

(ii) in Condition 9(a) (iii) to (v) an alternative reference to the Issuer in its capacity as guarantor shall be deemed to have been included in addition to the reference to the Substitute Debtor; and

(iii) in Condition 9(a) a further event of default shall be deemed to have been included; such event of default shall exist in the case that the guarantee pursuant to subparagraph (a)(iv) above is or becomes invalid for any reason.

13. Notices

(a) *Publication.* Notices to Noteholders relating to the Notes will be published on the internet on the website http://prospectus.socgen.com / www.sg-zertfikate.de and/or in a leading newspaper having general circulation and being a newspaper for statutory stock market notices of the Stock Exchange on which the Notes are listed, and in any case in accordance with the rules of each stock exchange on which the Notes are listed. The Issuer shall also ensure that notices are duly published in compliance with the requirements of the relevant authority of each stock exchange on which the Notes are listed. So long as the Notes are listed on the Frankfurt Stock Exchange and the rules of the Frankfurt Stock Exchange so require, notices to the Noteholders shall be published in at least one national newspaper recognised *(überregionales Börsenpflichtblatt)* by the Frankfurt Stock Exchange (expected to be the *Börsenzeitung* or *Financial Times Deutschland* (*Financial Times Deutschland* only if publication date is a Monday)). Any notice so given will be deemed to have been validly given on the date of first such publication.

(b) *Notification to the Clearing System.* The Issuer may, in lieu of publication in the newspapers set forth in Condition 13(a) above, deliver the relevant notice to the Clearing System, for communication by the Clearing System to the Noteholders, provided that, so long as any Notes are listed on any stock exchange, the rules of such stock exchange permit such form of notice. Any such notice shall be deemed to have been given to the Noteholders on the day on which the notice was given to the Clearing System.

14. Meetings of Noteholders, Modification and Waiver

(a) *Meetings of the Noteholders.* With regard to matters affecting the interests of the Issuer or the Noteholders in relation to the Notes (especially for modifications of the Terms and Conditions), the Issuer may convene meetings of Noteholders (the "**Noteholders' Meeting**"). A Noteholders' Meeting may be called following a request by

(i) the Issuer;

(ii) the Guarantor; or

(iii) Noteholders holding not less than 5% in the aggregate principal amount of a Tranche or Series of Notes for the time being outstanding.

The costs for convening and holding a Noteholders' Meeting shall be borne by the Issuer.

In order to be effective, the calling of a Noteholders' Meeting requires that the invitation to the Noteholders (the "**Invitation**"):

(i) is published at least **30** days prior to the day of the scheduled meeting (the "**Meeting Day**") in accordance with Condition 13; and

(ii) the invitation at least includes information regarding the purpose of the Noteholders' Meeting and an announcement of all items on which decisions shall be made in the Noteholders' Meeting.

For decisions of the Noteholders, each Note grants one vote. The right to vote is subject to the relevant Noteholder having, at the beginning of the Noteholders' Meeting, presented a confirmation of its Custodian Bank as per the Meeting Day which includes (A) the complete name and full address of the Noteholder, (B) the aggregate principal amount of notes which have been, as of the date of such confirmation, booked to the account of such Noteholder, and (C) a confirmation that the Custodian Bank has made a written declaration to the Clearing System including the information mentioned under (A) and (B) before (the "**Custodian Bank Confirmation**"). Voting rights may also be executed by a proxy having presented a written power of attorney from the relevant Noteholder together with a Custodian Bank Confirmation within the meaning as set out above at the beginning of the Noteholders' Meeting to the Issuer. No voting rights shall attach to the Notes which are held by the Issuer or the Guarantor themselves or by any affiliated company of the Issuer or the Guarantor.

Resolutions of the Noteholders' Meeting must establish the same rights and obligations for all Noteholders. As a matter of principle, they will be made with a simple majority of the votes cast, unless the resolutions are made with regard to a waiver or restriction of rights to which the Noteholders are entitled under the Terms and Conditions. In such case, a resolution requires a majority

(i) of 75% of the votes cast; and

(ii) of 50% of the outstanding aggregate principal amount the Tranche or Series of Notes being subject to the Noteholders' Meeting.

If a resolution within the aforesaid meaning only achieves the majority required under subparagraph (i) above, the Issuer may, if the Noteholders with a simple majority of the votes cast adopt a corresponding resolution, bring about a new resolution in a further Noteholders' Meeting, provided that

(i) such further Noteholders' Meeting may not be held earlier than 90 days after the day of the first meeting; and

(ii) a majority of 75% of the votes cast shall be sufficient on such further Noteholders' Meeting.

Resolutions which have been adopted by a Noteholders' Meeting have to be published by the Issuer within 7 days after the relevant Meeting in accordance with Condition 13.

(b) *Modification of Rights.*

The Issuer may, without the consent of the Noteholders, agree to:

(i) any modifications of the Agency Agreement which are not materially prejudicial to the interests of the Noteholders;

(ii) modifications to the Terms and Conditions in order to reflect any changes in an Underlying (to the extent they have an effect on these Terms and Conditions) or to cure any inconsistencies or add any missing provisions provided that such amendment or modification is, having regard to the interests of the Issuer, not materially detrimental to the economic position of the Noteholders;

(iii) modifications of the Terms and Conditions or the Agency Agreement which are of a formal, minor or technical nature or which are made to correct a manifest error or to comply with mandatory provisions of the laws of the jurisdictions in which the Issuer and/or the Guarantor are organized.

Any such modification shall be binding on all Noteholders and shall be notified to them without undue delay in accordance with Condition 13.

(c) *Changes to the Terms and Conditions with the Consent of all Noteholders*

Notwithstanding the other provisions of this Condition 14, the Issuer may change any of the Terms and Conditions provided that it has received the prior written consent of all the holders of the Notes. Any such change shall become effective once a notice confirming such change (together with an amended version of the Conditions) has been published to the Noteholders in accordance with Condition 13.

15. Further Issues

The Issuer reserves the right from time to time, without the consent of the Noteholders to issue additional notes with identical terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest, if any, on them) so as to be consolidated and form a single Series with such Notes. The term "**Notes**" shall, in the event of such further issue, also comprise such further notes.

16. Adjustments and Disruption

The Technical Annex will (where stated to be applicable in the relevant Final Terms) contain provisions relating to adjustments with respect to Underlyings (as defined in the Technical Annex) as well as settlement disruption and market disruption in respect of such Underlyings (including, without limitation and where necessary, appropriate definitions of Potential Adjustment Events, Settlement Disruption Events and Market Disruption Events and details of the consequences of such events).

17. Governing Law and Submission to Jurisdiction; Miscellaneous Provisions

(a) *Applicable Law*. The form and content of the Notes as well as all the rights and duties arising therefrom shall be governed exclusively by the laws of the Federal Republic of Germany. The form and content of the Guarantee as well as all the rights and duties arising therefrom shall be governed exclusively by the laws of France.

(b) *Submission to Jurisdiction*. Non-exclusive court of venue for all litigation with the Issuer arising from the legal relations established in these Conditions is Frankfurt am Main. Place of performance is Frankfurt am Main. The jurisdiction of such Court shall be exclusive if proceedings are brought by merchants (*Kaufleute*), legal persons under public law (*juristische Personen des öffentlichen Rechts*), special funds under public law (*öffentlich-rechtliche Sondervermögen*) and persons not subject to the general jurisdiction of the courts of the Federal Republic of Germany (*Personen ohne allgemeinen Gerichtsstand in der Bundesrepublik Deutschland*).

(c) *Annulment*. The courts in the Federal Republic of Germany shall have exclusive jurisdiction over the annulment of lost or destroyed Notes.

(d) *Severability.* Should any provision of these Terms and Conditions be or become void, the other provisions shall remain in force. Such provisions as are void or cannot be given effect shall be replaced in accordance with the meaning and purpose of these Terms and Conditions.

(e) *Language.* These Terms and Conditions are written in the English language only. Only the English text shall be controlling and binding.

Anlage 2

Debt Issuance Programme Prospectus
vom 05. Mai 2008

DEBT ISSUANCE PROGRAMME PROSPECTUS
Dated 5th May, 2008

This document (the "**Debt Issuance Programme Prospectus**") constitutes a base prospectus of Société Générale Effekten GmbH (acting in its own name but for the account of Société Générale) in respect of non-equity securities pursuant to Art. 22 para. (6) no. (4) of the Commission Regulation (EC) No. 809/2004 of 29th April, 2004, as amended from time to time (the "**Regulation**").

SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH

(incorporated with limited liability under the laws of the Federal Republic of Germany)

as Issuer

(acting in its own name but for the account of Société Générale)

and

SOCIÉTÉ GÉNÉRALE

(incorporated with limited liability under the laws of France)

as Guarantor

Debt Issuance Programme for the Issue of Notes

Under this Debt Issuance Programme (the "**Programme**"), Société Générale Effekten GmbH (the "**Issuer**"), acting in its own name but for the account of Société Générale, may from time to time issue Notes (the "**Notes**") denominated in any currency agreed by the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s), as specified in the relevant Final Terms, in an undetermined aggregate principal amount. The principal amount of the Notes, the interest payable in respect of the Notes, if any, the issue prices and maturities of the Notes and all other terms and conditions not contained herein which are applicable to a particular Tranche of Notes (as defined in "*Terms and Conditions of the Notes*"), including the aggregate principal amount of such Tranche of Notes, will be set out in the applicable Final Terms.

Payments and/or physical delivery of any securities or assets in respect of the Notes will be unconditionally and irrevocably guaranteed by Société Générale (in such capacity, the "**Guarantor**").

Application has been made to list the Notes to be issued under the Programme from time to time on the Official Market and the Regulated Market of the Frankfurt Stock Exchange (as further specified in the relevant Final Terms). The Programme provides, however, that Notes may be listed or admitted to trading, as the case may be, on such other or further stock exchange(s) or markets as may be agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s), as specified in the relevant Final Terms. The Issuer may also issue unlisted Notes and/or Notes not admitted to trading on any market, as specified in the relevant Final Terms.

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), AND ARE SUBJECT TO CERTAIN REQUIREMENTS UNDER U.S. TAX LAW. APART FROM CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED, SOLD OR DELIVERED WITHIN THE UNITED STATES OF AMERICA OR TO ANY U.S. PERSON. (SEE "*SELLING RESTRICTIONS*").

ARRANGER
Société Générale

DEALER
Société Générale

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DOCUMENTS INCORPORATED BY REFERENCE

The following documents which are available at the office of Société Générale, Frankfurt branch, Neue Mainzer Str. 46 - 50, D-60311 Frankfurt am Main, Germany, and which have been published on the following website: http://www.socgen.prospectus.com have been approved by the *Bundesanstalt für Finanzdienstleistungsaufsicht* (BaFin) or filed with it and are incorporated by reference into, and form part of, this Debt Issuance Programme Prospectus:

- Registration Document pursuant to section 12 (1) of the German Securities Prospectus Act (*Wertpapierprospektgesetz* - WpPG) in connection with Art. 7 and Annex IV of the Commission Regulation (EC) No. 809/2004 of 29th April, 2004 of Société Générale Effekten GmbH dated 5th May, 2008 (the "**2008 Registration Document of the Issuer**");

- Registration Document pursuant to section 12 (1) WpPG in connection with Art. 14 and Annex XI of the Commission Regulation (EC) No. 809/2004 of 29th April, 2004 of Société Générale dated 5th May, 2008 (the "**2008 Registration Document of the Guarantor**").

Comparative table of documents incorporated by reference

Page	**Section**	**Pages of document incorporated by reference**
197	Description of the Issuer	See detailed information below.
	I. AUDITOR AND SELECTED FINANCIAL INFORMATION	
	Auditor	2008 Registration Document of the Issuer, page 6
	Selected financial information	2008 Registration Document of the Issuer, pages 6 to 8
	II. INFORMATION ON THE ISSUER	
	History and Business Performance	2008 Registration Document of the Issuer, page 9
	Business overview	2008 Registration Document of the Issuer, page 9
	Organizational Structure	2008 Registration Document of the Issuer, page 9
	Trend information	2008 Registration Document of the Issuer, page 10
	Management and Company Representatives	2008 Registration Document of the Issuer, page 10
	III. FINANCIAL INFORMATION CONCERNING THE ISSUER'S NET ASSETS, FINANCIAL POSITION AND RESULTS OF OPERATIONS	
	Société Générale Effekten GmbH's audited financial statements for the financial year ended 31st December, 2007	
	Balance Sheet relating to the above	2008 Registration Document of the Issuer, page 38

	Income Statement relating to the above	2008 Registration Document of the Issuer, page 39
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	Significant Court or Arbitration Proceedings	2008 Registration Document of the Issuer, page 24
	Significant changes in the Financial Position or Trading Position of the Issuer	2008 Registration Document of the Issuer, page 24
	Société Générale Effekten GmbH's audited financial statements for the financial year ended December 31st, 2006	
	Balance Sheet relating to the above	2008 Registration Document of the Issuer, page 27
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	Notes relating to the above	2008 Registration Document of the Issuer, pages 30 to 33
	Management report relating to the above	2008 Registration Document of the Issuer, page 34
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	IV. ADDITIONAL INFORMATION	
	Share Capital	2008 Registration Document of the Issuer, page 24
	Memorandum and Articles of Association	2008 Registration Document of the Issuer, page 24
	Significant Contracts	2008 Registration Document of the Issuer, pages 24 to 25

Page	Section	Pages of document incorporated by reference
198	Description of the Guarantor	See detailed information below.
	I. SELECTED FINANCIAL INFORMATION	
	Selected historical financial information regarding the Guarantor.	2008 Registration Document of the Guarantor, pages 14 to 15
	II. INFORMATION ABOUT THE GUARANTOR	
	History and development of the Guarantor:	
	The legal and commercial name of the Guarantor;	2008 Registration Document of the Guarantor, pages 2 and 338
	The place of registration of the Guarantor and its registration number;	2008 Registration Document of the Guarantor, page 338
	The date of incorporation and the length of life of the Guarantor;	2008 Registration Document of the Guarantor, page 338
	The domicile and legal form of the Guarantor, the legislation under which the Guarantor operates, its country of incorporation, and the address and telephone number of its registered office;	2008 Registration Document of the Guarantor, page 338
	Investments	
	A description of the principal investments made since the date of the last published financial statements.	2008 Registration Document of the Guarantor, pages 52 to 56
	Information concerning the Guarantor's principal future investments, on which its management bodies have already made firm commitments.	2008 Registration Document of the Guarantor, pages 51 and 52 to 56
	III. BUSINESS OVERVIEW	
	Principal activities	
	A description of the Guarantor's principal activities stating the main categories of products sold and/or services performed; and	2008 Registration Document of the Guarantor, pages 4 to 12 and 47 to 48
	An indication of any significant new products and/or activities.	2008 Registration Document of the Guarantor, page 47 to 48
	Principal markets	

	A brief description of the principal markets in which the Guarantor competes.	2008 Registration Document of the Guarantor, pages 261 to 264
	The basis for any statements made by the Guarantor regarding its competitive position.	2008 Registration Document of the Guarantor, Contents
	IV. ORGANISATIONAL STRUCTURE	
	If the Guarantor is part of a group, a brief description of the group and of the Guarantor's position within it.	2008 Registration Document of the Guarantor, pages 24 to 25
	V. TREND INFORMATION	
	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Guarantor's prospects for at least the current financial year.	2008 Registration Document of the Guarantor, page 51 and 519 to 531
	VI. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES	
	Names, business addresses and functions in the Guarantor of the members of the administrative, management, and supervisory bodies, and an indication of the principal activities performed by them outside the Guarantor where these are significant with respect to that Guarantor:	2008 Registration Document of the Guarantor, pages viii, 64 to 74 and 532 to 533
	Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 9.1 and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, make a statement to that effect.	2008 Registration Document of the Guarantor, page 68
	VII. BOARD PRACTICES	
	Details relating to the Guarantor's audit committee, including the names of committee members and a summary of the terms of reference under which the committee operates.	2008 Registration Document of the Guarantor, pages 75 to 79
	A statement as to whether or not the Guarantor complies with its country's of incorporation corporate governance regime(s). In the event that the Guarantor does not comply with such a regime, a statement to that effect must be included together	2008 Registration Document of the Guarantor, page 75

	with an explanation regarding why the Guarantor does not comply with such a regime.	
	VIII. MAJOR SHAREHOLDERS	
	To the extent known to the Guarantor, state whether the Guarantor is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.	2008 Registration Document of the Guarantor, page 21
	IX. FINANCIAL INFORMATION CONCERNING THE GUARANTOR'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	
	Société Générale's audited annual consolidated financial statements for the financial year ended 31st December, 2007	
	Balance Sheet relating to the above	2008 Registration Document of the Guarantor, pages 162 and 163
	Income Statement relating to the above	2008 Registration Document of the Guarantor, pages 164
	Cash-flow Statement relating to the above	2008 Registration Document of the Guarantor, page 167
	Notes relating to the above	2008 Registration Document of the Guarantor, pages 168 to 265
	Accounting Principles relating to the above	2008 Registration Document of the Guarantor, pages 168 to 184
	Audit report relating to the above	2008 Registration Document of the Guarantor, pages 266 and 267
	Société Générale simplified organisational chart	2008 Registration Document of the Guarantor, pages 24 and 25
	Société Générale subsidiaries included in its consolidated group as at 31st December, 2007 (note 44 to the financial statements)	2008 Registration Document of the Guarantor, pages 251 to 261
	Further information on Société Générale's share capital (including a breakdown of capital and voting rights)	2008 Registration Document of the Guarantor, pages 19 to 21, 165 to 166, 332 to 336 and 519 to 531
	Information on the Group's core business operations in 2007 (including significant new products and activities)	2008 Registration Document of the Guarantor, pages 6 to 11 and 47 to 48

	Société Générale current significant litigation	2008 Registration Document of the Guarantor, pages 155 to 157
	Société Générale's audited annual consolidated financial statements for the financial year ended 31st December, 2006	
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	Cash-flow Statement relating to the above	2008 Registration Document of the Guarantor, page 367
	Notes relating to the above	2008 Registration Document of the Guarantor, pages 368 to 509
	Accounting Principles relating to the above	2008 Registration Document of the Guarantor, pages 368 to 387
	Audit report relating to the above	2008 Registration Document of the Guarantor, pages 510 and 511
	X. Share Capital	
	The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up, with an indication of the number, or total nominal value, and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.	2008 Registration Document of the Guarantor, pages 19 to 21, 165 to 166, 332 to 336 and 519 to 531
	XI. Memorandum and Articles of Association	
	The register and the entry number therein, if applicable, and a description of the Guarantor's objects and purposes and where they can be found in the memorandum and articles of association.	2008 Registration Document of the Guarantor, pages 338 to 350
	XII. MATERIAL CONTRACTS	
	A brief summary of all material contracts that are not entered into in the ordinary course of the Guarantor's business, which could result in any group member being under an obligation or entitlement that is material to the Guarantor's ability to meet its obligation to security holders	2008 Registration Document of the Guarantor, page 61

	in respect of the securities being issued.	

SUMMARY OF THE PROSPECTUS

The following summary (the "**Summary**") must be read as an introduction to this Debt Issuance Programme Prospectus (together hereinafter also the "**Prospectus**"). This summary is qualified in its entirety by, and is subject to, information contained elsewhere in this Prospectus and the documents incorporated by reference and any supplement thereto. Therefore, any decision to invest in the Notes should not only be based on this summary but on a consideration of the Prospectus as a whole, including the documents incorporated by reference as well as the applicable Final Terms and any supplement to the Prospectus, if applicable, which are published in connection with the issuance of the Notes.

The Issuer and the Guarantor, and any person who has initiated or caused this Summary, assume, within the meaning of Sec. 5(2) sentence 3 of the German Securities Prospectus Act (*Wertpapierprospektgesetz* - WpPG), responsibility for the contents of this Summary, including any translation thereof. They may only be held liable for the contents of this Summary, however, if this Summary is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus. Where a claim relating to the information contained in this Prospectus is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Prospectus before the legal proceedings are initiated.

Summary with regard to the Issuer

The Issuer has its registered office in Frankfurt am Main and is entered in the commercial register of the local court of Frankfurt under no. HRB 32283. It came into existence after LT Industriebeteiligungs-Gesellschaft mbH, which was founded on 3rd March 1977, was renamed by resolution of the shareholders' meeting on 5th October 1990. The Issuer was founded as a limited liability company (*Gesellschaft mit beschränkter Haftung,* GmbH) under German law.

The business address and telephone number of the Issuer are: Société Générale Effekten GmbH, Neue Mainzer Str. 46 - 50, 60311 Frankfurt am Main (this being the address starting from 17 December 2007 where the former address was Mainzer Landstr. 36, 60325 Frankfurt am Main), telephone number is +49 (0)69 71 74 0.

The business purpose of the Issuer, as stipulated in its articles of association, is the issue and sale of securities as well as related activities, with the exception of those requiring a license. The Issuer does not engage in banking business as defined by the German Banking Act (*Kreditwesengesetz* - KWG). The Issuer is a financial entity (*Finanzunternehmen*) as defined in Sec. 1 (3) Sentence 1 No. 5 KWG.

The Issuer is engaged in the issue and placement of securities, mainly warrants, as well as related activities. The securities are primarily issued on the German market, one of the most important derivatives markets. The securities may also be sold publicly in certain other EU member states.

The Issuer is a wholly owned subsidiary of Société Générale, Paris. Société Générale group (the "**Group**") is one of the largest banking groups in the world. The Group conducts all major banking business, such as retail banking, corporate banking, capital market business and leasing. Société Générale, the parent company of the Group, is listed on the Paris Stock Exchange.

The fully paid-in capital stock of the Issuer amounts to EUR 25,564.59. All shares in the Issuer are held by Société Générale, Paris.

The Issuer's auditor is Ernst & Young AG Wirtschaftsprüfungsgesellschaft, Mergenthalerallee 3-5, D-65760 Eschborn. The financial statements of the Issuer for the financial years ended 31st December, 2006 and 2007 have been audited by Ernst & Young AG Wirtschaftsprüfungsgesellschaft, Mergenthalerallee 3-5, 65760 Eschborn, and an unqualified audit opinion was issued thereon.

Summary of Selected Financial Information of the Issuer

The following selected financial information of Société Générale Effekten GmbH has been derived from the annual financial statements of Société Générale Effekten GmbH for the financial years ended 31st December, 2007 and 2006 in accordance with German accounting principles.

Information on Results of Operations

	2007 EUR k	2006 EUR k	+/- EUR k	%
Income from options and certificates	11,268,773	7,038,073	4,230,700	60
Expenses from options and certificates	-11,268,773	-7,038,073	-4,230,700	60
Operating performance	0	0	0	0
Other operating income	367	132	235	178
Personnel expenses	-209	-71	-138	194
Operating result	158	61	97	159
Financial result	0	17	-17	-100
Earnings before income taxes	158	78	80	103
Income taxes	-65	-32	-33	103
Net income for the year	93	46	47	102

Composition of Assets, Equity and Liabilities

Assets	Dec. 31, 2007 EUR k	%	Dec. 31, 2006 EUR k	%	+/- EUR k
Receivables	42,408,630	76	7,888,652	45	34,519,978
Other assets	13,329,616	24	9,798,649	55	3,530,967
Cash and cash equivalents	0	0	91	0	-91
	55,738,246	100	17,687,392	100	38,050,854

Capital	EUR k	%	EUR k	%	EUR k
Equity	282	0	188	0	94
Accruals	306	0	108	0	198
Liabilities	55,737,658	100	17,687,096	100	38,050,562
	55,738,246	100	17,687,392	100	38,050,854

Summary with regard to the Guarantor

Société Générale is a limited liability corporation (*société anonyme*) established under French law and has the status of a bank. Société Générale was incorporated by deed approved by the Decree of 4th May, 1864. The duration of Société Générale, previously fixed at 50 years with effect from 1st January, 1899, was then extended by 99 years with effect from 1st January, 1949.

Under the legislative and regulatory provisions relating to credit institutions, notably the relevant articles of the Monetary and Financial Code, Société Générale is subject to the commercial laws, and in particular Articles L. 210-1 et seq. of the French Commercial Code, as well as current by-laws.

Société Générale is registered in the *Registre du commerce* (Commercial Register) under no 552 120 222 R.C.S. Paris, and has its registered office at 29, boulevard Haussmann, Paris, 75009.

The purpose of Société Générale is, under the conditions determined by the laws and regulations applicable to credit institutions, to carry out with individuals or corporate entities, in France or abroad:

- all banking transactions;
- all banking-related transactions, including, in particular, investment services or related services as listed in Articles L. 321-1 and L. 321-2 of the French Monetary and Financial Code;
- all acquisitions of interests in other companies.

Société Générale may also engage on a regular basis in transactions other than those listed above, including in particular insurance brokerage, under the conditions set by the *Comité de la réglementation bancaire et financière* (French Banking and Financial Regulation Committee).

Generally, Société Générale may carry out, on its own behalf, on behalf of third parties or jointly, all financial, commercial, industrial or agricultural personality or realty transactions, directly or indirectly related to the above-mentioned activities or likely to facilitate the accomplishment of such activities.

At December 31, 2007, Société Générale's paid-up common stock (as recorded on January 11, 2008) amounted to EUR 583,228,241.25 and comprised 466,582,593 shares with a nominal value of EUR 1.25 per share, all eligible for dividends paid out of income earned from January 1, 2007. As a result of the exercise of stock options between January 1 and January 11, 2008, the common stock increased by a nominal amount of EUR 42,600 and on February 5, 2008, the date on which it was recorded by the Chairman, it stood at EUR 583,270,841.25 and comprised 466,616,673 shares with a nominal value of EUR 1.25 per share, fully paid-up. As part of the Group's capital market activities, transactions may be carried out involving indexes or underlying assets with a Societe Generale share component. These transactions do not have an impact on the Group's future capital. On February 8, 2008, the Board of Directors decided on a capital increase via the issuance of new cash shares with preferential subscription rights using the powers delegated to it by the Extraordinary General Meeting of May 30, 2006. The nominal amount of the rights issue is EUR 145,817,710 with 116,654,168 shares issued. They will be eligible for dividends paid out of income earned from January 1, 2008. The subscription period ran from February 21 to 29 inclusive.

The auditors of Société Générale are Ernst & Young Audit represented by Mr. Philippe Peuch-Lestrade, 11, allée de l'Arche, 92037 Paris, La Défense, France and Deloitte & Associés (formerly named Deloitte Touche Tohmatsu) represented by Mr. José Luis Garcia, 185 avenue Charles de Gaulle, BP 136, 92524 Neuilly-sur-Seine cedex, France, who have audited Société Générale's accounts, without qualification, in accordance with generally accepted auditing standards in France, for each of the two financial years ended 31st December, 2007 and 31st December, 2006 and, in accordance with IFRS.

Société Générale Group is one of the leading financial services group in the Eurozone, operating in 82 countries and employing approximately 135,000 staff from 119 different nationalities.

The Group is structured into five core businesses: French Networks, International Retail Banking, Financial Services, Global Investment Management & Services and Corporate & Investment Banking.

(i) *Retail Banking and Financial Services*

Retail Banking and Financial Services comprises all activities with individual customers, self-employed professionals and small and medium sized enterprises. At December 31st, 2007, the division provided a comprehensive range of financial and banking services to a total of 26.6 million individuals and several hundred thousand businesses throughout the world.

(ii) *Global Investment Management and Services*

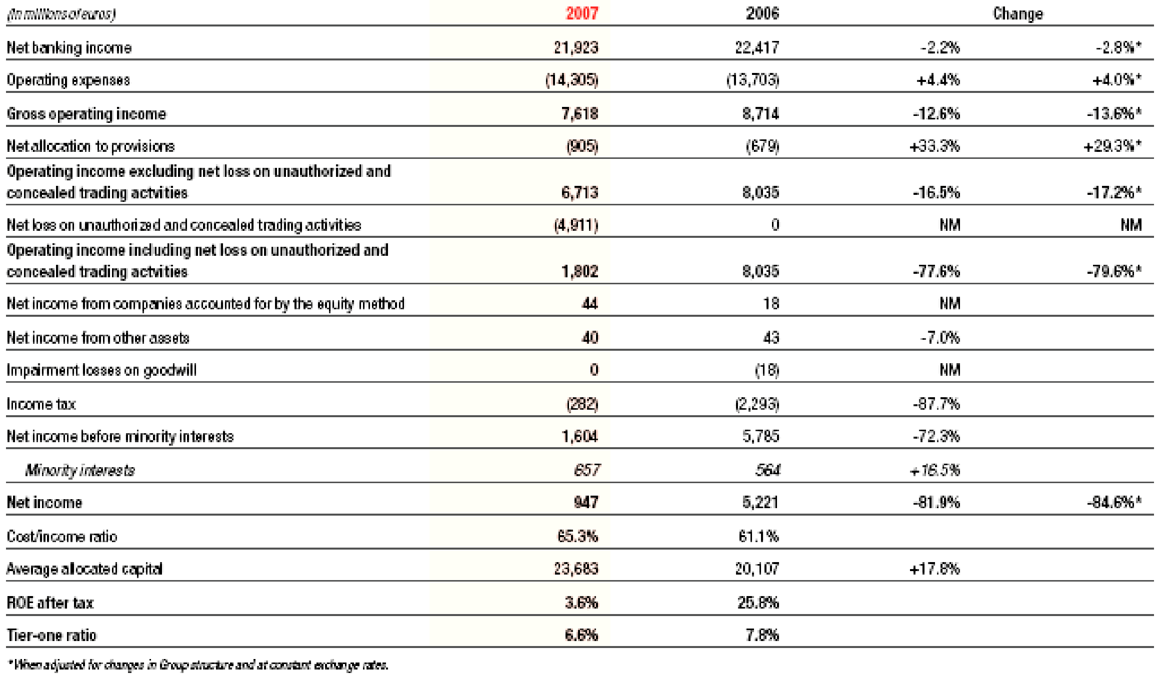
Société Générale's Global Investment Management and Services division (GIMS) comprises the Group's asset management (Société Générale Asset Management), private banking (SG Private Banking), securities services (Société Générale Securities Services), custody and clearing on organized markets (Fimat) and online banking (Boursorama) businesses. At the end of 2007, assets under management with GIMS amounted to EUR 434.6 billion. This figure does not include EUR 72.6 billion in assets managed by Lyxor Asset Management, a consolidated subsidiary of the Equities business line of Corporate and Investment Banking, nor does it include customers managed directly by the French networks with investable assets of over EUR 150,000.00, which represented approximately EUR 118 billion. Assets under custody stood at EUR 2,583 billion at December 31, 2007. Fimat and Boursorama both confirmed their respective positions as a world leader in execution and clearing, and a major player in the distribution of online financial products in Europe.

(iii) *Corporate and Investment Banking*

Société Générale Corporate and Investment Banking groups together all capital market and financing activities for corporate clients, financial institutions and institutional investors in Europe, the Americas and Asia-Pacific. Combining innovation with strong execution capabilities, Société Générale Corporate & Investment Banking develops high value-added financial solutions in its three key areas of expertise: derivates, euro capital markets and structured finance. Société Générale Corporate and Investment Banking is the Eurozone's third largest corporate and investment bank in terms of revenues and employs over to 12,000 staff in 46 countries.

Summary of Selected Financial Information of the Guarantor

The following selected consolidated financial information of Société Générale has been derived from the annual consolidated financial statements of Société Générale for the financial years ended 31st December, 2006 and 2007 in accordance with IFRS.



(In millions of euros)	2007	2006	Change	
Net banking income	21,923	22,417	-2.2%	-2.8%*
Operating expenses	(14,305)	(13,703)	+4.4%	+4.0%*
Gross operating income	**7,618**	**8,714**	**-12.6%**	**-13.6%***
Net allocation to provisions	(905)	(679)	+33.3%	+29.3%*
Operating income excluding net loss on unauthorized and concealed trading actvities	**6,713**	**8,035**	**-16.5%**	**-17.2%***
Net loss on unauthorized and concealed trading activities	(4,911)	0	NM	NM
Operating income including net loss on unauthorized and concealed trading actvities	**1,802**	**8,035**	**-77.6%**	**-79.6%***
Net income from companies accounted for by the equity method	44	18	NM	
Net income from other assets	40	43	-7.0%	
Impairment losses on goodwill	0	(18)	NM	
Income tax	(282)	(2,293)	-87.7%	
Net income before minority interests	1,604	5,785	-72.3%	
Minority interests	*657*	*564*	*+16.5%*	
Net income	**947**	**5,221**	**-81.9%**	**-84.6%***
Cost/income ratio	65.3%	61.1%		
Average allocated capital	23,683	20,107	+17.8%	
ROE after tax	**3.6%**	**25.8%**		
Tier-one ratio	**6.6%**	**7.8%**		

**When adjusted for changes in Group structure and at constant exchange rates.*

In order to make information on the Group's financial performance more pertinent for the purposes of comprehension, the global loss related to the closure of the directional positions taken under unauthorized and concealed activities is presented in an additional entry in the consolidated income statement, entitled "Net loss on unauthorized and concealed trading activities".

Summary of Risk Factors

The purchase of the Notes issued under the Programme is associated with the principal risks summarized below. Investors should take into account their current financial situation and their investment objectives before deciding whether to invest in the Notes. In this context, investors should take into consideration the risks of an investment in the Notes as well as the other information contained in this Prospectus, any supplements and in the applicable Final Terms. Additional specific risks based on the nature of a particular Tranche of Notes issued from time to time under the Programme may be set out in the respective Final Terms, which in such case must be in the form of a prospectus supplement pursuant to Sec. 16 WpPG and which must therefore always be included in the assessment of risks. Most of the following risks are contingencies which may or may not occur and neither the Issuer nor the Guarantor is in a position to express a view on the likelihood of any such contingency occurring.

However, if one or more of the risks described below occur, this may result in material and sustained decreases in the price of the Notes or, in the worst case, in a total loss of the capital invested by the Investor.

Risk Factors relating to the Issuer and the Guarantor and the Trust Structure

Issue of the Notes by the Issuer on the account of the Guarantor and Limited Recourse.

Due to the fact that the Issuer issues the Notes on a fiduciary basis on the account of the Guarantor, the Noteholders directly depend on the credit risk of the Guarantor rather than that of the issuer. Any payment obligations of the Issuer under the Notes are therefore limited to the funds received from the Guarantor under the Trust Agreement. To the extent the funds to be received from the Guarantor under the Trust Agreement prove ultimately insufficient to satisfy the claims of all Noteholders in full, then any shortfall arising therefrom will be extinguished and no Noteholder has any further claims against the Issuer (subject, however, to the right to exercise any termination or early redemption rights). This applies irrespective of whether the Issuer would be able to make such payments out of other funds available to it.

With regard to the Guarantee, which 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.

Risk associated with the lack of independence of the Issuer and Guarantor

As Société Générale as Guarantor is also the provider of hedging Instruments to the Issuer, investors will be exposed to operational risks arising from the lack of independence of the Guarantor in assuming its duties and obligations as the Guarantor and provider of hedging instruments.

Conflicts of interest

The Issuer and the Guarantor and any of their subsidiaries and 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.

Hedging and trading activity

In connection with the offering of the Notes, the Issuer, the Guarantor and/or their affiliates may enter into one or more hedging transactions with respect to the Reference Asset or related derivatives, which may affect the market price, liquidity or value of the Notes.

Creditworthiness of the Guarantor

The Guarantor issues and guarantees a large number of financial instruments, including the Notes, on a global basis and, at any given time, the financial instruments outstanding may be substantial. If investors purchase the Notes, they are relying upon the creditworthiness of the Guarantor and no other person, including any issuer of underlying assets or securities. Even if the credit rating of the issuers of underlying securities or the value of underlying assets or indices does not change, a downgrading in the credit rating of the Guarantor may have a materially adverse effect on the market price of the Notes.

Risk Factors relating to the Notes

Modifications of the Terms and Conditions of the Notes by decision of a meeting of Noteholders

The Terms and Conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who have not attended or voted in such meetings of Noteholders.

Transaction and other costs

As a consequence of transaction and other costs, the possible return on the Notes (if any) may be lower than expected. The ancillary costs incurred upon the purchase or sale of the Notes may significantly reduce or even exclude the profit potential of the Notes. Inducements may be granted in connection with the placement of the Notes.

Notes subject to optional redemption by the Issuer

Such an optional redemption feature is likely to limit their market value. Furthermore regarding the possibility of an optional redemption by the Issuer potential investors should consider reinvestment risk in light of other investments available at that time.

Structured Notes and Dual Currency Notes

Payments (whether in respect of principal and/or interest and whether at maturity or otherwise) on Structured Notes (as defined below) are calculated by reference to certain underlyings, the return of the Notes is based on changes in the value of the underlying, which may fluctuate. Potential investors should be aware that these Notes may be volatile and that they may receive no interest and may lose all or a substantial portion of their principal.

A holder of Dual Currency Notes is exposed to the risk of changes in currency exchange rates which, if such changes result in losses, may affect the yield of the Notes.

Partly-paid Notes and Variable rate Notes with a leverage factor

Failure to pay any subsequent instalment in respect of partly-paid Notes could result in an investor losing all of his investment. Notes with variable interest rates can be volatile investments. This volatility may be further enhanced if they are structured to include leverage factors.

Inverse Floating Rate Notes

Inverse Floating Rate Notes are more volatile because an increase in the reference rate not only decreases the interest rate of the Notes, but may also reflect an increase in prevailing interest rates, which further adversely affects the market value of these Notes.

Geared Structured Notes

Structured Notes where the performance of an underlying is multiplied by a certain factor to determine the amounts payable by the Issuer are subject to increased volatility and risks including a total loss of the invested capital.

Fixed/Floating Rate Notes (subject to election of the Issuer)

The Issuer's ability to convert interest rate may affect the market value of the Notes since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing.

Capital Protected 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.

Notes issued at a substantial discount or premium

The market value of securities issued at a substantial discount or premium from their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest bearing securities.

Notes linked to certain events

Notes may be linked to the occurrence or not of certain events which are not connected with the Issuer or the Guarantor, such as weather or sports events. The occurrence of such events will in most cases depend entirely on chance and will not be influenceable and such events may not occur at all.

Market disruptions and adjustments

The Terms and Conditions of the Notes 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.

Actions to be taken by the Issuer

The Issuer and/or any of its affiliates may carry out activities that for risk reduction and/or hedging purposes or otherwise which might be deemed adverse to the interests of the Noteholders.

Risk Factors relating to Structured Notes the redemption amount of which is linked to the performance of one or more fund units

An investment in Notes that are linked fund units involves all the risks related to such underlying funds. General risks related to funds include:

- the performance of the underlying funds is essentially depending on the skills of the respective fund manager;
- the Issuer and the Guarantor generally have no influence on the investment activity or the performance of the underlying funds;
- the value of funds will change with the value of their respective underlying investments;
- fund managers' investments are not verified or assured by the Issuer or the Guarantor or any of its affiliates and fund managers do not have any obligations vis-a-vis the Noteholders and do not consider their interests;
- the value of funds is subject to additional investments in, or withdrawals of amounts previously invested in, the funds;

- fees and other expenses that apply regardless of the performance of the funds will reduce the value of the fund units and accordingly the final redemption amount payable to the Noteholders;

- the offering of the Notes does not constitute a recommendation by the Issuer or Société Générale and/or any of its affiliates with respect to an investment linked to such underlying Funds.

If the Notes are linked to the performance of one or more funds that are hedge funds, an investment in the Notes may, in addition to the general risks of funds described above, involve additional risks typical to hedge funds due to their speculative nature. Potential investors should be aware that:

- hedge funds (including those that are managed by managers affiliated with Société Générale) do not disclose information on their investments and/or the details of their investment techniques;

- hedge funds involve various investment strategies each of which may involve high risks; in addition, hedge funds generally use technical devices a failure or blackout of which may result in significant losses or a non-realisation of investment opportunities;

- there are generally no restrictions regarding the investment instruments or the counterparties in which a hedge fund may invest and such instruments or counterparties may therefore include highly speculative and risky investments;

- hedge funds` performances may be highly volatile;

- the use of leverage and short sales may increase the risk of loss in the value of the hedge fund units;

- in addition to fixed management fees, performance fees are common to hedge funds and such fees may create an incentive to make investments that are riskier or more speculative than would be the case in the absence of such fees; soft-dollar commissions may induce portfolio managers to effect transactions with a person even if it does not offer the lowest transaction fees;

- hedge funds, including the underlying funds, are generally not subject to the same regulatory regime as mutual funds or securities. Consequently, investors in hedge funds will not benefit from protections provided by such laws or regulations.

The Issuer, in order to hedge its obligations under the Notes, may enter into a hedging transaction with Société Générale or one of its affiliates who in turn will hedge itself by investing in units of the underlying funds. Investors should be aware that, as a result of hedging decisions by the hedging counterparty, transfers into or out of the fund by the hedging counterparty may affect the value of the fund units and, in turn, the Final Redemption Amount of the Notes.

An investment in Structured Notes which are linked to hedge funds (and funds of hedge funds) involves substantial risks. Investors should be able to bear these risks, including a total loss of the invested capital.

Risk Factors relating to Structured Notes based on indices

The payment of income (such as dividends for an index that has stocks as underlyings) may not be reflected as the index may be calculated by reference to the prices of underlyings comprising the index without taking into consideration the value of any income paid on those underlying assets.

If the index comprises underlying stocks, the trading prices of the stocks underlying the index will be influenced by political, economical, financial, market and other factors.

Risk Factors specific to Structured Notes based on shares or other securities

A holder of the Notes will not be a beneficial owner of the underlying shares or other securities and therefore will not be entitled to receive any dividends or similar amounts paid on the underlying shares or other securities.

The Calculation Agent may make adjustments to elements of the Notes as described in the Technical Annex. The Calculation Agent is not required to make an adjustment for every corporate event that may affect the underlying shares or other securities.

Risk factors specific to Commodity Linked Notes

Commodity Linked Notes may be redeemed by the Issuer at their par value and/or by the physical delivery of the underlying asset(s) and/or by payment of an amount determined by reference to the value of the underlying asset(s). Accordingly, an investment in Commodity Linked Notes may bear similar market risks to a direct investment in the relevant commodities and investors should take advice accordingly.

Risk factors relating to Credit Linked Notes

In the event of the occurrence of certain circumstances in relation to a reference entity the obligation of the Issuer to pay principal may be replaced by (i) an obligation to pay other amounts which are equal to either certain fixed amount(s) as specified in the applicable Final Terms or amounts calculated by reference to the value of the underlying asset(s) (which may, in each case, be less than the par value of the Notes at the relevant time) and/or (ii) an obligation to deliver the underlying asset(s). In addition, interest-bearing Credit Linked Notes may cease to bear interest on or prior to the date of occurrence of such circumstances. Accordingly, Noteholders may be exposed to fluctuations in the creditworthiness of the reference entities to the full extent of their investment in the Credit Linked Notes.

Risk factors relating to Currency Linked Notes

The performance of currencies is subject to a multitude of factors such as economic factors, speculations and potential interventions by central banks and government agencies (including exchange controls and restrictions).

Risk factors relating to Bond Linked Notes

The market value of bonds is influenced in addition to other factors by the creditworthiness of the issuer of the relevant bond, by the general interest level, the remaining term until maturity as well as by the liquidity of the market.

Risk factors relating to Structured Notes based on life insurance contracts

The performance of life insurance contracts is subject to a multitude of factors on which the Issuer has no influence. The value of the insurance contract is subject to information given by the insured parties and the actions taken by the relevant insurance company.

Risk factors relating to Structured Notes based on dividends

The Final Redemption Amount of such Notes may not reflect the payment of the dividends on a one to one basis and therefore may not reflect the return of a direct investment in the relevant shares or other securities.

Risk factors relating to Structured Notes based on unit linked features

The performance of unit linked features is subject to a multitude factors on which the Issuer has no influence and it should be noted that the past returns of unit linked feature(s) are not necessarily indicative of their future performance.

Market and other Risks

The secondary market generally

Notes may have no established trading market when issued, and one may never develop. If a market does not develop, it may not be very liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.

Exchange rate risks

The Issuer will pay principal and interest on the Notes in the Specified Currency. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit other than the Specified Currency, in particular if exchange rates change significantly.

Any decline in the credit rating of the Guarantor may affect the market value of the Notes

The credit rating of the Guarantor is an assessment of its ability to pay its obligations, including those in connection with the Notes. Consequently, actual or anticipated declines in the credit ratings of the Guarantor may affect the market value of the relevant Notes.

Financial Markets Crisis

Financial markets crises (e.g. US-subprime crises), in particular such which have negative effects beyond their origin and globally affect various market participants and sub market segments in different ways may have a significant influence on the Issuer’s and/or Guarantor’s and/or the Group’s business activities and their assets and liabilities, financial position and profits and losses.

Summary of the Offering and the Notes

Reasons for the Offering

Under the Programme, the Issuer, acting in its own name but for the account of the Guarantor, will from time to time issue fixed and floating rate Notes instalment Notes, zero coupon Notes, partly paid Notes, dual currency Notes, physical delivery Notes, as well as Notes whose interest rate and/or redemption amount is determined or calculated by reference to an index and/or a formula based on or referring to changes in the prices of certain underlyings comprising shares in companies, any other equity or non-equity securities, currencies or currency exchange rates, interest rates, credit risks, fund units, shares in investment companies, term deposits, life insurance contracts, loans, commodities, bonds or futures contracts on the same or any other instrument(s) or asset(s) or the occurrence or not of events not linked to the Issuer or the Guarantor or any other factor or factors or a combination of any of the foregoing, as indicated in the applicable Final Terms (collectively "**Structured Notes**"), each in bearer form and governed by German law (collectively, "**Notes**"), to the Dealer and any additional Dealer/Purchaser appointed under the Programme by the Issuer and the Guarantor from time to time. The maximum aggregate principal amount of the Notes outstanding under the Programme is undetermined and not limited. The aggregate principal amount of each Tranche of Notes under the Programme, as agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s), will be set out in the applicable Final Terms.

Payments and/or physical delivery of any securities or assets in respect of Notes will be unconditionally and irrevocably guaranteed by the Guarantor.

Offering Statistics and Estimated Timetable

During the lifetime of this Prospectus, the Issuer will continuously issue Notes within the framework of this Programme. The terms and conditions as well as the timeframe for each issue of Notes will be set forth in the applicable Final Terms within the meaning of Art. 26 No. 5 of the Commission Regulation (EC) No. 809/2004 dated 29th April, 2004.

Use of Proceeds

Pursuant to a Trust Agreement dated 28th February, 2006 the Issuer is obliged to collect any proceeds resulting from the issuance of the Notes and to deliver such proceeds forthwith to the Guarantor. The net proceeds of each issuance of Notes will be applied by the Guarantor for general financing purposes of the Société Générale group in accordance with the Guarantor's corporate objects according to its Articles of Association.

Details Regarding the Programme

Capitalised Terms have the same meaning as defined in "*Terms and Conditions of the Notes*".

When the Notes qualify as securitised derivatives to be offered in Italy and/or listed on the Italian Exchange on the market for securitised derivatives (SeDex), all references to Notes herein shall be deemed to be to Certificates (the "**Italian Certificates**").

Issuer	Société Générale Effekten GmbH (acting in its own name but for the account of Société Générale)
Guarantor	Société Générale
Description	Programme for the issue of non-equity securities governed by German law. Under the Programme, the Issuer may issue Notes in the form of (including any combination of) fixed or floating rate Notes, instalment Notes, zero coupon Notes, partly paid Notes, dual currency Notes, physical delivery Notes, as well as Structured Notes and Certificates. Each Note will be issued on an unsubordinated basis only.

Arranger	Société Générale
Dealer(s)	The Notes will be distributed through Dealer(s) pursuant to underwriting agreements or on the basis of bilateral agreements with or without the involvement of Dealers/Purchasers. The following bank(s) may act as Dealer(s): Société Générale and any other Dealers/Purchasers appointed in accordance with the Dealer Agreement in relation to the Programme as a whole or in relation to one or more Tranches.
Manager(s)	The applicable Final Terms relating to each Tranche of Notes may specify any Manager(s).
Agent	Société Générale
Calculation Agent	The applicable Final Terms relating to each Tranche of Notes may specify a Calculation Agent for certain types of Notes, in particular Structured Notes.
Paying Agent	Société Générale, Frankfurt Branch, and/or Société Générale Bank & Trust, Luxembourg, (as the case may be) or any additional or successor paying agent appointed under the Terms and Conditions.
Programme Size	Undetermined. The aggregate principal amount of each Tranche of Notes under the Programme, as agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s), will be set out in the applicable Final Terms in accordance with the provisions of the Dealer Agreement and the German Securities Prospectus Act.
Offer	The Issuer may offer Notes to the public pursuant to underwriting agreements or bilateral agreements or place Notes privately with or without an applicable subscription period and in each case on a syndicated or non-syndicated basis. The details relating to each offer will be set out in the relevant Final Terms.
Issue Currencies	Euros or such other currency as may be agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s) as indicated in the applicable Final Terms and subject to compliance with any applicable laws and exchange control regulations.
Maturities	The maturity of each Tranche of Notes will be specified in the applicable Final Terms subject to such minimum or maximum maturities as may be allowed or required from time to time by the relevant central bank (or equivalent body) or any laws or regulations applicable to the Issuer or the Guarantor or the relevant Specified Currency. The Issuer may also issue Notes without a determined maturity (open end notes). For Italian Certificates, all references herein to Maturity Date shall be deemed to be instead to "Final Exercise Date".
Issue Price	Notes may be issued on a fully-paid or a partly-paid basis and at an issue price (expressed either (i) as a percentage or (ii) as an amount per Note of the relevant Specified Denomination) which is at par or at a discount to, or premium over, par (as specified in the applicable Final Terms).
Form of Notes	The Notes will be issued in bearer form only and will on issue be represented by a temporary global Note which will be

	exchangeable for interests in a permanent global Note. In case of Italian Certificates, their circulation will be dematerialised and centralised with Monte Titoli S.p.A., pursuant to legislative decree no. 213/1998 as amended and integrated and subsequent implementing provisions.
Interest in the case of Fixed Rate Notes	Fixed interest will be payable on such date or dates as may be agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s) (as indicated in the applicable Final Terms) and on redemption and will be calculated on the basis of such Day Count Fraction as may be agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s) as indicated in the applicable Final Terms.
Partly Paid Notes	The Issuer may issue Notes which are not fully paid up at the time of their issue and which provide for the remaining principal amount to be paid up in one or more instalments at one or more predetermined dates (Partly Paid Notes). If any Noteholder fails to pay any instalment due on any Partly Paid Notes within the time specified, the Issuer may forfeit such Notes and shall have no further obligation to such Noteholder in respect of them.
Interest in the case of Floating Rate Notes	Floating Rate Notes will bear interest at a rate determined (i) on The basis of a reference rate appearing on an agreed screen page of a commercial quotation service or (ii) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement evidenced by a confirmation incorporating the 2006 ISDA Definitions (as published by the International Swaps and Derivatives Association, Inc. and as amended and updated as at the Issue Date of the first Tranche of the Notes of the relevant Series) or (iii) on such other basis as may be agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s) (as indicated in the applicable Final Terms). The margin (if any) relating to such floating rate will be agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s) for each issue of Floating Rate Notes and specified in the applicable Final Terms.
Payments in the case of Structured Notes	Payments (whether in respect of principal and/or interest and whether at maturity or otherwise) in respect of Structured Notes will be calculated by reference to such index and/or formula or to changes in the prices of certain underlyings. Such underlyings comprise shares in companies, any other equity or non-equity securities, currencies or currency exchange rates, interest rates, credit risks, fund units, shares in investment companies, term deposits, life insurance contracts, loans, commodities or futures contracts on the same or any other instrument(s) or asset(s) or the occurrence or not of certain events not linked to the Issuer or the Guarantor or any other factor(s) as the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s) may agree and as indicated in the applicable Final Terms.
Dual Currency Notes	Payments (whether in respect of principal and/or interest and whether at maturity or otherwise) in respect of Dual Currency Notes will be made in such currency or currencies, and based on such rate or rates of exchange, as the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s) may agree (as indicated in the

	applicable Final Terms).
Physical Delivery Notes	Payments (whether in respect of principal and/or interest and whether at maturity or otherwise) in respect of Physical Delivery Notes and any delivery of any Underlying in respect of Physical Delivery Notes will be made in accordance with the terms of the applicable Final Terms.
Zero Coupon Notes	Zero Coupon Notes will not bear interest (other than in the case of late payment).
Instalment Notes	Payments (whether in respect of principal and/or interest) in respect of Instalment Notes will be made at certain instalment dates in certain instalment amounts (each as indicated in the applicable Final Terms).
Redemption	The applicable Final Terms relating to each Tranche of Notes will indicate either that the Notes cannot be redeemed prior to their stated maturity (other than in specified instalments, if applicable, for Tax Reasons or following an Event of Default) or that such Notes (if Physical Delivery Notes) may be settled at maturity or otherwise by receipt by the holder(s) of a cash amount and/or by delivery of the relevant Underlying or that such Notes will be redeemable at the option of the Issuer and/or the Noteholders upon giving an irrevocable notice (subject to a notice period (if any) as is indicated in the applicable Final Terms) to the Noteholders or the Issuer, as the case may be, on a date or dates specified prior to such stated maturity and at a price or prices and on such terms as may be agreed between the Issuer, the Guarantor and Dealer(s)/Purchaser(s) as indicated in the applicable Final Terms. The redemption of Structured Notes may be subject to certain special restrictions and procedures, as set out in the applicable Final Terms. In the case of Structured Notes linked to a certain reference asset, investors may receive less than their amount invested or, in extreme cases, suffer a total loss of their amount invested in such Notes. In certain circumstances, the degree in which a change in the reference asset affects the Structured Note may be limited. The specific relation between the relevant reference asset and the Structured Notes as well as a potential limitation of the effect on the Structured Note will be specified in the relevant Final Terms. In case of Italian Certificates, all references herein to Redemption shall be deemed to be instead to exercise.
Denomination of Notes	Notes will be issued in such denominations as may be agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s) as indicated in the applicable Final Terms.
Taxation	All payments of principal and interest, and, for Italian Certificates, of final exercise amount and any other amount in relation thereto will be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by the Federal Republic of Germany or France (as the case may be) or any political subdivision or any authority of the Federal Republic of Germany

	or France (as the case may be) that has power to tax. If such withholding or deduction is required by law, the Issuer or the Guarantor (as the case may be) will – subject to the exemptions set out in the Terms and Conditions– pay such additional amounts as a Noteholder would have received if no such withholding or deduction had been required.
Negative Pledge	The terms and conditions of the Notes will contain a negative pledge provision with regard to the Guarantor.
Status of the Notes	The Notes constitute direct, unconditional and (subject to the Guarantee) unsecured and unsubordinated limited recourse obligations of the Issuer and will rank pari passu without any preference among themselves and (save for certain obligations required to be preferred by law) pari passu with all other direct, unconditional, unsecured and unsubordinated obligations of the Issuer.
Guarantee	The due and punctual payment of any amounts due and payable and/or the due and punctual physical delivery of securities or assets deliverable under or in respect of the Notes will be unconditionally and irrevocably guaranteed by the Guarantor.
Rating	The rating (if any) of the Notes to be issued under the Programme will be specified in the applicable Final Terms.
Listing	Application has been made to list the Notes to be issued under the Programme on the Official Market and the Regulated Market of the Frankfurt Stock Exchange. The Programme provides, however, that Notes may be listed or admitted to trading, as the case may be, on such other or further stock exchange(s) or markets as may be agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s), as specified in the relevant Final Terms. The Issuer may also issue unlisted Notes and/or Notes not admitted to trading on any market, as specified in the relevant Final Terms.
Terms and Conditions of the Notes	The Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s) will agree on the terms and conditions applicable to each particular Tranche of Notes. The terms and conditions of the Notes will be constituted by the "Terms and Conditions of the Notes" which comprise the "Basic Terms" (Part A) and the "Technical Annex" (Part B), as completed, supplemented or replaced by the provisions of the applicable Final Terms. If the relevant Final Terms specify that consolidated Terms and Conditions shall apply to the Notes such consolidated Terms and Conditions will be attached to the relevant Final Terms and will replace the "Terms and Conditions of the Notes" as set out in this Prospectus.
Governing Law	The Notes will be governed by, and construed in accordance with, German law. The Guarantee will be governed by, and construed in accordance with, French law.
Selling Restrictions	Each issue of Notes will be made in accordance with the laws, regulations and legal decrees and any restrictions applicable in the relevant jurisdiction. Any offer and sale of Notes is subject to the selling restrictions in particular in the member states to the Agreement on the European

	Economic Area (EEA), in the United States, the United Kingdom and other jurisdictions in connection with the offering and sale of a particular issue of Notes. Further restrictions applicable to any issue of Notes may be set out in the relevant Final Terms and must be observed, irrespective of the description in the Final Terms.
United States Selling Restrictions	Regulation S, Category 2. TEFRA C or D, as specified in the applicable Final Terms.
Clearing System	The Notes of a Tranche or Series (unless stated otherwise in the applicable Final Terms) will be represented by a Global Note, which will be held in custody by or on behalf of Clearstream Banking AG, Frankfurt or a depositary common to Clearstream, Luxembourg and Euroclear until all obligations of the Issuer under the Notes have been satisfied. Notes may be held through additional or alternative clearing systems (including, without limitation, Clearstream, Luxembourg and Euroclear, Euroclear France or SIS SEGAINTERSETTLE AG) in which case the appropriate information will be contained in the applicable Final Terms. In case of Italian Certificates, their circulation will be dematerialised and centralised with Monte Titoli S.p.A., pursuant to legislative decree no. 213/1998 as amended and integrated and subsequent implementing provisions. The appropriate Common Code and ISIN for each Tranche of Notes will be contained in the applicable Final Terms.

ZUSAMMENFASSUNG DES PROSPEKTS

Die nachfolgende Zusammenfassung (die „**Zusammenfassung**") ist als Einführung zu diesem Prospekt für ein Angebotsprogramm von Schuldverschreibungen (nachfolgend auch der „**Prospekt**") zu verstehen. Diese Zusammenfassung ist im Zusammenhang mit den an anderer Stelle in diesem Prospekt enthaltenen Informationen und den durch Verweis einbezogenen Dokumenten sowie sämtlichen Nachträgen hierzu zu lesen und insoweit begrenzt. Daher sollte jede Anlageentscheidung im Hinblick auf die Schuldverschreibungen nicht allein auf dieser Zusammenfassung beruhen, sondern auf einer Gesamtbetrachtung des Prospektes nebst den durch Verweis einbezogenen Dokumenten sowie den endgültigen Bedingungen und etwaigen Nachträgen zum Prospekt, die im Zusammenhang mit der Emission von Schuldverschreibungen veröffentlicht werden.

Die Emittentin und die Garantin sowie jede Person, von der der Erlass dieser Zusammenfassung ausgeht, übernehmen gemäß § 5 Abs. 2 Satz 3 Wertpapierprospektgesetz (WpPG) die Verantwortung für den Inhalt dieser Zusammenfassung, einschließlich ihrer Übersetzung. Sie können jedoch für den Inhalt dieser Zusammenfassung nur für den Fall haftbar gemacht werden, dass die Zusammenfassung irreführend, unrichtig oder widersprüchlich ist, wenn sie im Zusammenhang mit den anderen Teilen des Prospekts gelesen wird. Jeder Anleger sollte sich darüber bewusst sein, dass für den Fall, dass er vor einem Gericht Ansprüche auf Grund der in diesem Prospekt enthaltenen Informationen geltend macht, er in Anwendung einzelstaatlicher Vorschriften die Kosten für die Übersetzung des Prospektes vor Prozeßbeginn zu tragen haben könnte.

Zusammenfassung in Bezug auf die Emittentin

Die Emittentin hat ihren Sitz in Frankfurt am Main und ist eingetragen im Handelsregister des Amtsgerichts Frankfurt unter HRB 32283. Sie ist entstanden mit Gesellschafterbeschluss vom 5. Oktober 1990 durch Umfirmierung der am 3. März 1977 gegründeten LT Industriebeteiligungs-Gesellschaft mbH. Die Emittentin wurde als Gesellschaft mit beschränkter Haftung (GmbH) nach deutschem Recht gegründet.

Die Geschäftsadresse und Telefonnummer der Emittentin ist: Société Générale Effekten GmbH, Neue Mainzer Str. 46 - 50, 60311 Frankfurt am Main (dies ist die Adresse mit Beginn vom 17. Dezember 2007, wobei die ehemalige Adresse die Mainzer Landstr. 36, 60325 Frankfurt am Main war), Telefonnummer + 49 (0)69 71 74 0.

Der Unternehmensgegenstand der Emittentin ist gemäß ihrer Satzung die Begebung und der Verkauf von Wertpapieren sowie damit zusammenhängende Tätigkeiten, mit Ausnahme erlaubnispflichtiger Tätigkeiten. Bankgeschäfte im Sinne des Kreditwesengesetzes (KWG) gehören nicht zum Unternehmensgegenstand. Die Emittentin ist ein Finanzunternehmen im Sinne von § 1 Abs. 3 Satz 1 Nr. 5 KWG.

Die Geschäftstätigkeit der Emittentin umfasst die Emission und Platzierung von Wertpapieren, überwiegend Optionsscheinen, und damit zusammenhängende Tätigkeiten. Die Begebung von Wertpapieren durch die Emittentin erfolgt vornehmlich auf dem deutschen Markt, einem der wichtigsten Märkte für derivative Finanzprodukte. Die Wertpapiere können auch in bestimmten anderen EU-Mitgliedstaaten öffentlich angeboten werden.

Die Emittentin ist eine 100%ige Tochtergesellschaft der Société Générale, Paris. Der Société Générale-Konzern (der "**Konzern**") stellt einen der größten Bankenkonzerne der Welt dar. Die Geschäftstätigkeit des Konzerns umfasst alle wesentlichen Bereiche des Bankgeschäfts, wie Privatkundengeschäft, Firmenkundengeschäft, Kapitalmarktgeschäft und Leasing. Die Konzernmutter Société Générale ist an der Pariser Börse notiert.

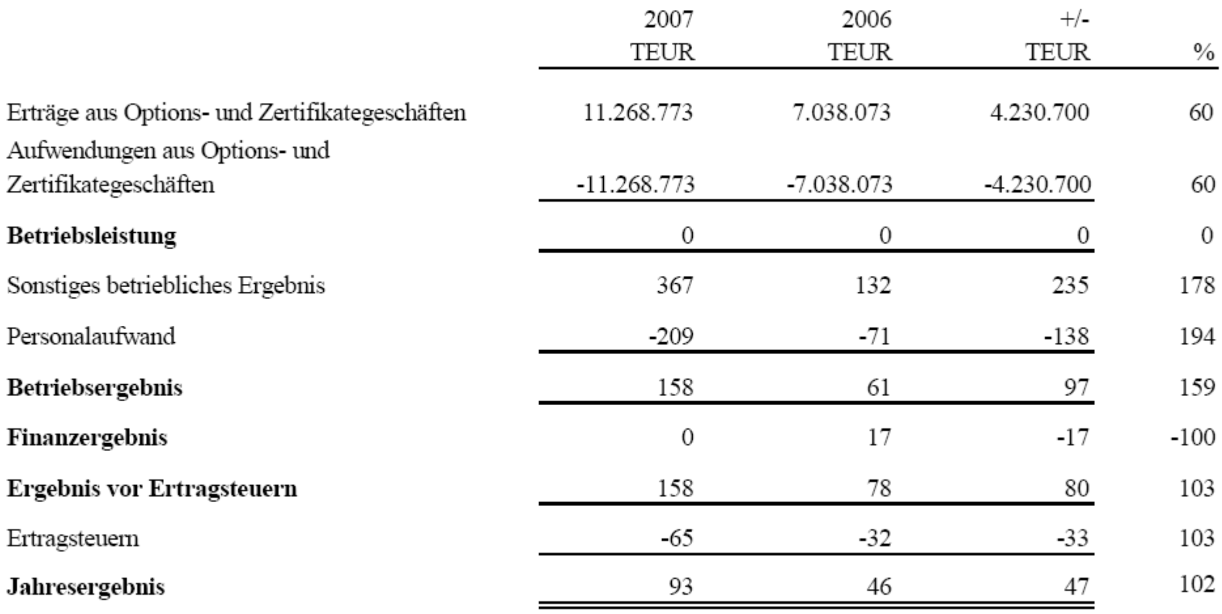
Das voll eingezahlte Stammkapital der Emittentin beträgt EUR 25.564,59. Alle Anteile der Emittentin werden von der Société Générale, Paris gehalten.

Abschlussprüfer der Emittentin ist die Ernst & Young AG Wirtschaftsprüfungsgesellschaft, Mergenthaleralle 3-5, 65760 Eschborn. Für die Geschäftsjahre zum 31. Dezember 2007 und 2006 wurden die Abschlüsse der Emittentin durch die Ernst & Young AG Wirtschaftsprüfungsgesellschaft, Mergenthalerallee 3-5, D-65760 Eschborn, nach HGB geprüft und mit einem uneingeschränkten Bestätigungsvermerk versehen.

Zusammenfassung ausgewählter Finanzangaben betreffend die Emittentin

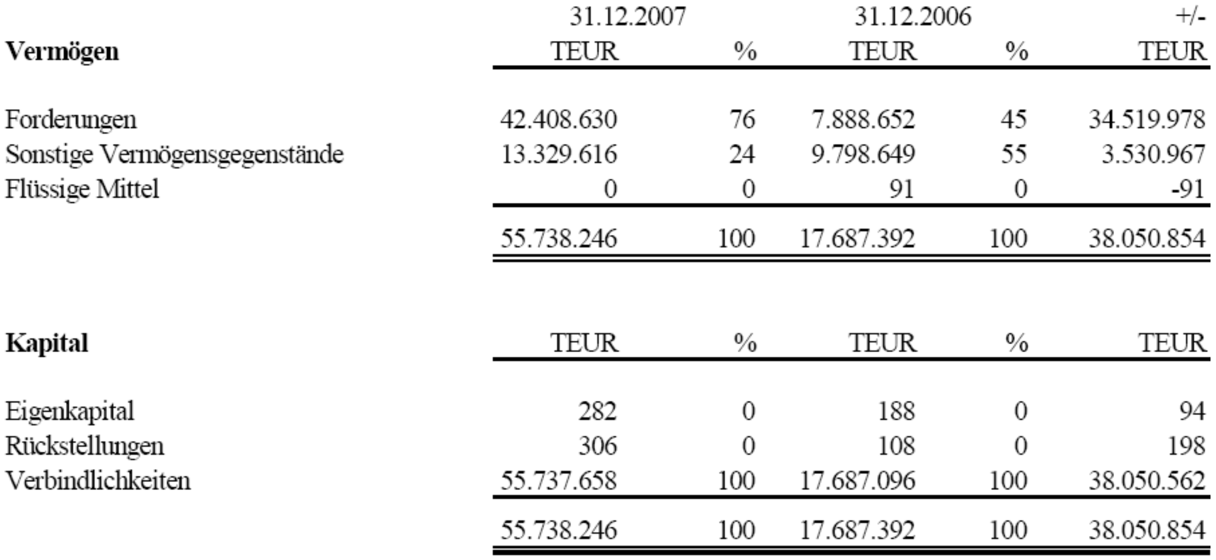
Die nachfolgenden ausgewählten Finanzdaten der Société Générale Effekten GmbH wurden den Jahresabschlüssen der Société Générale Effekten GmbH für die Geschäftsjahre zum 31. Dezember 2006 und 2007 nach HGB entnommen.

Ausgewählte Informationen aus der Gewinn- und Verlustrechnung



	2007	2006	+/-	
	TEUR	TEUR	TEUR	%
Erträge aus Options- und Zertifikategeschäften	11.268.773	7.038.073	4.230.700	60
Aufwendungen aus Options- und Zertifikategeschäften	-11.268.773	-7.038.073	-4.230.700	60
Betriebsleistung	0	0	0	0
Sonstiges betriebliches Ergebnis	367	132	235	178
Personalaufwand	-209	-71	-138	194
Betriebsergebnis	158	61	97	159
Finanzergebnis	0	17	-17	-100
Ergebnis vor Ertragsteuern	158	78	80	103
Ertragsteuern	-65	-32	-33	103
Jahresergebnis	93	46	47	102

Ausgewählte Informationen aus der Bilanz



	31.12.2007		31.12.2006		+/-
Vermögen	TEUR	%	TEUR	%	TEUR
Forderungen	42.408.630	76	7.888.652	45	34.519.978
Sonstige Vermögensgegenstände	13.329.616	24	9.798.649	55	3.530.967
Flüssige Mittel	0	0	91	0	-91
	55.738.246	100	17.687.392	100	38.050.854
Kapital	TEUR	%	TEUR	%	TEUR
Eigenkapital	282	0	188	0	94
Rückstellungen	306	0	108	0	198
Verbindlichkeiten	55.737.658	100	17.687.096	100	38.050.562
	55.738.246	100	17.687.392	100	38.050.854

Zusammenfassung in Bezug auf die Garantin

Die Société Générale ist eine Kapitalgesellschaft mit beschränkter Haftung (société anonyme) nach französischem Recht und hat den Status einer Bank. Die Société Générale wurde mit Urkunde genehmigt durch Dekret vom 4. Mai 1864 gegründet. Die Dauer der Gesellschaft wurde zunächst festgelegt auf 50 Jahre ab dem 1. Januar 1899 und dann um weitere 99 Jahre ab dem 1. Januar 1949 verlängert. Nach den gesetzlichen und regulatorischen Bestimmungen für Kreditinstitute, insbesondere den entsprechenden Artikeln des französischen Währungs- und Finanzgesetzes (*Code Monetaire et Financière*) unterliegt die Société Générale den Wirtschaftsgesetzen und insbesondere den Artikeln L. 210-1 ff. des Französischen Handelsgesetzbuches und der jeweiligen Satzung.

Die Société Générale ist im Registre du commerce (Handelsregister) unter der Nummer 552 120 222 R.C.S. Paris eingetragen. Die Geschäftsadresse der Société Générale ist: Boulevard Haussmann 29, 75009 Paris.

Nach Maßgabe der für Kreditinstitute geltenden Gesetze und Vorschriften ist Geschäftszweck der Société Générale:

- das Betreiben von sämtlichen Bankgeschäften;
- die Durchführung von sämtlichen Transaktionen im Zusammenhang mit Bankgeschäften, insbesondere Dienstleistungen im Zusammenhang mit Kapitalanlagen und damit verbundene Dienstleistungen im Sinne der Artikel L. 321-1 und L. 321-2 des französischen Währungs- und Finanzgesetzes;
- der Erwerb von Beteiligungen an anderen Unternehmen;

jeweils mit natürlichen oder juristischen Personen, in Frankreich oder im Ausland.

Die Société Générale kann regelmäßig auch an anderen als den vorgenannten Transaktionen beteiligt sein, insbesondere im Versicherungsvermittlungsgeschäft nach Maßgabe der Bestimmungen des französischen Ausschusses für die Regulierung des Bank- und Finanzwesens (*Comité de la réglement bancaire et financière*).

Grundsätzlich kann die Société Générale im eigenen Namen, im Namen von Dritten oder mit diesen gemeinsam alle finanz-, handels-, gewerblichen- oder landwirtschaftlichen Geschäfte bezogen auf das bewegliche Vermögen oder Grundbesitz durchführen, die direkt oder indirekt mit den zuvor genannten Aktivitäten in Zusammenhang stehen oder ihrer Durchführung dienen.

Zum 31. Dezember 2007 (gemäß Eintragungsdaten vom 11. Januar 2007) betrug das Grundkapital der Société Générale EUR 583.228.241,25 und war eingeteilt in 466.582.593 Aktien mit einem Nominalwert von EUR 1,25 pro Aktie. Jede dieser Aktien berechtigt zum Bezug von Dividenden aus Erträgen vom 1. Januar 2007 an. Als Folge der Ausübung von Aktienoptionen zwischen dem 1. Januar und 11. Januar 2008 wurde das Grundkapital um einen Nominalbetrag von EUR 42.600 und am 5. Februar 2008, dem Tage der Eintragung durch den Vorstandsvorsitzenden, betrug es EUR 583.270.841,25 und war eingeteilt in 466.616.673 voll einbezahlten Aktien mit einem Nominalwert von EUR 1,25 pro Aktie. Als Teil der gruppenweiten Kapitalmarktaktivitäten können möglicherweise Tansaktionen ausgeführt werden mit Bezug zu Indizes oder Basiswerten, bei denen die Société Générale eine Aktienkomponente ist. Diese Transaktionen haben keine Auswirkungen auf das zukünftige Kapital der Gruppe. Am 8. Februar 2008 hat der Vorstand eine Kapitalerhöhung durch Ausgabe neuer Aktien (gegen Bareinlage) mit bevorzugten Bezugssrechten unter Verwendung der durch die außerordentliche Hauptversammlung vom 30. Mai 2006 erteilten Ermächtigung beschlossen. Der Nominalbetrag dieser Rechteemission beträgt EUR 145.817.710 mit 116.654.168 ausgegebenen Aktien. Jede dieser Aktien berechtigt zum Bezug von Dividenden aus Erträgen vom 1. Januar 2008 an. Die Zeichnungsfrist lief vom 21. bis zum 29. Februar einschließlich.

Abschlussprüfer der Société Générale sind die Ernst & Young Wirtschaftsprüfungsgesellschaft, vertreten durch Herrn Philippe Peuch-Lestrade, 11, allée de l'Arche, 92037 Paris, La Défense, Frankreich und Deloitte & Associés (früher Deloitte Touche Tohmatsu), vertreten durch Herrn José Luis Garcia, 185 avenue Charles de Gaulle, - BP 136, 92524 Neuilly-sur-Seine Cedex, Frankreich. Die Abschlussprüfer haben die Jahresabschlüsse der Société Générale für die beiden Geschäftsjahre endend zum 31. Dezember 2006 und zum 31. Dezember 2007 in Übereinstimmung mit allgemein anerkannten Prüfungsstandards in Frankreich und in Übereinstimmung mit IFRS geprüft und jeweils mit einem uneingeschränkten Bestätigungsvermerk versehen.

Die Société Générale-Gruppe ist einer der führenden Konzerne im Bereich Bankdienstleistungen in der Euro Zone, der in 82 Ländern mit ca. 135.000 Angestellten 119 verschiedener Nationalitäten agiert. Die Gruppe ist in fünf Hauptgeschäftsbereiche aufgeteilt: French Networks, International Retail Banking, Financial Services, Global Investment Management & Services und Corporate & Investment Banking.

(i) Retail Banking and Financial Services

Der Bereich Retail Banking und Financial Services betrifft alle Aktivitäten im Zusammenhang mit individuellen Kunden, selbstständigen Erwerbstätigen und kleineren bis mittleren Unternehmen. Zum 31. Dezember 2007 stellte der Bereich ein breites Angebot an Finanz- und Bankdienstleistungen insgesamt 26,6 Mio. Privatkunden und einigen hunderttausend Unternehmen weltweit zur Verfügung.

(ii) Global Investment Management and Services

Der Bereich Global Investment Management und Services der Société Générale (GIMS) umfasst die Vermögensverwaltung der Gruppe (Société Générale Asset Management), das Privatkundengeschäft (SG Private Banking), die Wertpapierdienstleistungen (Société Générale Securities Services), Depot- und Clearingdienstleistungen an organisierten Märkten (Fimat) und Online-Banking (Boursorama). Ende 2007 betrug das von GIMS verwaltete Vermögen EUR 434,6 Milliarden. Dabei sind weder EUR 72,6 Milliarden, die von Lyxor Asset Management, einer konsolidierten Tochtergesellschaft des Bereichs Equites Business von Corporate und Investment Banking mitgerechnet, noch diejenigen Kunden mit einem investierbaren Vermögen von mehr als EUR 150.000,00, die direkt durch das French Network der Gruppe verwaltet werden und ca. EUR 118 Milliarden ausmachten. Das verwahrte Vermögen betrug am 31. Dezember 2007 EUR 2.583 Milliarden. Fimat und Boursorama konnten jeweils ihre Position als einer der Weltmarktführer in der Ausführung und Abwicklung und als bedeutender Akteur in Europa im Absatz von Online-Finanzprodukten bestätigen.

(iii) Corporate und Investment Banking

Der Bereich Corporate und Investment Banking umfasst alle Aktivitäten auf dem Kapitalmarkt und der Finanzierung für Firmenkunden, Kreditinstitute, Finanzinvestoren in Europa, Amerika und dem asiatisch-pazifischen Raum. Mit der Kombination aus Innovation und einer starken Handelsplattform entwickelt Société Générale Corporate und Investment Banking Finanzlösungen in ihren drei Haupt- Kompetenzgebieten: Derivate, europäischer Kapitalmarkt und strukturierte Finanzierung. Société Générale Corporate und Investment Banking ist in der Euro-Zone, gemessen an den Umsätzen, die drittgrößte Investmentbank und beschäftigt über 12.000 Mitarbeiter in 46 Ländern.

Zusammenfassung ausgewählter Finanzangaben betreffend die Garantin

Die nachfolgenden ausgewählten Finanzdaten der Société Générale wurden den Konzernabschlüssen der Société Générale für die Geschäftsjahre zum 31. Dezember 2006 und 2007 nach IFRS entnommen.

	2007	**2006**	**Änderung**	
		In Euro Mio.		
Nettoergebnis aus Bankgeschäften........................	21.923	22.417	-2,2%	-2,8%*
Betriebsaufwand...	(14.305)	(13.703)	+4,4%	+4,0%*
Brutto-Betriebsergebnis......................................	**7.618**	**8.714**	**-12,6%**	**-13,6%***
Zuführung (netto) in Rückstellungen....................	(905)	(679)	+33,3%	+29,3%*
Betriebsergebnis ausschließlich der Nettoverluste aus nicht genehmigten und verheimlichten Handelsaktivitäten	**6.713**	**8.035**	**-16,5%**	**-17,2%***
Nettoverluste aus nicht genehmigten und verheimlichten Handelsaktivitäten	(4.911)	0	keine	keine

Betriebsergebnis einschließlich der Nettoverluste aus nicht genehmigten und verheimlichten Handelsaktivitäten	**1.802**	**8.035**	**-77,6%**	**-79,6%***
Nettoergebnis von Gesellschaften, die nach der Equity Methode einbezogen wurden	44	18	keine	
Nettoergebnis aus sonstigen Vermögensgegenständen	40	43	-7,0%	
Abschreibungen auf den Goodwill	0	(18)	keine	
Ertragsteuern	(282)	(2.293)	-87,7%	
Nettoergebnis vor Minderheitsbeteiligungen	1.604	5.785	-72,3%	
Minderheitsbeteiligungen	*657*	*564*	*+16,5%*	
Nettoergebnis	**947**	**5.221**	**-81,9%**	**-84,6%***
Aufwendungen/Ertrags-Verhältnis (*Cost/Income Ratio*)	65,3%	61,1%		
Durchschnittliches zugeteiltes Kapital	23.683	20.107	+17,8%	
ROE nach Steuern	**3,6%**	**25,8%**		
Tier-one ratio	**6,6%**	**7,8%**		

* *Nach Anpassung im Hinblick auf Änderungen der Konzernstruktur und auf der Grundlage konstanter Wechselkurse.*

Damit die Informationen der finanziellen Entwicklung des Konzerns Verständniszwecken besser dient, wurde der gesamte Verlust im Zusammenhang mit der Schließung der ausgerichteten Positionen, die im Rahmen nicht genehmigter und verheimlichter Tätigkeiten eingegangen wurden, in einem zusätzlichen Posten der Gewinn- und Verlustrechnung mit der Bezeichnung „Nettoverluste aus nicht genehmigten und verheimlichten Handelsaktivitäten“ dargestellt.

Zusammenfassung der Risikofaktoren

Der Erwerb von Schuldverschreibungen, die im Rahmen dieses Programms begeben werden, ist mit den nachfolgend dargestellten wesentlichen Risiken verbunden. Anleger sollten ihre gegenwärtige finanzielle Situation und ihr Anlageziel überprüfen, bevor sie sich für eine Anlage in die Schuldverschreibungen entscheiden. In diesem Zusammenhang sollten Anleger die Risiken sowie die sonstigen im Prospekt, in möglichen Nachträgen und in den maßgeblichen endgültigen Bedingungen enthaltenen Informationen berücksichtigen. Zusätzliche besondere Risiken, die auf der Natur einer bestimmten Tranche von Schuldverschreibungen beruhen, die von Zeit zu Zeit unter diesem Programm begeben werden, können in den jeweiligen endgültigen Bedingungen enthalten sein, die in einem solchen Fall in Form eines Nachtrags gemäß § 16 WpPG erfolgen müssen. Diese Risiken müssen bei der Risikoabwägung stets mit einbezogen werden. Viele der nachfolgend dargestellten Risiken stellen lediglich Eventualitäten dar, die eintreten können, aber auch nicht eintreten können. Weder die Emittentin noch die Garantin sind in der Lage, die Wahrscheinlichkeit eines Eintritts vorauszusagen.

Das Eintreten eines oder mehrerer der unten beschriebenen Risiken kann zu einem erheblichen und nachhaltigen Verlust des Wertes der Schuldverschreibungen führen - bis hin zu einem Totalverlust des angelegten Kapitals.

Mit der Emittentin, der Garantin und der Treuhandkonstruktion verbundene Risiken

Emission der Schuldverschreibungen durch die Emittentin auf Rechnung der Garantin; Treuhandverhältnis.

Da die Emittentin die Schuldverschreibungen treuhänderisch auf Rechnung der Garantin begibt, sind die Schuldverschreibungsinhaber unmittelbar abhängig vom Kreditrisiko der Garantin, und nicht vom Kreditrisiko der Emittentin. Jede Zahlungsverpflichtung der Emittentin unter diesen Schuldverschreibungen ist begrenzt auf die finanziellen Mittel, die von der Garantin aufgrund des Treuhandvertrags gewährt werden. Sollten die finanziellen Mittel, die von der Garantin unter dem Treuhandvertrag zu zahlen sind, nicht ausreichen, um die Ansprüche aller Schuldverschreibungsinhaber in vollem Umfang zu erfüllen, so führt dies zum Erlöschen etwaiger aus dem Zahlungsverzug resultierender Ansprüche (auflösender Bedingung) und kein Schuldverschreibungsinhaber hat weitere Ansprüche gegen die Emittentin (dies gilt vorbehaltlich des Rechts des Schuldenverschreibungsinhaber auf Kündigung oder vorzeitige Rückzahlung). Dies gilt unabhängig davon, ob die Emittentin in der Lage wäre, die Zahlungen aus anderen finanziellen Mitteln zu leisten.

Auch hinsichtlich der Garantie, die eine generelle ungesicherte vertragliche Verpflichtung ausschließlich der Garantin begründet, sind Zahlungen auf die Schuldverschreibungen von der Bonität der Garantin abhängig.

Risiken, verbunden sind mit der fehlenden Unabhängigkeit von Emittentin und Garantin

Da die Société Générale neben ihrer Funktion als Garantin der Emittentin gleichzeitig auch Hedging Instrumente zur Verfügung stellt, sind die Anleger dem operativen Risiko ausgesetzt, das sich aus der fehlenden Unabhängigkeit der Garantin in der Erfüllung ihrer Verpflichtungen als Garantin und als zur Hedging Provider ergibt.

Interessenkonflikt

Die Emittentin, die Garantin und ihre verbundenen Unternehmen können im Zusammenhang mit anderen Geschäftaktivitäten über wesentliche Informationen über einen Basiswert verfügen oder diese erhalten. Derartige Geschäftsaktivitäten und Informationen können nachteilige Konsequenzen für den Inhaber der Schuldverschreibung zur Folge haben.

Hedging und Handelsaktivitäten

Im Zusammenhang mit dem Angebot der Schuldverschreibungen können die Emittentin, die Garantin und ihre verbundenen Unternehmen Hedging-Transaktionen in Bezug auf einen Basiswert oder zugehörige Derivate eingehen, welche den Marktpreis, die Liquidität oder den Wert der Schuldverschreibungen beeinträchtigen können.

Kreditwürdigkeit der Garantin

Die Garantin begibt und garantiert weltweit eine große Anzahl von Finanzinstrumenten, einschließlich Schuldverschreibungen. Der Umfang der ausstehenden Finanzinstrumente kann jederzeit erheblich sein. Wenn Anleger Schuldverschreibungen erwerben, vertrauen sie ausschließlich auf die Kreditwürdigkeit der Garantin und nicht auf die Kreditwürdigkeit einer anderen Person, einschließlich des Emittenten zugrunde liegender Vermögenswerte oder Wertpapiere. Selbst wenn sich die Bonität von Emittenten zugrunde liegender Wertpapiere oder der Wert zugrunde liegender Vermögensgegenstände oder Indizes nicht ändert, kann eine Verringerung der Bonität der Garantin den Börsenkurs der Schuldverschreibungen wesentlich negativ beeinflussen.

Mit den Schuldverschreibungen verbundene Risiken

Änderungen der Schuldverschreibungsbedingungen durch Entscheidung einer Versammlung der Schuldverschreibungsinhaber

Die Schuldverschreibungsbedingungen enthalten Bestimmungen zur Einberufung von Versammlungen der Schuldverschreibungsinhaber, um Angelegenheiten zu erörtern, die ihre Interessen im Allgemeinen berühren. Diese Bestimmungen erlauben es bestimmten Mehrheiten, alle Schuldverschreibungsinhaber zu verpflichten, einschließlich derjenigen Schuldverschreibungsinhaber, die an diesen Versammlungen nicht teilgenommen oder in ihnen nicht abgestimmt haben.

Transaktions- und andere Kosten

Aufgrund von Transaktions- und anderen Kosten, kann ein möglicher Gewinn aus den Schuldverschreibungen geringer ausfallen als erwartet. Zusätzliche Kosten beim Kauf- und Verkauf der Schuldverschreibungen können das Gewinnpotential verringern oder sogar ausschließen. Im Zusammenhang mit der Platzierung der Schuldverschreibungen können Zuwendungen gewährt werden.

Schuldverschreibungen, die eine Rückzahlung nach Wahl der Emittentin vorsehen.

Wenn die Schuldverschreibungen ein Recht zur Rückzahlung nach Wahl der Emittentin vorsehen, kann dies den Marktwert solcher Schuldverschreibungen einschränken. Potentielle Anleger sollten zudem das Risiko der Möglichkeit einer Wiederanlage in andere zum Zeitpunkt einer vorzeitigen Kündigung zur Verfügung stehende Anlagemöglichkeiten berücksichtigen.

Strukturierte Schuldverschreibungen und Doppelwährungs-Schuldverschreibungen

Zahlungen (sei es im Hinblick auf den Nennbetrag oder Zinsen, entweder bei Fälligkeit oder zu einem anderen Zeitpunkt) auf strukturierte Schuldverschreibungen (wie unten definiert) errechnen sich nach bestimmten Basiswerten. Der Ertrag dieser Schuldverschreibungen basiert auf der Veränderung des Basiswertes, welcher steigen und fallen kann. Mögliche Investoren sollten beachten, dass der Marktpreis solcher Schuldverschreibungen volatil sein kann, sie möglicherweise keine Zinsen erhalten und sie möglicherweise den gesamten Kapitalbetrag oder einen wesentlichen Teil des Kapitalbetrages verlieren können.

Inhaber von Doppelwährungs-Schuldverschreibungen sind dem Risiko von Schwankungen der Umtauschkurse ausgesetzt, welche den Ertrag der Schuldverschreibungen beeinflussen können, wenn Währungsverluste eintreten.

Teileingezahlte Schuldverschreibungen und Schuldverschreibungen mit variabler Verzinsung mit Hebel-Faktor

Sofern eine auf die Schuldverschreibungen zu zahlende Nennbetragsrate nicht gezahlt wird, könnte dies zur Folge haben, dass der Anleger seine gesamte Anlage verliert. Schuldverschreibungen mit variabler Verzinsung können volatile Anlagen sein. Die Volatilität kann noch erhöht sein, sofern die Schuldverschreibungen so strukturiert sind, dass sie Hebel-Faktoren enthalten.

Invers-variabel verzinsliche Schuldverschreibungen

Invers-variabel verzinsliche Schuldverschreibungen sind besonders volatil, da eine Erhöhung des Referenzsatzes nicht nur den Zinssatz der Schuldverschreibungen verringert, sondern darüber hinaus aus einer Erhöhung der aktuellen Marktzinssätze folgen kann, wodurch sich der Marktwert dieser Schuldverschreibungen im Verhältnis weiter verringert.

Gehebelte Schuldverschreibungen

Strukturierte Schuldverschreibungen bei denen der Basiswert mit einem bestimmten Faktor multipliziert wird, um den zu zahlenden Betrag zu bestimmen, unterliegen einer erhöhten Volalität und erhöhten Risiken, einschließlich des Totalverlustes des eingesetzten Kapitals.

Festverzinslich /variabel verzinsliche Schuldverschreibungen (nach Wahl der Emittentin)

Die Möglichkeit der Emittentin zur Umwandlung des Zinssatzes kann den Marktwert der Schuldverschreibungen beeinflussen, da zu erwarten ist, dass die Emittentin den Zinssatz dann umwandeln wird, wenn sie hierdurch wahrscheinlich die Gesamt-Refinanzierungskosten verringern kann.

Schuldverschreibungen mit Kapitalschutz

Schuldverschreibungen mit Kapitalschutz führen nicht notwendigerweise jederzeit während der Laufzeit der Schuldverschreibungen zu einer garantierten Auszahlung des angelegten Kapitals.

Schuldverschreibungen, die mit einem wesentlichen Abschlag oder Aufschlag ausgegeben werden.

Die Kurse von Schuldverschreibungen, die mit einem wesentlichen Abschlag oder Aufschlag ausgegeben werden, neigen dazu, im Hinblick auf die allgemeinen Veränderungen der Zinssätze stärker zu schwanken als die Kurse konventioneller verzinslicher Wertpapiere.

Schuldverschreibungen bezogen auf bestimmte Ereignisse

Schuldverschreibungen können auf den Eintritt bestimmter Ereignisse bezogen sein, die unabhängig von der Emittentin bzw. der Garantin sind, wie z. B. Wetter- oder Sportereignisse. Der Eintritt solcher Ereignisse wird in den meisten Fällen ausschließlich auf dem Zufall beruhen und nicht beeinflussbar sein und solche Ereignisse können auch gänzlich ausbleiben.

Marktunterbrechungen und Anpassungen

Die Bedingungen der Schuldverschreibungen können Regelungen enthalten, nach denen bei bestimmten Marktunterbrechungen Verzögerungen in der Abwicklung der Schuldverschreibungen hinzunehmen sind oder bestimmte Änderungen der Bedingungen der Schuldverschreibungen vorgenommen werden können. Darüber hinaus könnte eine vorzeitige Kündigung der Schuldverschreibungen durch den Emittenten erfolgen.

Handlungen des Emittenten

Die Emittentin und/oder mit ihr verbundene Unternehmen können Geschäfte zu Risikominimierungs- und/oder Hedge- oder anderen Zwecken vornehmen, die als den Interessen der Schuldverschreibungsinhaber entgegenstehend betrachet werden können.

Risiken im Hinblick auf Strukturierte Schuldverschreibungen, deren Rückzahlungsbetrag an einen oder mehrere Fondsanteil(e) geknüpft ist

Eine Anlage in Schuldverschreibungen, die sich auf Fondsanteile beziehen, beinhaltet auch alle Risiken der zugrunde liegenden Fonds. Allgemeine Risiken bezogen auf Fonds beinhalten:

- die Performance des zugrunde liegenden Fonds hängt im wesentlich von den Fähigkeiten des jeweiligen Fondsmanagers ab;
- die Emittentin und die Garantin haben grundsätzlich keinen Einfluss auf die Investitionstätigkeit oder die Performance der zugrunde liegenden Fonds;
- der Wert der Fonds verändert sich mit dem Wert ihrer jeweils zugrunde liegenden Anlagen;
- die Investmententscheidungen der Fondsmanager werden durch die Emittentin oder die Garantin oder ihre verbundenen Unternehmen nicht überprüft oder gewährleistet; die Fondsmanager unterliegen keinerlei Verpflichtungen gegenüber den Schuldverschreibungsinhabern und berücksichtigen nicht deren Interessen;
- der Wert der Fonds hängt von weiteren Kapitalzuflüssen in die Fonds oder von Entnahmen von Kapital, das zuvor in die Fonds investiert wurde, ab;
- Gebühren und andere Kosten, die ungeachtet der Performance des Fonds anfallen, verringern den Wert der Fondsanteile und dementsprechend auch den Rückzahlungsbetrag, der an die Schuldverschreibungsinhaber zu zahlen ist;
- das Angebot der Schuldverschreibungen stellt keine Anlageempfehlung der Emittentin oder der Société Générale oder ihrer verbundenen Unternehmen für eine Anlage in einen der zugrunde liegenden Fonds dar.

Sofern sich die Schuldverschreibungen auf die Performance eines oder mehrerer Hedge Fonds beziehen, kann eine Anlage in die Schuldverschreibungen, zusätzlich zu den generellen Risiken von Fonds, wie oben beschrieben, weitere zusätzliche typische Risiken von Hedge Fonds aufgrund ihres spekulativen Charakters enthalten. Potentielle Anleger sollten sich bewusst sein, dass:

- Hedge Fonds (einschließlich solcher Fonds, die durch Manager, die mit der Société Générale verbunden sind, gemanagt werden) legen keine Informationen bezüglich ihrer Anlagen und/oder Details ihrer Anlagemethoden offen;
- Hedge Fonds beinhalten vielfältige Anlagestrategien, von denen jede große Risiken enthalten kann; darüber hinaus verwenden Hedge Fonds im Allgemeinen technische Systeme, deren Versagen oder Ausfall zu erheblichen Verlusten oder zu einer Nichtrealisierung von Anlagemöglichkeiten führen kann;
- generell bestehen keinerlei Beschränkungen hinsichtlich der Anlageinstrumente oder der Kontrahenten (*Counterparty*), in die ein Hedge Fonds investieren kann; aus diesem Grund können derartige Anlageinstrumente und Counterparties hoch spekulative und risikoreiche Anlagen umfassen;
- die Performance von Hedge Fonds kann sehr volatil sein;
- die Verwendung eines Hebels oder kurzfristige Verkäufe können das Risiko eines Verlustes des Wertes der Hedge Fonds Anteile erhöhen;
- zusätzlich zu festen Managementgebühren sind Performance-Gebühren bei Hedge Fonds üblich, die einen Anreiz schaffen können, in Anlagen zu investieren, die riskanter und spekulativer sind als solche, in die möglicherweise ohne die Existenz derartiger Gebühren angelegt werden würde; Vermittlungsprovisionen können

Portfolio Manager dazu verleiten, Geschäfte mit einer Personen zu tätigen, selbst wenn diese nicht zu den niedrigsten Geschäftskonditionen anbietet;

- Hedge Funds unterliegen nicht der gleichen Aufsicht wie Investmentfonds oder Wertpapiere; aus diesem Grund profitieren Anleger, die in Hedge Fonds investieren, nicht von Schutzmaßnahmen, die Gesetze und Verordnungen bezüglich Investmentfonds oder Wertpapieren vorsehen.

Um ihre Verpflichtungen aus den Schuldverschreibungen abzusichern, wird die Emittentin möglicherweise ein Absicherungsgeschäft mit der Société Générale oder einem ihrer verbundenen Unternehmen abschließen. Diese Gesellschaften können sich ihrerseits durch Anlage in Anteile der zu Grunde liegenden Fonds absichern. Anleger sollten beachten, dass auf Grund der Absicherungsentscheidungen des sich absichernden Kontrahenten solche Übertragungen, die von dem sich absichernden Kontrahenten in den Fonds hinein oder aus dem Fonds heraus erfolgen, den Wert der Fondsanteile sowie den endgültigen Rückzahlungsbetrag der Schuldverschreibungen beeinflussen können.

Eine Anlage in Strukturierte Schuldverschreibungen, die auf Hedge Fonds (und Dach Hedge Fonds) bezogen sind, beinhaltet erhebliche Risiken. Anleger müssen in der Lage sein, diese Risiken zu tragen, einschließlich eines Totalverlustes des angelegten Kapitals.

Risikofaktoren im Hinblick auf Index-gebundene Strukturierte Schuldverschreibungen

Zahlungen von Einkünften (wie beispielsweise Dividenden bei einem Index, in dem Aktien als Basiswerte enthalten sind) werden möglicherweise nicht widergespiegelt, da der Index gegebenenfalls durch Bezugnahme auf die Kurse der in dem Index enthaltenen Basiswerte berechnet wird, währender der Wert irgendwelcher auf die Basiswerte gezahlter Erträge keine Berücksichtigung findet.

Wenn der Index Aktien als Basiswerte umfasst, werden die Handelskurse der dem Index zu Grunde liegenden Aktien durch politische, wirtschaftliche, finanzielle Markt- und andere Faktoren beeinflusst.

Spezifische Risiken bei auf Aktien oder auf andere Wertpapiere bezogenen Strukturierten Schuldverschreibungen

Ein Inhaber der Schuldverschreibungen wird kein wirtschaftlicher Eigentümer der zu Grunde liegenden Aktien oder anderen Wertpapiere, und dementsprechend steht ihm kein Anspruch auf etwaige Dividenden oder vergleichbare, auf die zu Grunde liegenden Aktien oder anderen Wertpapiere gezahlten Beträge zu.

Die Berechnungsstelle kann bestimmte Elemente der Schuldverschreibungen anpassen, wie im Technischen Annex beschrieben. Die Berechnungsstelle ist jedoch nicht verpflichtet, bei jedem gesellschaftsrechtlichen Ereignis, welches die zugrunde liegenden Aktien oder anderen Wertpapiere beeinflussen könnte, eine solche Anpassung vorzunehmen.

Spezifische Risiken bei auf Rohstoffen bezogenen Strukturierten Schuldverschreibungen (Commodity Linked Notes)

Auf Rohstoffen bezogenen Strukturierte Schuldverschreibungen können vom Emittenten zum Nominalwert und/oder durch Lieferung der zugrunde liegenden Vermögensgegenstände(n) und/oder durch Zahlung eines Betrages, der unter Bezugnahme auf den Wert der zugrunde liegenden Vermögensgegenständen bestimmt wird, zurückgezahlt werden. Dementsprechend kann die Anlage in Strukturierten Schuldverschreibungen, die auf Rohstoffe bezogen sind, mit ähnlichen Risiken behaftet sein, wie ein Direktinvestment in die jeweiligen Rohstoffe, so dass sich Anleger dahingehend beraten lassen sollten.

Spezifische Risiken bei Schuldverschreibungen, die auf Kreditrisiken bezogen sind (Credit Linked Notes)

Im Falle des Auftretens von bestimmten Umständen in Bezug auf das Basisunternehmen kann die Verpflichtung des Emittenten zur Rückzahlung des Nominalbetrags durch (i) die Verpflichtung andere Beträge, die entweder bestimmten festen Werten gemäß der Endgültigen Bedingungen entsprechen oder die unter Bezugnahme auf den Wert der bzw. des Basiswerte(s) ermittelt werden (was in jedem Fall geringer sein kann als der Nominalwert der Schuldverschreibung zu diesem Zeitpunkt) und/oder (ii) durch eine Verpflichtung, den Basiswert zu liefern, ersetzt werden. Zudem können verzinste auf Kreditrisiken bezogene Schuldverschreibungen vor oder an dem Tag, an dem solche Umstände eintreten, nicht mehr verzinst werden. Demgemäß können Inhaber der Schuldverschreibungen Schwankungen der Kreditwürdigkeit des Basisunternehmens bis zur Höhe ihres Gesamtinvestments in der Schuldverschreibung ausgesetzt sein.

Spezifische Risiken bei Schuldverschreibungen, die auf Währungen bezogen sind

Die Wertentwicklung von Währungen ist von einer Vielzahl von Faktoren abhängig, wie z.B. volkswirtschaftlichen Faktoren, Spekulationen und mögliche Eingriffe durch Zentralbanken und staatliche Stellen (einschließlich von Devisenkontrollen und Devisenbeschränkungen).

Spezifische Risiken bei Schuldverschreibungen, die auf Anleihen bezogen sind

Der Marktwert von Anleihen wird neben anderen Faktoren von der Kreditwürdigkeit der Emittentin der jeweiligen Anleihe, vom allgemeinen Zinsniveau, von der verbleibenden Laufzeit bis zur Fälligkeit sowie von der Liquidität des jeweiligen Markts beeinflusst.

Spezifische Risiken bei auf Lebensversicherungsverträge bezogenen Strukturierten Schuldverschreibungen

Die Wertentwicklung von Lebensversicherungsverträgen ist von einer Vielzahl von Faktoren abhängig, auf die die Emittentin keinen Einfluss hat. Der Wert eines Lebensversicherungsvertrages ist abhängig von Informationen des Versicherten und den Handlungen des jeweiligen Versicherungsunternehmens.

Spezifische Risiken bei auf Dividenden bezogenen Strukturierten Schuldverschreibungen

Der endgültige Auszahlungsbetrag von auf Dividenden bezogenen Schuldverschreibungen gibt möglicherweise nicht die tatsächlichen Auszahlungen an Dividenden auf einer eins-zu-eins Basis wieder und entspricht möglicherweise nicht dem Wert eines unmittelbaren Investments in die jeweiligen Aktien oder sonstigen Wertpapiere.

Spezifische Risiken bei auf Rechnungseinheiten bezogenen Strukturierten Schuldverschreibungen

Die Wertentwicklung einer Rechnungseinheit ist von einer Vielzahl von Faktoren abhängig, auf die die Emittentin keinen Einfluss hat und es sollte berücksichtigt werden, dass vergangene Erträge der Rechnungseinheit nicht notwendigerweise indikativ für die zukünftige Wertenwicklung sind.

Marktrisiken und sonstige Risiken

Der Sekundärmarkt allgemein

Für die Schuldverschreibungen besteht möglicherweise im Zeitpunkt ihrer Ausgabe kein Markt, und ein solcher Markt oder Handel entwickelt sich möglicherweise niemals. Wenn sich ein solcher Markt entwickelt, ist er möglicherweise nicht sehr liquide. Daher sind Anleger möglicherweise nicht in der Lage, ihre Schuldverschreibungen ohne weiteres zu verkaufen oder zu Preisen zu verkaufen, durch die sie eine Rendite erzielen, die mit Wertpapiere vergleichbar ist, für die ein entwickelter Sekundärmarkt besteht.

Wechselkursrisiken und Währungskontrollen

Der Emittentin zahlt Kapital und Zinsen auf die Schuldverschreibungen in der jeweils festgelegten Währung. Hieraus ergeben sich Risiken im Hinblick auf die Währungsumrechnung, wenn die finanziellen Aktivitäten eines Anlegers im Wesentlichen auf eine Währung oder Währungseinheit gerichtet sind, die nicht die jeweils festgelegte Währung der Schuldverschreibungen ist. Dies gilt insbesondere im Falle einer erheblichen Veränderung der Wechselkurse.

Eine Herabsetzung des Ratings der Garantin kann den Marktwert der Schuldverschreibungen beeinflussen

Die Bonitätseinstufung (Credit Rating) der Garantin ist eine Einschätzung dahingehend, ob sie in der Lage ist bzw. sein wird, ihre finanziellen Verpflichtungen zu erfüllen, einschließlich derjenigen in Verbindung mit den Schuldverschreibungen. Dementsprechend beeinflusst die tatsächliche oder zu erwartende Herabstufung des Credit Ratings der Garantin möglicherweise den Kurs der jeweiligen Schuldverschreibungen.

Finanzmarktkrisen

Finanzmarktkrisen (z.B. US-Subprime Krise), insbesondere solche, die über ihren „Ursprung“ hinaus negative Wirkungen entfalten und verschiedene Marktteilnehmer und Teilmärkte global in unterschiedlicher Weise beeinflussen könnten einen wesentlichen Einfluss auf die Geschäftstätigkeit sowie die Vermögens-, Finanz- und Ertragslage der Emittentin und/oder der Garantin und/oder des Konzerns haben.

Zusammenfassung des Angebots und der Schuldverschreibungen

Gründe für das Angebot

Die Emittentin begibt unter dem Angebotsprogramm im eigenen Namen aber für Rechnung der Garantin fortlaufend festverzinsliche und variabel verzinsliche Schuldverschreibungen, Ratenzahlungs-Schuldverschreibungen, Nullkupon-Schuldverschreibungen, teileingezahlte Schuldverschreibungen, Doppelwährungs-Schuldverschreibungen, Schuldverschreibungen mit physischer Lieferung sowie Schuldverschreibungen, deren Verzinsung oder Rückzahlungsbetrag sich bestimmt oder errechnet durch Bezugnahme auf einen Index und/oder eine Formel, die wiederum auf Veränderungen in den Kursen oder Preisen von bestimmten Basiswerten beruht; Basiswerte umfassen Aktien, andere Dividenden- oder Nicht-Dividendenpapiere, Währungen oder Wechselkurse, Zinssätze, Kreditrisiken, Fondsanteile, Anteile an Investmentgesellschaften, Sichteinlagen von Banken, Lebensversicherungsverträge, Darlehen, Rohstoffe, Anleihen oder darauf bezogenen Future Kontrakte oder sonstige Instrumente oder Vermögenswerte oder der Eintritt oder Nichteintritt von Ereignissen, die nicht auf die Emittentin oder die Garantin bezogen sind, oder eine sonstiger Faktor oder eine Kombination der vorgenannten Basiswerte, wie in den maßgeblichen Endgültigen Bedingungen angegeben (zusammen "**Strukturierte Schuldverschreibungen**"), jeweils in Form einer Inhaber-Schuldverschreibung und jeweils dem Deutschen Recht unterliegend (zusammengefasst die "Schuldverschreibungen"). Die Schuldverschreibungen werden an den Dealer (Société Générale) oder an zusätzliche Dealer/Käufer, die unter dem Programm von der Emittentin und der Garantin benannt werden können, ausgegeben. Der unter diesem Programm ausstehende Gesamtnennbetrag der Schuldverschreibungen ist unbestimmt und nicht begrenzt. Der Gesamtnennbetrag einer jeweiligen Tranche von Schuldverschreibungen unter diesem Programm wird, wie zwischen der Emittentin, der Garantin und dem/den jeweiligen Dealer/n, Käufer/n vereinbart, in den maßgeblichen endgültigen Bedingungen festgelegt.

Zahlungen und/oder physische Lieferung von Wertpapieren oder Vermögensgegenständen hinsichtlich der Schuldverschreibungen werden durch die Garantin bedingungslos und unwiderruflich garantiert.

Angebotsstatistik und geschätzter Zeitplan

Die Emittentin wird während der Gültigkeit dieses Prospektes fortlaufend Schuldverschreibungen im Rahmen des Emissionsprogramms begeben. Die Schuldverschreibungsbedingungen sowie der Zeitrahmen für jede Emission von Schuldverschreibungen werden in den maßgeblichen endgültigen Bedingungen entsprechend Art. 26 No. 5 der Verordnung (EG) No. 809/2004 vom 29. April 2004 festgelegt.

Verwendung der Emissionserlöse

Die Emittentin ist gemäß einem Treuhandvertrag vom 28. Februar 2006 verpflichtet, sämtliche Erlöse aus der Begebung der Schuldverschreibungen zu vereinnahmen und diese an die Garantin weiterzuleiten. Die Netto-Erlöse jeder Emission von Schuldverschreibungen werden von der Garantin für allgemeine Finanzierungszwecke des Société Générale-Konzerns verwandt, jeweils in Übereinstimmung mit dem Gesellschaftszweck der Garantin, entsprechend dem Gesellschaftsvertrag.

Einzelheiten bezüglich des Programms

Großgeschriebene Begriffe haben dieselbe Bedeutung wie in den "Schuldverschreibungsbedingungen" definiert.

Wenn die Schuldverschreibungen als verbriefte Derivate zu qualifizieren sind, die für die Börsennotierung an der italienischen Börse auf dem Markt für verbriefte Derivate (SeDex) geeignet sind, sollen alle hier enthaltenen Bezugnahmen auf Schuldverschreibungen als Bezugnahmen auf Zertifikate (die "**Italienischen Zertifikate**") gelten.

Emittentin	Société Générale Effekten GmbH (handelnd in eigenem Namen aber für Rechnung der Société Générale)

Garantin	Société Générale
Beschreibung	Angebotsprogramm für die Begebung von Nicht-Dividendenpapieren unter deutschem Recht. Die Emittentin kann unter diesem Programm Schuldverschreibungen in Form (einschließlich einer Kombination) von festverzinslichen oder variabel verzinslichen Schuldverschreibungen, Ratenzahlungs-Schuldverschreibungen, Nullkupon-Schuldverschreibungen, teileingezahlten Schuldverschreibungen, Doppelwährungs-Schuldverschreibungen, Schuldverschreibungen mit physischer Lieferung, Strukturierte Schuldverschreibungen sowie Zertifikate begeben. Jede Schuldverschreibung wird ausschließlich auf nicht-nachrangiger Basis begeben.
Arranger	Société Générale
Dealer	Die Schuldverschreibungen werden auf der Basis von Konsortialübernahmeverträgen durch Dealer oder auf der Grundlage von bilateralen Vereinbarungen mit oder ohne Beteiligung von Dealer/n/Käufer/n vertrieben. Die folgende/n Bank/en kann/können als Dealer auftreten: Société Générale und jeder weitere Dealer/Käufer, der gemäß dem Dealer Agreement - für das Programm als Ganzes oder für einzelne oder mehrere Tranchen - benannt worden ist.
Manager	Die maßgeblichen endgültigen Bedingungen in Bezug auf eine Tranche von Schuldverschreibungen können (einen) Manager vorsehen.
Agent	Société Générale
Berechnungsstelle	Die maßgeblichen endgültigen Bedingungen in Bezug auf eine Tranche von Schuldverschreibungen können eine Berechnungsstelle (*Calculation Agent*) für bestimmte Arten von Schuldverschreibungen, insbesondere Strukturierte Schuldverschreibungen, vorsehen.
Zahlstelle	Société Générale, Zweigstelle Frankfurt am Main, und/oder gegebenenfalls Société Générale Bank & Trust, Luxemburg, oder jede zusätzliche oder nachfolgende Zahlstelle, die in Übereinstimmung mit den Schuldverschreibungsbedingungen festgelegt wird.
Volumen des Programms	Unbestimmt. Der Gesamtnennbetrag jeder Tranche von Schuldverschreibungen wird zwischen der Emittentin, der Garantin und dem/den jeweiligen Dealer/n/Käufer/n vereinbart und in den maßgeblichen endgültigen Bedingungen festgelegt; jeweils in Übereinstimmung mit den Vorschriften des Dealer-Agreement und dem Wertpapierprospektgesetz.
Angebot	Die Emittentin kann auf der Basis von Übernahmeverträgen oder auf der Grundlage von bilateralen Vereinbarungen Schuldverschreibungen öffentlich anbieten oder die Schuldverschreibungen privat platzieren; jeweils mit oder ohne Zeichnungsfrist und jeweils auf syndizierter oder nicht syndizierter Basis. Die Einzelheiten des jeweiligen Angebots werden in den maßgeblichen endgültigen Bedingungen festgelegt.
Währungen	Euro oder jede andere Währung, die zwischen der Emittentin, der Garantin und dem/den maßgeblichen Dealer/n/Käufer/n jeweils in

den maßgeblichen endgültigen Bedingungen in Übereinstimmung mit den jeweils anwendbaren gesetzlichen und devisenrechtlichen Bestimmungen festgelegt wird.

Laufzeiten

Die Laufzeit jeder Tranche der Schuldverschreibungen wird in den maßgeblichen endgültigen Bedingungen unter Berücksichtigung von Mindest- und Maximallaufzeiten, die von der maßgeblichen Zentralbank (oder einer entsprechenden Institution) oder nach den für die jeweils gewählte Währung oder die jeweilige Emittentin oder Garantin geltenden gesetzlichen Bestimmungen gestattet oder vorgeschrieben werden, festgelegt. Die Emittentin kann auch Schuldverschreibungen mit unbegrenzter Laufzeit begeben (Open End Schuldverschreibungen).

Für Italienische Zertifikate sollen alle Bezugnahmen auf den "Fälligkeitstag" anstatt dessen als Bezugnahmen auf den "Endgültigen Ausübungstag" gelten.

Ausgabe

Schuldverschreibungen werden entweder als voll oder teileingezahlte Schuldverschreibungen zu einem Emissionspreis ausgegeben (ausgedrückt entweder (i) als Prozentsatz oder (ii) als Betrag je Schuldverschreibung; (jeweils bezogen auf den Nennbetrag) welcher dem Nennbetrag entspricht oder einen Abschlag oder Zuschlag gegenüber dem Nennbetrag aufweist (wie in den maßgeblichen Endgültigen Bedingungen festgelegt).

Form der Schuldverschreibungen

Die Schuldverschreibungen sind Inhaberschuldverschreibungen und werden bei der Begebung durch eine vorläufige Globalurkunde verbrieft, die gegen Anteile an einer Dauerglobalurkunde ausgetauscht wird.

Im Fall von Italienischen Zertifikaten erfolgt ihr Umlauf in entmaterialisierter und zentralisierter Weise gemäß Legislativerlass Nr. 213/1998 in der geänderten, integrierten Fassung und einschließlich aller danach ergangenen Umsetzungsregelungen über Monte Titoli S.p.A.

Verzinsung bei Schuldverschreibungen mit festem Zinssatz

Feste Zinsen werden an dem Termin bzw. den Terminen, die zwischen der Emittentin, der Garantin und dem/den maßgeblichen Dealer/n/Käufer/n vereinbart werden (wie in den maßgeblichen endgültigen Bedingungen festgelegt), sowie bei Rückzahlung fällig und werden auf Grundlage des zwischen der Emittentin, der Garantin und dem/den maßgeblichen Dealer/n/Käufer/n in den maßgeblichen Endgültigen Bedingungen vereinbarten Zinstagequotienten berechnet.

Teileingezahlte Schuldverschreibungen

Die Emittentin kann Schuldverschreibungen begeben, die zum Zeitpunkt ihrer Begebung nicht voll eingezahlt sind und deren Bedingungen vorsehen, dass der verbleibende einzuzahlende Nennbetrag in einer oder mehreren Raten, an einem oder mehreren vorher festgelegten Termin(en) eingezahlt wird (Teileingezahlte Schuldverschreibungen).

Verzinsung bei Schuldverschreibungen mit variabler Verzinsung

Schuldverschreibungen mit variabler Verzinsung werden mit einem Zinssatz verzinst, der entweder (i) auf Basis eines Referenzzinssatzes, der auf einer festgelegten Bildschirmseite eines kommerziellen Kursdienstes angezeigt wird, oder (ii) auf derselben Grundlage wie der variable Zinssatz einer fiktiven Zinssatzswaptransaktion in der entsprechenden Währung nach Maßgabe einer durch Abschlussbestätigung belegten Vereinbarung,

	die die "2006 ISDA-Definitionen" (wie von der International Derivatives Association, Inc. veröffentlicht und in der Fassung des ersten Emissionstages der ersten Tranche von Schuldverschreibungen der jeweiligen Serie) einbezieht, oder (iii) auf einer anderen zwischen der Emittentin, der Garantin und dem/den maßgeblichen Dealer/n/Käufer/n vereinbarten Grundlage festgelegt wird (wie in den maßgeblichen Endgültigen Bedingungen angegeben). Eine etwaige Zinsmarge im Hinblick auf den variablen Zinssatz wird ggf. für jede Emission von Schuldverschreibungen mit variablem Zinssatz zwischen der Emittentin, der Garantin und dem/den maßgeblichen Dealer/n/Käufer/n gesondert vereinbart und in den maßgeblichen endgültigen Bedingungen festgelegt.
Zahlungen auf Strukturierte Schuldverschreibungen	Zahlungen (sei es im Hinblick auf die Rückzahlung des Nennbetrages als auch im Hinblick auf Zinszahlungen, bei Fälligkeit oder zu einem anderen Zeitpunkt) auf Strukturierte Schuldverschreibungen berechnen sich auf der Grundlage eines Index und/oder einer Formel, die auf der Veränderungen des Preises eines bestimmten Basiswertes beruht. Basiswerte umfassen Aktien, sonstigen Dividenden- oder Nicht-Dividendenpapiere, Währungen oder Wechselkurse, Zinssätze, Kreditrisiken, Fondsanteile, Anteile an Investmentgesellschaften, Sichteinlagen von Banken, Lebensversicherungsverträge, Darlehen, Rohstoffe oder darauf bezogenen Future Kontrakte oder sonstige Instrumente oder Vermögensgegenstände oder der Eintritt oder Nichteintritt von Ereignissen, die nicht auf die Emittentin oder die Garantin bezogen sind, oder andere Faktoren oder eine Kombination der vorgenannten Basiswerte, die ggf. zwischen der Emittentin, der Garantin und der/n maßgeblichen Dealer/n bzw. Käufer/n vereinbart und in den maßgeblichen endgültigen Bedingungen festgelegt werden.
Doppelwährungs-Schuldverschreibungen	Zahlungen (sei es im Hinblick auf die Rückzahlung des Nennbetrages als auch im Hinblick auf Zinszahlungen, bei Fälligkeit oder zu einem anderen Zeitpunkt) betreffend Doppelwährungs-Schuldverschreibungen erfolgen in derjenigen Währung bzw. denjenigen Währungen und zu demjenigen Umrechnungskurs bzw. denjenigen Umrechnungskursen, die zwischen der Emittentin, der Garantin und dem/n maßgeblichen Dealer/n/Käufer/n vereinbart werden (wie in den maßgeblichen Endgültigen Bedingungen festgelegt).
Schuldverschreibungen mit physischer Lieferung	Zahlungen (sei es im Hinblick auf die Rückzahlung des Nennbetrages als auch im Hinblick auf Zinszahlungen, bei Fälligkeit oder zu einem anderen Zeitpunkt) und Lieferungen von zugrunde liegenden Vermögenswerten bei Schuldverschreibungen mit physischer Lieferung erfolgen nach Maßgabe der maßgeblichen endgültigen Bedingungen.
Nullkupon-Schuldverschreibungen	Nullkupon-Schuldverschreibungen werden nicht verzinst (es sei denn bei Zahlungsverzug).
Ratenzahlungs-Schuldverschreibungen	Zahlungen (sei es im Hinblick auf die Rückzahlung des Nennbetrages als auch im Hinblick auf Zinszahlungen) in Bezug auf Ratenzahlungs-Schuldverschreibungen sind an bestimmten Ratenzahlungsterminen mit einem bestimmten Ratenbetrag zu leisten (wie in den maßgeblichen endgültigen Bedingungen

festgelegt).

Rückzahlung

Die maßgeblichen Endgültigen Bedingungen jeder Tranche von Schuldverschreibungen können entweder bestimmen, dass die Schuldverschreibungen nicht vor dem festgelegten Laufzeitende zurückgezahlt werden (außer in ggf. festgelegten Teilzahlungen, aus steuerlichen Gründen („*Tax Reasons*") oder im Falle des Verzuges ("*Event of Default*")), oder dass die Schuldverschreibungen (soweit es sich um auf physische Lieferung gerichtete Schuldverschreibungen handelt) bei Fälligkeit oder zu einem anderen Zeitpunkt gegen Zahlung eines Geldbetrages an den/die Schuldverschreibungsinhaber und/oder durch Lieferung des zugrunde liegenden Vermögenswertes zurückgezahlt werden, oder dass die Schuldverschreibungen nach Wahl der Emittentin und/oder der/des Schuldverschreibungsinhaber(s) durch unwiderrufliche Kündigung (gemäß einer etwaigen Kündigungsfrist, wie in den maßgeblichen Endgültigen Bedingungen angegeben) gegenüber den Schuldverschreibungsinhabern bzw. der Emittentin zu einem bestimmten Termin vor dem Ende der festgelegten Laufzeit und zu einem bestimmten Preis und zu den Bedingungen, die zwischen der Emittentin, der Garantin und dem/n Dealer/n/Käufer/n vereinbart und in den Endgültigen Bedingungen angegeben werden, gekündigt werden können.

Die Rückzahlung Strukturierter Schuldverschreibungen kann dem Vorbehalt bestimmter spezieller Restriktionen und Verfahren unterliegen, wie in den maßgeblichen endgültigen Bedingungen festgelegt.

Im Falle von Strukturierten Schuldverschreibungen, die sich auf einen bestimmten Basiswert beziehen, können Anleger einen geringeren Betrag zurück erhalten als den von ihnen investierten Betrag oder in außergewöhnlichen Fällen sogar einen Totalverlust des von ihnen in die Schuldverschreibungen investierten Betrages erleiden. Unter gewissen Umständen können die Auswirkungen einer Schwankung des Basiswertes für die Strukturierte Schuldverschreibung eingeschränkt sein. Die Beziehung zwischen maßgeblichem Basiswert und Strukturierter Schuldverschreibung, wie auch die mögliche Begrenzung des Einflusses auf die Strukturierte Schuldverschreibung wird in den maßgeblichen endgültigen Bedingungen festgelegt.

Für Italienische Zertifikate sollen alle Bezugnahmen auf “Rückzahlung” anstatt dessen als Bezugnahmen auf “Ausübung” gelten.

Nennbetrag der Schuldverschreibungen

Schuldverschreibungen werden zu bestimmten Nennbeträgen ausgegeben, wie zwischen der Emittentin, der Garantin und dem/n maßgeblichen Dealer/n/Käufer/n vereinbart in den maßgeblichen Endgültigen Bedingungen festgelegt.

Besteuerung

Alle Zahlungen von Nominalbetrag, Zinsen und, im Fall von Italienischen Zertifikaten, Endgültigen Ausübungsbeträgen werden in vollem Umfang geleistet ohne Einbehalt oder Abzug irgendwelcher Steuern, Abgaben, Umlagen oder sonstiger staatlicher Abgaben, die durch die Bundesrepublik Deutschland oder bzw. die Republik Frankreich oder eine sonstige Körperschaft oder Behörde der Bundesrepublik Deutschland bzw. der Republik Frankreich, die das Recht hat, Steuern zu erheben, erhoben, veranlagt oder einbehalten werden. Sofern das Gesetz einen solchen Einbehalt oder

	Abzug vorschreibt, wird die Emittentin bzw. die Garantin, vorbehaltlich der in den Schuldverschreibungsbedingungen vorgesehenen Ausnahmen, derartige zusätzliche Beträge zahlen, damit die Schuldverschreibungsinhaber so gestellt werden, als ob kein Einbehalt oder Abzug stattgefunden hätte.
Negativerklärung	Die Schuldverschreibungsbedingungen enthalten eine Negativerklärung der Garantin.
Status der Schuldverschreibungen	Die Schuldverschreibungen begründen direkte, unbedingte und (vorbehaltlich der Garantie) nicht besicherte und nicht nachrangige Verbindlichkeiten der Emittentin mit begrenztem Rückgriffsanspruch, die untereinander und mit allen anderen direkten, unbedingten, nicht besicherten und nicht nachrangigen Verbindlichkeiten der Emittentin zumindest gleichrangig sind, sofern zwingende gesetzliche Bestimmungen nichts anderes vorschreiben.
Garantie	Die fällige und pünktliche Zahlung jedweder fälliger und zahlbarer Beträge bzw. die fällige und pünktliche physische Lieferung von Wertpapieren oder Vermögensgegenständen, die gemäß der Schuldverschreibungs-Bedingungen lieferbar sind, wird bedingungslos und unwiderruflich von der Garantin garantiert.
Rating	Sofern ein Rating für die unter dem Programm zu emittierenden Schuldverschreibungen besteht, wird dieses in den Endgültigen Bedingungen angegeben.
Notierung	Die Zulassung der Schuldverschreibungen, die unter diesem Programm emittiert werden, im amtlichen und geregelten Markt der Frankfurter Börse wurde beantragt. Das Programm sieht jedoch vor, dass die Schuldverschreibungen ggf. auch an einer anderen oder weiteren Börsen notiert oder zum Handel zugelassen werden können, die zwischen der Emittentin, der Garantin und dem/n maßgeblichen Dealer/n/Käufer/n vereinbart und in den maßgeblichen Endgültigen Bedingungen festgelegt werden. Die Emittentin kann auch, nicht börsennotierte Schuldverschreibungen bzw. Schuldverschreibungen zu keinem Handel an einem Markt zugelassen sind, begeben, falls dies in den maßgeblichen Endgültigen Bedingungen festgelegt wird.
Schuldverschreibungs-Bedingungen	Die Emittentin, die Garantin und der/die maßgeblichen Dealer/Käufer vereinbaren Schuldverschreibungsbedingungen, die für jede einzelne Tranche der Schuldverschreibungen maßgeblich sind. Die Schuldverschreibungsbedingungen ergeben sich aus den "Schuldverschreibungs-Bedingungen" (*Terms and Conditions of the Notes*) , die die allgemeinen Bedingungen („*Basis Terms*") (Part A) und den technischen Anhang („*Technical Annex*") umfassen, jeweils finalisiert, ergänzt oder ersetzt durch die Regelungen der maßgeblichen Endgültigen Bedingungen. Sofern die maßgeblichen Endgültigen Bedingungen festlegen, dass konsolidierte Schuldverschreibungs-Bedingungen verwendet werden, dann werden diese konsolidierten Schuldverschreibungs-Bedingungen den maßgeblichen Endgültigen Bedingungen angefügt und ersetzen die in diesem Prospekt enthaltenen Schuldverschreibungs-Bedingungen.
Anwendbares Recht	Die Schuldverschreibungen und ihre Auslegung unterliegen deutschem Recht. Die Garantie und ihre Auslegung unterliegen

	französischem Recht.
Verkaufsbeschränkungen	Jede Emission von Schuldverschreibungen erfolgt in Übereinstimmung mit den Gesetzen, Rechtsvorschriften, gerichtlichen Entscheidungen und sonstigen Beschränkungen, die in der jeweiligen Rechtsordnung gelten. Jedes Angebot und jeder Verkauf von Schuldverschreibungen einer bestimmten Emission unterliegt Verkaufsbeschränkungen, insbesondere in den Mitgliedsstaaten des Abkommens über den Europäischen Wirtschaftsraum (*European Economic Area* (EEA)), den Vereinigten Staaten, dem Vereinigten Königreich und anderen Rechtsordnungen. Weitere Beschränkungen im Hinblick auf eine Emission von Schuldverschreibungen können in den maßgeblichen endgültigen Bedingungen festgelegt werden und müssen ungeachtet der Beschreibung in den endgültigen Bedingungen eingehalten werden.
Verkaufsbeschränkungen in den Vereinigten Staaten	Regulation S, Category 2. TEFRA C oder D, wie in den jeweils maßgeblichen endgültigen Bestimmungen angegeben.
Verbriefung und Verwahrung	Die Schuldverschreibungen einer Tranche oder Serie (es sei denn, dies ist in den maßgeblichen Endgültigen Bedingungen anders festgelegt) sind für die Dauer ihrer Laufzeit in einer Sammelurkunde verbrieft, die bei oder im Namen der Clearstream Banking AG, Frankfurt oder einer Verwahrstelle/n entsprechend der Clearstream, Luxemburg und Euroclear verwahrt wird. Die Schuldverschreibungen können auch durch zusätzliche oder andere Verwahrstellen verwahrt werden (einschließlich Clearstream, Luxemburg und Euroclear, Euroclear Frankreich or SIS SEGAINTERSETTLE AG); in diesem Fall sind entsprechende Informationen in den maßgeblichen endgültigen Bedingungen enthalten. Im Fall von Italienischen Zertifikaten erfolgt ihr Umlauf in entmaterialisierter und zentralisierter Weise gemäß Legislativerlass Nr. 213/1998 in der geänderten, integrierten Fassung und einschließlich aller danach ergangenen Umsetzungsregelungen über Monte Titoli S.p.A. Der entsprechende Common Code und die ISIN für jede Tranche von Schuldverschreibungen sind in den maßgeblichen Endgültigen Bedingungen enthalten.

RISK FACTORS

The purchase of the Notes issued under the Programme is associated with certain risks. Investors should take into account their current financial situation and their investment objectives before deciding whether to invest in the Notes. In this context, investors should take into consideration the risks of an investment in the Notes set out below in particular, in addition to the other information contained in this Prospectus. Most of these risks are contingencies which may or may not occur and neither the Issuer nor the Guarantor is in a position to express a view on the likelihood of any such contingency occurring.

If one or more of the risks described below occur, this may result in material and sustained decreases in the price of the Notes or, in the worst case, in a total loss of the capital invested by the Investor.

The Issuer and the Guarantor believe that the factors described below represent the principal risks inherent in investing in Notes issued under the Programme. However, additional specific risks based on the nature of a particular Tranche of Notes issued from time to time under the Programme may be set out in the respective Final Terms, which in such case must be in the form of a prospectus supplement pursuant to § 16 Securities Prospectus Act and which must therefore always be included in the assessment of risks. Prospective investors should also read the detailed information set out elsewhere in this Prospectus, any supplements and in the Final Terms and reach their own views prior to making any investment decision.

A. Risk Factors relating to the Issuer, the Guarantor and the Trust Structure

The following factors may affect the Issuer's and the Guarantor's ability to fulfil their respective obligations under the Notes and under the Guarantee and the Trust Agreement.

Issue of the Notes by the Issuer on the account of the Guarantor and Limited Recourse

The Issuer and the Guarantor have entered into a trust agreement (the "**Trust Agreement**") pursuant to which the Issuer shall, inter alia, (i) issue and redeem the Notes on a fiduciary basis (treuhänderisch) in its own name but for the account of the Guarantor; (ii) collect any proceeds resulting from the issuance of the Notes and forward them to the Guarantor; and (iii) use only the funds made available to it by the Guarantor under the Trust Agreement (which funds shall equal the amount of any payments owed by the Issuer under the Notes as and when such payment obligations fall due and in a manner that allows the Issuer to fulfil its payment obligations in a timely manner) for payments owed under the Notes as and when they fall due and to make such payments on a fiduciary basis in its own name but for the account of the Guarantor. The Issuer's ability to satisfy its payment obligations under the Notes in full is therefore dependent upon it receiving in full the amounts payable to it by the Guarantor under the Trust Agreement.

Due to this trust structure, the Noteholders directly depend on the credit risk of the Guarantor (see "Creditworthiness of the Guarantor" below) rather than that of the Issuer. Any payment obligations of the Issuer under the Notes are limited to the funds received from the Guarantor under the Trust Agreement. To the extent the funds to be received from the Guarantor under the Trust Agreement prove ultimately insufficient to satisfy the claims of all Noteholders in full, then any shortfall arising therefrom will be extinguished and no Noteholder has any further claims against the Issuer (subject, however, to the right to exercise any termination or early redemption rights). This applies irrespective of whether the Issuer would be able to make such payments out of other funds available to it.

Risks associated with the lack of independence of the Issuer and Guarantor

Société Générale will act as the Guarantor of the Notes issued by the Issuer and as provider of hedging instruments to the 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. Therefore, the possibility of conflicts of interest arising cannot be wholly eliminated.

Conflicts of interest

The Issuer and the Guarantor provide a full array of capital market products and advisory services worldwide including the issuance of Structured Notes where interest and/or principal is/are linked to the performance of underlying assets. The Issuer and the Guarantor and any of their subsidiaries and 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 the Noteholders. Such actions and conflicts may include, without limitation, the exercise of voting power, the purchase and sale of securities, financial advisory relationships and exercise of creditor rights. The Issuer, the Guarantor and any of their subsidiaries and affiliates have no obligation to disclose such information about the underlying assets or the companies to which they relate. The Issuer, the Guarantor and any of their subsidiaries and affiliates and their officers and directors may engage in any such activities without regard to the Notes or the effect that such activities may directly or indirectly have on any Note.

In case of Italian Certificates, the Issuer and the Guarantor and any of their subsidiaries and affiliates may from time to time act in other capacities with regard to the Italian Certificates, such as market maker, calculation agent, selling agent, agent and/or index sponsor. Such functions can allow the Issuer and the Guarantor and any of their subsidiaries and affiliates to determine the composition of the Underlying or to calculate its value, which could raise conflicts of interest where securities or other assets issued by the Issuer itself or the Guarantor or any of their subsidiaries and affiliates can be chosen to be part of the Underlying, or where the Issuer and the Guarantor and any of their subsidiaries and affiliates maintain a business relationship with the issuer of such securities or assets.

Hedging and trading activity by the Issuer or the Guarantor or their affiliates could potentially affect the value of the Notes

In the ordinary course of their business, whether or not they will engage in any secondary market making activities, the Issuer, the Guarantor and/or any of their affiliates may effect transactions for their own account or for the account of their customers and hold long or short positions in a certain asset (including an index or a basket of indices or a share or a basket of shares or a commodity or a basket of commodities or a fund unit or a basket of fund units or futures contracts on the same) (each a "**Reference Asset**") by reference to which Structured Notes are calculated or related derivatives. In addition, in connection with the offering of the Notes, the Issuer, the Guarantor and/or their affiliates may enter into one or more hedging transactions with respect to the Reference Asset(s) or related derivatives. In connection with such hedging or any market-making activities or with respect to proprietary or other trading activities by the Issuer, the Guarantor and/or the Group, the Issuer, the Guarantor and/or their affiliates may enter into transactions in the Reference Asset(s) or related derivatives which may affect the market price, liquidity or value of the Notes and which could be deemed to be adverse to the interests of the relevant Noteholders. The above situations may result in consequences which may adversely affect the value of the Notes.

Furthermore, the Issuer may issue additional Tranches of Notes ("**Further Notes**") that are fungible with the Notes, or other bonds, notes or instruments that, while not fungible with the Notes, may be linked to a Reference Asset ("**New Investment Products**" and, together with the Further Notes, "**Other Structured Notes**"). If Other Structured Notes are issued, Société Générale is likely to make additional investments in the Reference Assets to hedge exposure incurred in connection with such transactions related to Other Structured Notes. Any such investment in Reference Assets of Other Structured Notes could adversely affect the performance of the Reference Asset, which, in turn, could adversely affect the trading value of the Notes and the Final Redemption Amount.

Creditworthiness of the Guarantor

Pursuant to the Trust Agreement, the Guarantor is obliged to make available to the Issuer funds that equal the amount of any payments owed by the Issuer under the Notes as and when such payment obligations fall due and in a manner that allows the Issuer to fulfil its payment obligations in a timely manner. Due to this fiduciary issue structure the Noteholders depend solely and directly on the payments under the Trust Agreement and thus on the credit risk of the Guarantor (see "Issue of the Notes by Issuer on the account of the Guarantor and Limited Recourse" above).

Furthermore, the Guarantor has unconditionally and irrevocably guaranteed the due and punctual payment of any amounts due and payable and/or the due and punctual physical delivery of securities or assets deliverable under or in respect of the Notes. The Guarantee constitutes a general and unsecured contractual obligation of the Guarantor and of no other person, which will rank equally with all other unsecured contractual obligations of the Guarantor and behind preferred liabilities, including those mandatorily preferred by law.

The Guarantor issues and guarantees a large number of financial instruments, including the Notes, on a global basis and, at any given time, the financial instruments outstanding may be substantial. If investors purchase the Notes, they are relying upon the creditworthiness of the Guarantor and no other person and where the Notes relate to securities, they have no rights against the company that has issued such securities, and where the Notes relate to an index, they have no rights against the sponsor of such index and where the Notes relate to a fund, they have no rights against the manager of such fund. Further, an investment in the Notes is not an investment in the underlying assets and investors will have no rights in relation to voting rights or other entitlements (including any dividend or other distributions).

One or more independent credit rating agencies may from time to time have assigned credit ratings to the Guarantor. These ratings may be subject to changes over time and they may not reflect all the factors which are relevant to determine the creditworthiness of the Guarantor. A credit rating is not a recommendation to buy, sell or hold any securities and may be revised or withdrawn by the relevant rating agency at any time.

B. Risk Factors Relating to the Notes

Risks related to Notes generally

Modification of the Terms and Conditions

The conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

EU Savings Directive

If, following implementation of this Directive, a payment were to be made or collected through a Member State which has opted for a withholding system and an amount of, or in respect of tax were to be withheld from that payment, neither the Issuer nor any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax. If a withholding tax is imposed on payment made by a Paying Agent following implementation of this Directive, the Issuer will be required to maintain a Paying Agent in a Member State that will not be obliged to withhold or deduct tax pursuant to the Directive.

Change of law

The conditions of the Notes are based on relevant laws in effect as at the date of this Debt Issuance Programme Prospectus. No assurance can be given as to the impact of any possible judicial decision or change to such laws or administrative practices after the date of this Debt Issuance Programme Prospectus.

Transaction and other costs

As a consequence of transaction and other costs, the possible return on the Notes (if any) may be lower than expected. The ancillary costs incurred upon the purchase or sale of the Notes may significantly reduce or even exclude the profit potential of the Notes. Among others, they include distribution fees and provisions with which banks normally charge their customers (e.g. as fixed minimum commissions or as commissions which are dependent on the order value). To the extent that additional (domestic or foreign) parties are involved in the execution order, such as domestic dealers or brokers in foreign markets, the investors must take into account that they may also be charged with such parties brokerage fees, commissions and other fees and expenses (third party costs). In addition to these costs which are directly related to the purchase of the Notes, the investors must also take into account any follow-up costs of the purchase (such as custody fees). Before investing in the Notes, investors should therefore inform themselves about any costs incurred in connection with the purchase, custody or sale of the Notes.

Inducements

The issue price of the Notes may be based on internal pricing models of the Issuer or the relevant Dealer(s) or Purchaser(s) and may be above their market value. The purchase price of the Notes may include issue premiums, the amount and range of which will be specified in the Final Terms. In addition, certain inducements may be granted by the Issuer to investment services companies (or internally) in connection with the placement and the offer of the Notes as well as their listing. This includes, *inter alia,* placement commissions, volume dependent trailer commissions and discounts on the issue price (if applicable).

Risks related to the structure of a particular issue of Notes

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of the most common such features:

Open End Notes

Potential investors who take into account to purchase Open End Notes should consider that this type of Notes does not have a determined maturity. Therefore, the duration of the Notes is dependent on an optional redemption, if any, elected by the Issuer (see also "Notes subject to optional redemption by the Issuer" below).

Notes subject to optional redemption by the Issuer

An optional redemption feature of Notes is likely to limit their market value. During any period when the Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Structured Notes and Dual Currency Notes

The Issuer may issue Notes with principal or interest determined by reference to an index and/or formula, to changes in the prices of securities or other reference assets (including, without limitation, shares, indices or fund units or commodities or futures contracts on the same), to movements in currency exchange rates or other factors (each, a "**Relevant Factor**"). In addition, the Issuer may issue Notes with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

(i) the market price of such Notes may be volatile;

(ii) they may receive no interest;

(iii) payment of principal or interest may occur at a different time or in a different currency than expected;

(iv) they may lose all or a substantial portion of their investment;

(v) a Relevant Factor may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices;

(vi) if a Relevant Factor is applied to Notes in conjunction with a multiplier greater than one or contains some other leverage factor, the effect of changes in the Relevant Factor on principal or interest payable likely will be magnified; and

(vii) the timing of changes in a Relevant Factor may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Factor, the greater the effect on yield.

Partly-paid Notes

The Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of his investment.

Variable Rate Notes with a leverage factor

Notes with variable interest rates can be volatile investments. If they are structured to include leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.

Inverse Floating Rate Notes

Inverse Floating Rate Notes have an interest rate equal to a fixed rate minus a rate based upon a reference rate such as EURIBOR. The market values of those Notes typically are more volatile than market values of other conventional floating rate debt securities based on the same reference rate (and with otherwise comparable terms). Inverse Floating Rate Notes are more volatile because an increase in the reference rate not only decreases the interest rate of the Notes, but may also reflect an increase in prevailing interest rates, which further adversely affects the market value of these Notes.

Geared Structured Notes

Structured Notes where the performance of an underlying is multiplied by a certain factor to determine the amounts payable by the Issuer are subject to increased volatility and risks. Changes in the value of the underlying have an intensified effect on the value of the Notes and lead to a higher risk of a total loss of the invested capital.

Fixed/Floating Rate Notes

Fixed/Floating Rate Notes may bear interest at a rate that the Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. The Issuer's ability to convert the interest rate will affect the secondary market and the market value of the Notes since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the Issuer converts from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. If the Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on its Notes.

Capital Protected Notes

If and to the extent that a certain amount has been declared protected in the relevant Final Terms, such protection does not necessarily lead to a protection of the invested capital at any given time during the life of the Notes and such protection may only apply on certain dates and subject to certain conditions. Even if a protection applies, the guaranteed amount may be less than the invested capital. The payment of any guaranteed amounts may be affected by the condition (financial or otherwise) of the Issuer.

Notes issued at a substantial discount or premium

The market values of securities issued at a substantial discount or premium from their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining lifetime of the securities, the greater is the price volatility as compared to conventional interest-bearing securities with comparable maturities.

Notes linked to certain events

The interest rate or redemption amount of Notes may be linked to the occurrence or not of certain events which are not connected with the Issuer or the Guarantor, such as weather or sports events. The occurrence of such events will in most cases depend only on chance and will not be influenceable. Noteholders are therefore exposed to the risk that such events do not occur.

Market disruptions and adjustments

The Terms and Conditions of the Notes may include provisions under which upon the occurrence of certain market disruptions (as described therein) delay sin the settlement of the Notes may be incurred or certain modifications be made to their terms. Furthermore, the Terms and Conditions of the Notes may include provisions under which upon the occurrence of certain events with regard to the Relevant Factor modifications may be made with regard to such Relevant Factor and/or the Terms and Conditions of the Notes and/or a substitution of the relevant Relevant Factor by another Relevant Factor and/or an early termination of the Notes by the Issuer may occur.

Actions to be taken by the Issuer

The Issuer and/or any of its affiliates may carry out activities that minimise its and/or their risks related to the Notes, including effecting transactions for their own account or for the account of their customers and hold long or short positions in the underlying of a Structured Note whether for risk reduction purposes or otherwise. In addition, in connection with the offering of any Notes, the Issuer and/or any of its affiliates may enter into one or more hedging transactions with respect to the underlying of a Structured Note. In connection with such hedging or market-making activities or with respect to proprietary or other trading activities by the Issuer and/or any of its affiliates, the Issuer and/or any of its affiliates may enter into transactions in the underlying of a Structured Note which may affect the market price, liquidity or value of such underlying and/or the Notes and which could be deemed to be adverse to the interests of the Noteholders. Further, it is possible that the advisory services which the Issuer and/or its affiliates provide in the ordinary course of its/their business could lead to an adverse impact on the value of the underlying of a Structured Note.

Risk Factors relating to Structured Notes the redemption amount of which is linked to the performance of one or more fund units

If the redemption amount of Structured Notes is linked to the performance of one or more Funds, an investment in the Structured Notes involves all the risks related to such underlying Funds. An investment in Funds may, depending on the type of the Fund, be speculative and involve a high degree of risk.

General risks related to an investment in Funds

The performance of the underlying Funds is essentially depending on the skill of the respective portfolio manager and, if the Fund is a fund of fund, on the performance of the target funds selected by such fund of funds. The Issuer and/or the Guarantor have no influence on the investment activity or the performance of the underlying Funds or the target funds (if applicable) and cannot give any assurance as to the performance of such Funds (including Funds that are managed by managers affiliated with Société Générale). The value of the Funds will change with the value of their respective underlying investments. Hence, the value of underlying fund units and the income arising from them will fluctuate and is not guaranteed. Some funds may invest in high yielding securities where the risk of depreciation and realisation of capital losses on some of the securities held will be unavoidable. In addition, the Fund may use derivatives in connection with its investment strategies. Derivatives may be riskier than other types of investments because they may be more sensitive to changes in economic or market conditions than other types of investments and could result in losses that significantly exceed the Fund's original investment.

Funds managers' investments are not verified or assured

None of the Issuer, Société Générale as Guarantor or as Calculation Agent under the Notes, or Société Générale's affiliates is or will be responsible for verifying or assuring that the managers of the underlying Funds comply with their stated trading strategies (unless the fund manager is an affiliate of Société Générale).

Fund managers do not consider the interests of the Noteholders

The fund managers (including managers that are Société Générale's affiliates) do not have any obligations to the Noteholders, or other role in connection with the Notes, including any obligation to consider the interests of the Noteholders for any reason. The fund managers (including fund managers that are Société Générale's affiliates) are not responsible for, and have not endorsed or participated in, the offering, placement, sale, purchase or transfer of the Notes. The fund managers (including fund managers that are Société Générale's affiliates) are not responsible for, and will not participate in, the determination or calculation of the amounts receivable by the Noteholders.

Fees, deductions and charges will reduce the Final Redemption Amount

Fund fees that apply regardless of the performance of the funds will be deducted from the net asset value of the Fund, reducing the value of the fund units. Accordingly, to the extent that the Final Redemption Amount is linked to the net asset value of a fund, the Final Redemption Amount payable to Noteholders will be less than it would have been absent these fees, deductions and charges. Such fees may be paid to funds'managers that are Société Générale's affiliates.

No recommendation of underlying Funds

From time to time, Société Générale and certain of its affiliates obtain information regarding specific Funds that may not be available to the general public. Any such information is provided to Société Générale and certain of its affiliates in the ordinary course of their businesses, and not in connection with the offering of the Notes (including in respect of Funds that are managed by managers affiliated with Société Générale). In connection with the ordinary course of their businesses, Société Générale and certain of its affiliates may recommend, or determine not to recommend, specific Funds to their clients. Funds as to which Société Générale and/or certain of its affiliates have formed investment recommendations may now or may in the future be among the underlying Funds used in the redemption formula of the Notes. Any views that may be held by Société Générale and/or certain of its affiliates with respect to the expected future performance of one or more of such underlying Funds should not be deemed as an indication of the future expected performance of such Funds. The offering of the Notes does not constitute a recommendation by the Issuer or Société Générale and/or any of its affiliates with respect to an investment linked to such underlying Funds.

Structured Notes linked to hedge funds

If Structured Notes are linked to the performance of one or more Funds that are hedge funds, an investment in the Structured Notes may, in addition to the risks of Funds described above, involve all the risks typically related to single hedge funds and, if applicable, to funds of hedge funds (these risks may partly relate to regular Funds as well). Generally, hedge funds (including hedge funds that are managed by managers affiliated with Société Générale) do not disclose information on their investments and/or the details of their investment techniques. Even if the Issuer, the Guarantor or any affiliate of Société Générale have arrangements with a hedge fund manager to obtain information required to calculate the value of such Fund, they may not have access to the activities of such Fund on a continuous basis or at all (including Funds that are managed by managers affiliated with Société Générale). Depending on the domicile of the hedge funds, there may be no regulatory requirements compelling funds to publish information that would allow the Issuer, the Guarantor or any affiliate of Société Générale to value such hedge funds or to accurately determine the value of such fund units and, consequently, to determine the Final or Early Redemption Amount of the relevant Notes.

Hedge funds involve various investment strategies each of which may involve high risks. Various technical devices will be used and a failure or blackout of such devices may result in significant losses or a non-realisation of investment opportunities. Generally, there are no restrictions regarding the investment instruments in which a hedge fund may invest. Therefore, the investments include inter alia stocks, other securities, derivatives and other forms of direct or indirect investments. Hence, an investment in hedge funds involves the specific investment risks of such investment instruments. Moreover, hedge funds may concentrate their investment activities on a few assets, markets or industries. Such a concentration is particularly risky and may result in relatively higher losses than it would be the case if investments were spread out more broadly. Furthermore, hedge funds may invest in assets the transfer of which is subject to legal or other restrictions or for which no liquid market exists. The value of such assets tends to be subject to strong fluctuations and it may be impossible to sell such assets at the desired time or to receive the actual market value in the event of a sale. The investments may be subject to foreign currency risks (including the risk of a temporary unenforceability, devaluation or non-convertibility) and to a number of other potential risks (e.g. confiscation, imposition of confiscatory taxes or charges, political or social instability, illiquidity, price volatility and market manipulation). The markets on which investments are made may have a significantly lower liquidity and governmental supervision than organised markets. Furthermore, higher transaction costs and delays in the settlement and clearing may occur. In addition, certain strategies may involve the assumption of certain short term losses in order to achieve higher long term profits. This may also affect the value of the Structured Notes linked to such hedge funds. Depending on whether and to which extent such risks materialise, there is a risk that hedge funds make no profits at all or even losses.

An investment in Structured Notes which are linked to hedge funds (and funds of hedge funds) involves substantial risks. Investors should be able to bear these risks, including a total loss of the invested capital.

Volatility of the markets may adversely affect the value of the hedge fund units

The net asset value of hedge funds may be highly volatile within one day or over longer periods. Consequently, the performance of hedge fund units over a given period will not necessarily be indicative of the future performance of such units. Trades made by hedge fund managers may be based upon their expectation of price movements of certain investment instruments. It cannot be excluded that such expectations of price movements will not realise several months following initiation of such trades and may not even realise at all. Therefore, the market value of any positions held by hedge funds may not increase, but may in fact decrease, and this will be reflected in the net asset value of the units of such hedge funds and ultimately in the market value of the Structured Notes linked to such hedge funds.

If market prices move in a direction not anticipated by the respective hedge fund manager, the market volatility may cause significant losses to the net asset value of the hedge fund units and ultimately in the market value of the Structured Notes linked to such hedge funds.

The use of leverage and short sales may increase the risk of losses

Hedge funds may usually borrow without restrictions or use derivatives in order to raise their investment level (leverage). While this may increase the total potential return, such policy at the same time involves the risk of increased losses if, for example, the earnings and value of investments financed with outside funds fall below the payments due on those loans.

Furthermore, hedge funds may usually sell assets which are not owned at the time of the sale (short sales). The relevant asset must be borrowed from a third party whereas the return to the lender is effected following a purchase at a later stage. The short sale generates a profit if the value of the asset drops between the time of the short sale and the time of the subsequent purchase. However, in case the relevant asset increases in value, there is theoretically an unlimited risk of loss.

Management fees and incentive compensation

Hedge funds usually have to bear certain management and custody fees and further fees and expenses regardless of their performance. They usually accrue even if the fund's assets decrease in value. In addition to the fixed management fees, performance fees are also common. Performance fees may create an incentive to make investments that are riskier or more speculative than would be the case in the absence of a performance fee. Furthermore, the management fees and performance fees payable to the hedge fund managers may partly be based upon unrealised gains (as well as unrealised losses), and such unrealised gains and losses may never be realised by the hedge funds.

Custody risks

The assets which belong to a hedge fund are usually held in custody by one or more custodians or sub-custodians. This leads to a potential risk of loss resulting from a breach of duties to exercise due care, abusive content or the possible insolvency of the custodian or sub-custodian (if any).

Counterparty and Issuer Risks

Usually, hedge funds are not subject to any limitations regarding counterparties with whom they do business for investment purposes. As a consequence, they are to a specific extent subject to general non-payment risk (counterparty or issuer risk). Even if utmost care is exercised in the selection process, losses (as a consequence of an (impending) default of the issuer) cannot be excluded. Hedge funds often enter into transactions on over-the-counter markets (OTC transactions) in which the participants are usually not subject to an assessment of their creditworthiness or to regulatory control and therefore incur a specific counterparty risk with regard to the relevant counterparty of the transaction.

Soft Dollar Commissions

When selecting brokers, banks, traders and advisors, portfolio managers of hedge funds may apart from factors like prices, reliability and creditworthiness also consider certain products or services received by these persons for which these persons have covered the costs. Such soft-dollar commissions may induce portfolio managers to effect transactions with a person even if it does not offer the lowest transaction fees.

Lack of regulation

Hedge funds, including the underlying funds, are generally not subject to the same regulatory regime, or regulated to the same extent as mutual funds or listed securities. Consequently, investors in such hedge funds will not benefit from certain of the protections provided by such laws or regulations (as, for example, provisions whereby investment companies must have directors that do not participate in the investments of the Fund, whereby the securities have to be kept separate at a custodian bank which has to act independently of the investment management company and solely in the interests of the investors, whereby the relations between the investment company and their advisers are regulated or whereby fundamental changes of the investment policy require the consent of the investors). Changes to the current regulatory environment could affect the investment, operations and structure of the underlying hedge funds and could adversely affect their performance.

Specific risks of funds of hedge funds

If the underlying hedge funds are funds of hedge funds, the specific risks of funds of hedge funds have to be regarded in addition to the risks of single hedge funds (which may realise on the level of the target funds), which include, inter alia, the following: The performance of funds of hedge funds depends on the successful implementation of the investment strategies both on the level of each individual target fund and on the level of the fund of hedge funds by the relevant portfolio manager. In order to achieve a diversification of its investments, funds of hedge funds will invest their assets in a multitude of target funds which may be attributed to various investment strategies. Although such diversification is meant to compensate losses and at the same time to maintain the possibility of making profits from favourable price movements, no assurance can be given that the investment in the various target funds on a overall basis does not incur any losses. In contrast, the portfolio of a fund of hedge funds may also be composed of only a few target funds and/or may be focused on certain hedge fund strategies. Such a concentration on only a few portfolio managers and/or investment strategies involves particularly high risks and may lead to larger losses than in the case of a broad diversification of the assets. Moreover, the selection of the target funds by the manager of a fund of hedge funds is made on the basis of an analysis consisting of quantitative and qualitative elements. For such analysis, the manager of the respective fund of hedge funds has to rely on confirmations, calculations, representations and other information received from the relevant target fund itself or on its behalf from any third party. There is more or less no way of verifying the reliability of such information. In addition, the value of a fund of hedge funds does not reflect the total performance of all the target funds since, apart from the fees that accrue on the level of the target funds, management fees and other expenses will accrue on the level of the fund of hedge funds regardless of its performance. These fees and expenses will reduce the net asset value and therefore the performance of the fund of hedge funds. Besides the net asset value of a fund of hedge funds can only be determined on the basis of the available information about the net asset values of the target funds which may be limited in certain cases. In general, there may therefore be significant time-lags between the occurrence und the publication of events which may have an effect on the value of the hedge fund of funds assets.

Common risk factors relating to Structured Notes based on shares or indices or commodities (or futures contracts on the same)

Where payments (whether in respect of principal and/or interest and whether at maturity or otherwise) on Structured Notes are calculated by reference to an index or a basket of indices or a share or a basket of shares or a commodity or a basket of commodities (or futures contracts on the same), the return of the Notes is based on changes in the value of the Reference Asset, which fluctuates. Changes in the value of the Reference Asset cannot be predicted. Although historical data with respect to the Reference Asset is available, the historical performance of the Reference Asset should not be taken as an indication of future performance.

Investors' yield may be lower than the yield on a standard debt security of comparable maturity

Where payments (whether in respect of principal and/or interest and whether at maturity or otherwise) on Structured Notes are calculated by reference to a Reference Asset may not have periodic payments of interest on the Notes as there would be on a conventional fixed rate or floating rate debt security having the same issue date and maturity date as the Notes. Further, with respect to the Final Redemption Amount, the effective yield to maturity of the Notes may be less than that which would be payable on a conventional fixed rate or floating rate debt security. The return of only the Final Redemption Amount of each Note at maturity may not compensate the holder for any opportunity cost implied by inflation and other factors relating to the value of money over time.

Risk factors relating to Structured Notes based on indices

Return does not reflect dividends

Depending upon the calculation methodology of an index, where the performance of an index is taken into account in order to calculate payments due under the Indexed Notes the payment of income (such as dividends for an index that has stocks as underlyings) may not be reflected as the index may be calculated by reference to the prices of the underlyings comprising the index without taking into consideration the value of any income paid on those underlying assets. Therefore, the yield to maturity of Indexed Notes referring to an index may not be the same as the yield that would be produced if such underlying assets were purchased and held for a similar period.

Risks relating to an index

Indexed Notes based on an index are subject to risks broadly similar to those attending any investment in a broadly-based portfolio of assets including, without limitation, the risk that the general level of prices for such assets may decline. The following is a list of some of the significant risks associated with an index:

- historical performance of the index does not indicate the future performance of the index. It is impossible to predict whether the value of the index will fall or rise during the term of the Notes;
- if the index comprises underlying stocks, the trading prices of the stocks underlying the index will be influenced by political, economic, financial, market and other

factors. It is impossible to predict what effect these factors will have on the value of any asset related to the index and, in turn, the return on the Notes.

The policies of the sponsor of an index concerning additions, deletions and substitutions of the assets underlying the index and the manner in which the index sponsor takes account of certain changes affecting such underlying assets may affect the value of the index. The policies of an index sponsor with respect to the calculation of an index could also affect the value of the index. An index sponsor may discontinue or suspend calculation or dissemination of information relating to its index. Any such actions could affect the value of the Notes. In addition, indices may be subject to management and other fees as well as charges that are payable to the index sponsors and which may reduce the Final Redemption Amount payable to the Noteholders. Such fees may be paid to index sponsors that are affiliates of Société Générale.

Risk factors specific to Structured Notes based on shares or other securities

No beneficial interest in the underlying shares or other securities

A holder of the Notes will not be a beneficial owner of the underlying shares or other securities and therefore will not be entitled to receive any dividends or similar amounts paid on the underlying shares or other securities, nor will a Noteholder be entitled to purchase the underlying shares or other securities by virtue of their ownership of the Notes. Moreover, holders of the Notes will not be entitled to any voting rights or other control rights that holders of the underlying shares or other securities may have with respect to the issuer of such underlying shares or other securities. The Final Redemption Amount will not reflect the payment of any dividends on the underlying shares or other securities. Accordingly, the return on the Notes will not reflect the return an investor would realise if he actually owned the underlying shares or other securities and received dividends, if any, paid on those securities. Therefore, the yield to maturity based on the methodology for calculating the Final Redemption Amount will not be the same yield as would be produced if the underlying shares or other securities were purchased directly and held for a similar period.

Limited anti-dilution protection

The Calculation Agent may make adjustments to elements of the Notes as described in the Technical Annex. The Calculation Agent is not required to make an adjustment for every corporate event that may affect the underlying shares or other securities. Those events or other actions by the issuer of underlying shares or other securities or a third party may nevertheless adversely affect the market price of the underlying shares or other securities and, therefore, adversely affect the value of the Notes. The issuer of underlying shares or other securities or a third party could make an offering or exchange offer, or the issuer of underlying shares or other securities could take any other action, which adversely affects the value of the underlying shares or other securities and the Notes but does not result in an adjustment.

Risks arising from conduct of issuers of shares or other securities

The issuers of underlying shares or other securities are not involved in the offer of the Notes in any way and have no obligation to consider the interests of the holders of the Notes in taking any corporate actions that might affect the value of the Notes. The issuers of underlying shares or other securities may take actions that will adversely affect the value of the Notes.

Risk factors specific to Commodity Linked Notes

Commodity Linked Notes may be redeemed by the Issuer at their par value and/or by the physical delivery of the underlying asset(s) and/or by payment of an amount determined by reference to the value of the underlying asset(s). Accordingly, an investment in Commodity Linked Notes may bear similar market risks to a direct investment in the relevant commodities and investors should take advice accordingly. Interest payable on Commodity Linked Notes may be calculated by reference to the value of one or more underlying asset(s). The value of the underlying asset(s) may vary over time and may increase or decrease by reference to a variety of factors which may include global supply and demand of commodities to which the underlying asset(s) refer, production and selling activities of the respective commodities by producers, central banks and international organisations, demand for end-products based on the respective commodity, net investment demand and industrial demand.

Risk factors relating to Credit Linked Notes[1]

In the event of the occurrence of certain circumstances (which may include, amongst other things, Bankruptcy, Failure to Pay, Obligation Acceleration, Obligation Default, Repudiation/Moratorium or Restructuring) in relation to a Reference Entity or Reference Entities, in each case as specified in the applicable Final Terms, the obligation of the Issuer to pay principal may be replaced by (i) an obligation to pay other amounts which are equal to either certain fixed amount(s) as specified in the applicable Final Terms or amounts calculated by reference to the value of the underlying asset(s) (which may, in each case, be less than the par value of the Notes at the relevant time) and/or (ii) an obligation to deliver the underlying asset(s). In addition, interest-bearing Credit Linked Notes may cease to bear interest on or prior to the date of occurrence of such circumstances.

Accordingly, Noteholders may be exposed to fluctuations in the creditworthiness of the Reference Entities to the full extent of their investment in the Credit Linked Notes.

Under the terms of the Notes, where Société Générale acts as Calculation Agent, it may, for the purposes of determining the Cash Settlement Amount or Physical Delivery Amount, select obligations with the lowest price of any obligations which meet the relevant criteria. In making such selection, the Calculation Agent will not be liable to account to the Noteholders, or any other person for any profit or other benefit to it or any of its affiliates which may result directly or indirectly from such selection.

The Cash Settlement Amount may be equal to zero if it is not possible to obtain quotations from Quotation Dealers for the selected obligations.

Risk factors relating to Currency Linked Notes

The performance of currencies is subject to a multitude of factors on which the Issuer has no influence. Among others, they include various economic factors, speculations and potential interventions by central banks and government agencies (including exchange controls and restrictions).

Risk factors relating to Bond Linked Notes

The market value of bonds is influenced by the creditworthiness of the issuer of the relevant bond, by the general interest level, the remaining term until maturity as well as by the liquidity of the market. The performance of the bonds further depends on other factors including economic, financial and political events which affect the capital markets in general and, in the case of listed bonds, the exchanges (if applicable) on which the bonds are traded. Past performances of a bond are not an indicator for future performances.

Risk factors relating to Structured Notes based on life insurance contracts

The performance of life insurance contracts is subject to a multitude of factors on which the Issuer has no influence. Among others, they include various political, economic and tax related conditions, which might influence the value of the relevant insurance contract(s). Due to incorrect information or manipulations by the insured persons the maturity of the insurance contract(s) and thereby of the value of the insurance contract(s) might be expressed wrongly. The insurance company of which the insurance contract(s) is/are the underlying of the Notes may become insolvent or go bankrupt. The insurance company of which the insurance contract(s) is/are the underlying of the Notes may take actions that may adversely affect the value of the Notes.

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[1] Capitalised terms used in this section, but not otherwise defined in this Debt Issuance Programme Prospectus, shall have the meanings given to them in the Credit Technical Annex.

Risk factors relating to Structured Notes based on dividends

A holder of the Notes will not be a beneficial owner of the relevant shares or other securities and therefore will not be entitled to receive any of the underlying dividends paid on the relevant shares or other securities, nor will a Noteholder be entitled to purchase the underlying shares or other securities by virtue of their ownership of the Notes. Moreover, holders of the Notes will not be entitled to any voting rights or other control rights that holders of the relevant shares or other securities may have with respect to the issuer of such shares or other securities. The Final Redemption Amount might not reflect the payment of the dividends on a one to one basis. Accordingly, the return on the Notes might not reflect the return an investor would realise if he actually owned the relevant shares or other securities and actually received dividends, if any, paid on those securities. Furthermore, the amount and payment of dividends is subject to a multitude of factors on which the Issuer has no influence and falls in the absolute discretion of the issuer of the relevant shares or other securities and therefore dividends might not be paid at all. The issuer of the shares or other securities may take actions, which will adversely affect the value of the Notes.

Risk factors relating to Structured Notes based on unit linked features

The performance of unit linked features is subject to a multitude factors on which the Issuer has no influence. Among others, they include various economic factors and speculations and such other factors which are inherent to the rights and assets which are comprised in or expressed by the relevant unit linked feature. It should also be noted that the past returns of unit linked feature(s) are not necessarily indicative of their future performance.

Risks factors specific to Italian Certificates

Certificates may embed an option and, therefore, have some features common to options. Transactions involving options imply high risks and it is advisable that investors who intend to trade in options have a certain degree of experience and knowledge of the functioning of options.

The investment in options is characterised by a high degree of volatility and it is possible that the value of the option at its exercise date becomes zero. In such case, the investor will loose the amount invested to purchase the option.

On the one hand, an investor which intends to buy a call option on an underlying asset whose market price is much lower than the price that would make the exercise of the option profitable (i.e. the option is deep out of the money) shall take into account that the possibility to gain a profit is unlikely. On the other hand, an investor wishing to buy a put option on an underlying asset whose market price is much higher than the price at which the exercise of the option is lucrative, shall consider that the exercise of the option is unlikely to be profitable.

Since the value of the options is intertwined with the underlying asset its performance depends on the value of the latter. Hence, any investment in certificates implies risks related to the value of the underlying asset. In this respect, please see above "*Risk Factors relating to Structured Notes the redemption amount of which is linked to the performance of one or more fund units*", "*Common risk factors relating to Structured Notes based on shares or indices or commodities (or futures contracts on the same)*", "*Risks factor relating to Structured Notes based on indices*" and "*Risks factor relating to Structured Notes based on shares*".

C. Market and Other Risks

Risks related to the market generally

Set out below is a brief description of the principal market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

The secondary market generally

Notes may have no established trading market when issued, and one may never develop. If a market does develop, it may not be very liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities. Illiquidity may have a severely adverse effect on the market value of Notes.

In case of Italian Certificates for which application will be made for listing on the SeDex, the Issuer (or a third party appointed for this purpose) shall undertake to act as a market maker in relation to the Certificates and, therefore, to display continuous bid and offer prices that do not differ by more than the maximum spread indicated by Borsa Italiana S.p.A. (spread obligations) in its instructions to the listing rules of the markets managed and organised by Borsa Italiana S.p.A. (respectively, the "**Instructions**" and the "**Listing Rules**"), with the timing and for the quantity set out by the above mentioned Instructions.

Exchange rate risks and exchange controls

The Issuer will pay principal and interest on the Notes in the Specified Currency. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency-equivalent yield on the Notes, (2) the Investor's Currency equivalent value of the principal payable on the Notes and (3) the Investor's Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Interest rate risks

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.

Credit ratings may not reflect all risks

One or more independent credit rating agencies may assign credit ratings to the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Notes are legal investments for it, (2) Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Notes. Financial institutions should consult their legal advisors or the appropriate regulators to determine the appropriate treatment of Notes under any applicable risk-based capital or similar rules.

Any decline in the credit rating of the Guarantor may affect the market value of the Notes

The credit rating of the Guarantor is an assessment of its ability to pay its obligations, including those in connection with the offered Notes. Consequently, actual or anticipated declines in the credit rating of the Guarantor may affect the market value of the relevant Notes.

Risks relating to Revenues and Profitability due to Financial Markets Crises

Financial markets crises may be caused – even unexpected – by various factors, in the most diverse fields of business, branches, (sub-)markets, countries and, among others, by individual companies or groups of companies. The globalisation of markets and the complexity of singular businesses, which interlink different fields of business or financial market segments one way or the other, have the consequence that crises – such as the one in 2007 emanating from the sub prime segment of the US-mortgage markets – have effects beyond their origin and globally affect various market participants and sub market segments in different ways directly or indirectly, immediately or with temporarily delay – to some extent even for the longer term.

General loss of confidence in the markets, which usually has an across-the-board effect and neglects the consideration of individual companies, up to panic reactions by market participants – including “domino effects” for technical reasons – may be or have unfavourable consequences. As an example, the crisis of 2007 particularly lead to restrictions with regard to the supply of liquidity (inter alia through the increase of credit spreads in the market) and resulted in corrections of the valuation of assets and in supports of directly affected credit institutions and credit institutions which faced financial difficulties.

It cannot be excluded that this crisis will have a long term and lasting effect on the financial markets, the business cycle and the economic growth on which also the economic development of the Issuer and/or the Guarantor and/or any of their affiliates is dependent. Furthermore, it cannot be excluded that other crises will occur on the financial markets, which may have a significant direct negative effect on the business areas of the Issuer and/or the Guarantor and/or the Group and/or any of their affiliates and thereby on their assets and liabilities, financial position and profits and losses.

RESPONSIBILITY STATEMENT

Société Générale Effekten GmbH, having its registered office at Neue Mainzer Str. 46 - 50, 60311 Frankfurt am Main (the "**Issuer**"), and Société Générale, having its registered seat at 29, boulevard Haussmann, 75009 Paris (the "**Guarantor**"), assume, within the meaning of Section 5(4) German Securities Prospectus Act, responsibility for the information contained in, or incorporated into, this Debt Issuance Programme Prospectus (hereinafter the "**Prospectus**"), and declare that, to the best of their knowledge, the information contained in this Prospectus is in accordance with the facts and the Prospectus makes no omission likely to affect its import, and that they have taken all reasonable care to ensure that the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omissions likely to affect the import of such information.

GENERAL INFORMATION

Under this Debt Issuance Programme (the "**Programme**"), Société Générale Effekten GmbH (the "**Issuer**"), acting in its own name but for the account of Société Générale, may from time to time issue Notes (the "Notes") denominated in any currency agreed by the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s), as specified in the relevant Final Terms, in an undetermined aggregate principal amount. The principal amount of the Notes, the interest payable in respect of the Notes, if any, the issue prices and maturities of the Notes and all other terms and conditions not contained herein which are applicable to a particular Tranche of Notes (as defined in "Terms and Conditions of the Notes"), including the aggregate principal amount of such Tranche of Notes, will be set out in the applicable Final Terms.

Payments and/or physical delivery of any securities or assets in respect of Notes will be unconditionally and irrevocably guaranteed by Société Générale (in such capacity, the "**Guarantor**").

The Notes will be issued to one or more of the Dealers as specified in "Additional Information regarding the Securities Offered and the Offer - Placing and Underwriting" and any additional dealers appointed under the Programme from time to time. Notes may also be issued to third parties other than Dealers (each a "**Purchaser**").

Application has been made to list the Notes to be issued under the Programme on the Official Market and the Regulated Market of the Frankfurt Stock Exchange. The Programme provides, however, that Notes may be listed or admitted to trading, as the case may be, on such other or further stock exchange(s) or markets as may be agreed between the Issuer, the Guarantor and the relevant Dealer(s)/Purchaser(s), as specified in the relevant Final Terms. The Issuer may also issue unlisted Notes and/or Notes not admitted to trading on any market, as specified in the relevant Final Terms.

The Notes of a Tranche or Series (as defined in "Terms and Conditions of the Notes") (unless stated otherwise in the applicable Final Terms) will be represented by a Global Note, which is deposited with Clearstream Banking AG, Frankfurt, or a depositary common to Clearstream Banking, société anonyme, Luxembourg, and Euroclear Bank S.A./N.V., Brussels, as operator of the Euroclear System or another clearing system as stipulated in the Final Terms.

Furthermore, when Notes qualify as Italian Certificates, all references to Notes herein shall be deemed to be to Certificates. The circulation of Certificates will be dematerialised and centralised with Monte Titoli S.p.A., pursuant to legislative decree no. 213/1998 as amended and integrated and subsequent implementing provisions. The Certificates will be freely transferable by way of book entries on the accounts registered on the settlement system of Monte dei Titoli S.p.A. and, when admitted to listing on Italian Exchange, they may be transferred in lots at least equal to the Minimum Tradable Lot (as defined by the Listing Rules), or multiplies thereof, as determined by Borsa Italiana S.p.A. and indicated in the Final Terms in relation to each Series.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and are subject to certain requirements under U.S. tax law. Apart from certain exceptions, the Notes may not be offered, sold or delivered within the United States of America. (see "Selling Restrictions").

As of the date the "Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC" (the "Prospectus Directive") is implemented in the relevant member states of the European Economic Area, the Notes may be offered and sold to the public within such member states of the European Economic Area only in accordance with the provisions of the Prospectus Directive and the acts and regulations passed in the respective member states with regard to the implementation of the Prospectus Directive. This Debt Issuance Programme Prospectus does not constitute a "prospectus" for the purposes of the Prospectus Directive in respect of any Notes (i) involving an offer to the public outside the EEA (if so specified in the applicable Final Terms) or of a type listed in Article 3.2 of the Prospectus Directive and (ii) which are not admitted to trading on a regulated market under Article 3.3 of the Prospectus Directive (any such Notes, "Exempt Notes").

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. FOR FURTHER DETAILS, SEE "*RISK FACTORS*" HEREIN.

This Debt Issuance Programme Prospectus is to be read in conjunction with all documents which are incorporated herein by reference (see "*Documents Incorporated by Reference*") and any supplements hereto. This Debt Issuance Programme Prospectus shall be read and construed on the basis that such documents are so incorporated and form part of this Debt Issuance Programme Prospectus. Full information on the Issuer, the Guarantor and any Tranche of Notes issued hereunder is only available on the basis of the combination of this Debt Issuance Programme Prospectus, any supplements and the relevant Final Terms.

No person is or has been authorised by the Issuer or the Guarantor to give any information or to make any representation not contained in or not consistent with this Debt Issuance Programme Prospectus, any supplements, the applicable Final Terms or any other information supplied in connection with the Programme or the Notes and consequently, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or the Guarantor.

There is no warranty that all information contained in this Debt Issuance Programme Prospectus, any supplements or in the relevant Final Terms will still be correct at any time subsequent to the respective date of publication. The Issuer will prepare a supplement to this Debt Issuance Programme Prospectus in relation to every significant new factor, material mistake or inaccuracy relating to the information contained in this Debt Issuance Programme Prospectus and its supplements, if any, which is capable of affecting the assessment of the Notes.

Neither this Debt Issuance Programme Prospectus, any supplement hereto, the relevant Final Terms nor any other information supplied in connection with the Programme or the Notes (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation or a statement of opinion (or a report on either of those things) by the Issuer or the Guarantor that any recipient of this Debt Issuance Programme Prospectus or any other person should subscribe for or purchase any Notes issued under the Programme. Each investor contemplating an investment in any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and the Guarantor and the terms of the Notes issued, including the related chances and risks.

This Debt Issuance Programme Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Debt Issuance Programme Prospectus and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuer and the Guarantor do not represent that this Debt Issuance Programme Prospectus may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer or the Guarantor which would permit a public offering of any Notes outside the European Economic Area or distribution of this Debt Issuance Programme Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Debt Issuance Programme Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations.

Persons into whose possession this Debt Issuance Programme Prospectus or any Note comes must inform themselves about, and observe, any such restrictions on the distribution of this Debt Issuance Programme Prospectus and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Debt Issuance Programme Prospectus and the offer or sale of Notes in the European Economic Area, the United States and the United Kingdom (see "*Additional Information Regarding the Securities Offered and the Offer – Selling Restrictions*").

Neither the Issuer nor the Guarantor represent or warrant that an investment in the Notes issued under the Programme is permissible under the applicable laws of any jurisdiction. Investors should satisfy themselves that they are able to bear the economic risk of an investment in the Notes.

The Guarantor or its affiliates do not assume any obligation to purchase any Notes or to establish or maintain a market liquidity, and no assurances can be given that a liquid market will develop for the Notes issued under the Programme.

All references in this document to euro, Euro, EUR and € refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended.

IN CONNECTION WITH THE ISSUE OF ANY TRANCHE OR SERIES OF NOTES (AS DEFINED IN "*TERMS AND CONDITIONS OF THE NOTES*"), THE DEALER OR DEALERS (IF ANY) NAMED AS THE STABILISING MANAGER(S) (THE "STABILISING MANAGER(S)") (OR PERSONS ACTING ON BEHALF OF ANY STABILISING MANAGER(S)) IN THE APPLICABLE FINAL TERMS MAY OVER-ALLOT NOTES (PROVIDED THAT, IN THE CASE OF ANY TRANCHE OR SERIES TO BE ADMITTED TO TRADING ON THE MARKET, THE AGGREGATE PRINCIPAL AMOUNT OF NOTES ALLOTTED DOES NOT EXCEED 105 PER CENT. OF THE AGGREGATE PRINCIPAL AMOUNT OF THE RELEVANT TRANCHE OR SERIES OF NOTES) OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, THERE IS NO ASSURANCE THAT THE STABILISING MANAGER(S) (OR PERSONS ACTING ON BEHALF OF A STABILISING MANAGER) WILL UNDERTAKE STABILISATION ACTION. ANY STABILISATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE RELEVANT TRANCHE OR SERIES OF NOTES IS MADE AND, IF BEGUN, MAY BE ENDED AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE OF THE RELEVANT TRANCHE OR SERIES OF NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE RELEVANT TRANCHE OF NOTES.

FORM OF FINAL TERMS

Set out below is the form of Final Terms which, subject to supplement and/or amendment of existing provisions and/or deletion, as the case may be, of non-applicable provisions, will be completed for each Tranche of Notes issued under the Programme.

*When the Notes qualify as securitised derivatives to be offered in Italy and/or listed on the Italian Exchange on the market for securitised derivatives ("SeDex"), the term "Notes" will be replaced by the term "Certificates" in all applicable provisions (the "**Italian Certificates**").*

[*Date*]

FINAL TERMS
[Offer][Issue] of [[Aggregate Principal Amount of Tranche] [Title of] Notes

Series [ ], Tranche [ ]][1]

[[ISIN]	[Number of Notes]	[Aggregate Principal Amount of Tranche]	[Series]	[Tranche]
[ ]	[ ]	[ ]	[ ]	[ ]][2]

issued under the

Debt Issuance Programme

of

SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH

(acting in its own name but for the account of Société Générale)

Unconditionally and irrevocably guaranteed by Société Générale

[The Notes are offered to the public in [**insert country(ies)**] for subscription from and including [ ] to and including [ ], save in the case of early ending or prolongation, as the case may be.]

[The Notes may be purchased directly from any bank or savings bank (*Sparkasse*) in the Federal Republic of Germany, or any other market counterparty authorised to sell Notes.]

Unless defined, or stated otherwise herein, capitalised terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "**Conditions**") set forth in the Base Prospectus dated [ ] (the "**Base Prospectus**") (which [(as supplemented by the supplemental Prospectus[es] dated [ ])] 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 such Base Prospectus. Full information on the Issuer and the Notes is only

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[1] Applicable in case of issue or offer of one type of Notes under the Final Terms.

[2] Only applicable if several Notes are to be issued or offered simultaneously and consolidated in one set of Final Terms. In such case insert the relevant information for all types of Notes.

available on the basis of the combination of this document (this "**Document**" or these "**Final Terms**") and the Base Prospectus. [The Base Prospectus and these Final Terms are available for viewing at [address] [and] [website] and copies may be obtained free of charge from [address].]

[The provisions of the Technical Annex (Part B of the Conditions) apply to these Final Terms and such documents shall be read together.]

[**For Italian Certificates insert the following provision:** The Certificates offered hereby are being issued pursuant to the Base Prospectus provided that (i) all current references to “Notes” in the relevant sections of the Base Prospectus and in these Final Terms shall be deemed to be instead to “Certificates”; (ii) all current references to “Noteholders” in the relevant sections of the Base Prospectus and in these Final Terms shall be instead to “Holders”]

[The terms of this Document amend, supplement and vary the Conditions of the Notes set out in the Base Prospectus. If and to the extent the terms of these Final Terms deviate from the Conditions, the terms of these Final Terms shall prevail. The Conditions so amended, supplemented or varied together with the relevant provisions of these Final Terms will form the Conditions applicable to this Series of Notes (the "**Supplemented Conditions**").][3]

[The Conditions of the Notes set out in the Base Prospectus shall be amended by incorporating the terms of this Document, and by deleting all provisions not applicable to this Series of Notes. The Consolidated Conditions shall replace the Conditions in their entirety (the "**Consolidated Conditions**"). If and to the extent the Consolidated Conditions deviate from the terms of this Document, the Consolidated Conditions shall prevail.][4]

[Application [has been][will be] made to [trade] [list] the Notes on the [regulated] [official]market [of the] [Frankfurt Stock Exchange] [**insert relevant other stock exchange and market segment**]].

[The Notes are offered to [**insert specified investor-category and restrictions, if applicable**].]

[**In the case of Structured Notes the terms of which rely in whole or in part on the provisions of the Technical Annex (Part B of the Conditions) insert**:

The information included herein with respect to indices and/or formulas comprising, based on or referring to variations in the prices of one or more shares in companies, any other equity or non-equity securities, currencies or currency exchange rates, interest rates, credit risks, fund units, shares in investment companies, term deposits, life insurance contracts, loans, commodities or futures contracts on the same or any other underlying instrument(s) or asset(s) or the occurrence or not of certain events not linked to the Issuer or the Guarantor or any other factors to which the Notes are linked (the "**Underlyings**") consists only of extracts from, or summaries of, publicly available information. The Issuer and the Guarantor accept responsibility that such information has been correctly extracted or summarised. No further or other responsibility in respect of such information is accepted by the Issuer and the Guarantor. In particular, the Issuer and the Guarantor [and any Dealer(s)] accept no responsibility in respect of the accuracy or completeness of the information set forth herein concerning the Underlyings of the Notes or that there has not occurred any event which would affect the accuracy or completeness of such information.]

No person has been authorised to give any information or to make any representation other than those contained in this Document in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Issuer or the Guarantor. The delivery of this Document at any time does not imply that the information in it is correct as any time subsequent to this date.

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[3] Only applicable to Supplemented Conditions.

[4] Only applicable to Consolidated Conditions.

The purchase of the Notes issued under the Programme is associated with certain risks. Each prospective investor in Notes must ensure that the complexity and risks inherent in the Notes are suitable for its investment objectives and are appropriate for itself or the size, nature and condition of its business, as the case may be. No person should deal in the Notes unless that person understands the nature of the relevant transaction and the extent of that person's exposure to potential loss. Each prospective purchaser of Notes should consider carefully whether the Notes are suitable for it in the light of its circumstances and financial position.

Prospective investors in Notes should consult their own legal, tax, accountancy and other professional advisers to assist them in determining the suitability of the Notes for them as an investment.

[Under normal market conditions, Société Générale will organize a secondary market in respect of the Notes.] [In determining the market value of the Notes, Société Générale shall, if any, include accrued interest calculated in accordance with the provisions of paragraph 15 of these Final Terms as if interest were payable on the day on which Société Générale repurchases the Notes.] (*in respect of Notes which have a flat rate of interest*)

[**Include whichever of the following apply or specify as "Not Applicable". Italics denote directions for completing the Final Terms.**]

PART A – CONTRACTUAL TERMS

	Form of Conditions[5]		**[Supplemented]** **[Consolidated]**
1.	(i)	Issuer:	Société Générale Effekten GmbH
	(ii)	Guarantor:	Société Générale [*Sub-paragraphs 1(i) and (ii) above will be restated in the Schedule*]
2.	(i)	Series Number:	[ ] [See Table in paragraph 43.]
	(ii)	Tranche Number:	[ ] [*If fungible with an existing Series, details of that Series, including the date on which the Notes are expected to become fungible*] [See Table in paragraph 43.]
3.	Specified Currency or Currencies:		[ ] [*To be restated in the Schedule*] [See Table in paragraph 43.]
4.	Aggregate Principal Amount:[6]		
	(i)	Tranche:	*[ ] [in the case of a subscription period prior to the Issue Date insert*: Up to [ ] but limited to the amount of the subscriptions actually received at the end of the offer period. The Aggregate Principal Amount will be determined at the end of the subscription period and published in a daily newspaper of general circulation in [Germany] on or before the Issue Date.] [See Table in paragraph 43.]
	(ii)	Series:	[ ] [*Sub-paragraphs 4(i) and 5(ii) above will be restated in the Schedule*] [See Table in paragraph 43.]
5.	Issue Price:		[[ ] per cent. of the Aggregate Principal Amount / [*insert amount*] per Note of [*insert amount*] Specified Denomination] [*plus an amount equal to the interest accrued from and including [insert date]*

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[5] To be determined in consultation with the Issuer and the Guarantor.

[6] In case of Italian Certificates, all references to Aggregate Principal Amount herein, where applicable, shall be deemed to "number of securitised derivatives".

			to but excluding the Issue Date (which is equal to [ ] days' accrued interest) [if applicable]] [*To be restated in the Schedule*] [See Table in paragraph 43.]
6.	Specified Denomination(s):		[ ] [*To be restated in the Schedule*] [See Table in paragraph 43.]
7.	(i)	[Issue Date [and Interest Commencement Date]:	[ ]]
	(ii)	[Interest Commencement Date [*if different from the Issue Date*]:	[ ]] [*Sub-paragraph 7(i) above will be restated in the Schedule*]
8.	Maturity Date[7]:		[*Specify date*] [The Interest Payment Date scheduled to fall in [*specify a month and a year*] [To be restated in the Schedule] [See Table in paragraph 43.]
9.	Interest Basis:		[See paragraphs 15 to 18 below]
10.	Redemption/Payment Basis:		[See paragraph(s) 20 to 25 below]
11.	Change of Interest Basis or Redemption/Payment Basis:		[*Not Applicable/See paragraphs 15 to 25 below*]
12.	Put/Call Options:		[See paragraph(s) 21 and/or 22 below] [(further particulars specified below)]
13.	Status of the Notes		Unsubordinated
14.	Method of distribution:		[Syndicated/Non-syndicated]

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions		[Applicable/Not Applicable] [*If not applicable, delete the remaining sub-paragraphs of this paragraph*] [*If applicable, sub-paragraphs (ii) and (iii) below will be restated in the Schedule*]
	(i)	Rate(s) of Interest:	[ ] per cent. per annum [payable [annually/semi-annually/quarterly] in arrear] [*If payable other than annually, consider amending*

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[7] In case of Italian Certificates, all references herein to "Maturity Date" shall be deemed to be instead to "Final Exercise Date".

			Condition 4 (Interest)] [See Table in paragraph 43.]
	(ii)	Interest Payment Date(s):	[ ]
	•	first Interest Payment Date:	[ ] [*if not the first anniversary of Interest Commencement Date*] [Not Applicable]
	•	Initial Broken Amount(s):	[ ] [per Aggregate Principal Amount/per Specified Denomination]
	•	Interest Payment Date preceding the Maturity Date:	[ ] [*if Maturity Date is not a fixed Interest Payment Date*] [Not Applicable]
	•	Final Broken Amount(s):	[ ] [per Aggregate Principal Amount/per Specified Denomination] [*if Maturity Date is not a fixed Interest Payment Date*] [Not Applicable]
	(iii)	[Fixed Coupon Amount(s):	[[ ] per Note of [ ] Specified Denomination] [Not Applicable] [NB: Only applicable in the case of Fixed Coupon Amount(s) instead of a fixed Rate of Interest]
	(iv)	Day Count Fraction:	[30/360 or Actual/Actual (ICMA)/Not Applicable/*specify other*]
	(v)	Number of regular Interest Payment Dates per calendar year:	[ ]
	(vi)	Determination Date(s):	[ ] in each year [*Insert regular Interest Payment Dates, ignoring the Issue Date or Maturity Date in the case of a long or short first or last coupon*] [*NB: This will need to be amended in the case of regular Interest Payment Dates which are not of equal duration*] [*NB: Only to be completed where Day Count Fraction is Actual/Actual (ICMA)*]
	(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	[None/give details/See the Schedule]
16.	Floating Rate Note Provisions		[Applicable/Not Applicable] [*If not applicable, delete the remaining sub-paragraphs of this paragraph*] [*If applicable, sub-paragraphs 16(i), 16(ii), 16(iii), 16(iv), 16(vi) and 16(x) will be detailed in the Schedule*]
	(i)	Specified Interest Payment Date(s):	[ ]

		[*specify: fixed dates, or dates that are determined as a certain number of Business Days after certain specified dates (in such case, also specify such dates); specify if such dates occur in each year or other period to be specified; also specify in (iii) below any applicable financial centre(s) for the definition of "Business Day"*]
•	first Interest Payment Date:	[ ] [if not the first anniversary of Interest Commencement Date] [Not Applicable]
•	Interest Payment Date preceding the Maturity Date:	[ ] [if Maturity Date is not a fixed Interest Payment Date] [Not Applicable]
[In the case of specified Interest Period(s) (instead of specified Interest Payment Date(s)) insert:		
Specified Interest Period(s):]		[[ ] [*specify Interest Payment Dates by reference to period after Interest Commencement Date and/or last preceding Interest Payment Date; specify first and last such date*]]
(ii)	Business Day Convention:	[Floating Rate Note Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/ [*specify other*]] [adjusted/unadjusted] [*Insert "(unadjusted)" if the application of the relevant business day convention is not intended to affect the Interest Amount: see Condition 4(a)(iii)*]
(iii)	relevant financial centre(s)/ Applicable "Business Day" Definition:	[ ]
(iv)	Manner in which the Rate of Interest is to be determined:	[ISDA Determination/Screen Rate Determination/*specify other*]
(v)	Calculation Agent responsible for calculating the Rate of Interest and/or Interest Amount:	[ ] (*if not the Agent*) [As provided in the Technical Annex]
(vi)	Screen Rate Determination:	[Applicable / Not Applicable] (*If not applicable, delete the remaining items of this sub-paragraph*)
- Reference Rate:		[EURIBOR/LIBOR//*specify other*] [*if other Reference Rate is specified, include additional information such as fall-back provisions*]
- Interest Determination Date(s):		[ ] [[TARGET] [London] [*insert other relevant reference*] Business Day(s) prior to the [[commencement] [end] [first day] of the relevant

Interest Period / relevant Interest Payment Date]]

- Specified Time: [ ] [*which will be 11.00 a.m. Brussels time, in the case of EURIBOR or London time, in the case of a Reference Rate other than EURIBOR] [specify other*]

- Relevant Screen Page: [ ] [*In the case of EURIBOR, if not Telerate Page 248, ensure it is a page which shows a composite rate or amend the fall-back provisions appropriately*]

- [Reference Banks: [ ]]

[*specify only if indicated in Condition 4(b)*]

(vii) ISDA Determination:

(i) Floating Rate Option: [ ]

(ii) Designated Maturity: [ ]

(iii) Reset Date: [ ]

(viii) Formula for calculation of Rate of Interest: [ ] [Not applicable]

(ix) Margin(s): [+/-] [ ] per cent. per annum

(x) Day Count Fraction: [Actual/365 or Actual/Actual;

Actual/Actual (ICMA)

Actual/365 (Fixed);

Actual/360;

30/360; 360/360 or Bond Basis;

30E/360 or Eurobond Basis/*other*]

(xi) Fall-back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from, or in addition to, those set out in the Conditions: [ ]

17. Zero Coupon Note Provisions [Applicable/Not Applicable]

[*If not applicable, delete the remaining sub-paragraphs of this paragraph*]

[*If applicable in respect of Structured Notes, the following sub-paragraphs will appear and be detailed in the Schedule*]

(i)	Accrual Yield:	[ ] per cent. per annum
(ii)	Reference Price:	[ ]
(iii)	Any other formula/basis of determining amount payable:	[ ] [*Consider applicable day count fraction if euro denominated*]
(iv)	Day Count Fraction in relation to Early Redemption Amount(s) and late payment:	[Condition 4 applies/*specify other*]
18.	Structured Note Provisions	[Applicable/Not Applicable]
		[*If not applicable, delete the remaining sub-paragraphs of this paragraph*]
(i)	Index/Formula:	[As specified in the Schedule]
(ii)	Calculation Agent responsible for calculating Rate of Interest and/or Interest Amount:	[ ] (*if not the Agent*)
		[As provided in the Technical Annex]
(iii)	Provisions for determining Interest where calculation by reference to Index and/or Formula is impossible or impracticable:	[As provided in the Technical Annex]
		[*If the Underlying is not covered by the Technical Annex:* As provided in the Schedule]
(iv)	Specified Interest Period(s)/Interest Payment Date(s):	[ ]
(v)	Business Day Convention:	[Floating Rate Note Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/ [specify other]]
		[adjusted/unadjusted] [Insert "(*unadjusted*)" *if the application of the relevant business day convention is not intended to affect the Interest Amount: see Condition 4(a)(iii)*]
(vi)	relevant financial centre(s):	[ ]
(vii)	Day Count Fraction:	[ ]
19.	Dual Currency Note Provisions	[Applicable/Not Applicable]
		[*If not applicable, delete the remaining sub-paragraphs of this paragraph*]
(i)	Rate of Exchange/method of	[*give or annex details*]

			calculating Rate of Exchange:	
	(ii)		Calculation Agent responsible for calculating the Rate of Interest and/or Interest Amount (if not the Agent):	[ ]
	(iii)		Provisions applicable where calculation by reference to Rate of Exchange is impossible or impracticable:	[ ]
	(iv)		Person at whose option Specified Currency(ies) is/are payable:	[ ]

PROVISIONS RELATING TO PHYSICAL DELIVERY[8]

20.			Physical Delivery Note Provisions	[Applicable/Not Applicable] [*If not applicable, delete the remaining sub-paragraphs of this paragraph*] [*If applicable and except as specified below, the relevant provisions are as set out in the Technical Annex*]
	(i)		Underlyings and/or Formula to be used to determine principal and/or interest or the Physical Delivery Amount:	[*If the Underlying is covered by the Technical Annex insert*: As specified in the Schedule under Final Redemption Amount and, if applicable, other final terms, subject to adjustment as provided in the Technical Annex] [If the Underlying is not covered by the Technical Annex insert: As provided in the Schedule]
	(ii)		Settlement by way of cash and/or physical delivery:	[*If the Underlying is covered by the Technical Annex insert*: As specified in the Schedule under Final Redemption Amount and, if applicable, other final terms, subject to adjustment as provided in the Technical Annex] [*If the Underlying is not covered by the Technical Annex insert*: As provided in the Schedule]
	(iii)		[Issuer/Noteholder] option to vary method of settlement and, if yes, method of election, and procedure, for variation of settlement:	[Yes [*give or annex details*]/No]
	(iv)		If settlement is by way of physical delivery:	
		(a)	method of delivery of Physical Delivery Amount and consequences of a Settlement Disruption	[ ] [As provided in the Technical Annex]

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[8] In case of Italian Certificates, except when the relevant underlying are shares or government securities listed on the Italian Exchange, only cash settlement is allowed.

	Event(s):	
(b)	details of how and when Transfer Notice is to be delivered:	[ ] [As provided in the Technical Annex]
(c)	details of how entitlement to Physical Delivery Amount will be evidenced:	[ ] [As provided in the Technical Annex]
(v)	The party responsible for calculating the redemption amount and/or interest amount, or the Physical Delivery Amount, payable (if not the Agent):	[ ][Not applicable]
(vi)	Provisions where calculation by reference to the Underlyings and/or Formula is impossible or impracticable:	[ ] [As provided in the Technical Annex]
(vii)	Details of any other relevant terms, any stock exchange requirements/tax considerations (including details of person responsible for transfer expenses):	[ ] [As provided in the Technical Annex and as the case may be in the Schedule]
(viii)	Method of calculating Early Redemption Amount:	[[ ] per Note of [ ] Specified Denomination][Market Value]
(ix)	Valuation Date(s):	[ ] [As provided in the Schedule]
(x)	Details of Exchanges(s) and Related Exchange(s):	[ ] [As provided in the Schedule]
(xi)	Such other additional terms or provisions as may be required (including, without limitation, definitions of Settlement Disruption Event(s), Potential Adjustment Events and Market Disruption Events):	[ ] [As provided in the Technical Annex and the as the case may be in the Schedule]

PROVISIONS RELATING TO REDEMPTION

21.	Redemption at the Option of the Issuer (other than for Tax Reasons):	[Applicable[9]/Not Applicable; the Notes cannot be redeemed early other than pursuant to Condition 6(b)]

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[9] In case of Italian Certificates, all references in this item 21 to “Redemption” shall be replaced by “Exercise”.

			[*If not applicable delete the remaining sub-paragraphs of this paragraph*]
			[*If applicable for reasons other than Tax Reasons, the following sub-paragraphs will appear and be detailed in the Schedule*]
	(i)	Optional Redemption Date(s)[10]:	[ ]
	(ii)	Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	[[ ] per Note of [ ] Specified Denomination] [Market Value]
	(iii)	If redeemable in part:	
		(a) Minimum Redemption Amount:	[ ]
		(b) Maximum Redemption Amount:	[ ]
	(iv)	Notice period:	[As specified in Condition 6 (c)]
			[*Insert only if other than as set out in the Conditions:* [Other Minimum Notice Period to Noteholders] [Other Maximum Notice Period to Noteholders]]
22.		Redemption at the option of the Noteholders:	[Applicable[11]/Not Applicable]
			[*If not applicable, delete the remaining sub-paragraphs of this paragraph*]
			[*If applicable in respect of Structured Notes, the following sub-paragraphs will appear and be detailed in the Schedule*]
	(i)	Put Redemption Date(s):	[ ]
	(ii)	Put Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	[[ ] per Note of [ ] Specified Denomination] [Market Value]
	(iii)	Notice period (if other than as set out in the Conditions):	[As specified in Condition 6(d)]
			[*Insert only if other than as set out in the Conditions:* [Other Minimum Notice Period to Issuer] [Other Maximum Notice Period to Issuer]]
23.		Final Redemption Amount[12] (*Notes other than Instalment Notes and Open*	[principal amount][indexed][*specify other Final Redemption Amount per Specified Denomination*/see

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[10] In case of Italian Certificates, all references herein to "Redemption" shall be deemed to be instead to "Exercise".

[11] In case of Italian Certificates, all references herein to "Redemption" shall be deemed to be instead to "Exercise".

End Notes):	Schedule] [*If indexed or other, give details as provided in the following sub-paragraphs*]
[*If Final Redemption Amount is indexed*	
(i) Index/Formula:	[See the Schedule]
(ii) Calculation Agent responsible for calculating the Final Redemption Amount:	*[ ] (if not the Agent):* *[As provided in the Technical Annex]*
(iii) Provisions for determining the redemption amount where calculation by reference to Index and/or Formula is impossible or impracticable:	[give *or annex details*] [As provided in the Technical Annex and as the case may be in the Schedule]]
[*if Italian Certificates insert the following sub-paragraphs which are to be restated in the Schedule*] Final Exercise Amount:	[*give details as provided in the following sub-paragraphs*]
(i) Underlying:	[ ] [See the Schedule]
(ii) Initial Closing Price:	[ ], i.e. the Closing Price of [•, the Underlying] on [•, date as specified in the applicable Final Terms]. [See the Schedule]
(iii) Final Closing Price:	Closing Price of [•, the Underlying] on [•, the date as specified in the applicable Final Terms]. [See the Schedule]
(iv) Multiplier:	[ ] [See the Schedule]
(v) Final Exercise Amount:	[Formula] [See the Schedule]
(vi) Valuation Date:	[ ] [See the Schedule]
(vii) Index/Formula:	[See the Schedule]
(viii) Calculation Agent responsible for calculating the Final Exercise Amount:	[ ] (if not the Agent): [As provided in the Technical Annex]
(ix) Provisions for determining the exercise amount where calculation by reference to Index and/or Formula is impossible or impracticable:	[give or annex details] [As provided in the Technical Annex and as the case may be in the Schedule]]
(x) Automatic Exercise at Final	Applicable

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[12] In case of Italian Certificates, all references herein to "Redemption" shall be deemed to be instead to "Exercise".

		Exercise Date:	
	[Insert the following sub-paragraphs only for Italian Certificates for which an application will be made for listing on the SeDex]		
	(xi)	Waiver of automatic exercise:	by Notice Date, as specified in Condition 6(g)
	(xii)	Minimum Trading Lot:	[ ] as specified in the Terms and Conditions in accordance with the Listing Rules of Borsa Italiana S.p.A., if applicable
	[Insert the following sub-paragraphs only for Italian Certificates for which an application will be made for listing on the SeDex whose underlying is a share listed on the Italian Exchange or an Index managed by Borsa Italiana]		
	(xiii)	Final Valuation Date:	[See the Schedule]
	(xiv)	Final Payment Date:	[See the Schedule]
24.	Maturity Date[13] (Notes other than Open End Notes):		[See paragraph 8 above]
	(i)	Specified Maturity Date:	[Not Applicable / Specify Date]
	(ii)	Redemption Month:	[Not Applicable / Specify Month and Year]
25.	Early Redemption Amount(s) payable on redemption due to Tax Reasons or due to an Event of Default and/or the method of calculating the same (if required or if different from that set out in the Conditions):		[the principal amount of the Notes [plus accrued interest until the date of redemption (exclusive)] [and all outstanding Arrears of Interest] [the Amortised Face Amount of the Notes] [Market Value] [NB: "Market Value" is generally applicable in the case of Structured Notes or if so specified and means the amount determined in good faith and in a commercially reasonable manner by the Calculation Agent to be the fair market value of the Notes immediately prior (and ignoring the circumstances leading) to such early redemption [the following statement is not applicable to Italian Certificates for which an application will be made for listing on the SeDex:] and adjusted to account fully for any reasonable expenses and costs of unwinding any underlying and/or related hedging and funding arrangements (including, without limitation any equity options, equity swaps or other instruments of any type whatsoever hedging the Issuer's obligations under the Notes).] [insert any other applicable provisions]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26.	Form of Notes:	Temporary global Note exchangeable for a permanent global Note only upon an exchange event

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[13] See footnote 7 above

		as provided in Condition 1(c)
27.	Payments on Temporary Global Notes Restricted:	[Yes][No] [see Condition 5(b)]
28.	"Payment Business Day" election in accordance with Condition 5(e) or other special provisions relating to Payment Business Days:	[none/Modified Following Payment Business Day/other] [Note that this item relates to the date of payment and not Interest Period end dates to which items 16(ii) and 18(v) relate]
29.	Financial Centre(s) for the purposes of Condition 5(e)[14]:	[Not Applicable/give details]
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, including any right of the Issuer to forfeit the Notes and interest due on late payment:]	[Not Applicable/give details] [If not applicable, delete the remaining sub-paragraphs of this paragraph]
	(i) Instalment Payment Date(s):	[ ]
	(ii) Instalment Amount(s):	[ ]
	(iii) Other applicable provisions:	[ ]
31.	Details relating to Instalment Notes:	[Not Applicable/give details] [If not applicable, delete the remaining sub-paragraphs of this paragraph]
	(i) Instalment Amount(s):	[ ]
	(ii) Instalment Date(s):	[ ]
	(iii) Other applicable provisions:	[ ]
32.	Redenomination:	[Applicable][Not Applicable] [If Redenomination is applicable, specify the terms of the redenomination in an annex to these Final Terms]

OTHER FINAL TERMS

33.	Other final terms:	[Not Applicable/give details/As specified in the Schedule]

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[14] Amend "Payment Business Day" definition if payment is to be made on 25th December as Euroclear and Clearstream, Luxembourg do not settle payments on such day.

[When adding any other final terms consideration should be given as to whether such terms constitute "significant new factors" and consequently trigger the need for a supplement to the Debt Issuance Programme Prospectus under Article 16 of the Prospectus Directive]

NOTICES

34.	Means of publication in accordance with Condition 13(a):	[Börsen-Zeitung][d'Wort][www.sg-zertifikate.de] [prospectus.socgen.com][other]
35.	Clearing System Delivery Period in accordance with Condition 13(b):	[Applicable/Not Applicable/other/give details]

PLAN OF DISTRIBUTION AND ALLOTMENT

[Applicable/Not Applicable]

[If not applicable, delete the remaining sub-paragraphs of this paragraph]

36.	Notification Process for allotted amount	[ ]
37.	Tranche reserved to one of the countries where the Offer is made	[ ]

PLACING AND UNDERWRITING

38.	(i) If syndicated, names [and addresses and underwriting commitments]** of Managers :	[Not Applicable/give names [and addresses and underwriting commitments]** of Managers] *[Include names and addresses of entities agreeing to underwrite the issue on a firm commitment basis and names and addresses of the entities agreeing to place the issue without a firm commitment on a "best efforts" basis if such entities are not the same as the Managers.]***
	(ii) [Date of Subscription Agreement:**	[Not Applicable/give date**]
	(iii) Stabilising Manager (if any):	[Not Applicable/give name]
39.	If non-syndicated, name [and address]** of relevant Dealer:	[Société Générale Tour Société Générale 17, Cours Valmy 92987 Paris-La Defénse Cedex 7] ** [Give name [and address]**] [in case of a dealer other than Société Générale].
40.	Total commission and concession**:	[There is no commission and/or concession paid by the Issuer to the Dealer] [*give details*]
41.	Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:	[TEFRA D/TEFRA C/Not Applicable]

42.	Additional selling restrictions:	[Not Applicable/*give details*]
43.	Table:	[Applicable (see the table on the following page)/Not Applicable]

WKN / ISIN	Underlying	[Specified Currency or Currencies:]	[Parity] [Specified Denomination(s)]	[Participation Rate]	[Initial Valuation Date]	[Final Valuation Date]	[Maturity]	[Issue Price]	[Management Fees]	[Barrier Level]	[Minimum Redemption Amount]	[Cap]	[[Interest] Observation Period]	[Rates of Interest]	[Number of Certificates]	[Aggregate Principal Amount of Tranche]	[Series]	[Tranche]	[Other]
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ] [plus an Premium of ~]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]

[LISTING AND ADMISSION TO TRADING APPLICATION

This Document comprises the final terms required to list and have [admitted to the [Official Market] [Regulated Market]] [traded[16] [on the Freiverkehr] [unregulated market]] of the [Frankfurt] [Luxembourg] [specify other] exchange this issue of Notes by Société Générale Effekten GmbH pursuant to its Debt Issuance Programme for which purpose they are hereby submitted.]

RESPONSIBILITY

Société Générale Effekten GmbH as Issuer and Société Générale as Guarantor accept responsibility for the information contained in these Final Terms under § 5 Sec. (4) German Securities Prospectus Act (*Wertpapierprospektgesetz*). Information or summaries of information included herein with respect to the Underlying(s) has been extracted or obtained, as the case may be, from general databases released publicly or by any other available information. The Issuer and the Guarantor confirm that such information has been accurately reproduced and that, so far as they are aware and are able to ascertain from information published, no facts have been omitted which would render the reproduced information, inaccurate or misleading.

Signed on behalf of the Issuer:	[Signed on behalf of the Guarantor:
By:	By:
Duly authorised	*Duly authorised]*

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[16] Delete in case of Securities to be listed on the Freiverkehr of any German Stock Exchange or on the unregulated market of any other stock exchange.

PART B – OTHER INFORMATION

1. LISTING

(i)	Listing:	[[Official Market] [Regulated Market] [unregulated market] [Frankfurt] [Luxembourg] exchange (specify other) / None] [If other than "None" this will be restated in the Schedule] [Where documenting a fungible issue need to indicate that original securities are already admitted to trading.]**
(ii)	Estimate of total expenses related to admission to trading:*	[ ]*

2. RATINGS

Ratings	The Notes to be issued have not been rated.

3. [NOTIFICATION

The Bundesanstalt für Finanzdienstleistungsaufsicht [has been requested to provide/has provided ***(include first alternative for an issue which is contemporaneous with the establishment or update of the Programme and the second alternative for subsequent issues)***] the [**include names of competent authorities of host Member States]** with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive]**.**

[[The Issuer [and the Guarantor] has [have] authorised the use of these Final Terms and the Debt Issuance Programme Prospectus dated [5 May 2008] by the Dealer/Managers and [*include names [and addresses] of other financial intermediaries involved in the offer*] (the **Distributors** and, together with the Dealer/Managers, the **Financial Intermediaries**) in connection with offers of the Notes to the public in [Germany *and/or jurisdictions into which it has been passported*] for the period set out in paragraph 14 below.] **]

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

[Save for any fees payable to the Dealer(s), 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.]

[*Amend as appropriate if there are other interests*]

5. ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i) [Reasons for the offer: [ ]

[(See “Use of Proceeds” wording in Debt Issuance Programme Prospectus – if reasons for offer different from making profit and/or hedging certain risks will need to include those reasons here.)]]

(ii) [Estimated net proceeds: [ ] [Not Applicable]

[If the proceeds are intended for more than one purpose, those purposes should be disclosed in order of priority. If the proceeds will be insufficient to fund all disclosed purposes, state the amount and sources of other funding.]]

(iii) [Estimated total expenses: [ ] [Include breakdown of expenses]]

[(If the Notes are derivative securities to which Annex XII of the Prospectus Directive Regulation applies it is only necessary to include disclosure of net proceeds and total expenses at (ii) and (iii) above where disclosure is included at (i) above.)]**

(iv) Taxes and other expenses: Taxes charged in connection with the subscription, transfer, purchase or holding of the Notes must be paid by the Noteholders and neither the Issuer nor the Guarantor shall have any obligation in relation thereto; in that respect, Noteholders shall consult professional tax advisers to determine the tax regime applicable to their own situation. Other expenses that may be charged to the Noteholders, *inter alia* by distributors, in relation to the subscription, transfer, purchase or holding of the Notes, cannot be assessed or influenced by the Issuer or the Guarantor and are usually based on the relevant intermediary's business conditions.

[*specify other*]

6. YIELD (Fixed Rate Notes only)

Indication of yield: [Not Applicable/Applicable] [give details]

[Calculated as [include details of method of calculation in summary form] on the Issue Date.]**

[In case of Structured Notes in respect of which a fixed rate of interest is paid during all part of the term of the Notes insert: Since the Notes are linked to the performance of certain Underlying(s), the yield cannot be foreseen. However, an indication of the yield can be set equal to the discount rate that equates the net present value of the cash outflows for the investor with the net present value of the cash inflows also for the investor, based on the following sequence:

(1) Cash outflows:

- Issue Price on Issue Date.

(2) Cash inflows:

- Fixed Coupon Amount on respective Interest Payment Date(s); and
- Redemption Amount on its payment date.

The Redemption Amount for the purpose of this paragraph shall be the Final Redemption Amount computed assuming that the value of the Underlying(s) remain(s) unchanged [or, if applicable, the first redemption amount according to paragraph "Other final terms", as specified in the Schedule, computed under the same assumption in respect of the Underlying(s)].]

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

[Not Applicable/Applicable]
Details of historic [EURIBOR/LIBOR/other] rates can be obtained from [Telerate].**

8. PERFORMANCE OF UNDERLYING, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

[Not Applicable/Applicable]

[*Include details of where performance and volatility from time to time of the Underlying can be obtained*] [*Include a clear and comprehensive explanation of how the value of the investment is affected by the underlying and the circumstances in which the risks are most evident.*]** [*Where the Underlying is an index, include the name of the index and a description if composed by the Issuer and if the index is not composed by the Issuer need to include details of where the information about the index can be obtained. Where the Underlying is not an index need to include equivalent information.*]

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

[Not Applicable/Applicable]

[*Include details of where performance and volatility from time to time of the relevant rates can be obtained]*

[Include a clear and comprehensive explanation of how the value of the investment is affected by the underlying and the circumstances in which the risks are most evident.] **

10. OPERATIONAL INFORMATION

(i) ISIN Code:	[ ] [see Table in paragraph 43. of Part A - Contractual Terms]
(ii) Common Code:	[ ] [see Table in paragraph 43. of Part A - Contractual Terms]
(iii) Clearing System(s):	[Clearstream, Frankfurt / Clearstream, Luxembourg / Euroclear [*in case of Italian Certificates*: / Monte Titoli S.p.A.] [other / additional Clearing System] [*give name(s) and number(s)*] [Not Applicable]

11. **Delivery**:	Delivery [against/free of] payment
12. **Names and addresses of Additional Paying Agent(s) and Settlement Agent (if any)**:	[ ]
13. **Address and contact details of Société Générale for all administrative communications relating to the Notes**:	Telephone: [ ] Telex: [ ] Facsimile: [ ] Attention: [ ]

[14. **[PUBLIC OFFERS

(i) Offer Period:	[ ] to [ ] [*This period should be from the date of publication of the Final Terms to a specified date (or a formulation such as "the Issue Date" or "the date which falls [ ] Business Days thereafter").*]
(ii) Offer Price:	[The Issuer has offered the Notes to the Dealer(s)/Managers at the initial issue price of [ ] less a total commission of [ ]. [*or where the price is not determined at the date of the Final Terms*] The issue price of the Notes will be determined by the Issuer and the [Dealer(s)/Managers] on or about [ ] in accordance with market conditions then prevailing, including [supply and demand for the Notes and other similar securities] [and] [the then current market price of [*insert relevant benchmark security, if any*].]
(iii) Conditions to which the offer is subject:	[Offers of the Notes are conditional on their issue [and on any additional conditions set out in the standard terms of business of the Financial Intermediaries, notified to

		investors by such relevant Financial Intermediaries]]
(iv)	[Description of the application process:	*N/A unless full application process is being followed in relation to the issue*]
(v)	[Details of the minimum and/or maximum amount of application:	*N/A unless full application process is being followed in relation to the issue*]
(vi)	[Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	*N/A unless full application process is being followed in relation to the issue*]
(vii)	Details of the method and time limits for paying up and delivering the Notes:	[The Notes will be issued on the Issue Date against payment to the Issuer of the net subscription moneys. Investors will be notified by the relevant Financial Intermediaries of their allocations of Notes and the settlement arrangements in respect thereof.]
(viii)	[Manner and date in which results of the offer are to be made public:	*N/A unless the issue is an "up to" issue when disclosure must be included*]
(ix)	[Procedure for exercise of any right of preemption, negotiability of subscription rights and treatment of subscription rights not exercised:	*N/A unless full application process is being followed in relation to the issue*]
(x)	Categories of potential investors to which the Notes are offered:	[Offers may be made by the Financial Intermediaries [in Germany and jurisdictions into which the Debt Issuance Programme Prospectus has been passported] to any person. In other EEA countries, offers will only be made by the Financial Intermediaries pursuant to an exemption from the obligation under the Prospectus Directive as implemented in such countries to publish a prospectus.]
(xi)	[Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	[*Process for notification – N/A unless full application process is being followed in relation to the issue.*] No dealings in the Notes on a regulated market for the purposes of the Investment Services Directive 93/22/EC may take place prior to the Issue Date.]
(xii)	[Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	[ ]]

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.]

GOVERNING LAW

[15] **[ ].**	Governing law in respect of the Notes:	German law

[16.] **[ ]**	Governing law in respect of the Guarantee:	French law

Notes:

*	Delete if the minimum denomination is less than €50,000
**	Delete if the minimum denomination is €50,000

SCHEDULE

(This Schedule forms part of the Final Terms to which it is attached)

Part 1:

1.	(i)	Issuer:	Société Générale Effekten GmbH
	(ii)	Guarantor:	Société Générale
3.		**Specified Currency or Currencies**	[ ] [see Table in paragraph 43. of Part A - Contractual Terms]
4.		**Aggregate Principal Amount**	
	(i)	[Tranche:	[ ]] [see Table in paragraph 43. of Part A - Contractual Terms]
	(ii)	[Series:	[ ]] [see Table in paragraph 43. of Part A - Contractual Terms]
5.		**Issue Price**	[ ] [see Table in paragraph 43. of Part A - Contractual Terms]
6.		**Specified Denomination(s)**	[ ] [see Table in paragraph 43. of Part A - Contractual Terms]
7(i).		**Issue Date**	[ ] [see Table in paragraph 43. of Part A - Contractual Terms]
8.		**Maturity Date** [*In case of Italian Certificates:* **Final Exercise Date**]	[ ] [see Table in paragraph 43. of Part A - Contractual Terms]
1.(i) (Part B)		**Listing**	[ ]
15.		**[Fixed Rate Note Provisions**	Applicable[17]
	(ii)	Interest Payment Date(s):	[ ]
	(iii)	Fixed Coupon Amount(s):	[ ]]
16.		**[Floating Rate Note Provisions**	Applicable[18]
	(i)	Specified Interest Payment Date(s)/ Specified Interest Period(s):	[ ]
	(ii)	Business Day Convention:	[ ]

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[17] If specified as "Not Applicable" in paragraph 15 of Part A of the Final Terms, delete this paragraph

[18] If specified as "Not Applicable" in paragraph 16 of Part A of the Final Terms, delete this paragraph.

	(iii)	relevant financial centre(s)/ Applicable “Business Day” Definition:	[ ]
	(iv)	Manner in which the Rate of Interest is to be determined	[ ]
	(vi)	Screen Rate Determination:	[ ]
		- Reference Rate:	[ ]
		- Interest Determination Date(s):	[ ]
		- Specified Time:	[ ]
		- Relevant Screen Page:	[ ]
	(x)	Day Count Fraction:	[ ]]
17.	**[Zero Coupon Note Provisions:**		Applicable[19]
	(i)	Accrual Yield:	[ ] per cent. per annum
	(ii)	Reference Price:	[ ]
	(iii)	Any other formula/basis of determining amount payable:	[ ] [*Consider applicable day count fraction if euro denominated*]]
	(iv)	Day Count Fraction in relation to Early Redemption Amount(s) and late payment:	[Condition 4 applies/*specify other*]]
18.	**[Structured Note Provisions**		Applicable[20]
	(i)	Index/Formula:	[ ]]
20.	**[Physical Delivery Note Provisions**		Applicable[21]
	(ix)	Valuation Date(s):	[ ]]
21.	**[Redemption at the Option of the Issuer (*other than for Tax Reasons*):**		Applicable[22]

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[19] If specified as “Not Applicable” in paragraph 17 of Part A of the Final Terms, delete this paragraph.

[20] If specified as “Not Applicable” in paragraph 18 of Part A of the Final Terms, delete this paragraph.

[21] If specified as “Not Applicable” in paragraph 20 of Part A of the Final Terms, delete this paragraph.

[22] If specified as “Not Applicable” in paragraph 21 of Part A of the Final Terms, delete this paragraph.

	(i)	Optional Redemption Date(s):	[ ]
	(ii)	Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	[[ ] per Note of [ ] Specified Denomination] [Market Value]
	(iii)	If redeemable in part:	[ ]
		(a) Minimum Redemption Amount:	[ ]
		(b) Maximum Redemption Amount:	[ ]
	(iv)	Notice period:	[As specified in Condition 6(c)] [*Insert only if other than as set out in the Conditions:* [Other Minimum Notice Period to Noteholders] [Other Maximum Notice Period to Noteholders]]
22.	**[Redemption at the option of the Noteholders:**		Applicable[23]
	(i)	Put Redemption Date(s):	[ ]
	(ii)	Put Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	[[ ] per Note of [ ] Specified Denomination] [Market Value]
	(iii)	Notice period:	[As specified in Condition 6(d)] [*Insert only if other than as set out in the Conditions:* [Other Minimum Notice Period to Issuer] [Other Maximum Notice Period to Issuer]]
23.	**Final Redemption Amount:**		[principal amount][indexed][*specify other Final Redemption Amount per Specified Denomination*] [*If indexed or other, give details in the following sub-paragraph*]
	[(i)	Index/Formula:	[ ]
	(ii)	Calculation Agent responsible for calculating the Final Redemption Amount:	*[ ] (if not the Agent):* *[As provided in the Technical Annex]*

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[23] If specified as "Not Applicable" in paragraph 22 of Part A of the Final Terms, delete this paragraph.

(iii)	Provisions for determining the redemption amount where calculation by reference to Index and/or Formula is impossible or impracticable:	[give *or annex details*] [As provided in the Technical Annex and the as the case may be in the Schedule]]
[(*if Italian Certificates insert the following subparagraphs*) Final Exercise Amount:		[*give details as provided in the following sub-paragraphs*]
(i)	Underlying:	[ ]
(ii)	Initial Closing Price:	[ ], i.e. the Closing Price of [•, the Underlying] on [•, date as specified on the applicable Final Terms].
(iii)	Final Closing Price:	Closing Price of [•, the Underlying] on [•, the date as specified in the applicable Final Terms].
(iv)	Multiplier:	[ ]
(v)	Final Exercise Amount:	[Formula]
(vi)	Valuation Date:	[ ]
(vii)	Index/Formula:	[ ]
(viii)	Calculation Agent responsible for calculating the Final Redemption Amount:	[ ] (if not the Agent): [As provided in the Technical Annex]
(ix)	Provisions for determining the redemption amount where calculation by reference to Index and/or Formula is impossible or impracticable:	[give or annex details] [As provided in the Technical Annex and as the case may be in the Schedule]
(x)	Automatic Exercise at Final Exercise Date:	Applicable
	[Insert the following sub-paragraphs only for Italian Certificates for which an application will be made for listing on the SeDex]	
(xi)	Waiver of automatic exercise:	by Notice Date, as specified in Condition 6(g)
(xii)	Minimum Trading Lot:	[ ] as specified in the Terms and Conditions in accordance with the Listing Rules of Borsa Italiana S.p.A. if applicable]

[Insert the following sub-paragraphs only for Italian Certificates for which an application will be made for listing on the SeDex whose underlying is a share listed on the Italian Exchange or an Index managed by Borsa Italiana]

	(xiii)	Final Valuation Date	[ ]
	(xiv)	Final Payment Date	[ ]
33.	**Other final terms:**		[Applicable/Not Applicable]

Part 2: Definitions

Terms used in the Formula above are described in this Part 2.

[ ]

Part 3: Information relating to the Underlying(s)

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

[Part 4:] [Additional Information]

[ ]

TERMS AND CONDITIONS OF THE NOTES

The terms and conditions of the Notes (the "**Terms and Conditions**" or the "**Conditions**") are set forth below in two parts: Part A sets out the basic contractual terms that apply to all types of Notes issued under this Debt Issuance Programme (the "**Basic Terms**"). Part A is supplemented by Part B, commencing on page 118 of this Debt Issuance Programme Prospectus, which sets out specific terms that apply, if stated to be applicable in the applicable Final Terms, to Notes whose interest rate and/or redemption amount is determined or calculated by reference to an index and/or a formula based on or referring to changes in the prices of securities or assets (including, without limitation, shares, fund units or commodities or futures contracts on the same, as further described on page 118 hereof) or by reference to such other factor or factors as indicated in the applicable Final Terms (collectively "**Structured Notes**") (the "**Technical Annex**").

The Basic Terms and the Technical Annex together form the Terms and the Conditions of the Notes. To the extent so specified in the Final Terms or to the extent inconsistent with the Basic Terms, the terms of the Technical Annex replace or modify the Basic Terms for the purpose of the Notes to which it applies.

[In the case of supplemented Conditions insert: The provisions of these Terms and Conditions apply to the Notes as completed, modified, supplemented or replaced, in whole or in part, by the applicable Final Terms, which are attached hereto and which together with the Terms and Conditions will apply to the Notes to be issued under the Programme and will be endorsed on, attached to or incorporated by reference into each Global Note.

The blanks in these Terms and Conditions which are applicable to the Notes shall be deemed to be completed by the information contained in the Final Terms as if such information were inserted in the blanks of such provisions; any provisions of the Final Terms modifying, supplementing or replacing, in whole or in part, the provisions of these Terms and Conditions shall be deemed to so modify, supplement or replace the provisions of these Terms and Conditions; alternative or optional provisions of these Terms and Conditions as to which the corresponding provisions of the Final Terms are not completed or are deleted shall be deemed to be deleted from these Terms and Conditions; and all provisions of these Terms and Conditions which are inapplicable to the Notes (including instructions, explanatory notes and text set out in square brackets) shall be deemed to be deleted from these Terms and Conditions, as required to give effect to the terms of the Final Terms.]

When the Notes qualify as securitised derivatives to be offered in Italy and/or listed on the Italian Exchange on the market for securitised derivatives ("**SeDex**"), all reference to Notes herein shall be deemed to be to certificates (the "**Italian Certificates**").

PART A - BASIC TERMS

1. Currency, Denomination, Form and Certain Definitions

(a) *Currency; Denomination.* This tranche of Notes (the **"Notes")** of Société Générale Effekten GmbH (the **"Issuer",** which expression shall include any Substitute Debtor as defined in Condition 12) is being issued in [the Currency as defined in the Table in Condition 1. (h)] **[insert Specified Currency]** [(the **"Specified Currency")]** in the aggregate principal amount [of] **[insert aggregate principal amount]** [**in case of Table in Condition 1(h) being applicable insert:** as defined in the Table in Condition 1 (h)] (the **"Aggregate Principal Amount")],** divided into notes in the specified denomination [of] [**in case of Table in Condition 1(h) being applicable insert:** as defined in the Table in Condition 1 (h)] **[insert Specified Denomination]** (the **"Specified Denomination")** each."

(b) Form. The Notes are issued in bearer form.

(c) Global Notes: The Notes are initially represented by a temporary global bearer note (the "**Temporary Global Note**") without interest coupons. The Temporary Global Note will be exchangeable, free of charge to the holder of Notes, on or after its Exchange Date, in whole or in part upon certification as to non-U.S. beneficial ownership in the form set out in the Temporary Global Note for a permanent global bearer note (the "**Permanent Global Note**") (the Temporary Global Note and the Permanent Global Note, each a "**Global Note**") without interest coupons. Each of the Temporary Global Note and the Permanent Global Note shall bear the manual or facsimile signatures of two duly authorised signatories of the Issuer.

"**Exchange Date**" means a day falling not earlier than 40 days after the date of issue of the Temporary Global Note.

(d) *Definitive Notes*: The right of the Noteholders to require the issue and delivery of definitive Notes or interest coupons is excluded.

(e) *Clearing System:* The Global Notes will be held in custody by or on behalf of [Clearstream Banking AG, Frankfurt ("Clearstream, Frankfurt")] [a depositary common to Clearstream Banking, société anonyme, Luxembourg ("Clearstream, Luxembourg") and Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear")] [a depositary or nominee for purposes of introducing the Notes into the clearing system operated by [insert other clearing system]] ([together] the "Clearing System") until all obligations of the Issuer under the Notes have been satisfied.

[**In case of Italian Certificates replace the foregoing paragraph as follows:** The circulation of Certificates is dematerialised and centralised with Monte Titoli S.p.A. ("Monte Titoli"), pursuant to legislative decree no. 213/1998 as amended and integrated and subsequent implementing provisions.

The Italian Certificates are freely transferable by way of book entries on the accounts registered on the settlement system of Monte dei Titoli and, when admitted to listing on Italian Exchange, they may be transferred in lots at least equal to the Minimum Tradable Lot (as defined by the Listing Rules of Borsa Italiana S.p.A.), or multiplies thereof, as determined by Borsa Italiana S.p.A. and indicated in the Final Terms in relation to each Series]

(f) *Holder of Notes*. "Noteholder" means any holder of a proportionate co-ownership or other beneficial interest or right in the Global Note(s) introduced into the Clearing System under a particular securities identification number, which are transferable in accordance with applicable laws and the rules and regulations of the Clearing System [**in case of Italian Certificates insert:** or any person (other than another Clearing Agent) who is for the time being shown in the records of the relevant Clearing System as the holder of a particular amount of the Certificates (in which regard any certificate or other document issued by the relevant Clearing System as to the amount of Certificates standing to the account of any person shall be conclusive and binding for all purposes except in the case of manifest error)].

(g) *Certain Definitions*:

References in these Conditions to "**Tranche**" shall mean Notes which are identical in all respects.

References in these Conditions to "**Series**" shall mean a Tranche of Notes together with any further Tranche or Tranches of Notes which are (a) expressed to be consolidated and form a single series and (b) are identical in all respects except for their respective Issue Dates, Interest Commencement Dates and/or Issue Prices.

Any reference in these Conditions to "**Physical Delivery Notes**" shall mean Notes in respect of which an amount of principal and/or interest or the final exercise amount is payable and/or (by reference to an underlying security or asset as specified in the applicable Final Terms (the "**Underlying**")) a Physical Delivery Amount (being the number of Underlyings plus/minus any amount due to/from the Noteholder in respect of each Note) is deliverable and/or payable, in each case by reference to one or more Underlyings as indicated in the applicable Final Terms.

[Insert if several Notes are to be issued or offered simultaneously and consolidated in one set of Final Terms:

[h] *Table*

WKN / ISIN	Underlying	[Specified Currency or Currencies:]	[Parity] [Specified Denomination(s)]	[Participation Rate]	[Initial Valuation Date]	[Final Valuation Date]	[Maturity]	[Issue Price]	[Management Fees]	[Barrier Level]	[Minimum Redemption Amount]	[Cap]	[[Interest] Observation Period]	[Rates of Interest]	[Number of Certificates]	[Aggregate cipal Amount of Tranche]	[Series]	[Tranche]	[Other]
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ] [plus a Premium of ~]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]

2. Status of the Notes and Guarantee

(a) *Status of the Notes*: The obligations under the Notes constitute direct, unconditional, unsubordinated and, subject to the Guarantee unsecured limited recourse obligations of the Issuer and shall at all times rank pari passu and without preference among themselves. The payment obligations of the Issuer under the Notes (save for certain obligations preferred by mandatory provisions of statutory law) shall rank pari passu with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer from time to time outstanding.

(b) *Guarantee*: Société Générale (the "**Guarantor**") has given an unconditional and irrevocable Guarantee for the due and punctual payment of principal of, and interest on, and any other amounts expressed to be payable under the Notes and/or the due and punctual physical delivery of securities or assets deliverable under or in respect of the Notes for the benefit of the Noteholders.

3. Negative Pledge

The Guarantor will not, so long as any of the Notes or any receipts or coupons relating thereto remain outstanding, create a **Security Interest** (other than a Permitted Security Interest) upon, or with respect to, any of its present or future business, undertaking, assets or revenues (including any uncalled capital) to secure any Relevant Indebtedness (as defined below), unless the Guarantor, in the case of the creation of a Security Interest, before or at the same time and, in any other case, promptly, takes any and all action necessary to ensure that:

(i) all amounts payable by it under the Notes and the coupons are secured by the Security Interest equally and rateably with the Relevant Indebtedness; or

(ii) such other Security Interest or other arrangement (whether or not it includes the giving of a Security Interest) is provided as is approved by an extraordinary resolution (duly passed by a majority of not less than three-fourths of the votes cast) of the Noteholders.

For the purposes of these Conditions:

Permitted Security Interest means (i) any Security Interest created or outstanding upon any property or assets (including current and/or future revenues, accounts, receivables and other payments) of the Guarantor arising out of any securitisation or other similar structured finance transaction involving such property or assets where the primary source of payment of any obligations secured by such property or assets is the proceeds of such property or assets (or where the payment of such obligations is otherwise supported by such property or assets) and where recourse to the Guarantor in respect of such obligations does not extend to defaults by the obligors in relation to such property or assets; or (ii) a lien arising solely by operation of law.

Relevant Indebtedness means (i) any present or future indebtedness (whether being principal, premium, interest or other amounts) for or in respect of any notes, bonds, debentures (including, without limitation, *obligations*, as such term is defined for the purposes of French law) or other securities, of the Guarantor, which are for the time being quoted, listed or ordinarily dealt in on any stock exchange or regulated securities market and (ii) any guarantee or indemnity of any such indebtedness.

Security Interest means any mortgage, charge, lien, pledge or other encumbrance.

4. Interest

[***In the case of Fixed Rate Notes insert the following paragraphs (a) to (c):***

(a) *Rate of Interest and Interest Payment Dates.* The Notes shall bear interest on their principal amount **[in the case of Rate of Interest insert:** at the rate [of] **insert Rate of Interest]** per cent. per annum] [**in case of Table in Condition 1(h) being applicable insert:** as defined in the Table in Condition 1(h)] from (and including) **[insert Interest Commencement Date]** to (but excluding) the Maturity Date [(as defined in Condition 6(a))] [**in case of Table in Condition 1(h) being applicable insert:** as defined in the Table in Condition 1(h)]. Interest shall be payable in arrears on [**insert Interest Payment Date or Dates**] in each year (each such date, an "**Interest Payment Date**"). [**In the case of Fixed Coupon Amount insert**: The amount of interest payable on such Interest Payment Date will amount to [**insert Fixed Coupon Amount**].] [**If first Interest Payment Date is not the first anniversary of Interest Commencement Date insert**: The first payment of interest shall be made on [**insert first Interest Payment Date**] and will amount to [**insert Initial Broken Amount**] [**if Initial Broken Amount per Aggregate Principal Amount insert**: per Aggregate Principal Amount.] [**if Initial Broken Amount per Specified Denomination** per Specified Denomination**.**]] [**If Maturity Date is not an Interest Payment Date insert:** Interest in respect of the period from (and including) [**insert Interest Payment Date preceding the Maturity Date**] to (but excluding) the Maturity Date will amount to [**insert Final Broken Amount**] [**if Final Broken Amount per Aggregate Principal Amount insert:** per Aggregate Principal Amount.] [**if Final Broken Amount per Specified Denomination insert**: per Specified Denomination.]] [**If the Specified Currency is Euro and if Actual/Actual (ICMA) is applicable insert**: The number of Interest Payment Dates per calendar year (each a "**Determination Date**") is [**insert number of regular Interest Payment Dates per calendar year]].**

(b) *Accrual of Interest.* Subject to the paragraph (d) below, if the Issuer shall fail to redeem the Notes when due, interest shall not cease to accrue on (and including) the day which precedes the due date but shall continue to accrue until (and including) the day which precedes the actual redemption of the Notes at the default rate of interest established by law.

(c) *If Day Count Fraction is specified as Not Applicable in the relevant Final Terms.* Equity Linked Notes and Commodity Linked Notes may provide for a method of calculating interest on Fixed Rate Notes which does not require any Day Count Fraction as interest payable on each specified Interest Payment Date is determined by applying a fixed specified percentage to the Specified Denomination as it shall be detailed in the applicable Final Terms and/or Schedule thereto.]

[Insert any other relevant terms here and in the applicable Final Terms.]

[In the case of Floating Rate Notes insert, in accordance with the selections made in the applicable Final Terms, the following paragraphs (a) to (g):

(a) Interest Payment Dates.

(i) The Notes bear interest on their principal amount from (and including) [**insert Interest Commencement Date**] (the "**Interest Commencement Date**") to (but excluding) the first Interest Payment Date and thereafter from (and including) each Interest Payment Date to (but excluding) the next following Interest Payment Date (each, an "**Interest Period**"). Interest on the Notes shall be payable in arrear on each Interest Payment Date.

(ii) "**Interest Payment Date**" means:

[in the case of Specified Interest Payment Dates or one Specified Interest Payment Date insert: [in case of a short/long first interest period insert: [first Interest Payment Date] and thereafter] [each] [**insert Specified Interest Payment Date(s)].] [in case of a short/long last interest period insert**: The last payment of interest preceding the Maturity Date shall be made on [**insert Interest Payment Date preceding the Maturity Date**].]

[**in the case of Specified Interest Periods insert**: each date which (except as otherwise provided in these Terms and Conditions) falls [**insert number**] [weeks] [months] [**insert other specified periods**] after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.]

(iii) If (x) there is no numerically corresponding day in the calendar month in which an Interest Payment Date should occur or (y) any Interest Payment Date would otherwise fall on a day which is not a Business Day (as defined below), it shall be:

[**if Specified Periods and Floating Rate Note Convention are specified in the Final Terms insert**: (a) in the case of (x) above, the last day that is a Business Day in the relevant month and the provisions of (ii) below shall apply mutatis mutandis or (b) in the case of (y) above, postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event (i) the Interest Payment Date shall be brought forward to the immediately preceding Business Day and (ii) each subsequent Interest Payment Date shall be the last Business Day in the month which falls **[[insert number**] months] [**insert other specified periods**] after the preceding applicable Interest Payment Date.]

[**if Following Business Day Convention is specified in the Final Terms insert**: postponed to the next day which is a Business Day.]

[**if Modified Following Business Day Convention is specified in the Final Terms insert**: postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event the Interest Payment Date shall be the immediately preceding Business Day.]

[if Preceding Business Day Convention is specified in the Final Terms insert: the immediately preceding Business Day.]

Notwithstanding the foregoing, where the applicable Final Terms specify that the relevant Business Day Convention is to be applied on an "**unadjusted**" basis, the Interest Amount (as defined below) payable on any date shall not be affected by the application of such Business Day Convention.

(iv) In this Condition 4(a) "**Business Day**" means a day which is a day (other than a Saturday or a Sunday) on which both (i) the Clearing System, and (ii) [**if the Specified Currency is Euro insert**: the Trans-European Automated Real- time Gross Settlement Express Transfer System (TARGET)] [**if the Specified Currency is not Euro insert**: commercial banks are generally open for business in, and foreign exchange markets in [insert all relevant financial centres]] settle payments.

(b) Rate of Interest.

[if Screen Rate Determination is specified in the applicable Final Terms insert:

The rate of interest (the "**Rate of Interest**") for each Interest Period will, except as provided below, be:

(i) the offered quotation (if there is only one offered quotation on the Screen Page (as defined below)), or

(ii) if there is more than one offered quotation on the Screen Page, the arithmetic mean (rounded if necessary to the nearest one [**if the Reference Rate is EURIBOR insert**: thousandth of a percentage point, with 0.0005] [**if the Reference Rate is not EURIBOR insert**: hundred-thousandth of a percentage point, with 0.000005] being rounded upwards) of such offered quotations,

(expressed as a percentage rate per annum) for deposits in the Specified Currency for [that Interest Period] **[insert other period**] which appears on the Screen Page as of [11:00 a.m. ([**If the Reference Rate is EURIBOR insert: Brussels**] [**If the Reference Rate is not EURIBOR insert: London] [insert other relevant time and/or relevant location**] time) on the Interest Determination Date (as defined below) [**if Margin insert**: [plus] [minus] the Margin (as defined below)], all as determined by the Calculation Agent, as specified in Condition 11(a) below. If five or more of such offered quotations are available on the relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Agent for the purpose of determining the arithmetic mean (rounded as provided above) of such offered quotations.

"**Interest Determination Date**" means the [[second] [**insert other applicable number of days**] [TARGET] [London] [**insert other relevant reference**] Business Day prior to the [[commencement] [end] of the relevant Interest Period] [relevant Interest Payment Date]] [first day of the relevant Interest Period]. [**In case of a TARGET Business Day insert**: "**TARGET Business Day**" means a day on which TARGET is operating.] **[In case of a non-TARGET Business Day insert**: **"[London] [insert other relevant location] Business Day**" means a day (other than a Saturday or Sunday) on which commercial banks are open for business (including dealings in foreign exchange and foreign currency) in [London] [**insert other relevant location**].]

[If Margin insert: "Margin" means [ ] per cent. per annum.]

"**Screen Page**" means [**insert relevant Screen Page**] or, if discontinued, its successor page.

If the Screen Page is not available or if no such quotation appears (as at such time) the Calculation Agent shall request the principal [**If the Reference Rate is EURIBOR insert Euro-Zone**] [**If the Reference Rate is not EURIBOR insert London**] office of each of the Reference Banks (as defined below) to provide the Calculation Agent with its offered quotation (expressed as a percentage rate per annum) for deposits in the Specified Currency for the relevant Interest Period to leading banks in the [**If the Reference Rate is not EURIBOR insert** London] interbank market [**If the Reference Rate is EURIBOR insert** of the Euro-Zone] at approximately [11.00 a.m. ([**If the Reference Rate is EURIBOR insert** Brussels] [**If the Reference Rate is not EURIBOR insert** London] time) on the Interest Determination Date. ["**Euro-Zone**" means the region comprised of member states of the European Union that participate in the European Economic and Monetary Union.] If two or more of the Reference Banks provide the Calculation Agent with such offered quotations, the Rate of Interest for such Interest Period shall be the arithmetic mean (rounded if necessary to the nearest [**If the Reference Rate is EURIBOR insert**: one thousandth of a percentage point, with 0.0005] [**If the Reference Rate is not EURIBOR insert**: one hundred-thousandth of a percentage point, with 0.000005] being rounded upwards) of such offered quotations [**if Margin insert**: [plus] [minus] the Margin], all as determined by the Calculation Agent.

If on any Interest Determination Date only one or none of the Reference Banks provides the Calculation Agent with such offered quotations as provided in the preceding paragraph, the Rate of Interest for the relevant Interest Period shall be the rate per annum which the Calculation Agent determines as being the arithmetic mean (rounded if necessary to the nearest [**If the Reference Rate is EURIBOR insert**: one thousandth of a percentage point, with 0.0005] [**If the Reference Rate is not EURIBOR insert**: one hundred-thousandth of a percentage point, with 0.000005] being rounded upwards) of the rates, as communicated to (and at the request of) the Calculation Agent by the Reference Banks or any two or more of them, at which such banks were offered, as at [11.00 a.m. **(If the Reference Rate is EURIBOR insert** Brussels] [**If the Reference Rate is not EURIBOR insert** London] time) on the relevant Interest Determination Date, deposits in the Specified Currency for the relevant Interest Period by leading banks in the [**If the Reference Rate is not EURIBOR insert** London] interbank market [**If the Reference Rate is EURIBOR insert** of the Euro-Zone] [**if Margin insert**: [plus] [minus] the Margin] or, if fewer than two of the Reference Banks provide the Calculation Agent with such offered rates, the offered rate for deposits in the Specified Currency for the relevant Interest Period, or the arithmetic mean (rounded as provided above) of the offered rates for deposits in the Specified Currency for the relevant Interest Period, at which, on the relevant Interest Determination Date, any one or more banks (which bank or banks is or are in the opinion of the Calculation Agent and the Issuer suitable for such purpose) inform(s) the Calculation Agent it is or they are quoting to leading banks in the [If the Reference Rate is not EURIBOR insert London] interbank market [**If the Reference Rate is EURIBOR insert** of the Euro-Zone] (or, as the case may be, the quotations of such bank or banks to the Calculation Agent) [**in the case of Margin insert:** [plus] [minus] the Margin]. If the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be the offered quotation or the arithmetic mean of the offered quotations on the Screen Page, as described above, on the last preceding Interest Determination Date [**if Margin insert**: [plus] [minus] the Margin] (though substituting, where a different Margin is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Margin relating to the relevant Interest Period in place of the Margin relating to that last preceding Interest Period)].

"**Reference Banks**" means [**if no other Reference Banks are specified in the Final Terms**, insert: the principal Euro-Zone offices of four major banks in the Euro-Zone interbank market as selected by the Calculation Agent] [**if other Reference Banks are specified in the Final Terms, insert names here**].

[If the Reference Rate is other than EURIBOR, insert relevant details in lieu of the provisions of this subparagraph (b)]

[**If the Specified Currency is a currency of a country which does not at the date of issue participate in the European Economic and Monetary Union, insert**: If the Notes are redenominated from the Specified Currency into Euro and if the rate last displayed on the Screen Page is not substituted by applicable statutory or regulatory law, Screen Page shall mean the reference rate specified as Euro Interbank Offered Rate (EURIBOR) on the monitor page [ ] of Reuters or its successor page. This reference rate shall commence to be applicable with respect to the first Interest Period which begins after redenomination of the Specified Currency into Euro. As of such Interest Period each reference in this subparagraph (b) to a local time shall be to Brussels time, each reference to a principal office shall be to the principal Euro-Zone office and each reference to an interbank market shall be to the interbank market of the Euro-Zone. "**Euro-Zone**" means the region comprised of member states of the European Union that participate in the European Economic and Monetary Union.]

[If ISDA Determination applies insert the following alternative of this paragraph (b):

The rate of interest (the "**Rate of Interest**") for each Interest Period will be determined by the Calculation Agent as a rate equal to the relevant ISDA Rate **[if Margin is applicable the following applies**: [plus] [minus] a margin of [**insert applicable Margin**] (the "**Margin**")].

For the purposes of this paragraph (b), "**ISDA Rate**" for an Interest Period means the Rate of Interest equal to the Floating Rate that would be determined by the [Calculation] Agent under an interest rate swap transaction if the [Calculation] Agent were acting as Calculation Agent for that swap transaction under the terms of an agreement incorporating the ISDA Definitions (as defined below) and under which

(iii) the "**Floating Rate Option**" means [**insert Floating Rate Option**]

(iv) the "**Designated Maturity**" means [**insert Designated Maturity**].

(v) the relevant "**Reset Date**" means [the first day of that Interest Period] [**insert other relevant Reset Date**].

For purposes of this sub-paragraph, **Floating Rate**, **Calculation Agent**, **Floating Rate Option**, **Designated Maturity and Reset Date** have the meanings given to those terms in the 2000 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. (the "ISDA Definitions") and as amended and updated as at the issue date of the first Tranche of the Notes of this Series of Notes [and as attached to these Terms and Conditions]. [**Insert any other relevant provisions here and in the Final Terms**]

[If the Rate of Interest is determined by reference to a formula insert the following alternative of this paragraph (b):

The rate of interest (the "**Rate of Interest**") for each Interest Period shall be determined by the Calculation Agent in accordance with the following formula: [**insert formula and detailed description of the relevant variables including the relevant fall back provisions**].

[If other method of determination/indexation applies, insert relevant details in addition to, or in lieu of, the provisions of this paragraph (b).

[ ]]

(c) *Determination of Rate of Interest and calculation of Interest Amount*

The [Calculation] Agent, will at or as soon as practicable after each time at which the Rate of Interest is to be determined, determine the Rate of Interest for the relevant Interest Period. [The Calculation Agent will notify the Agent of the Rate of Interest for the relevant Interest Period as soon as practicable after calculating the same.]

The [Calculation] Agent will, on or as soon as practicable after each date at which the Rate of Interest is to be determined, calculate the amount of interest (the "**Interest Amount**") payable on the Notes in respect of each Specified Denomination for the relevant Interest Period or Interest Periods, as the case may be. Each Interest Amount shall be calculated by applying the Rate of Interest and the Day Count Fraction (as defined below in ([ ] (Definitions)) to each Specified Denomination and rounding the resulting figure [**if the Specified Currency is Euro the following applies**: to the nearest 0.01 Euro, 0.005 Euro being rounded upwards.] [**if the Specified Currency is not Euro the following applies**: to the nearest minimum unit of the Specified Currency, with 0.005 of such unit being rounded upwards.] Where any Interest Period comprises two or more Interest Periods, the amount of interest payable in respect of such Interest Period shall be the sum of the amounts of interest payable in respect of each of those Interest Periods.

(d) *Notification of Rate of Interest and Interest Amount*

The [Calculation] Agent will cause the Rate of Interest, each Interest Amount for each Interest Period, each Interest Period and the relevant Interest Payment Date to be notified to the Issuer and, if required by the rules of any stock exchange on which the Notes are from time to time listed, to such stock exchange, and to the Noteholders in accordance with Condition 13 as soon as possible after their determination, but in no event later than the fourth [TARGET] [London] [**insert other relevant reference**] Business Day (as defined in Condition 4(b)) thereafter. Each Interest Amount and Interest Payment Date so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without prior notice in the event of an extension or shortening of the Interest Period. Any such amendment will be promptly notified to any stock exchange on which the Notes are then listed and to the Noteholders in accordance with Condition 13.

(e) *Determinations Binding*

All certificates, communications, opinions, determinations, calculations, quotations and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 4 by the Agent or, if applicable, the Calculation Agent, shall (in the absence of manifest error) be binding on the Issuer, the Guarantor, the Agent, the Calculation Agent (if applicable), the Paying Agent(s) and the Noteholders. No liability to the Issuer, the Guarantor or the Noteholders shall attach to the Agent or, if applicable, the Calculation Agent, in connection with the exercise or non-exercise by it of its powers, duties and discretions pursuant to such provisions.

(f) *Accrual of Interest*

The Notes shall cease to bear interest as from the beginning of the day on which they are due for redemption. If the Issuer shall fail to redeem the Notes when due, interest shall not cease to accrue on (and including) the day which precedes the due date, but shall continue to accrue until (and including) the day which precedes actual redemption of the Notes. Interest shall continue to accrue on the outstanding principal amount of the Notes from the due date (inclusive) until the date of redemption of the Notes (exclusive), at the default rate of interest established by law.

[In the case of Zero Coupon Notes insert:

(g) *No Periodic Payments of Interest*

There will not be any periodic payments of interest on the Notes during their term.

(h) *Accrual of Interest*

If the Issuer shall fail to redeem the Notes when due, interest shall accrue on the amount due and payable under the Notes as from (and including) the Maturity Date to (and including) the day which precedes the date of actual redemption, at the default rate of interest established by law.

[**insert other applicable provisions**]]

[In the case of Structured Notes, insert any other applicable provisions regarding interest here and in the relevant Final Terms.]

[ ]

[In the case of Dual Currency Notes, insert any other applicable provisions regarding interest here and in the relevant Final Terms.]

[ ]

[In the case of Physical Delivery Notes, insert any other applicable provisions regarding interest here and in the relevant Final Terms.]

[ ]

[In the case of Partly Paid Notes, insert any other applicable provisions regarding interest here and in the relevant Final Terms.]

[ ]

[(**insert relevant paragraph number**)] Certain Definitions Relating to the Calculation of Interest In these Conditions, unless the context otherwise requires, the following defined terms shall have the meanings set out below:

"**Day Count Fraction**" means with regard to the calculation of interest on any Note for any Interest Period:

[**If Actual/365 or Actual/Actual applies insert**: the actual number of days in the Interest Period divided by 365 (or, if any portion of that Interest Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Interest Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Interest Period falling in a non-leap year divided by 365).]

[**In the case of Fixed Rate Notes, if the Specified Currency is Euro and if Actual/Actual (ICMA) is applicable insert:**

(i) if the Interest Period (from and including the first day of such period but excluding the last) is equal to or shorter than the Determination Period during which the Interest Period ends, the number of days in such Interest Period (from and including the first day of such period but excluding the last) divided by the product of (A) the number of days in such Determination Period and (B) the number of Determination Dates (as specified in Condition 4 (a)) that would occur in one calendar year; or

(ii) if the Interest Period is longer than the Determination Period during which the Interest Period ends, the sum of: (A) the number of days in such Interest Period falling in the Determination Period in which the Interest Period begins divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Dates (as specified in Condition 4 (a)) and (B) the number of days in such Interest Period falling in the next

Determination Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Dates (as specified in Condition 4 (a)) that would occur in one calendar year.

"**Determination Period**" means the period from (and including) a Determination Date to, (but excluding) the next Determination Date (including, where either the Interest Commencement Date or the final Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date).]

[**if Actual/365 (Fixed) insert**: the actual number of days in the Interest Period divided by 365.]

[**if Actual/360 insert**: the actual number of days in the Interest Period divided by 360.]

[**if 30/360, 360/360 or Bond Basis**: the number of days in the Interest Period divided by 360, the number of days to be calculated on the basis of a year of 360 days with twelve 30-day months (unless (A) the last day of the Interest Period is the 31st day of a month but the first day of the Interest Period is a day other than the 30th or 31st day of a month, in which case the month that includes that last day shall not be considered to be shortened to a 30-day month, or (B) the last day of the Interest Period is the last day of the month of February in which case the month of February shall not be considered to be lengthened to a 30-day month).]

[**if 30E/360 or Eurobond Basis insert**: the number of days in the Interest Period divided by 360 (the number of days to be calculated on the basis of a year of 360 days with twelve 30-day months, without regard to the date of the first day or last day of the Interest Period unless, in the case of the final Interest Period, the last day of the Interest Period is the last day of the month of February, in which case the month of February shall not be considered lengthened to a 30-day month).]

5. Payments

(a) *Payment of Principal*. Payment of principal in respect of Notes shall be made, subject to subparagraph (c) below, to the Clearing System or to its order for credit to the accounts of the relevant account holders of the Clearing System.

[**In case of Italian Certificates replace the foregoing paragraph as follows:** Payment of Final Exercise Amount in respect of the Certificates shall be made, subject to subparagraph (c) below, to the Clearing System or to its order for credit to the accounts of the relevant account holders of the Clearing System]

[**In case of Notes other than Zero Coupon Notes insert the following para. (b):**

(b) *Payment of Interest*. Payment of interest on Notes shall be made, subject to subparagraph (c) below, to the Clearing System or to its order for credit to the accounts of the relevant account holders of the Clearing System.

[**In the case of interest payable on a Temporary Global Note insert:** Payment of interest on Notes represented by the Temporary Global Note shall only be made upon due certification as provided in Condition 1(c).]]

(c) *Manner of Payment*. Subject to applicable fiscal and other laws and regulations, payments of amounts due in respect of the Notes shall be made in the freely negotiable and convertible currency which on the respective due date is the currency of the country of the Specified Currency. Should the Specified Currency have been replaced on the due date under any applicable legal provision, payments shall be made in such legally prescribed currency. If, as a result of such legal changes, there are several currencies to choose from, the Issuer shall choose a currency in its reasonable discretion. This shall also apply if payment in the Specified Currency is not possible for any other reason.

(d) *Discharge*. The Issuer shall be discharged by payment to, or to the order of, the Clearing System.

(e) *Payment Business Day*. If the due date for payment of any amount in respect of any Note is not a Payment Business Day then the Noteholder shall instead be entitled to payment [**if no Payment Business Day election is made in the Final terms insert**: on the next following Payment Business Day in the relevant place] [**if Modified Following Payment Business Day Convention is specified in the Final Terms insert**: on the next following Payment Business Day in the relevant place, unless the date for payment would thereby fall into the next calendar month, in which event such date for payment shall be brought forward to the immediately preceding Payment Business Day in the Relevant Date] and shall not be entitled to further interest or other payment in respect of a potential adjustment in accordance with this Condition 5(e).

For purposes of this Condition 5(e), "**Payment Business Day**" means a day which is a day (other than a Saturday or a Sunday) on which both (i) the Clearing System, and (ii) [**if the Specified Currency is not euro insert:** [commercial banks and foreign exchange markets in [**insert all relevant Financial Centres**]][in the principal financial centre of the country of the Specified Currency] [**if the Specified Currency is euro insert**: the Trans-European Automated Real-time Gross settlement Express Transfer (TARGET) System] settle(s) payments.

(f) *References to Principal and Interest*. References in these Terms and Conditions to principal in respect of the Notes shall be deemed to include, as applicable:

(i) the Final Redemption Amount of the Notes;

(ii) the Early Redemption Amount of the Notes;

(iii) [**if the Notes are redeemable at the option of the Issuer other than for tax reasons insert**: the Optional Redemption Amount(s) of the Notes;]

(iv) [**if the Notes are redeemable at the option of the Noteholder insert**: the Put Redemption Amount(s) of the Notes;]

(v) [**in relation to Notes redeemable in instalments insert**: the Instalment Amounts;]

(vi) [**in relation to Zero Coupon Notes insert**: the Amortised Face Amount (as defined in Condition 6(f));]

(vii) [**in relation to Italian Certificates**: all reference herein to Final Redemption Amount and Early Redemption Amount, where applicable, shall be deemed to be to the final exercise amount and early exercise amount] and

any premium and any other amounts which may be payable under or in respect of the Notes, including, as applicable, any Additional Amounts which may be payable under Condition 7. References in these Terms and Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any Additional Amounts which may be payable under Condition 7.

[**In the case of Physical Delivery Notes insert**: References in these Terms and Conditions to principal and/or interest and Physical Delivery Amount(s) shall mean such amount less any expenses, fees, stamp duty, levies or other amounts payable on or in respect of the relevant Physical Delivery Amount(s).]

(g) *Deposit of Principal and Interest*. The Issuer may deposit with the Amtsgericht in Frankfurt am Main principal or interest not claimed by Noteholders within twelve months after the due date, even though such Noteholders may not be in default of acceptance of payment. If and to the extent that the deposit is effected and the right of withdrawal is waived, the respective claims of such Noteholders against the Issuer shall cease.

[In the case of Physical Delivery Notes insert:

[(**insert relevant paragraph number**)] *Physical Delivery Notes*

[Insert relevant provisions relating to the procedure for the delivery of any Physical Delivery Amount in respect of Physical Delivery Notes (including, without limitation, liability for the costs of transfer of Underlyings) here and in the applicable Final Terms.]]

6. Redemption and Purchase

(a) *Redemption at Maturity*

[In case of Notes other than Instalment Notes and Open-End Notes, insert:

[In case of Italian Certificates to be listed on the SeDex, insert: Without prejudice to condition 6 g) iv), to the extent not previously redeemed in whole or in part, the Notes shall be redeemed at their Final Redemption Amount on [**in the case of a specified Maturity Date insert such Maturity Date**] [**in the case of a redemption month the following applies:** the Interest Payment Date falling in **[insert redemption month**]] ("**Maturity Date**").

[In case of Italian Certificates for which an application will be made for listing on the SeDex whose underlying is a share listed on the Italian Exchange or an index managed by Borsa Italiana S.p.A., insert: The Final Exercise Amount shall not be paid on the Final Exercise Date but on the Final Payment Date.]

"**Final Redemption Amount**" means in respect of each Note [**if the Notes are redeemed at their principal amount insert:** its principal amount] [**if the Notes are redeemed at an amount other than the principal amount insert: other Final Redemption Amount**] [**if Final Redemption Amount is calculated on the basis of a formula insert**: an amount calculated by the Calculation Agent in accordance with the following formula:

[insert formula]

provided always that the Final Redemption Amount shall in no event be less than zero].]

[**In case of Table in Condition 1(h) being applicable insert:** For further details see Table Condition 1 (h).]

[In the case of Instalment Notes, insert the following alternative of Condition 6(a):

To the extent not previously redeemed in whole or in part, the Notes shall be redeemed on the Instalment Date(s) and in the Instalment Amount(s) set forth below:

Instalment Date(s)	**Instalment Amounts (per Specified Denomination)**
[ ]	[ ]
[ ]	[ ]]

[In the case of Physical Delivery Notes, insert any other applicable provisions regarding redemption here and in the relevant Final Terms]

[ ]

(b) *Early Redemption*[24] *for Tax Reasons*

(i) *Early Redemption because of a Gross-up Event*

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[24] In case of Italian Certificates, all references herein to Early Redemption, where applicable, shall be deemed to be to early exercise.

If at any time after the issuance of the Notes a Gross up Event (as defined below) occurs, the Notes may be redeemed (in whole but not in part) at the option of the Issuer at their Early Redemption Amount (as defined below) [together (if applicable) with accrued interest to but excluding the date of redemption] [**in case of Notes other than Floating Rate Notes or any other interest bearing Notes in respect of which the Rate of Interest is not calculated on a fixed rate basis (Variable Interest Notes), insert**: at any time] [**in the case of Floating Rate Notes or Variable Interest Notes insert**: on any Interest Payment Date] upon giving not less than 30 nor more than 60 days' notice to the Noteholders in accordance with Condition 13, provided that no such notice of redemption may be given earlier than 90 days prior to the earliest date on which the Issuer would be for the first time obliged to pay the Additional Amounts.

Any notice given in accordance with the above paragraph shall be irrevocable, must specify the date fixed for redemption and must set forth a statement in summary form of the facts constituting the basis for the right of the Issuer so to redeem.

A "**Gross up Event**" occurs if the Issuer has or will become obliged by a legislative body, a court or any authority to pay Additional Amounts pursuant to Condition 7 or the Guarantor has or will become obliged to pay Additional Amounts in respect of payments due under the Guarantee or the trust agreement dated February 24th, 2006 between the Issuer and the Guarantor as a result of any change in or amendment to the laws of (or any rules or regulations thereunder) of the Federal Republic of Germany or France or any political subdivision or any authority of or in the Federal Republic of Germany or France (each a "**Tax Jurisdiction**"), or any change in or amendment to any official interpretation or application of those laws or rules or regulations, and that obligation cannot be avoided by the Issuer and/or the Guarantor taking reasonable measures it (acting in good faith) deems appropriate.

(ii) *Special Tax Redemption*

If the Issuer or, as the case may be, the Guarantor would, on the occasion of the next payment of principal or interest in respect of the Notes, be prevented by the law of a Tax Jurisdiction from causing payment to be made to the Noteholders of the full amount then due and payable, then the Issuer or the Guarantor, as the case may be, shall forthwith give notice of such fact to the Agent and the Issuer or the Guarantor, as the case may be, shall, upon giving not less than seven nor more than 45 days' prior notice to the Noteholders in accordance with Condition 13, forthwith redeem all, but not some only, of the Notes at their Early Redemption Amount, together, if appropriate, with accrued interest, on the latest practicable Interest Payment Date on which the Issuer or the Guarantor, as the case may be, could make payment of the full amount then due and payable in respect of the Notes, provided that if such notice would expire after such Interest Payment Date the date for redemption pursuant to such notice to Noteholders shall be the later of:

(A) the latest practicable date on which the Issuer or the Guarantor, as the case may be, could make payment of the full amount then due and payable in respect of the Notes; and

(B) 14 days after giving notice to the Agent as aforesaid.

[If the applicable Final Terms provide that the Notes may be redeemed at the option of the Issuer for a reason other than Tax Reasons, insert the following paragraph (c):

(c) *Early Redemption at the Option of the Issuer*

The Issuer may, upon having given notice in accordance with subparagraph three below, redeem the Notes [in whole or in part / in whole but not in part] at the Optional Redemption Amount(s) set forth below together with accrued interest, if any, to (but excluding) the Optional Redemption Date on the Optional Redemption Date(s).

Optional Redemption Date(s)	Optional Redemption Amount(s)
[ ]	[ ]
[ ]	[ ]]

[**If Notes are also subject to Early Redemption at the Option of the Noteholders the following applies:** The Issuer may not exercise such option in respect of any Note which is the subject of the prior exercise by the Noteholder thereof of its option to require the redemption of such Note under Condition 6(d).]

The appropriate notice of redemption shall be given by the Issuer to the Noteholders in accordance with Condition 13 no later than [30] [**insert Other Minimum Notice Period to Noteholders**] and not earlier than [45] [**insert Other Maximum Notice to Noteholders**] days prior to the relevant Put Redemption Date, which notice shall be irrevocable and shall specify:

- the Tranche or Series of Notes subject to redemption;
- whether such Tranche or Series is to be redeemed in whole or in part only and, if in part only, the aggregate principal amount of the Notes which are to be redeemed;
- the Optional Redemption Date; and
- the Optional Redemption Amount at which such Notes are to be redeemed.

[In the case of a partial redemption of Notes, Notes to be redeemed shall be selected in accordance with the rules of the relevant Clearing System.]

The Issuer will inform, if required by such stock exchange on which the Notes are listed, such stock exchange, as soon as possible of such redemption.]

[If the applicable Final Terms provide that the Notes may or may not be redeemed at the option of the Noteholders, insert the following paragraph (d):

(d) *[No] Redemption at the Option of the Noteholders*

[**Alternative 1: If there is no right to early redemption of the Notes at the option of the Noteholders, the following applies:**

The Noteholders shall not be entitled to put the Notes for early redemption otherwise than provided in Condition 9.]

[**Alternative 2: If there is a right to early redemption of the Notes at the option of the Noteholders, the following applies:**

The Issuer shall, at the option of any Noteholder, redeem such Note in whole (but not in part) on the Put Redemption Date(s) at the Put Redemption Amount(s) set forth below together with accrued interest, if any, to (but excluding) the Put Redemption Date.

Put Redemption Date(s)	Put Redemption Amount(s)
[ ]	[ ]
[ ]	[ ]

[**If Notes are also subject to Early Redemption at the Option of the Issuer the following applies** The Noteholder may not exercise the option for Early Redemption in respect of any Note which is the subject of the prior exercise by the Issuer of its right to redeem such Note under this Condition 6.]

In order to exercise the option, the Noteholder must, not less than [15] [**insert Other Minimum Notice to Issuer**] nor more than [30] [**insert Other Maximum Notice to Issuer**] days before the Put Redemption Date on which such redemption is required to be made as specified in the Put Notice (as defined below), submit during normal business hours at the specified office of the Agent a duly completed early redemption notice ("Put Notice") in the form available from the specified office of the Agent. The Put Notice must specify (i) the principal amount of the Notes in respect of which such option is exercised, and (ii) the securities identification number of such Notes, if any. The Issuer shall only be required to redeem Notes in respect of which such option is exercised against delivery of such Notes to the Issuer or to its order. No option so exercised may be revoked or withdrawn except where prior to the Put Redemption Date an Event of Default has occurred and is continuing, in which event such Noteholder at its option may elect by notice to the Issuer to withdraw the Put Notice and instead declare such Notes forthwith due and demand immediate redemption thereof pursuant to Condition 9.]

[If the Notes are subject to repurchase by the Issuer insert the following paragraph (e):

(e) *Purchase*

The Issuer may at any time purchase Notes in the open market or otherwise and at any price. Such acquired Notes may be cancelled, held or resold.

(f) *Early Redemption Amount*

The "**Early Redemption Amount**" of the Notes will be [the principal amount of the Notes] [plus accrued interest to but excluding the date of redemption] [and all outstanding Arrears of Interest] [the Amortised Face Amount]

[**in the case of Structured Notes or if "Market Value" is specified in the applicable Final Terms, insert**: the amount determined in good faith and in a commercially reasonable manner by the Calculation Agent to be the fair market value of the Notes immediately prior (and ignoring the circumstances leading) to such early redemption, adjusted to account fully for any reasonable expenses and costs of unwinding any underlying and/or related hedging and funding arrangements (including, without limitation any equity options, equity swaps or other instruments of any type whatsoever hedging the Issuer's obligations under the Notes).][**In case of Italian Certificates to be listed on the SeDex, insert**: the amount determined in good faith and in a commercially reasonable manner by the Calculation Agent to be the fair market value of the Notes immediately prior (and ignoring the circumstances leading) to such early exercise] [**insert other applicable provisions**].

[**If the Notes subject to early redemption are Zero Coupon Notes, the following paragraphs shall be added to Condition 6(f) to provide for early redemption:**

(i) Subject to the provisions of subparagraph (ii) below, the "**Amortised Face Amount**" of any such Note shall be the sum of (x) [**insert Reference Price**] (the "**Reference Price**") and (y) the product of [**insert the Accrual Yield**] (compounded annually) being applied to the Reference Price from (and including) the Issue Date to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable.

(ii) If the Early Redemption Amount payable in respect of any such Note upon its redemption pursuant to Condition 6(b) or upon it becoming due and payable as provided in Condition 9 is not paid when due, the Early Redemption Amount due and payable in respect of such Note shall be the Amortised Face Amount of such Note as defined in subparagraph (i) above, except that such subparagraph shall have effect as though the date fixed for the redemption or the date on which the Note becomes due and payable were the date on which notice of receipt of the full amount has been given to the Noteholders in accordance with Condition 13.

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction (Condition 4).]]

[In the case of Physical Delivery Notes, insert any other applicable provisions regarding redemption here and in the relevant Final Terms.]

[ ]

[In the case of Partly Paid Notes, insert the following alternative of Condition 6(a):

The Notes will be subscribed at the Instalment Amounts and on the Instalment Payment Dates set forth below:

Instalment Date(s)	**Instalment Amount(s)**
[ ]	[ ]
[ ]	[ ]

[The obligation to pay an Instalment Amount on the relevant Instalment Payment Date is only incurred by the holders of the Notes on such Instalment Payment Date.

The Notes will be redeemed on the Maturity Date at their nominal amount and on any Optional Redemption Date at their paid-up nominal amount as at the date fixed for redemption.

In the event that any Noteholder fails to pay an Instalment Amount on the relevant Instalment Payment Date (such date an "**Instalment Default Date**"), any such Notes held by such Noteholder shall automatically be redeemed on the relevant Early Redemption Date, at the Settlement Amount.

For the purposes of this Condition 6(a):

Early Redemption Date means, in respect of any Note, the seventh Payment Business Day following an Instalment Default Date;

Settlement Amount means, in respect of any Note, an amount determined by the Calculation Agent in accordance with the following formula:

Max [0; [Paid-up Nominal Amount – Hedging Arrangements]] where:

Hedging Arrangements means the pro-rata share, in respect of each Note, of the costs of unwinding all hedging arrangements (taking into account the present value of any Instalment Amount(s) remaining to be paid in respect of the Notes) entered into or purchased by the Issuer and/or the Guarantor in respect of the Notes;

Paid-up Nominal Amount means, in respect of any Instalment Payment Date, the paid-up nominal amount of the relevant Note up to (and including) the applicable Instalment Payment Date. Interest will neither accrue nor be payable in respect of the period from and including the applicable Instalment Default Date to and including the applicable Early Redemption Date.]

[In the case of Structured Notes, insert any other applicable provisions regarding redemption here and in the relevant Final Terms.]

[ ]

[In case of Italian Certificates to be listed on the SeDex, insert]

(g)

(i) "**Multiplier**" means the number of underlying assets for each certificate.

(ii) **"Final Exercise Amount" means in respect of each certificate an amount calculated by** the Calculation Agent in accordance with the formula or the provisions as indicated in the paragraph 23 of the applicable Final Terms.

(iii) "**Final Exercise Date**" means the date on which the automatic exercise of the certificates occurs.

(iv) "**Final Payment Date**" means [the date specified in the applicable Final Terms] **[in case of Italian Certificates for which an application will be made for listing on the SeDex whose underlying is a share listed on the Italian Exchange or an index managed by Borsa Italiana, such as the S&P/MIB index insert:** at least [five] Exchange Business Day following the Final Valuation Date].

(v) "**Final Valuation Date**" means [the date specified in the applicable Final Terms] [for Italian Certificates for which an application will be made for listing on the SeDex whose underlying is a share listed on the Italian Exchange or an index managed by Borsa Italiana: the Final Exercise Date; if the Underlying is a share listed on the Italian Exchange, the Exchange Business Day preceding the Final Exercise Date (such date being a Valuation Date as defined in the Technical Annex)

(vi) "**Initial Closing Price**" means the amount equal to the Closing Price on the date specified in the applicable Final Terms, as determined by the Calculation Agent and without regard to any subsequently published adjustment(s).

(vii) "**Final Closing Price**" means the amount equal to the Closing Price [on the date specified in the applicable Final Terms; or, for Italian Certificates for which an application will be made for listing on the SeDex whose underlying is a share listed on the Italian Exchange or an index managed by Borsa Italiana, on the Final Valuation Date], as determined by the Calculation Agent and without regard to any subsequently published adjustment(s).

(viii) "**Minimum Trading Lot**" the minimum number of Certificates that may be traded in the SeDex as determined by Borsa Italiana S.p.A., if applicable.

(ix) "**Notice Date**" means:

(1) for any underlying except as provided below under (2), 10:00 CET of the Exchange Business Day immediately following the Valuation Date;]

(2) when the underlying is an index managed by Borsa Italiana S.p.A., 10:00 CET (x) of the Specified Final Exercise Date or (y) if an Market Disruption Event occurs, on the Exchange Business Day immediately following the Valuation Date, if following the Specified Final Exercise Date.]

(x) "**Waive of automatic exercise at Final Exercise Date**":

The Noteholder may waive the automatic exercise at Final Exercise Date, in whole or in part, by delivering a Waiver Notice that must be received by the Paying Agent by the Notice Date.

The Waiver Notice shall:

(1) specify the Series, the ISIN code and the number of Notes held by the Noteholder;

(2) specify the number of Notes [- equal at least to the Minimum Exercise Amount and multiples thereof -] in respect of which automatic exercise is being waived by the Noteholder;

(3) specify the number of the account of the Noteholder with the intermediary adhering to the "Monte Titoli" system where the Notes that are the subject of the waiver are held;

(4) specify name, address and telephone and fax number of the Noteholder.

[The form of the Waiver Notice is attached hereto as Exhibit A.]

Any Waiver Notice that has not been delivered in compliance with this paragraph and/or not received by the Paying Agent on or prior to the Notice Date.

If the right to waive the automatic exercise is not validly exercised, the automatic exercise of the Notes shall apply on the Specified Final Exercise Date in accordance with Condition 6 a).

The Waiver Notice shall be sent via fax to the Paying Agent and addressed as follows: [ ], Attention: [ ], phone no. [ ], fax no. [ ].

The Waiver Notice shall be deemed received by the Paying Agent at the time indicated on the facsimile transmission report.

An incomplete Waiver Notice or a Waiver Notice which has not been timely sent, will be deemed as void and ineffective. Any assessment relating to the validity, both from a substantial and a formal perspective, of the Waiver Notice will be performed by the Paying Agent and will be final and binding for both the Issuer and the Noteholder. Any Waiver Notice which, in accordance with the above, is deemed to be incomplete or not completed will be considered as void and ineffective.

In the event that such Waiver of Notice is subsequently amended in such a way that is satisfactory to the Paying Agent, such Waiver Notice, as amended, will be deemed as a new Waiver Notice filed at the time such amendments are received by the Paying Agent.

When the Paying Agent deems the Waiver Notice to be invalid or incomplete, the said Paying Agent undertakes to notify such invalidity or incompleteness to the relevant Noteholder as soon as practicable.

Notification of the Waiver Notice. The Noteholder, by way of sending the Waiver Notice, irrevocably exercises the right to waive the automatic exercise of the relevant Note.

Waiver Notices may not be withdrawn after their receipt by the Paying Agent. After a Waiver Notice is sent, the Note to which it refers may no longer be transferred.

[ ]

[Insert any other applicable provisions regarding redemption here and in the relevant Final Terms.]

[ ]]

7. Taxation

All payments of principal and interest in respect of the Notes (including payments by the Guarantor under the Guarantee) will be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by the Federal Republic of Germany or France (as the case may be) or any political subdivision or any authority of the Federal Republic of Germany or France (as the case may be) that has power to tax, unless that withholding or deduction is required by law. In that event, the Issuer or the Guarantor (as the case may be) shall pay such additional amounts (the "**Additional Amounts**") as shall be necessary in order that the net amounts received by the Noteholders, after such withholding or deduction shall equal the respective amounts which the Noteholders would otherwise have received if no such withholding or deduction had been required, except that no additional amounts will be payable in respect of any Note if it is presented for payment:

(i) by or on behalf of a Noteholder which is liable to such taxes, duties, assessments or governmental charges in respect of that Note by reason of its having some connection with the Federal Republic of Germany or France (as the case may be) other than the mere holding of that Note; or

(ii) by or on behalf of a Noteholder which would be able to avoid such withholding or deduction by presenting any form or certificate and/or making a declaration of non-residence or similar claim for exemption or refund but fails to do so; or

(iii) more than 30 days after the Relevant Date (as defined below); or

(iv) where such deduction or withholding is imposed on a payment to an individual and is required to be made pursuant to European Council Directive 2003/48/EC or any other European Union Directive implementing the conclusions of the ECOFIN Council meeting of 3 June 2003 on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive; or

(v) by or on behalf of a Noteholder which would have been able to avoid such withholding or deduction by presenting the Note to a Paying Agent in another Member State of the European Union.

In these Conditions, "**Relevant Date**" means whichever is the later of the date on which the payment in question first becomes due and, if the full amount payable has not been received by the Agent on or prior to that due date, the date on which notice of receipt of the full amount has been given to the Noteholders in accordance with Condition 13.

8. Presentation, Prescription

(a) The period for presentation of Notes due, as established in § 801 paragraph 1 sentence 1 of the German Civil Code (*Bürgerliches Gesetzbuch*), is reduced to ten years.

(b) The period for prescription for Notes presented for payment during the presentation period shall be two years beginning at the end of the relevant presentation period.

9. Events of Default

(a) Each Noteholder shall be entitled to declare his Notes due and demand immediate redemption thereof at the Early Redemption Amount (as described in Condition 6), together with accrued interest (if any) to the date of repayment, if any of the events below occurs and is continuing:

   (i) the Issuer or the Guarantor fails to pay, for any reason whatsoever, any amount due under the Notes within 30 days from the relevant due date; or

   (ii) the Issuer or the Guarantor is in default in the performance of any other obligation arising from the Notes or the Guarantee, as the case may be, which default is not capable of remedy or, if such default is capable of being remedied by the Issuer or the Guarantor, such default has not been so remedied within 30 days after the Agent has received written notification thereof from a Noteholder; or

   (iii) the Issuer or the Guarantor suspends payment or announces its inability to pay its debts (*Zahlungsunfähigkeit*); or

(iv) insolvency or court composition proceedings are commenced before a court against the Issuer or the Guarantor, as the case may be, which shall not have been discharged or stayed within 60 days after the commencement thereof, or the Issuer or the Guarantor, as the case may be, institutes such proceedings or suspends payments or offers or makes a general arrangement for the benefit of all its creditors; or

(v) the Issuer or the Guarantor, as the case may be, enters into a winding up or dissolution or liquidation, unless such a winding up or dissolution or liquidation is to take place in connection with a merger, consolidation or other combination with another company and such company assumes all obligations of the Issuer or the Guarantor, as the case may be, under these Conditions.

The right to declare Notes due shall terminate if the situation giving rise to it has been cured before the right is exercised.

(b) *Notice*. Any notice, including any notice declaring Notes due, in accordance with subparagraph (a) shall be made by means of a written declaration in the German or English language delivered by hand or registered mail to the specified office of the Agent together with proof that such Noteholder at the time of such notice is a holder of the relevant Notes. The Notes shall be redeemed following receipt of the notice declaring Notes due.

10. Limited Recourse

The Issuer and the Guarantor have entered into a trust agreement (the "**Trust Agreement**") pursuant to which the Issuer shall, inter alia, (i) issue and redeem the Notes on a fiduciary basis (treuhänderisch) in its own name but for the account of the Guarantor; (ii) collect any proceeds resulting from the issuance of the Notes and forward them to the Guarantor; and (iii) use only the funds made available to it by the Guarantor under the Trust Agreement (which funds shall equal the amount of any payments owed by the Issuer under the Notes as and when such payment obligations fall due and in a manner that allows the Issuer to fulfil its payment obligations in a timely manner) for payments owed under the Notes as and when they fall due and to make such payments on a fiduciary basis in its own name but for the account of the Guarantor. The Issuers ability to satisfy its payment obligations under the Notes in full is therefore dependent upon it receiving in full the amounts payable to it by the Guarantor under the Trust Agreement.

Any payment obligations of the Issuer under the Notes shall therefore be limited to the funds received from the Guarantor under the Trust Agreement. To the extent such funds prove ultimately insufficient to satisfy the claims of all Noteholders in full, then any shortfall arising therefrom shall be extinguished and no Noteholder shall have any further claims against the Issuer, regardless of whether the Issuer would be able to fulfil its payment obligations under the Notes out of its own funds, provided that the foregoing shall be without prejudice to the right to exercise any termination or early redemption rights.

11. Agent, Paying Agent[s] [and Calculation Agent]

(a) *Appointment; Specified Office*. The Agent, the Principal Paying Agent[, the additional Paying Agent[s]] [and the Calculation Agent] and [its] [their] initial specified office[s] shall be:

Agent:

[**Name and address**]

[Calculation Agent:

[**If the Agent acts as Calculation Agent, insert**: The Agent shall act as Calculation Agent in respect of the Notes.]

[If a Calculation Agent other than the Agent is to be appointed, insert:

[Name and address]]

[If the Agent acts as Paying Agent, insert: The Agent shall also fulfil the functions of a paying agent in respect of the Notes.]

[If there are additional paying agents and the Agent acts as Principal Paying Agent, insert:

Principal Paying Agent:

The Agent shall act as the principal paying agent in respect of the Notes.

The additional paying agent[s] (the Paying Agent[s]) shall be:

[Names and addresses]]

[**In the case of Physical Delivery Notes, insert:** The Agent may (with the prior written consent of the Issuer) delegate certain of its functions and duties in relation to the Notes to a settlement agent (the "**Settlement Agent**").

The Settlement Agent shall be:

[Name and address]]

The Agent, the Principal Paying Agent[, the additional Paying Agent[s]] [and] [,] the Calculation Agent] [and the Settlement Agent] reserve[s] the right at any time to change [its] [their] specified office[s] to some other specified office in the same city. The terms "**Paying Agents**" and "**Paying Agent**" shall include the Principal Paying Agent, unless the context requires otherwise. The term[s] "**Agent**" [and "**Calculation Agent**", respectively,] shall include any additional or successor agents [or any other or successor calculation agents].

(b) *Variation or Termination of Appointment*. The Issuer reserves the right at any time to vary or terminate the appointment of the Agent, the Principal Paying Agent, and any Paying Agent [and] [,] [the Calculation Agent] [and the Settlement Agent] and to appoint another Agent, additional or other Principal Paying Agent or Paying Agents [or][,][Calculation Agent][or Settlement Agent] provided that it will at all times maintain an Agent [and] [,] [a Calculation Agent], [a Paying Agent (which may be the Principal Paying Agent) with a specified office in a continental European city,] [a Paying Agent with a specified office outside the European Union,] [a Paying Agent in an EU member state, if any, that will not be obliged to withhold or deduct tax pursuant to European Council Directive 2003/48//EC or any other European Union Directive implementing the conclusions of the ECOFIN Council meeting of 3 June 2003 on the taxation of savings income or any law implementing or complying with, or introduced to conform to, such Directive,] [and] [so long as the Notes are listed on a stock exchange, a Paying Agent (which may be the Principal Paying Agent) with a specified office in such city as may be required by the rules of the relevant stock exchange].

The Issuer shall without undue delay notify the Noteholders of any variation, termination, appointment or change in accordance with Condition 13.

(c) *Agent of the Issuer*. The Agent, the Principal Paying Agent[, the additional Paying Agents] [and] [,] [the Calculation Agent] [and the Settlement Agent] act[s] solely as the agent[s] of the Issuer and [does] [do] not assume any obligations towards or relationship of agency or trust for any Noteholder.

12. Substitution

(a) *Substitution*. The Issuer and/or the Guarantor may, without the consent of the Noteholders, if it is not in default with any payment of principal of or interest on any of the Notes, at any time substitute for the Issuer either itself or any Affiliate (as defined below) of the Issuer as principal debtor (the "**Substitute Debtor**") in respect of all obligations arising from or in connection with the Notes with the effect of releasing the Issuer of all such obligations, provided that:

(i) the Substitute Debtor assumes all obligations of the Issuer in respect of the Notes and, if service of process vis-à-vis the Substitute Debtor would have to be effected outside the Federal Republic of Germany, appoints a process agent within the Federal Republic of Germany;

(ii) the Substitute Debtor has obtained all necessary authorisations and approvals for the substitution and the fulfilment of the obligations in respect of the Notes and may transfer to the Agent in the currency required hereunder and without being obligated to deduct or withhold any taxes or other duties of whatever nature levied by the country in which the Substitute Debtor or the Issuer has its domicile or tax residence, all amounts required for the fulfilment of the payment obligations arising under the Notes;

(iii) the Substitute Debtor has agreed to indemnify and hold harmless each Noteholder against any tax, duty, assessment or governmental charge imposed on such Noteholder in respect of such substitution;

(iv) the Issuer and/or the Guarantor (except in the case that the Guarantor itself is the Substitute Debtor) irrevocably and unconditionally guarantees **[In case of Italian Certificates to be listed on the SeDex, insert:** as evidenced by the declaration of the Issuer filed at the time of the application to the Borsa Italiana S.p.A.] in favour of each Noteholder the payment of all sums payable by the Substitute Debtor in respect of the Notes on terms which ensure that each Noteholder will be put in an economic position that is at least as favourable as that which would have existed if the substitution had not taken place.

For purposes of this Condition 12, "**Affiliate**" shall mean any affiliated company (*verbundenes Unternehmen*) within the meaning of § 15 German Stock Corporation Act (*Aktiengesetz*).

(b) *Notice and Effectiveness of Substitution*. Notice of any such substitution shall be published in accordance with Condition 13 without delay. Upon such Notice, the substitution shall become effective, and the Issuer, and in the event of any repeated application of this Condition 12, any previous Substitute Debtor, shall be discharged from any and all obligations under the Notes. In the event of such substitution, the stock exchange(s), if any, on which the Notes are then listed will be notified and a supplemental Prospectus describing the Substitute Issuer will be prepared.

(c) *Change of References*. In the event of any such substitution, any reference in these Terms and Conditions to the Issuer shall from then on be deemed to refer to the Substitute Debtor and any reference to the country in which the Issuer is domiciled or resident for taxation purposes shall from then on be deemed to refer to the country of domicile or residence for taxation purposes of the Substitute Debtor. Furthermore, in the event of such substitution the following shall apply:

(i) in Condition 7 and Condition 6(b) an alternative reference to the Federal Republic of Germany shall be deemed to have been included in addition to the reference according to the preceding sentence to the country of domicile or residence for taxation purposes of the Substitute Debtor;

(ii) in Condition 9(a) (iii) to (v) an alternative reference to the Issuer in its capacity as guarantor shall be deemed to have been included in addition to the reference to the Substitute Debtor; and

(iii) in Condition 9(a) a further event of default shall be deemed to have been included; such event of default shall exist in the case that the guarantee pursuant to subparagraph (a)(iv) above is or becomes invalid for any reason.

13. Notices

(a) *Publication.* Notices to Noteholders relating to the Notes will be published [on the Internet on the website [prospectus.socgen.com] [www.sg-zertifikate.de] www.[**insert address**]] [and/or] in a leading newspaper having general circulation and being a newspaper for statutory stock market notices of the Stock Exchange on which the Notes are listed, and in any case in accordance with the rules of each stock exchange on which the Notes are listed. The Issuer shall also ensure that notices are duly published in compliance with the requirements of the relevant authority of each stock exchange on which the Notes are listed. [**in the case of a listing at the Frankfurt Stock Exchange insert:** So long as the Notes are listed on the Frankfurt Stock Exchange and the rules of the Frankfurt Stock Exchange so require, notices to the Noteholders shall be published in at least one national newspaper recognised (*überregionales Börsenpflichtblatt*) by the Frankfurt Stock Exchange (expected to be the *Börsen-Zeitung*).] [**in the case of a listing at the Luxembourg Stock Exchange insert:** So long as the Notes are listed on the Luxembourg Stock Exchange and the rules of the Luxembourg Stock Exchange so require, notices to the Noteholders shall be published in a daily newspaper with general circulation in Luxembourg (which is expected to be the *d'Wort*).] **[In case of listing of Italian Certificates on the market for securitised derivatives (SeDex) of Borsa Italiana insert:** So long as the Italian Certificates are listed on the Italian Stock Exchange, notices to the Noteholders shall be published in accordance with the rules of the Italian Stock Exchange as amended from time to time.] Any notice so given will be deemed to have been validly given on the date of first such publication.

(b) *Notification to the Clearing System.* The Issuer may, in lieu of publication in the newspapers set forth in Condition 13(a) above, deliver the relevant notice to the Clearing System, for communication by the Clearing System to the Noteholders, provided that, so long as any Notes are listed on any stock exchange, the rules of such stock exchange permit such form of notice. Any such notice shall be deemed to have been given to the Noteholders on [**if "Clearing System Delivery Period – Applicable" is specified in the applicable Final Terms, insert:** the fourth day after the day on which the notice was given to the Clearing System] [**if "Clearing System Delivery Period – Not Applicable" is specified in the applicable Final Terms, insert:** the day on which the notice was given to the Clearing System] [**if otherwise specified in the applicable Final Terms, insert:** the [ ]the day after the day on which the said notice was given to the Clearing System].

14. Meetings of Noteholders, Modification and Waiver

(a) Meetings of the Noteholders. With regard to matters affecting the interests of the Issuer or the Noteholders in relation to the Notes (especially for modifications of the Terms and Conditions), the Issuer may convene meetings of Noteholders (the "Noteholders' Meeting**").** A Noteholders' Meeting may be called following a request by

(i) the Issuer;

(ii) the Guarantor; or

(iii) Noteholders holding not less than 5% in the aggregate principal amount of a Tranche or Series of Notes for the time being outstanding.

The costs for convening and holding a Noteholders' Meeting shall be borne by the Issuer.

In order to be effective, the calling of a Noteholders' Meeting requires that the invitation to the Noteholders (the "**Invitation**"):

(iv) is published at least **30** days prior to the day of the scheduled meeting (the "**Meeting Day**") in accordance with Condition 13; and

(v) the invitation at least includes information regarding the purpose of the Noteholders' Meeting and an announcement of all items on which decisions shall be made in the Noteholders' Meeting.

For decisions of the Noteholders, each Note grants one vote. The right to vote is subject to the relevant Noteholder having, at the beginning of the Noteholders' Meeting, presented a confirmation of its Custodian Bank as per the Meeting Day which includes (A) the complete name and full address of the Noteholder, (B) the aggregate principal amount of Notes which have been, as of the date of such confirmation, booked to the account of such Noteholder, and (C) a confirmation that the Custodian Bank has made a written declaration to the Clearing System including the information mentioned under (A) and (B) before (the "Custodian Bank Confirmation"). Voting rights may also be executed by a proxy having presented a written power of attorney from the relevant Noteholder together with a Custodian Bank Confirmation within the meaning as set out above at the beginning of the Noteholders' Meeting to the Issuer. No voting rights shall attach to the Notes which are held by the Issuer or the Guarantor themselves or by any affiliated company of the Issuer or the Guarantor.

Resolutions of the Noteholders' Meeting must establish the same rights and obligations for all Noteholders. As a matter of principle, they will be made with a simple majority of the votes cast, unless the resolutions are made with regard to a waiver or restriction of rights to which the Noteholders are entitled under the Terms and Conditions. In such case, a resolution requires a majority

(vi) of 75% of the votes cast; and

(vii) of 50% of the outstanding aggregate principal amount the Tranche or Series of Notes being subject to the Noteholders' Meeting.

If a resolution within the aforesaid meaning only achieves the majority required under subparagraph (i) above, the Issuer may, if the Noteholders with a simple majority of the votes cast adopt a corresponding resolution, bring about a new resolution in a further Noteholders' Meeting, provided that

(viii) such further Noteholders' Meeting may not be held earlier than 90 days after the day of the first meeting; and

(ix) a majority of 75% of the votes cast shall be sufficient on such further Noteholders' Meeting.

Resolutions which have been adopted by a Noteholders' Meeting have to be published by the Issuer within 7 days after the relevant Meeting in accordance with Condition 13.

(b) *Modification of Rights.* The Issuer may, without the consent of the Noteholders, agree to:

(i) any modifications of the Agency Agreement which are not materially prejudicial to the interests of the Noteholders;

(ii) modifications to the Terms and Conditions in order to reflect any changes in an Underlying (to the extent they have an effect on these Terms and Conditions) or to cure any inconsistencies or add any missing provisions provided that such amendment or modification is, having regard to the interests of the Issuer, not materially detrimental to the economic position of the Noteholders;

(iii) modifications of the Terms and Conditions or the Agency Agreement which are of a formal, minor or technical nature or which are made to correct a manifest error or to comply with mandatory provisions of the laws of the jurisdictions in which the Issuer and/or the Guarantor are organized.

Any such modification shall be binding on all Noteholders and shall be notified to them without undue delay in accordance with Condition 13.

(c) *Changes to the Terms and Conditions with the Consent of all Noteholders*

Notwithstanding the other provisions of this Condition 14, the Issuer may change any of the Terms and Conditions provided that it has received the prior written consent of all the holders of the Notes. Any such change shall become effective once a notice confirming such change (together with an amended version of the Conditions) has been published to the Noteholders in accordance with Condition 13.

15. Further Issues

The Issuer reserves the right from time to time, without the consent of the Noteholders to issue additional notes with identical terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest, if any, on them) so as to be consolidated and form a single Series with such Notes. The term "**Notes**" shall, in the event of such further issue, also comprise such further notes.

16. Adjustments and Disruption

The Technical Annex will (where stated to be applicable in the relevant Final Terms) contain provisions relating to adjustments with respect to Underlyings (as defined in the Technical Annex) as well as settlement disruption and market disruption in respect of such Underlyings (including, without limitation and where necessary, appropriate definitions of Potential Adjustment Events, Settlement Disruption Events and Market Disruption Events and details of the consequences of such events).

17. Governing Law and Submission to Jurisdiction; Miscellaneous Provisions

(a) *Applicable Law*. The form and content of the Notes as well as all the rights and duties arising therefrom shall be governed exclusively by the laws of the Federal Republic of Germany. The form and content of the Guarantee as well as all the rights and duties arising therefrom shall be governed exclusively by the laws of France.

(b) *Submission to Jurisdiction*. Non-exclusive court of venue for all litigation with the Issuer arising from the legal relations established in these Conditions is Frankfurt am Main. Place of performance is Frankfurt am Main. The jurisdiction of such Court shall be exclusive if proceedings are brought by merchants (*Kaufleute*), legal persons under public law (*juristische Personen des öffentlichen Rechts*), special funds under public law (*öffentlich-rechtliche Sondervermögen*) and persons not subject to the general jurisdiction of the courts of the Federal Republic of Germany (*Personen ohne allgemeinen Gerichtsstand in der Bundesrepublik Deutschland*).

(c) *Annulment*. The courts in the Federal Republic of Germany shall have exclusive jurisdiction over the annulment of lost or destroyed Notes.

(d) *Severability*. Should any provision of these Terms and Conditions be or become void, the other provisions shall remain in force. Such provisions as are void or cannot be given effect shall be replaced in accordance with the meaning and purpose of these Terms and Conditions.

(e) *Language*. These Terms and Conditions are written in the English language only. Only the English text shall be controlling and binding.

PART B - TECHNICAL ANNEX

The following shall, if stated to be applicable in the applicable Final Terms, comprise together with section "Part A – Basic Terms" commencing on page 92 hereof the Terms and Conditions of the Notes as completed, modified, supplemented or replaced by the applicable Final Terms, which together with the terms and conditions will apply to the Notes to be issued under the Programme.

This Technical Annex shall apply to any Notes if so specified in the applicable Final Terms.

The payment of principal and/or interest in respect of the Notes subject to the Technical Annex will be determined or calculated by reference to an index and/or a formula based on or referring to one or more “Underlying”.

For the purposes of this Technical Annex, **Underlying** shall mean as specified in the applicable Final Terms, without limitation, a share in a company, any other equity or non-equity security, a currency, a currency exchange rate, an interest rate, a dividend, a credit risk, a fund unit, a share of an investment company, a term deposit, a life insurance contract, a loan, a commodity, a futures contract, a unit linked feature (accounting unit), an event not linked to the Issuer or the Guarantor or any other factor, a basket thereof or any combination thereof.

This Technical Annex contains technical provisions relating, *inter alia,* to (i) the adjustments to be made by the Calculation Agent (ii) the way a market disruption event that may affect an Underlying will be treated in the context of the Notes, or (iii) mathematical formulas used to calculate amounts due under the Notes when the Underlying is an index, a share or a fund unit or a share of an investment company or an American depositary receipt or a dividend or a commodity or a credit risk or a non-equity security.

The technical provisions relating to Underlyings of a type other than those mentioned above shall be set out in the Final Terms applicable to the relevant Notes.

TECHNICAL ANNEX TABLE OF CONTENTS

A) EQUITY TECHNICAL ANNEX

PART 1 - DEFINITIONS RELATING TO SHARES, AMERICAN DEPOSITARY RECEIPTS (ADRs), INDICES, FUNDS, DIVIDENDS AND EXCHANGE TRADED FUNDS

I. Common definitions and provisions for Shares, American Depositary Receipts, Indices and Dividends

Averaging Date means, in respect of a Valuation Date and a Share, an ADR or an Index, each date specified as such in the applicable Final Terms for the purpose of determining an average (or if such date is not a Scheduled Trading Day, the next following Scheduled Trading Day).

Business Day means a "Business Day" as defined in Condition 4(a) of the Terms and Conditions, determined on the basis of the Specified Currency of the relevant Notes.

Closing Price means:

(i) in respect of a Share:

(A) if such Share is traded on the Tokyo Stock Exchange or the Osaka Securities Exchange, the last traded price of such Share for the day quoted by the Exchange, provided however, that if there is a closing special quote on such Share quoted by the Exchange (*tokubetsu kehaine*), such quote shall be deemed to be the relevant Closing Price;

(B) if such Share is traded on the Italian Stock Exchange, the *Prezzo di Riferimento*, which means the price as published by the Italian Stock Exchange at the close of trading and having the meaning ascribed thereto in the Rules of the Markets Organised and Managed by the Italian Exchange, as such Rules may be amended by Borsa Italiana S.p.a. from time to time;

(C) in any other case, the official closing price of such Share on the relevant Exchange.

(ii) in respect of an Index, the official closing level of the Index published and announced by the Index Sponsor;

(iii) in respect of an ADR, the official closing price of such ADR on the relevant Exchange;

in any case as adjusted (if applicable) pursuant to the provisions of Part 2 below.

Company means, in respect of a Share, the issuer of such Share and, in respect of an ADR, the issuer of the Deposited Securities related to such ADR.

Consequences of Disrupted Days for a Share, an ADR or an Index

If any Valuation Date or Averaging Date specified in the Final Terms (the **Scheduled Valuation Date** and the **Scheduled Averaging Date** respectively), is a Disrupted Day for a Share, an ADR or an Index (the **Affected Share,** the **Affected ADR** or the **Affected Index**, respectively), the Valuation Date or the Averaging Date for each Share, ADR or Index not affected by a Disrupted Day shall be the Scheduled Valuation Date or the Scheduled Averaging Date, and the Valuation Date or the Averaging Date for each Affected Share, each Affected ADR or each Affected Index shall be the first succeeding Scheduled Trading Day that is not a Disrupted Day in respect of that Affected Share, Affected ADR or Affected Index, unless each of the eight Scheduled Trading Days immediately following the Scheduled Valuation Date or the Scheduled Averaging Date is also a Disrupted Day. In that case:

(i) that eighth Scheduled Trading Day shall be deemed to be the Valuation Date or Averaging Date, for the Affected Share, Affected ADR or Affected Index notwithstanding the fact that such day is a Disrupted Day , and

(ii) the Calculation Agent shall determine (a) in respect of a Share or an ADR, its good faith estimate of the value of the Share or ADR as of the Valuation Time on that eighth Scheduled Trading Day or (b) in respect of an Index, the level of the Index as of the Valuation Time on that eighth Scheduled Trading Day in accordance with the formula for and method of calculating that Index last in effect prior to the occurrence of the first Disrupted Day using the Exchange traded or quoted price as of the Valuation Time on that eighth Scheduled Trading Day of each security comprised in the Index (or if an event giving rise to a Disrupted Day has occurred in respect of the relevant security on that eighth Scheduled Trading Day, its good faith estimate of the value of the relevant security as of the Valuation Time on that eighth Scheduled Trading Day) and the good faith estimate of the value of the Share or ADR or the level of the Index so calculated shall be deemed the Closing Price;

provided however that,

(A) if a Scheduled Averaging Date is a Disrupted Day, the Averaging Date shall be postponed pursuant to the provisions above to the first succeeding Scheduled Trading Day that is not a Disrupted Day provided it is not also a Scheduled Averaging Date; if on the eighth Scheduled Trading Day following the Scheduled Averaging Date a Scheduled Trading Day that is not a Disrupted Day nor another Scheduled Averaging Date has not occurred, then that eighth Scheduled Trading Day shall be deemed the Averaging Date (irrespective of whether that eighth Scheduled Trading Day is also a Scheduled Averaging Date), and the Calculation Agent shall make on that day the determinations described in (ii) above, and the good faith estimate of the value of the Share or ADR or the level of the Index so calculated shall be deemed the Closing Price;

(B) notwithstanding the foregoing, in respect of any Notes, a Valuation Date or an Averaging Date (postponed as the case may be pursuant to the provisions above) shall occur not later than the fourth Business Day before the date of any payment to be made under the Notes on the basis of determinations made on such Valuation Date or Averaging Date; if a Valuation Date or an Averaging Date (postponed as the case may be pursuant to the provisions above) would fall less than the fourth Business Day prior to the date of any payment to be made under the Notes on the basis of determinations made on such Valuation Date or Averaging Date, then that fourth Business Day shall be deemed the Valuation Date or Averaging Date and the Calculation Agent shall make, on that day the determinations described in (ii) above at the latest as of the Valuation Time on such fourth Business Day and the good faith estimate of the value of the Share or ADR or the level of the Index so calculated shall be deemed the Closing Price.

Exchange(s) means, in respect of a Share, an ADR or an Index, the corresponding exchange or quotation system specified in the applicable Final Terms, or any successor exchange or quotation system or any substitute exchange or quotation system to which trading in the Share, ADR or Shares underlying an Index, has temporarily relocated (provided that the Calculation Agent has determined that there is comparable liquidity relative to such Share, ADR or Shares underlying an Index, on such temporary substitute exchange or quotation system as on the original Exchange). In respect of Deposited Securities, **Exchange** means the primary exchange or market of trading of such Deposited Securities.

Fx Rate means, in respect of a date, the currency exchange rate of one currency against another currency, as specified in the Final Terms, quoted by the relevant exchange rate provider on such date, as ascertained by the Calculation Agent on the Reuters page (or any other relevant page of an information provider) specified in the Final Terms. If such Fx Rate cannot be or ceases to be determined, then the Calculation Agent shall select another Reuters page (or any other relevant page of an information provider) or determine in good faith such exchange rate by reference to such sources as it may select in its absolute discretion.

Index means an index the name of which appears in the applicable Final Terms, subject to adjustment pursuant to the provisions of "Adjustments relating to Indices" (below).

Index Sponsor means the corporation or other entity (as specified in the applicable Final Terms) that (a) is responsible for setting and reviewing the rules and procedures and the methods of calculation and adjustments, if any, related to the relevant Index and/or (b) announces (directly or through an agent) the level of the relevant Index on a regular basis.

Market Disruption Event means, in respect of a Share or an Index, the occurrence or existence of (i) a Trading Disruption, (ii) an Exchange Disruption which, in either case, the Calculation Agent determines is material, at any time during the one hour period that ends at the relevant Valuation Time or (iii) an Early Closure. For the purpose hereof:

> **(i) Trading Disruption** means, in respect of a Share or an Index, any suspension of or limitation imposed on trading by the relevant Exchange or Related Exchange or otherwise and whether by reason of movements in price exceeding limits permitted by the relevant Exchange or Related Exchange or otherwise (i) relating to the Share on the Exchange or, in the case of an Index, the relevant Exchange(s) relating to securities that comprise 20 per cent or more of the level of the relevant Index or (ii) in futures or options contracts relating to the Share or the relevant Index on any relevant Related Exchange;
>
> **(ii) Exchange Disruption** means, in respect of a Share or an Index, any event (other than an Early Closure) that disrupts or impairs (as determined by the Calculation Agent) the ability of market participants in general (i) to effect transactions in, or obtain market values for the Share on the Exchange, or, in the case of an Index, on any relevant Exchange(s) relating to securities that comprise 20 per cent or more of the level of the relevant Index, or (ii) to effect transactions in, or obtain market values for, futures or options contracts relating to the Share or the relevant Index on any relevant Related Exchange;
>
> **(iii) Early Closure** means, the closure on any Exchange Business Day of (i) (a) in the case of a Share, the relevant Exchange, or (b) in the case of an Index any relevant Exchange(s) relating to securities that comprise 20 per cent or more of the level of the relevant Index, or (ii) any Related Exchange, prior to its Scheduled Closing Time unless such earlier closing is announced by such Exchange or Related Exchange (as the case may be) at least one hour prior to the earlier of (x) the actual closing time for the regular trading session on such Exchange or Related Exchange (as the case may be) on such Exchange Business Day and (y) the submission deadline for orders to be entered into the Exchange or Related Exchange system for execution at the relevant Valuation Time on such Exchange Business Day.

Related Exchange(s) means, in respect of a Share, an ADR or an Index (and, in the case the Underlying is an ADR, the Deposited Securities), each exchange or quotation system where trading has a material effect (as determined by the Calculation Agent) on the overall market for futures and options contracts relating to such Share, ADR, Index or Deposited Securities, any successor exchange or quotation system or any substitute exchange or quotation system to which trading in futures or options contracts relating to a Share, ADR, Index or Deposited Securities, has temporarily relocated (provided that the Calculation Agent has determined that there is comparable liquidity relative to the futures or options contracts relating such Share, ADR, Index or Deposited Securities, on such temporary substitute exchange or quotation system as on the original Related Exchange).

Valuation Date means, in respect of a Share, an ADR or an Index, each date specified as such in the applicable Final Terms (or, if such date is not a Scheduled Trading Day for such Share, ADR or Index, the next following Scheduled Trading Day), unless such day is a Disrupted Day in which case it shall be postponed pursuant to the provisions of Consequences of Disrupted Days for a Share, an ADR or an Index.

Valuation Time means, in respect of a Share, an ADR or an Index, the Scheduled Closing Time provided however that if the Exchange closes prior to its Scheduled Closing Time, the Valuation Time shall be the actual closing time of the Exchange.

In the event that the Underlying is in the form of an ADR issued pursuant to a Deposit Agreement (i) references to **Share** in the definitions of **Market Disruption Event**, **Trading Disruption**, **Exchange Disruption** and **Early Closure** above refer both to the ADRs and to the Deposited Securities relating such ADRs, and (ii) references to Exchange and Related Exchange in these definitions refer to such exchanges as they relate to both the ADRs and to the Deposited Securities relating to such ADRs. For the avoidance of doubt, a Disrupted Day will be deemed to have occurred with respect to an ADR if a Disrupted Day has occurred with respect to the related Deposited Securities.

II. Definitions specific to Shares and American Depositary Receipts

ADR means an American Depositary Receipt relating to shares issued by a Company, as specified in the applicable Final Terms, subject to adjustment pursuant to the provisions of "Adjustment and Extraordinary Events Relating to Shares and ADRs" below. An ADR is a receipt evidencing Deposited Securities.

ADR Intraday Price means, in respect of an ADR, the price of such ADR on the relevant Exchange at any time during a trading session on an Exchange Business Day, including the Closing Price.

Deposit Agreement means the deposit agreement between the Company that has issued the shares that are Deposited Securities and the Depositary pursuant to which an ADR was issued.

Depositary means the depositary appointed in the Deposit Agreement or any successor to it from time to time in such capacity.

Deposited Securities means the shares issued by a Company held by the Depositary under the Deposit Agreement pursuant to which an ADR evidencing such Deposited Securities was issued.

Disrupted Day means, in respect of a Share or an ADR, any Scheduled Trading Day on which (a) a relevant Exchange or Related Exchange fails to open for trading during its regular trading session or (b) a Market Disruption Event has occurred.

Exchange Business Day means, in respect of a Share or an ADR, (or, in the case of a Basket of Shares or ADRs, each Share or ADR comprised in the Basket and observed separately) any Scheduled Trading Day on which each relevant Exchange and Related Exchange are open for trading during their respective regular trading sessions, notwithstanding any such Exchange or Related Exchange closing prior to its Scheduled Closing Time.

Scheduled Closing Time means, in respect of an Exchange or Related Exchange, the scheduled weekday closing time of such Exchange or Related Exchange, without regard to after hours or any other trading outside of the regular trading session hours.

Scheduled Trading Day means, in respect of a Share or an ADR, any day on which each Exchange and each Related Exchange, if any, are scheduled to be open for trading for their respective regular trading session.

Share(s) means a share of the Company the name of which appears in the applicable Final Terms, subject to adjustment pursuant to the provisions of Part 2- I "*Adjustments and Extraordinary Events relating to Shares and American Depositary Receipts*" (below).

Share Intraday Price means, in respect of a Share, the price of such Share on the relevant Exchange at any time during a trading session on an Exchange Business Day, including the Closing Price.

III. Definitions specific to Indices

Disrupted Day means, in respect of an Index, any Scheduled Trading Day on which (a) a relevant Related Exchange fails to open for trading during its regular trading session, (b) a Market Disruption Event has occurred or (c) the Index Sponsor fails to publish the Closing Price of the Index.

Exchange Business Day means, in respect of an Index (or, in the case of a Basket of Indices, each Index comprised in the Basket and observed separately), any Scheduled Trading Day on which the relevant Related Exchange of the Index is open for trading during its respective regular trading session, notwithstanding any such Related Exchange closing prior to its Scheduled Closing Time and the Index Sponsor publishes the Closing Price of such Index.

Index Intraday Price means, in respect of an Index, the level of such Index on the relevant Exchange at any time during a trading session on an Exchange Business Day including the Closing Price.

Opening Price means the value of the S&P/MIB index calculated on the Opening Auction Prices (as defined under the Listing Rules) recorded on the Valuation Date provided that this is a trading day on the Borsa Italiana S.p.A. of the financial instruments making-up the Index as defined in the article 1.3 of the Lisitng Rules and calculated following the provisions of the article 4.1.7 of the Listing Rules. If during the Valuation Date the Opening Price of the Index cannot be determined for any reason whatsoever, the Calculation Agent shall determine the level of the Index in good faith on that Valuation Date in accordance with the formula for, and method of, calculating that Index last in effect prior to the occurrence of the event that prevents the determination of the Opening Price of the Index and taking into account any other objective element that may be available.

Scheduled Closing Time means, in respect of an Exchange or Related Exchange, the scheduled weekday closing time of such Exchange or Related Exchange, without regard to after hours or any other trading outside of the regular trading session hours.

Scheduled Trading Day means, in respect of an Index, any day on which (a) the Index Sponsor is scheduled to publish the Closing Price of the Index and (b) the Related Exchange is scheduled to be open for trading during its respective regular trading session.

IV. Definitions specific to Funds

Averaging Date means, when used in respect of a Fund, in respect of each Valuation Date, each date specified as such in the applicable Final Terms for the purpose of determining an average (or if such date is not a Fund Business Day, the next following Fund Business Day subject to the provisions of the paragraph below).

Business Day means a "Business Day" as defined in Condition 4(a) of the Terms and Conditions, determined on the basis of the Specified Currency of the relevant Notes.

Consequences of (i) a non-occurrence of a Fund Business Day or (ii) the occurrence of a Market Disruption Event for a Fund:

(i) If a Valuation Date and/or an Averaging Date is not a Fund Business Day and no Fund Business Day occurs for a period of ten consecutive calendar days following such Valuation Date and/or such Averaging Date for a reason other than the occurrence of a Market Disruption Event; or

(ii) If on a Scheduled Redemption Valuation Date related to a subscription or redemption order given by the Société Générale or one of its affiliates on a Valuation Date or an Averaging Date (the **Initial Scheduled Redemption Valuation Date**), a Market Disruption Event has occurred, the determination of the Net Asset Value of the relevant Fund shall be postponed to the first Scheduled Redemption Valuation Date immediately following the Initial Scheduled Redemption Valuation Date no longer affected by the Market Disruption Event, unless there is a Market Disruption Event on each of the five Scheduled Redemption Valuation Dates following the Initial Scheduled Redemption Valuation Date or if no Scheduled Redemption Valuation Date not affected by a Market Disruption Event has occurred thirty-five (35) consecutive calendar days following the Initial Scheduled Redemption Valuation Date,

then the Calculation Agent shall determine its good faith estimate of the net asset value per Fund Interest Unit of such Fund which shall be deemed to be the Net Asset Value of the relevant Fund, *provided however* that, notwithstanding the foregoing, such determination made by the Calculation Agent shall occur not later than the fourth Business Day before the date of any payment to be made under the Notes on the basis of determinations on such Valuation Date or Averaging Date.

Fund means, the fund or the pooled investment vehicule as specified in the applicable Final Terms.

Fund Business Day means, in respect of a Fund (or in the case of a Basket of Fund each Fund comprising the Basket and observed separately), a day on which a subscription and/or redemption order given by the Société Générale or one of its affiliates in respect of the Fund Interest Unit of such a Fund is recorded by the Fund, or the Fund's administrator, registrar or manager, or any entity in charge of receiving redemption and subscription orders in accordance with the terms of the Fund Documents.

Fund Interest Unit or Unit means, with respect to a Fund Interest in a Fund, a share of such Fund Interest or, if Fund Interests in such Fund are not denominated as shares, a unit of account of ownership of such Fund Interest in such Fund or the entire amount of Fund Interest in which Société Générale or one of its affiliates is deemed to invest to hedge its obligation under the Notes on the agreement entered into by Société Générale or one of its affiliates with the Issuer of the Notes.

Fund Interest means an interest issued to or held by an investor in the Fund.

Fund Documents means, with respect to any Fund Interest, the constitutive and governing documents, subscription agreements and other agreements of the Fund specifying the terms and conditions relating to such Fund Interest.

Fund Service Provider means, in respect of a Fund, any person who is appointed to provide services, directly or indirectly, for that Fund, whether or not specified in the Fund Documents, including any fund investment adviser, fund administrator, manager, any person appointed in the role of discretionary investment manager or non-discretionary investment adviser (including a non-discretionnary investment adviser to a discretionary manager or another non-discretionary investment adviser) for such Fund (the **Fund Adviser**), trustee or similar person with the primary administrative responsabilities for such Fund, operator, management company, depository, custodian, subcustodian, prime broker, registrar and transfer agent, domiciliary agent.

Market Disruption Event means, in respect of a Fund (or in the case of a Basket of Funds each Fund comprising the Basket observed separately), the occurrence on a Scheduled Redemption Valuation Date relating to a subscription or redemption order given by Société Générale or one of its affiliates on a Valuation Date or an Averaging Date, of (i) an event beyond the control of the Calculation Agent which precludes the calculation, or causes the suspension or the limitation of the publication of the net asset value per Fund Interest Unit on such date or (ii) the failure by the Fund to pay the full amount of the redemption proceeds scheduled to have been paid on such date on such date.

Net Asset Value or **NAV** means, in respect of a Fund, the net asset value per Fund Interest Unit of such Fund as calculated or settled from time to time by the manager of the relevant Fund. In case of partial execution of a subscription or a redemption order given by Société Générale or one of its affiliates, the Calculation Agent will retain the weighted average of the executed orders of all the partial Net Asset Values in its calculation, as adjusted (if applicable) pursuant to the provisions of Part 2 below.

Scheduled Redemption Valuation Date means in respect of a Fund and a Valuation Date or an Averaging Date, either (i) the date as of which the Fund (or the Fund Service Provider that generally determines such value) is scheduled, according to the Fund Documents (without giving effect to any gating, deferral, suspension or other provisions permitting the Fund to delay or refuse redemption of Fund Interests), to determine the Net Asset Value of such Fund Interests for the purpose of determining the redemption proceeds to be paid to an investor that has submitted a valid and timely notice on the Valuation Date or (ii) the date by which the Fund is scheduled to have paid according to its Fund Documents (without giving effect to any gating, deferral, suspension or other provisions permitting the Fund to delay or refuse redemption of Fund Interests), all or a specified portion of the redemption proceeds to an investor that has submitted a timely and valid notice on the Valuation Date .

Valuation Date means, in respect of a Fund, each date specified as such in the applicable Final Terms (or, if such date is not a Fund Business Day, the next following Fund Business Day subject to the provisions of paragraph (i) “Consequences of a non-occurrence of a Fund Business Day”.

V. Definitions specific to Dividends

Dividend means in respect of a Share:

(i) an amount of dividend per Share as declared by the Company, before the withholding or deduction of taxes at source by or on behalf of any applicable authority having power to tax in respect of such a dividend (an **Applicable Authority**), but which shall not take into account:

  (a) any imputation or other credits, refunds or deductions granted by an Applicable Authority (together, the **Credits**); and

  (b) any taxes, credits, refunds or benefits imposed, withheld, assessed or levied on the Credits referred to in (a) above, and/or

(ii) an amount per Share being the cash value of any stock dividend (whether or not such stock dividend comprises shares that are not the ordinary shares of the issuer) declared by the Company (or, if no cash value is declared by the relevant issuer, the cash value of such stock dividend as determined by the Calculation Agent, calculated by reference to the opening price of such ordinary shares on the Ex-Dividend Date applicable to that stock dividend) provided that if holders of record of the relevant Share may elect between receiving an amount as defined in (i) above or in this sub-paragraph (ii), the dividend shall be deemed to be an amount as defined in (i) above.

In any case, this definition shall exclude (i) any dividends in relation to which the Index Sponsor makes an adjustment to the Index when the Share is considered as a component of an Index, or (ii) any dividends in relation to which the Related Exchange makes an adjustment to the Designated Contract when the Share is considered individually or as part of a basket (however where the Index Sponsor has adjusted the Index for part of a dividend or as the case may be the Related Exchange, the provisions above shall apply only to the unadjusted part).

Designated Contract means an options or futures contract on the Share traded on the Related Exchange with an expiry date (or the date which would have been the expiry date but for that day being a Disrupted Day or not being a Scheduled Trading Day) that matches the relevant Valuation Date specified in the Final Terms.

Dividend Period means the period specified as such in the Final Terms.

Ex-Dividend Date means in respect of a Dividend the date on which the relevant Share is scheduled to commence trading ex-dividend on the primary exchange or quotation system for such Share, as determined by the Calculation Agent.

Official Index Divisor means the value, calculated by the Index Sponsor, necessary to ensure that the numerical value of the Index remains unchanged after a change in the composition of the Index. The value of the Index after any change in its composition is divided by the Official Index Divisor to ensure that the value of the Index returns to its normalised value.

Official Number means, in respect of a date, an Index and a Share comprising such Index, the number of free-floating shares relating to such Share comprised in the Index, as calculated and published by the Index Sponsor on such date, subject to "Failure to Publish" below.

VI. Definitions specific to Exchange Traded Funds (ETF)

(i) Part 1. I and II above of this Equity Technical Annex, De-listing Event and any related provisions of Part 2 below of this Equity Technical Annex shall apply to an ETF which for all purposes of these provisions shall be deemed to be a Share.

(ii) Part 2. III, Adjustments and events relating to Funds/Fund Interest Units/amount of Fund Interest shall apply to an ETF which for all purposes of these provisions shall be deemed to be a Fund.

PART 2 – ADJUSTMENTS, EXTRAORDINARY EVENTS, HEDGING DISRUPTION AND CHANGE IN LAW RELATING TO SHARES, AMERICAN DEPOSITARY RECEIPTS (ADRs), INDICES, FUNDS AND DIVIDENDS

I. Adjustments and Extraordinary Events relating to Shares and American Depositary Receipts

A. Potential Adjustment Events

Potential Adjustment Event means, in relation to a Share, any of the following:

(i) a subdivision, consolidation or reclassification of such Share (unless resulting in a Merger Event) including, for the avoidance of doubt, a stock split or reverse stock split, or a free distribution or dividend of any such Shares to existing holders by way of bonus, capitalisation or similar issue;

(ii) a distribution, issue or dividend to existing holders of such Share of (a) such Shares or (b) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the Company equally or proportionately with such payments to holders of such Shares (c) share capital, other securities of another issuer acquired or owned (directly or indirectly) by the Company as a result of a spin-off or other similar transaction, or (d) any other type of securities, rights or warrants or other assets, in any case for payment (in cash or otherwise) at less than the prevailing market price as determined by the Calculation Agent;

(iii) an extraordinary dividend as determined by the Calculation Agent;

(iv) a call by the Company in respect of Shares that are not fully paid;

(v) a repurchase by the Company or any of its subsidiaries of Shares whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;

(vi) an event that results in any shareholder rights being distributed or becoming separated from shares of common stock or other shares of the capital stock of the Company pursuant to a shareholder rights plan or arrangement directed against hostile takeovers that provides upon the occurrence of certain events for a distribution of preferred stock, warrants, debt instruments or stock rights at a price below their market value, as determined by the Calculation Agent provided that any adjustment effected as a result of such an event shall be readjusted upon any redemption of such rights; or

(vii) any other event having, in the opinion of the Calculation Agent, a diluting or concentrative effect on the theoretical value of the Shares.

Following the occurrence of any Potential Adjustment Event as defined above, the Calculation Agent will, as soon as reasonably practicable after it becomes aware of such event determine whether such Potential Adjustment Event has a diluting or concentrative effect on the theoretical value of the Share and, if so, will (a) calculate the corresponding adjustment, if any, to be made to the elements relating to the relevant Share used to determine any settlement or payment terms under the Notes and/or any other terms of the Notes as it determines appropriate to preserve the economic equivalent of the obligations of the Issuer under the Notes and (b) determine the effective date of that adjustment. In its determinations of the existence and extent of any dilutive or concentrative effect on the theoretical value of the Shares of any Potential Adjustment Event, and any related adjustments to the terms of the Notes, the Calculation Agent shall take into account any amounts of Local Taxes that would, in the determination of the Calculation Agent, be withheld from or paid or otherwise incurred by an Offshore Investor in connection with such Potential Adjustment Event. The Calculation Agent may (but need not) determine the appropriate adjustment by reference to the adjustment in respect of such Potential Adjustment Event made by a Related Exchange to options on the Share traded on such Related Exchange.

In the event that the Underlying is in the form of an ADR, references to **Share** in the definition of **Potential Adjustment Event** above refer to the Deposited Securities underlying such ADRs. In addition, an event that has a diluting or concentrative effect on the Deposited Securities will affect the theoretical value of the ADR unless (and to the extent that) the Company or the Depositary, pursuant to its authority (if any) under the Deposit Agreement, elects to adjust the number of the Deposited Securities that are represented by each ADR such that the price of the ADR will not be affected by any such event (as determined by the Calculation Agent), in which case the Calculation Agent will make no adjustment. If the Company or the Depositary elects not to adjust the number of Deposited Securities that are represented by an ADR or makes an adjustment that the Calculation Agent determines not to have been adequate, then the Calculation Agent may, in its discretion, make the necessary adjustment to the elements relating to the Underlying used to determine any settlement or payment terms under the Notes and/or any other terms of the Notes as it determines appropriate to preserve the economic equivalent of the obligations of the Issuer under the Notes and determine the effective date of that adjustments. The Depositary may also have the ability pursuant to the Deposit Agreement to make adjustments in respect of the ADR for share distributions, rights distributions, cash distributions and distributions other than shares, rights and cash. Upon any such adjustment by the Depository, the Calculation Agent may, in its discretion, make the necessary adjustments as the Calculation Agent deems appropriate to account for such event.

Definitions applicable to this section:

Local Taxes shall mean taxes, duties, and similar charges imposed by the taxing authority of the country in which the Company has been incorporated or in which the Exchange on which the Share is listed is located.

Offshore Investor shall mean a holder of Shares who is an institutional investor not resident in the country in which the Company has been incorporated or in which the Exchange on which the Share is listed is located (the **Local Jurisdiction**), for the purposes of the tax laws and regulations of the Local Jurisdiction and, for the avoidance of doubt, whose jurisdiction of residence (i) shall be determined by the Calculation Agent and (ii) may be the jurisdiction of Société Générale or one of its affiliates.

B. Extraordinary Events

(i) Upon the occurrence, in the determination of the Calculation Agent, on or prior to the last Valuation Date or the last Averaging Date of the opening of an Offering Period relating to a Merger Event, a De-merger Event, a De-listing Event, an Insolvency, a Nationalisation or a Participation Event, in respect of a Share or an ADR (an **Affected Share** or an **Affected ADR**), then during such Offering Period, the Calculation Agent may decide in good faith to apply Method of Substitution with respect to the Affected Share or Affected ADR.

(ii) If the Calculation Agent decides not to apply Method of Substitution during the Offering Period with respect to the Affected Share or Affected ADR, then:

  (A) in respect of a Merger Event, from the Merger Date, and/or upon consummation of the Merger Event, until the sixtieth Business Day thereafter, the Calculation Agent, acting in good faith, shall apply either:

    (a) Share-for-Share Merger Event: Alternative Obligation and/or Method of Substitution or Early Redemption;

    (b) Share-for-Other Merger Event: Alternative Obligation and/or Method of Substitution or Early Redemption;

    (c) Share-for-Combined Merger Event: Alternative Obligation and/or Method of Substitution or Early Redemption;

  (B) in the case of a Merger Event affecting two Shares or ADRs comprised in a Basket, the Calculation Agent will either:

    (a) continue with the share or ADR resulting from the Merger Event and in order to maintain the original number of companies in the Basket, a Substitute Share or Substitute ADR (as applicable) will be elected and included in the Basket; or

(b) substitute both Shares (or ADRs) with two Substitute Shares (or ADRs) selected as described in the Method of Substitution;

(C) in respect of a De-merger Event, from the De-merger Date, and/or upon consummation of the De-merger Event, until the sixtieth Business Day thereafter, the Calculation Agent, acting in good faith, will either:

(a) replace the Affected Share or Affected ADR with the shares or ADRs of the successor companies; or

(b) substitute one or more share(s) resulting from such De-merger Event pursuant to the Method of Substitution,

it being understood that, in the case of a Basket, the Calculation Agent shall maintain the initial number of companies in the Basket and that in the case where the Calculation Agent has elected to substitute the Affected Share or Affected ADR with several shares or ADRs resulting from such De-merger Event, such shares or ADRs shall be placed in a sub-basket and considered as one component of the Basket;

(D) in respect of a De-listing Event or a Nationalisation, from the effective date of such event, until the sixtieth Business Day thereafter, the Calculation Agent, acting in good faith, may, but is not obliged to, apply the Method of Substitution;

(E) in respect of an Insolvency, the Calculation Agent will decide, either that:

(a) the Affected Share or the Affected ADR will be substituted pursuant to the Method of Substitution; or

(b) the value of the relevant component in the formula used to determine the amount to be paid or whether a condition has occurred, if any, as described in the applicable Final Terms, representing the Affected Share or the Affected ADR will be accounted by the Calculation Agent for its fair market value determined at any time as from the date of occurrence of such Insolvency until the last Valuation Date or the last Averaging Date. The determination of the fair market value shall depend upon the liquidity of the market and the trading conditions relating to the Share or ADR affected at the time of calculation; and

(F) in respect of a Participation Event from the effective date of such event until the sixtieth Business Day thereafter, the Calculation Agent may, but is not obliged to, select a Substitute Share or Substitute ADR for the Affected Share or the Affected ADR pursuant to the Method of Substitution.

(iii) Notwithstanding anything herein to the contrary, the Calculation Agent shall use its reasonable endeavours at all times to maintain the original number of companies in the Basket as Companies hereunder.

Definitions applicable to this section B - Extraordinary Events:

Alternative Obligation means:

(i) if, in respect of a Share-for-Share Merger Event, the Calculation Agent decides to apply Alternative Obligation, then on or after the relevant Merger Date the New Shares and the issuer of such New Shares (or, in the case of New Shares which are issued in the form of ADRs, the issuer of the Deposited Securities related to such ADRs) will be deemed the **Shares** (or **ADRs**, as the case may be) and the **Company**, respectively, and, if necessary, the Calculation Agent will adjust any relevant terms of the Notes on the basis of the number of

New Shares (as subsequently modified in accordance with any relevant terms and including the proceeds of any redemption, if applicable) to which a holder of the relevant number of Shares or ADRs immediately prior to the occurrence of the Merger Event would be entitled upon consummation of the Merger Event;

(ii) if, in respect of a Share-for-Other Merger Event, the Calculation Agent decides to apply Alternative Obligation, then on or after the relevant Merger Date, the Calculation Agent will adjust any relevant terms of the Notes on the basis of the amount of Other Consideration (as subsequently modified in accordance with any relevant terms and including the proceeds of any redemption, if applicable) to which a holder of the relevant number of Shares or ADRs would be entitled upon consummation of the Merger Event and, if necessary, any relevant terms of the Notes; and

(iii) if, in respect of a Share-for-Combined Merger Event, the Calculation Agent decides to apply Alternative Obligation, then on or after the Merger Date the New Shares and the Other Consideration will be deemed the **Shares** (or **ADRs**, as the case may be) and the issuer of the New Shares (or, in the case of New Shares which are issued in the form of ADRs, the issuer of the Deposited Securities related to such ADRs) will be deemed the **Company** respectively, and, if necessary, the Calculation Agent will adjust any relevant terms of the Notes on the basis of the number of New Shares and the amount of Other Consideration (as subsequently modified in accordance with any relevant terms and including the proceeds of any redemption, if applicable) to which a holder of the relevant number of Shares or ADRs would be entitled upon consummation of the Merger Event.

Combined Consideration means New Shares in combination with Other Consideration.

De-listing Event means, in respect of a Share or an ADR, that such Share or ADR (or Deposited Securities related to such ADR): (a) ceases to be listed, traded or publicly quoted on the relevant Exchange or listing compartment of the relevant Exchange (for any reason other than a Merger Event or a tender offer) and is not immediately re-listed, re-traded or re-quoted on an exchange or quotation system located in the same country as the Exchange (or where the Exchange is within the European Union, in any member state of the European Union) or (b) has its listing, trading or public quotation maintained in inappropriate conditions in the opinion of the Calculation Agent (such conditions to include, without limitation, a lack of liquidity or the disappearance of the relevant futures and/or option contract of the relevant Share) or (c) in respect of an Underlying in the form of an ADR, the Deposited Agreement is terminated.

De-merger Event means, in respect of any Share or ADR, that the Company relevant to such Share or ADR is affected by a de-merger including, without limitation, a spin off, *scission* or any operation of a similar nature.

De-merger Date means the date on which a De-merger Event becomes effective.

Early Redemption means that there will be an Early Redemption of the Notes on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

Fixing Period means the period subject to a maximum of ten Exchange Business Days, which shall expire no later than 90 Business Days following the Merger Date, the De-merger Date or the effective date of the De-listing Event, Nationalisation, Insolvency or Participation Event) during which:

(i) Société Générale or one of its affiliates sells the Affected Shares, Affected ADRs, the New Shares and/or the Other Consideration, (as the case may be), on the basis of the weighted average of the closing prices of the relevant assets traded by Société Générale or one of its affiliates with regards to the relevant Notes, as observed during such Fixing Period; and

(ii) the proceeds of such sale are re-invested in the Substitute Shares, Substitute ADRs and/or New Shares accordingly during the said Fixing Period on the basis of the weighted average of the closing prices of such Substitute Shares, Substitute ADRs and/or New Shares traded by Société Générale or one of its affiliates with regards to the relevant Notes, as observed during such Fixing Period.

Insolvency means, in respect of a Company, voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of, or any analogous proceeding affecting, such Company, as determined in good faith by the Calculation Agent.

Merger Date means, in respect of a Share or an ADR, the date upon which holders of the necessary number of the relevant Shares or ADRs (other than, in the case of a takeover offer, Shares or ADRs owned or controlled by the offeror) to constitute a Merger Event have agreed or have irrevocably become obliged to transfer their Shares.

Merger Event means, in respect of any Share:

(i) any reclassification or change of such Share (including the change of currency reference of the Share) that results in a transfer of or an irrevocable commitment to transfer all of such Share outstanding to another entity or person;

(ii) any consolidation, amalgamation, merger or binding share exchange of the relevant Company with or into another entity (other than a consolidation, amalgamation or merger in which such Company is the continuing entity and which does not result in a reclassification or change of all of such Shares outstanding);

(iii) other take-over offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Shares that results in a transfer of or an irrevocable commitment to transfer all or part of such Shares (other than any of such Shares owned or controlled by the offeror);

(iv) any consolidation, amalgamation, merger or binding share exchange of the relevant Company or its subsidiaries with or into another entity in which such Company is the continuing entity and which does not result in a reclassification or change of all of such Shares outstanding but results in the outstanding Shares (other than Shares owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding Shares immediately following such event; or

(v) take-over offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10 per cent. and less than 100 per cent. of the outstanding voting shares of the Company, as determined by the Calculation Agent based upon the making of filings with governmental or self-regulatory agencies or such other information as the Calculation Agent deems relevant.

In the event that the Underlying is in the form of an ADR issued pursuant to a Deposit Agreement references to **Share** in this definition refer to the Deposited Securities underlying such ADR.

Method of Substitution means that in the case of a Merger Event, De-merger Event, De-listing Event, Nationalisation, Insolvency or Participation Event (regardless of the consideration to be received), in respect of an Affected Share or an Affected ADR, the Calculation Agent may consider that the Affected Share, the Affected ADR, the New Shares and/or, all or part of the Other Consideration (as the case may be) is/are converted into cash and that the proceeds will be reinvested either (a) into a new share or ADR of the same economic sector or into a share or ADR issued by a company of a similar international standing or creditworthiness as the Company related to the Affected Share or Affected ADR (a **Substitute Share** or a **Substitute ADR**, as the case may be) or (b) in the case of Combined Consideration into New Shares. In the event of Other Consideration to be received in cash, in the future, the Calculation Agent may consider that the cash to be received in the future is discounted in order to immediately re-invest the proceeds then procured in accordance with (a) and (b) above.

The sale of the Affected Share, Affected ADRs, the New Shares and/or the Other Consideration shall be deemed to take place during the Fixing Period. The Substitute Share (or Substitute ADR, as the case may be) and the company issuing such Substituted Share (or, in the case of an ADR, the company issuing the Deposited Securities related to such ADR) will be deemed a **Share** and the **Company** respectively, and the Calculation Agent will adjust any relevant terms of the Notes.

For information purposes, it is understood that in all cases described herein where a Share or ADR is substituted, on any date "t", with a Substitute Share or Substitute ADR, the value of the relevant component in the formula used to determine the amount to be paid as described in the applicable Final Terms, shall not be affected by the substitution on such date "t" in respect of the Substitute Share or Substitute ADR and would mean the closing price of such Substitute Share or Substitute ADR on the relevant Exchange on the date "t" is weighted by an appropriate linking coefficient so that it is equal to the closing price of the Affected Share or Affected ADR on such date "t".

Nationalisation means that all the Shares or all or substantially all of the assets of a Company are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof.

New Shares means shares or ADRs (whether of the offeror or a third party) that are listed or quoted on a recognised exchange involved in the application of Method of Substitution or Alternative Obligation as determined by the Calculation Agent.

Offering Period means the period from and including the date on which the Merger Event, the De-listing Event, De-merger Event, Insolvency, Nationalisation or Participation Event is publicly and officially announced to but excluding the Merger Date or De-merger Date or the effective date of the De-listing Event, Insolvency, Nationalisation or Participation Event.

Other Consideration means cash and/or any securities (other than New Shares) or assets (whether of the offeror or a third party).

Participation Event means that a Company (whose Shares or ADRs form part of a Basket) takes a stake exceeding 20 per cent. of another Company whose Shares or ADRs (which shall be the Affected Share or ADR in respect of such Participation Event) also form part of the Basket.

Share-for-Combined Merger Event means, in respect of a Merger Event, that the consideration for the relevant Shares or ADRs consists of Combined Consideration.

Share-for-Other Merger Event means, in respect of a Merger Event, that the consideration for the relevant Shares or ADRs consists solely of Other Consideration.

Share-for-Share Merger Event means, in respect of a Merger Event, that the consideration for the relevant Shares or ADRs consists (or, at the option of the holder of such Shares or ADRs, may consist) solely of New Shares.

C. Correction of the Closing Price of a Share

In the event that any price or level published on the Exchange and which is utilised for any calculation or determination made under the Notes is subsequently corrected and the correction is published and made available to the public by the Exchange after the original publication but no later than four Business Days prior to the Maturity Date (or any payment date(s) determined in the applicable Final Terms), the Calculation Agent will determine the amount that is payable as a result of that correction, and, to the extent necessary, will adjust the terms of the Notes to account for such correction.

II. Adjustments relating to Indices

A. Adjustments

(i) If an Index is:

   (A) not calculated and announced by the relevant Index Sponsor but is calculated and announced by a relevant successor sponsor (the **Successor Sponsor**) acceptable to the Calculation Agent; or

   (B) replaced by a successor index using, in the determination of the Calculation Agent, the same or a substantially similar formula for, and method of, calculation as used in the calculation of that Index;

then the Index will be deemed to be the index so calculated and announced by the relevant Successor Sponsor or that successor index (as the case may be).

(ii) If, in the determination of the Calculation Agent:

(A) on or prior to a Valuation Date or an Averaging Date, the relevant Index Sponsor (or if applicable the Successor Sponsor) makes a material change in the formula for, or the method of calculating, that Index or in any other way materially modifies that Index (other than a modification prescribed in that formula or method to maintain that Index in the event of changes in constituent securities and capitalisation and other routine events);

(B) on any Valuation Date or Averaging Date, the relevant Index Sponsor (or, if applicable, the relevant Successor Sponsor) fails to calculate and publish the level of the Index and such failure is likely to have a material impact on the hedge of Société Générale in connection with the Notes; or

(C) the Index Sponsor (or, if applicable, the Successor Sponsor) permanently cancels the Index and no successor Sponsor exists;

then the Calculation Agent shall either:

(x) calculate the relevant formula used to determine an amount to be paid or whether a condition has occurred, if any, as described in the applicable Final Terms using, *in lieu* of a published level for the Index, the level of that Index as at the Valuation Time on the relevant Valuation Date or Averaging Date, as determined by the Calculation Agent in accordance with the formula for and method of calculating that Index last in effect prior to that change, failure or cancellation, but using only those securities that comprised that Index immediately prior to that change, failure or cancellation (other than those securities that have since ceased to be listed on any relevant Exchange);

(y) replace the Index by a new index [in case of Italian Certificates to be listed on the SeDex, insert: multiplied, if needed, by a linking coefficient allowing to ensure continuity in the evolution of the underlying asset of the Notes], provided that such index is (a) representative of the same economic or geographic sector (as the case may be), and (b) to the extent possible, representative of shares listed on one or more Exchanges of one or more OECD countries; or

(z) if the Calculation Agent has not retained (x) and if in (y) no index meeting the criteria (a) and (b) can be selected by the Calculation Agent, then the Issuer shall terminate its obligations under the Notes and pay to each Noteholder, as soon as possible after the occurrence of any of the events described in (A), (B) or (C) above, an Early Redemption Amount on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

[in case of Italian Certificates to be listed on the SeDex, insert: The Calculation Agent will adjust any relevant terms of the Notes as it determines appropriate to preserve the economic equivalent of the obligations of the Issuer under the Notes.]

(iii) If an Index merges with another index or if an Index which forms part of the Basket merges with another index which does not form part of the Basket (an **Event**) , the Calculation Agent will either:

(A) continue using the index resulting from the merger; or

(B) replace the Index with another index (the New Index); as long as the New Index is (a) representative of the same economic or geographic sector (as the case may be) and (b) to the extent possible, representative of shares listed on one or more Exchanges of one or more OECD countries.

If the Calculation Agent has not retained (A) and if in (B) no index meeting the criteria (a) and (b) can be selected by the Calculation Agent, then the Issuer shall terminate its obligations under the Notes and pay to each Noteholder, as soon as possible after the occurrence of the Event described above, an Early Redemption Amount on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

(iv) In the case of a merger affecting two Indices comprised in a Basket (an **Event**), the Calculation Agent will either:

(A) continue using the index resulting from the merger and, in order to maintain the same number of indices within the Basket, the Calculation Agent will select a further index (a **New Index**) to be included in the Basket, as long as such New Index is (a) representative of the same economic or geographic sector (as the case may be) and (b) to the extent possible, representative of shares listed on one or more Exchanges of one or more OECD countries; or

(B) replace both Indices with two other indices (each a **New Index**); as long as each New Index is (a) representative of the same economic or geographic sector (as the case may be) and (b) to the extent possible, representative of shares listed on one or more Exchanges of one or more OECD countries.

If the Calculation Agent has not retained (A) and if in (B) no index meeting the criteria (a) and (b) can be selected by the Calculation Agent, then the Issuer shall terminate its obligations under the Notes and pay to each Noteholder, as soon as possible after the occurrence of the Event described above, an Early Redemption Amount on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

(v) If an Index is split into two or more new indices (an **Event**), the Calculation Agent will, either:

(A) use the indices resulting from the split to determine an index equivalent to the one existing prior to the split (provided that the indices resulting from the split will be deemed to form together the **New Index**); or

(B) replace the split Index with a new index (a **New Index**) as long as such New Index is (a) representative of the same economic or geographic sector (as the case may be), and (b) to the extent possible representative of shares listed on one or more Exchanges of one or more OECD countries.

If the Calculation Agent has not retained (A) and if in (B) no index meeting the criteria (a) and (b) can be selected by the Calculation Agent, then the Issuer shall terminate its obligations under the Notes and pay to each Noteholder, as soon as possible after the occurrence of the Event described above, an Early Redemption Amount on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

(vi) In the case of a Basket of Indices, in the event that shares forming part of one Index comprising the Basket represent at least 20 per cent. of the capitalisation of another Index forming part of the Basket (the **Affected Index**) (an **Event**), the Calculation Agent may, but is not obliged to, replace such Affected Index with a new index as long as such new index is (a) representative of the same economic or geographic sector (as the case may be), and (b) to the extent possible, representative of shares listed on one or more Exchanges of one or more OECD countries. If no index meeting the criteria (a) and (b) can be selected by the Calculation Agent, then the Issuer shall terminate its obligations under the Notes and pay to each Noteholder, as soon as possible after the occurrence of the Event , an Early Redemption Amount on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

(vii) In the event that an Index ceases to be the underlying of a futures and/or option contract (as the case may be) (an **Event**), the Calculation Agent may, but is not obliged to, replace such Index with a new index as long as such new index is (a) representative of the same economic or geographic sector (as the case may be), and (b) to the extent possible, representative of shares listed on one or more Exchanges of one or more OECD countries. If no index meeting the criteria (a) and (b) can be selected by the Calculation Agent, then the Issuer shall terminate its obligations under the Notes and pay to each Noteholder, as soon as possible after the occurrence of the Event described above, an Early Redemption Amount on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

B. Correction of the Closing Price of an Index and/or Opening Price of an Index

In the event that any price or level published on the Exchange or by the Index Sponsor and which is used for any calculation or determination made under the Notes is subsequently corrected and the correction is published and made available to the public by the Exchange or the Index Sponsor after the original publication but no later than four Business Days prior to the Maturity Date (or Final Payment Date or any payment date(s) determined in the applicable Final Terms), the Calculation Agent will determine the amount that is payable as a result of that correction, and, to the extent necessary, will adjust the terms of the Notes to account for such correction.

III. Adjustments and events relating to Funds/Fund Interest Units/amount of Fund Interest

In making any adjustment or determination of any kind in respect of the events listed below, the Calculation Agent shall act in good faith.

A. Adjustments

In the case of the occurrence at any time on or prior to a Valuation Date or Averaging Date of any event affecting a Fund or the value of the relevant Fund Interest Units or the amount of Fund Interest including, without limitation:

(i) a subdivision, consolidation or reclassification of the relevant number of Fund Interest Units or amount of Fund Interest, or a free distribution or dividend of any such Fund Interest to existing holders by way of bonus, capitalization or similar issue;

(ii) a distribution, issue or dividend to existing holders of the relevant Fund Interest of (A) an additional amount of such Fund Interest, or (B) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the Fund equally or proportionately with such payments to holders of such Fund Interest, or (C) share capital or other securities of another issuer acquired or owned (directly or indirectly) by the Fund as a result of a spin-off or other similar transaction, or (D) any other type of securities, rights or warrants or other assets, in any case for payment (cash or other consideration) at less than the prevailing market price as determined by the Calculation Agent;

(iii) an extraordinary dividend;

(iv) a repurchase by the Fund of relevant Fund Interests whether the consideration for such repurchase is cash, securities or otherwise, other than in respect of a redemption of Fund Interests initiated by an investor in such Fund Interests that is consistent with the Fund Documents; or

(v) any other event that may have a diluting or concentrative effect on the theoretical value of the relevant Fund Interest Units or amount of Fund Interest;

the Calculation Agent may adjust any relevant terms of the Notes to preserve the economic equivalent of the obligations of the Issuer under the Notes.

B. Events relating to any Fund and/or any Fund Interest Unit, other than those specified under paragraph A "Adjustments" above

Upon the occurrence of any of the following events :

(a) Nationalization means that all the Fund Interests or all or substantially all the assets of a Fund are nationalized, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof;

(b) Insolvency means that by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting a Fund, (i) all the Fund Interests of that Fund are required to be transferred to a trustee, liquidator or other similar official or (ii) holders of the Fund Interests of that Fund become legally prohibited from transferring or redeeming them;

(c) Fund Insolvency Event means, in respect of any Fund Interest, that the related Fund (i) is dissolved or has a resolution passed for its dissolution, winding-up, official liquidation (other than pursuant to a consolidation, amalgamation or merger); (ii) makes a general assignment or arrangement with or for the benefit of its creditors, (iii) (A) 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 organization or the jurisdiction of its head or home office, 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 a petition is presented for its winding-up or liquidation by it or such regulator, supervisor or similar official, or (B) has instituted against it 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 a petition is presented for its winding-up or liquidation, and such proceeding or petition is instituted or presented by a person or entity not described in clause (A) above and either (x) results in a judgment of insolvency or bankruptcy or the entry of an order for relief or the making of an order for its winding-up or liquidation or (y) is not dismissed, discharged, stayed or restrained in each case within fifteen days of the institution or presentation thereof; (iv) seeks or becomes subject to the appointment of an administrator, provisional liquidator, conservator, receiver, trustee, custodian or other similar official for it or for all or substantially all its assets; (v) has a secured party take possession of all or substantially all its assets or has a distress, execution, attachment, sequestration or other legal process levied, enforced or sued on or against all or substantially all of its assets and such secured party maintains possession, or any such process is not dismissed, discharged, stayed or restrained, in each case within fifteen days thereafter; or (vi) causes or is subject to any event with respect to it which, under the applicable laws of any jurisdiction, has an analogous effect to any of the events specified in clauses (v) through (vi) above;

(d) Adviser Resignation Event means, in respect of any Fund, (i) the resignation, termination, or replacement of its Fund Adviser ;

(e) Fund Modification means any change or modification of the related Fund Documents, that could reasonably be expected to affect the value of such Fund Interest or the rights or remedies of any holders thereof (including but not limited to an open-end fund that becomes a closed-end fund), (in each case, as determined by the Calculation Agent or one of its affiliates, from those prevailing on the first Valuation Date of the Notes);

(f) Strategy Breach means (i) any breach or violation of any strategy or investment guidelines stated in the related Fund Documents, that is reasonably likely to affect the value of such Fund Interest or the rights or remedies of any holders thereof, in each case, as determined by the Calculation Agent or (ii) any material modification, as determined by the Calculation Agent, of the risk profile of the Fund from its risk profile prevailing on the first to occur of (x) the Issue Date and (y) the first Valuation Date of the Notes by reason of, but not limited to, the modification of the proportions, or reduction of diversification, of the type of assets in which the Fund invests or a reduction of the average liquidity of the assets of the Fund;

(g) Regulatory Action means, with respect to any Fund Interest, (i) cancellation, suspension or revocation of the registration or approval of such Fund Interest or the related Fund by any governmental, legal or regulatory entity with authority over such Fund Interest or Fund, (ii) any change in the legal, tax, accounting, or regulatory treatments of the relevant Fund or its Fund Service Provider that is reasonably likely to have an adverse impact on the value of such Fund Interest or on any investor therein (as determined by the Calculation Agent), or (iii) the related Fund or any of its Fund Service

Provider becoming subject to any investigation, proceeding or litigation by any relevant governmental, legal or regulatory authority involving the alleged violation of applicable law for any activities relating to or resulting from the operation of such Fund or Fund Service Provider;

(h) Reporting Disruption means, in respect of any Fund Interest, (i) occurrence of any event affecting such Fund Interest that, in the determination of the Calculation Agent, would make it impossible or impracticable for the Calculation Agent to determine the value of such Fund Interest, and such event is likely to continue in the foreseeable future; (ii) any failure of the related Fund to deliver, or cause to be delivered, (A) information that such Fund has agreed to deliver, or cause to be delivered to the Calculation Agent or (B) information that has been previously delivered to the Calculation Agent in accordance with such Fund, or its authorized representative's, normal practice and that the Calculation Agent deems necessary for it to monitor such Fund's compliance with any investment guidelines, asset allocation methodologies or any other similar policies relating to such Fund Interests;

(i) Change in Law means that, on or after the first to occur of (i) the Issue Date and (ii) the first Valuation Date of the Notes (i) due to the adoption of or any change in any applicable law or regulation (including, without limitation, any tax law), or (ii) due to the promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), the Calculation Agent determines in good faith that (A) it has become illegal to hold, acquire or dispose of Fund Interest on a hedge relating to Notes or the agreement entered into with Société Générale by the Issuer of the Notes, or (B) Société Générale or one of its affiliates will incur a materially increased cost in performing its obligations under such Notes or the agreement entered into with Société Générale by the Issuer of the Notes (including, without limitation, due to any increase in tax liability, decrease in tax benefit or other adverse effect on its tax position);

(j) Increased Cost of Hedging means that Société Générale or one of its affiliates would incur a materially increased (as compared with circumstances existing on the first Valuation Date of the Notes) amount of tax, duty, expense or fee (other than brokerage commissions) to (i) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the price risk relating to any Fund Interest of entering into and performing its obligations with respect to the relevant Notes or the agreement entered into with Société Générale by the Issuer of the Notes or (ii) realize, recover or remit the proceeds of any such transaction(s) or asset(s), provided that any such materially increased amount that is incurred solely due to the deterioration of the creditworthiness of the Société Générale or one of its affiliates shall not be deemed an Increased Cost of Hedging;

(k) Fund Adviser Event means that the Calculation Agent determines that over a period of twelve months, the total value of the assets managed by the Fund Adviser (including the Fund) has decreased by fifty percent (50%) (either due to redemptions or decrease in value of such assets);

(l) Fund Service Provider Event means (i) a change, resignation, termination or replacement of any Fund Service Provider, (ii) a change of control or indirect control of any Fund’s service provider, (iii) any of the Fund’s service provider is subject to a Fund Service Provider Insolvency Event, where “Fund Service Provider Insolvency Event” has the same meaning as Fund Insolvency Event described above, except that Fund is replaced by a Fund Service Provider or (iv) in the reasonable opinion of the Calculation Agent, any of the Fund Service Providers is no longer deemed able to carry out its business with the standard of care which was prevailing on the first Valuation Date of the Notes;

(m) Holding Ratio means the reduction of the Fund’s aggregate net asset value under an amount that, in the reasonable opinion of the Calculation Agent, has, or is likely to have, a significant effect on the management conditions of the Fund and/or its operating expenses or would increase the proportion of Fund Interest Units held, or likely to be held, by Société Générale or any of its affiliates, or any funds managed by Société Générale or one of its affiliates, to such extent that the full redemption of the Fund Interest Units held by Société Générale or one of its affiliates is likely to be impaired; or

(n) Merger Event means the conversion of the Fund Interest Unit into another class of fund interest units or securities, or the split of the Fund, its consolidation or its merger with, or its sale or its conveyance of all or substantially all its assets to, a third party;

(o) Closure of the Fund means liquidation, winding up or dissolution for any reason other than those mentioned above;

then the Calculation Agent may:

(a) consider such Extraordinary Event as an event triggering an early redemption of the Notes (hereafter, an Early Redemption Event). In the case where an Early Redemption Event occurs, the Issuer shall terminate its obligations under the Notes and shall pay or cause to be paid an Early Redemption Amount on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions;

(b) in the case of subparagraph (n) above only, replace the Fund Interest Unit by the kind and number of units or other securities and property receivable on such conversion, split, consolidation, merger, sale or conveyance by a holder of Fund Interest Units prior to such conversion, split, consolidation, merger, sale or conveyance for the purposes of determining the value of the Unit and make any adjustment (if necessary) to the value of such Fund Interest Unit; or

(c) replace the Fund Interest Unit with a new fund interest unit of another fund.

IV. Adjustments and events relating to Dividends

A. Adjustments

Adjustments in relation to an Index all the components of which are used to determine the amounts due under Notes indexed on Dividends

If an event occurs affecting the Index all the components of which are used to determine the amounts due under Notes indexed on Dividends, which in the determination of the Calculation Agent has a material effect on the amounts due under the Notes, then the Calculation Agent shall either:

(i) adjust any terms of the Notes, it determines appropriate, in order to take into account the economic effect on the Notes of such event; or

(ii) replace the Index by a new index provided that such index is (a) representative of the same economic or geographic sector (as the case may be), and (b) to the extent possible, representative of shares listed on one or more Exchanges of one or more OECD countries; or

(iii) consider such event as an event triggering an early redemption of the Notes and then the Issuer shall terminate its obligations under the Notes and pay to each Noteholder, as soon as possible after the occurrence of the event giving rise to the relevant adjustment, an Early Redemption Amount on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

Adjustments in relation to a Share the dividend of which is used to determine the amounts due under Notes indexed on Dividends

If an Extraordinary Event (as defined in Part 2 - I above) occurs affecting the Share (the **Affected Share**) the dividend of which is used to determine the amounts due under Notes indexed on Dividends, then the Calculation Agent shall either:

(i) adjust any terms of the Notes, it determines appropriate, in order to take into account the economic effect on the Notes of such event; or

(ii) replace the Affected Share by the resulting share or by a new share issued by a company of a similar international standing or creditworthiness as the Company related to the Affected Share; or

(iii) apply Early Redemption as defined in Part 2-I –B above on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

If a Potential Adjustment Event (as defined in Part 2 - I above) occurs affecting the Share (the **Affected Share**) the dividend of which is used to determine the amounts due under Notes indexed on Dividends, then the Calculation Agent will, subject to the provisions of the last paragraph of the definition "Dividend" above, adjust any terms of the Notes, it determines appropriate, in order to take into account the economic effect on the Notes of such event.

B. Extraordinary Events

Failure to Publish

If during the Dividend Period, the Index Sponsor fails (for whatever reason including without limitation, a Market Disruption Event as defined in the Common definitions and provisions for Shares, American Depositary Receipts, Indices and Dividends in Part 1 above) to calculate and publish the number of free-float shares in respect of any Share or the Official Index Divisor, then the Calculation Agent shall determine the number of free-float shares in respect of such Share or the Official Index Divisor (as the case may be).

In making any such determination, the Calculation Agent may (but shall not be obliged to) make reference to the formula for and method of calculating the number of free-float shares or the Official Index Divisor (as the case may be) last in effect prior to the failure by the Index Sponsor to make the relevant calculation or publication.

Dividend Recovery

If (i) the amount actually paid or delivered by an issuer to holders of record of the relevant Share in respect of any Dividend declared by such issuer (a **Declared Dividend**) to holders of record of such Share is not equal to such Declared Dividend (a **Dividend Mismatch Event**); or (ii) such issuer fails to make any payment or delivery in respect of such Declared Dividend by the third Business Day following the relevant due date, then the Calculation Agent may (but shall not be obliged to) determine any appropriate adjustment to be made to account for such correction or subsequent publication, together with interest, on any amount subsequently due under the Notes.

C. Corrections

In the event that an Official Index Divisor or number of free floating shares calculated and published by the Index Sponsor (or determined by the Calculation Agent pursuant to the provisions above relating to "Failure to Publish") and utilized for any calculation or determination made in respect of the Notes is subsequently corrected (or, where there has been a Failure to Publish, published by the Index Sponsor) and the correction is published (or, where there has been a Failure to Publish, publication is made) by the Index Sponsor within five Scheduled Trading Days (as defined in the Definitions specific to Indices in Part 1 above) after the original publication, the Calculation Agent will adjust the Dividend, as required, to take into account such correction *provided that* such correction or subsequent publication occurs no later than four Business Days prior to the Maturity Date (or any payment date(s) determined in the applicable Final Terms).

V. Hedging Disruption and consequences of Hedging Disruption - Change in Law and consequences of Change in Law

A. Hedging Disruption means :

(i) in respect of Notes that have one or more Funds as Underlying(s), that Société Générale or one of its affiliates is unable, or it is impractical for Société Générale or one of its affiliates, after using commercially reasonable efforts, to (a) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction or asset it deems necessary or appropriate to hedge the price risk (or any other relevant price risk including but not limited to the currency risk) of entering into and performing its obligations with respect to the Notes or the agreement entered into with Société Générale by the Issuer of the Notes or (b) realize, recover or remit the proceeds of any such transaction or asset, including, without limitation, where such inability or impracticability has arisen by reason of (A) any restrictions or increase in charges or fees imposed by the relevant Fund or any other action taken or inaction by the Fund which has an adverse effect on any investor's ability to redeem the Units of such Fund Interest, in whole or in part, or any existing or new investor's ability to make new or additional investments in such Fund Interest or any non-compliance by the Fund or a Fund Service Provider, as the case may be, with any agreement entered into with Société Générale or one of its affiliates which impact the terms and conditions of subscription and/or redemption, or (B) any mandatory redemption, in whole or in part, of such Fund Interest imposed by the relevant Fund (in each case other than any restriction in existence on the first Valuation Date of the Notes

(ii) in respect of Notes that have one or more Share(s), Index(ices), ADR(s), Dividend(s) or ETF(s) as Underlying(s), that Société Générale or one of its affiliates is unable, after using commercially reasonable efforts, to either (a) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or asset(s) it deems necessary to hedge the equity price risk (or any other relevant price risk including, but not limited to, the currency risk) of entering into and performing its obligations with respect to the Notes or the agreement entered into with Société Générale by the Issuer of the Notes, or (b) freely realize, recover, receive, repatriate, remit or transfer the proceeds of Hedge Positions as the case may be between accounts within the jurisdiction of the Hedge Positions (the "Affected Jurisdiction") or from accounts within the Affected Jurisdiction to accounts outside of the Affected Jurisdiction.

In case of occurrence of a Hedging Disruption relating to a Share, an Index, an ETF or an ADR, Dividend(s) or a Fund, (the **Affected Underlying**), the Calculation Agent may :

(a) consider such event as an event triggering an early redemption of the Notes (hereafter, an Early Redemption Event). In that case where an Early Redemption Event occurs, the Issuer shall terminate its obligations under the Notes and shall pay or cause to be paid an Early Redemption Amount on the basis of the Market Value as defined in Condition 6(f) of the Terms and Conditions; or

(b) replace the Affected Underlying by a new underlying which is representative of the same economic or geographic sector.

For the purpose of this provision

Hedge Positions means any purchase, sale, entry into or maintenance of one or more (i) positions or contracts in securities, options, futures, derivatives or foreign exchange, (ii) stock loan transactions or (iii) other instruments or arrangements (howsoever described) by Société Générale or one of its affiliates, in order to hedge, individually or on a portfolio basis, the Notes.

B. Change in Law and consequences of Change in Law

Change in Law means in respect of Notes that have one or more Share(s), Index(ices), ADR(s), Dividend(s) or ETF(s) as Underlying(s) that, on or after the first to occur of (i) the Issue Date and (ii) the first Valuation Date of the Notes (A) due to the adoption of any change in any applicable law or regulation (including without limitation, any tax law) or (B) due to the promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), the Calculation Agent determines in good faith that it has become illegal for Société Générale or one of its affiliates to hold, acquire or dispose of Hedge Positions (as defined in A. above) or to maintain the agreement entered into with Société Générale or one of its affiliates by the Issuer of the Notes, relating to the Underlying of the Notes (the **Affected Underlying**).

Upon the occurrence, in the determination of the Calculation Agent, on or prior to the last Valuation Date or the last Averaging Date of a Change in Law, then the Calculation Agent will decide with regard to the Affected Underlying by such Change in Law, either:

(a) consider such event as an event triggering an early redemption of the Notes (hereafter, an Early Redemption Event). In that case where an Early Redemption Event occurs, the Issuer shall terminate its obligations under the Notes and shall pay or cause to be paid an Early Redemption Amount on the basis of the Market Value as defined in Condition 6(f) of the Terms and Conditions ; or

(b) replace the Affected Underlying by a new underlying which is representative of the same economic or geographic sector.

PART 3 - CALCULATIONS - PHYSICAL DELIVERY

I. Calculations - Calculation Agent

(i) Unless otherwise specified in the applicable Final Terms, and in respect of Notes to which this Equity Technical Annex applies, the Calculation Agent responsible for calculating the Rate of Interest and/or the Final Redemption Amount and/or interest payable and/or the Physical Delivery Amount and/or the Early Redemption Amount shall be Société Générale, 29 boulevard Haussmann, 75009 Paris, France. The calculations and determinations of the Calculation Agent will be conclusive and binding upon the Issuer, the Guarantor, the Agent and the Noteholders, in the absence of manifest error or proven error.

(ii) Following the occurrence of an event giving rise to an adjustment which is substantial in the opinion of the Calculation Agent or of an extraordinary event affecting an Underlying, the Calculation Agent shall notify the Issuer, which shall in its turn notify the Agent and the Noteholders pursuant to the provisions of Condition 13 of the Terms and Conditions of the relevant adjustment made or decision taken by the Calculation Agent. Details on such adjustment made or decision taken can be obtained by the Noteholders upon request at the Calculation Agent's specified address.

(iii) **Business Day** means, for the purpose of this Part 3, a day on which the Calculation Agent is open for business in Paris.

II. Physical Delivery Notes

(i) Unless otherwise specified in the applicable Final Terms, the Underlying used to determine the Physical Delivery Amount will be the Underlying(s) specified in the applicable Final Terms.

(ii) When the settlement of a Physical Delivery Note is by way of physical delivery, the delivery will be made through Clearstream, Luxembourg or Euroclear or other relevant clearance institution (a **Clearing System**). The Transfer Notice will be delivered using the transfer procedures currently utilised by the relevant Clearing System. A Noteholder's entitlement to any Physical Delivery Amount will be evidenced by the Noteholder's account balance appearing on the records of the relevant Clearing System.

(iii) Additional terms applicable to the settlement of the Physical Delivery Amount:

    (A) The Physical Delivery Amount will be determined subject to the provisions in Part 1 and Part 2 (above) of this Equity Technical Annex, relating to Adjustments and Market Disruption Event. If as a result of an adjustment or otherwise, the number of Underlyings to be delivered is not a whole number, any fraction thereof will be payable in cash, on the basis of the value of such Underlying, converted, as the case may be, into the Specified Currency at the current exchange rate.

    (B) In addition, if a Settlement Disruption Event does prevent delivery of the Physical Delivery Amount on the Maturity Date, then, such delivery shall occur on the first succeeding day on which delivery of the Physical Delivery Amount can take place through the relevant Clearing System (the **Settlement Date**) unless a Settlement Disruption Event prevents delivery for a period of 20 Clearing System Business Days immediately following the original date that would have been the Settlement Date (the **Delivery Period**). In that latter case, the Issuer shall, in lieu of delivering the Physical Delivery Amount, pay, in respect of each Note, the fair market value of the number of Underlying(s) to be delivered (the **Fair Market Value**) converted into the Specified Currency at the current exchange rate, if applicable. The Fair Market Value will be determined by the Calculation Agent on the basis of the market conditions on the first Business Day following the Delivery Period.

(C) If a dividend is paid in respect of the Underlying from and including the Valuation Date to and, as the case may be, (a) excluding the Delivery Date or (b) including, in the event of a Settlement Disruption Event, the date on which the Fair Market Value is calculated, then, the net dividend amount relating to the number of Underlying(s) to be delivered per Note (excluding any related tax credit) converted into the Specified Currency at the current exchange rate, if applicable, will be paid in cash to the Noteholders as soon as practicable, unless otherwise specified in the applicable Final Terms.

(D) All stamp duties, or other similar taxes and/or duties, in respect of physical delivery of Underlyings shall be borne by the Noteholders.

(iv) As used in this paragraph:

Clearing System Business Day means, in respect of a Clearing System, any day on which such Clearing System is open for the acceptance and execution of settlement instructions.

Delivery Date means, as the case may be, (a) the Maturity Date or (b) in the event of a Settlement Disruption Event, the Settlement Date (as defined above).

Settlement Disruption Event means any event beyond the control of the Issuer as a result of which the relevant Clearing System cannot clear the transfer of the Physical Delivery Amount.

B) COMMODITIES TECHNICAL ANNEX

PART 1 – DEFINITIONS

I. Commodity Reference Prices

Commodity Reference Price means any of (i) the prices specified for the relevant Commodity below, (ii) the Closing Price for the relevant Index specified in the applicable Final Terms or (iii) any other price specified in the applicable Final Terms:

AL for a date means the settlement price per tonne of high grade Primary Aluminium at the end of the second morning ring on the LME for cash delivery (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the LME for that date (available on page "MTLE" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

BL for a date means the settlement price per barrel of the Brent blend crude oil on the ICE of the First Nearby Month Futures Contract subject to Roll Adjustment 1 (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the ICE for that date (available on page "SETT" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

CC for a date means the settlement price per metric tonne of Cocoa Bean on the ICE of the First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S dollars, as determined and made public by the ICE for that date (available on page “CCc1” for a First Nearby Month Futures Contract and “CCc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

CL for a date means the settlement price per barrel of the West Texas Intermediate light sweet crude oil on the NYMEX of the First Nearby Month Futures Contract (unless otherwise provided for in the applicable Final Terms) stated in USD, as determined and made public by the NYMEX for that date (available on page "SETT" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

CO for a date means the settlement price per bushel of No.2 Yellow Corn on the CBOT of the First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S cents, as determined and made public by the CBOT for that date (available on page “Cc1” for a First Nearby Month Futures Contract and “Cc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

CT for a date means the settlement price per pound of Cotton No.2 on the ICE of First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S cents, as determined and made public by the ICE for that date (available on page “CTc1” for a First Nearby Month Futures Contract and “CTc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

CU for a date means the settlement price per tonne of copper Grade A at the end of the second morning ring on the LME for cash delivery (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the LME for that date (available on page "MTLE" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

DA for a date means the settlement price per 100 pounds of Class III Milk on the CME of the First Nearby Month Futures Contract subject to Roll Adjustment 1 (unless otherwise provided for in the applicable Final Terms), stated in U.S dollars, as determined and made public by the CME for that date (available on page “DAc1” for a First Nearby Month Futures Contract and “DAc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal)

EU2 for a date means the settlement price per emissions allowance (such emissions allowance being an entitlement to emit one tonne of carbon dioxide equivalent gas) on the ICE of the ICE ECX CFI December Futures Contract which first expires on or following that date (unless otherwise provided for in the applicable Final Terms), stated in EUR, as determined and made public by the ICE for that date (available on page "0#CFI:" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

FC for a date means the settlement price per pound of Feeder Cattle on the CME of the First Nearby Month Futures Contract subject to Roll Adjustment 1 (unless otherwise provided for in the applicable Final Terms), stated in U.S. cents, as determined and made public by the CME for that date (available on page “FCc1” for a First Nearby Month Futures Contract and “FCc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

GL for a date means the settlement price per metric ton of the gas oil on the ICE of the First Nearby Month Futures Contract subject to Roll Adjustment 1 (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the ICE for that date (available on page "SETT" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

GO for a date, means the afternoon (unless otherwise provided for in the applicable Final Terms) Gold fixing price per troy ounce of Gold for delivery in London through a member of the LBMA authorised to effect such delivery, stated in USD, as determined and made public by the London Gold Market for that date (available on page "GOFO" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

HO for a date means the settlement price per US Gallon of the heating oil on the NYMEX of the First Nearby Month Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the NYMEX for that date (available on page "SETT" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

KC for a date means the settlement price per pound of Arabica Coffee on the ICE of the First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S cents, as determined and made public by the ICE for that date (available on page “KCc1” for a First Nearby Month Futures Contract and “KCc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

KW for a date means the settlement price per bushel of Hard Red Winter Wheat on the KBOT of First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S cents, as determined and made public by the KBOT for that date (available on page “KWc1” for a First Nearby Month Futures Contract and “KWc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

LC for a date means the settlement price per pound of Live Cattle on the CME of the First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S. cents, as determined and made public by the CME for that date (available on page “LCc1” for a First Nearby Month Futures Contract and “LCc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

LH for a date means the settlement price per pound of Lean Hogs on the CME of the First Nearby Month Futures Contract subject to Roll Adjustment 1 (unless otherwise provided for in the applicable Final Terms), stated in U.S. cents, as determined and made public by the CME for that date (available on page “LHc1” for a First Nearby Month Futures Contract and “LHc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

NG for a date means the settlement price per MMBTU of natural gas on the NYMEX of the Henry Hub Natural Gas of the First Nearby Month Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the NYMEX for that date (available on page "SETNGS" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

NI for a date means the settlement price per tonne of Primary Nickel at the end of the second morning ring on the LME for cash delivery (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the LME for that date (available on page "MTLE" of the Reuters Monitor Rates and on the relevant page of the Bloomberg terminal).

OJ for a date means the settlement price per pound of Frozen Concentrated Orange Juice on the ICE of the First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S cents, as determined and made public by the ICE for that date (available on page “OJc1” for a First Nearby Month Futures Contract and “OJc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal)

PB for a date means the settlement price per tonne of the Standard Lead at the end of the second morning ring on the LME for cash delivery (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the LME for that date (available on page "MTLE" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

PD for a date, means the afternoon (unless otherwise provided for in the applicable Final Terms) Palladium fixing price per troy ounce gross of Palladium for delivery in Zurich through a member of the LPPM authorized to effect such delivery, stated in USD, as determined and made public by the LPPM for that date (available on page "STBL" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

PT for a date means the afternoon (unless otherwise provided for in the applicable Final Terms) Platinum fixing price per troy ounce gross of Platinum for delivery in Zurich through a member of the LPPM authorised to effect such delivery, stated in USD, as determined and made public by the LPPM for that date (available on page "STBL" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

RB for a date means the settlement price per US Gallon of the reformulated gasoline blendstock for oxygen blending on the NYMEX of the First Nearby Month Futures Contract (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the NYMEX for that date (available on page "SETT" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

SB for a date means the settlement price per pound of Sugar #11 on the ICE of the First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S cents, as determined and made public by the ICE for that date (available on page “SBc1” for a First Nearby Month Futures Contract and “SBc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

SI for a date means the Silver fixing price per troy ounce of Silver for delivery in London through a member of the LBMA authorised to effect such delivery, stated in US cents, as determined and made public by the London Silver Market for that date (available on page "SIFO" of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

SM for a date means the settlement price per metric ton of Soybean Meal on the CBOT of the First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the CBOT for that date (available on page “SMc1” for a First Nearby Month Futures Contract and “SMc2” for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

SO for a date means the settlement price per bushel of Soybean on the CBOT of First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S cents, as determined and made public by the CBOT for that date (available on page "Sc1" for a First Nearby Month Futures Contract and "Sc2" for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

WH for a date means the settlement price per bushel of deliverable grade wheat on the CBOT of the First Nearby Month Futures Contract subject to Roll Adjustment 2 (unless otherwise provided for in the applicable Final Terms), stated in U.S. cents, as determined and made public by the CBOT for that date (available on page "Wc1" for a First Nearby Month Futures Contract and "Wc2" for a Second Nearby Month Futures Contract of the Reuters Monitor Money Rates Service and on the relevant page of the Bloomberg terminal).

ZN for a date means the settlement price per tonne of Special High Grade Zinc at the end of the second morning ring on the LME for cash delivery (unless otherwise provided for in the applicable Final Terms), stated in USD, as determined and made public by the LME for that date (available on page "MTLE" of the Reuters Monitor Rates Service and on the relevant page of the Bloomberg terminal).

II. Price Sources

Price Source means, with respect to a Commodity Reference Price, the Exchange, Index Sponsor or other entity, as specified in the definition of that Commodity Reference Price as the entity which determines and makes public the relevant price.

APX means the Amsterdam Power Exchange N.V. or its successor.

CBOT means the Chicago Board of Trade or its successor.

CME means the Chicago Mercantile Exchange or its successor.

COMEX means the Commodity Exchange Inc., New York or its successor.

ICE or Futures ICE means the Intercontinental Exchange, Inc. or its successor.

KBOT means the Kansas City Board of Trade or its successor.

LBMA means the London Bullion Market Association or its successor.

LME means the London Metal Exchange Limited or its successor.

London Gold Market means the market in London on which members of the LBMA, amongst other things, quote prices for the buying and selling of Gold.

London Silver Market means the market in London on which members of the LBMA, amongst other things, quote prices for the buying and selling of Silver.

LPPM means the London Platinum and Palladium Market or its successor.

NORDPOOL means the Nord Pool ASA (The Nordic Power Exchange) or its successor.

NYMEX means the New York Mercantile Exchange or its successor.

OMLX means the OM London Exchange Ltd. or its successor.

SIMEX means the Singapore International Monetary Exchange, Inc. or its successor.

III. Other Definitions

Barrier Level means the level specified as such in the applicable Final Terms.

Barrier Date means a date with respect to which the Calculation Agent determines whether a Barrier Level is reached or other condition has occurred and which includes each date specified as such in the applicable Final Terms. If a date is specified in the applicable Final Terms as both a Barrier Date and a Valuation Date, it will be considered as a Valuation Date.

With respect to a Commodity other than an Index, Barrier Date is subject to Commodity Business Day Adjustment. With respect to an Index, Barrier Date is subject to Index Business Day Adjustment. Unless otherwise specified in the applicable Final Terms, Common Commodity Business Day or Common Index Business Day, as relevant, is applicable to Barrier Dates.

Basket means a basket of Commodities specified in the applicable Final Terms.

Business Day means a "Business Day" as defined in Condition 4(a) of the Terms and Conditions, as relevant, determined on the basis of the Specified Currency of the relevant Notes.

Closing Price for a date means, with respect to an Index, the closing level of the Index determined and made public by the Index Sponsor for that date.

Commodity means any of the commodities referenced to under the relevant Commodity Reference Price or otherwise specified in the applicable Final Terms; for the avoidance of doubt, it includes Indices on commodities and commodities comprised in the Index.

Commodity Business Day means (a) with respect to a Commodity Reference Price being a price determined and made public by an Exchange, a day that is (or, but for the occurrence of a Market Disruption Event, would have been) a trading day on that Exchange and (b) with respect to a Commodity Reference Price not being a price determined and made public by an Exchange, a day with respect to which the relevant Price Source is scheduled to make public a price.

Common Commodity Business Day means a day which is a Commodity Business Day with respect to all Commodity Reference Prices specified in the applicable Final Terms.

Common Index Business Day means a day which is an Index Business Day with respect to all Indices specified in the applicable Final Terms.

Commodity Intraday Price means, with respect to a Commodity and a day, any price at which such Commodity has been traded on the relevant Exchange at any time during that day, as determined by the Calculation Agent, such price to include the Commodity Reference Price.

Disrupted Day means, with respect to an Index, any Index Business Day (a) on which a Market Disruption Event has occurred and/or is continuing in relation to a commodity comprised in the Index, (b) in respect to which the Index Sponsor fails to make public the Closing Price of the Index on the relevant Index Sponsor's website or (c) which is not a trading day on the relevant Exchange for a commodity comprised in the Index.

Exchange means the exchange or principal trading market specified in the applicable Final Terms, provided that

with respect to an Index, **Exchange** means the corresponding exchange or quotation system on which the commodities comprised in the Index are traded, or any successor exchange or quotation system or any substitute exchange or quotation system acceptable to the Calculation Agent, in particular by reason of comparable liquidity relative to the relevant commodities.

Final Valuation Date means the date specified as such in the applicable Final Terms.

Futures Contract means, with respect to a Commodity Reference Price and a Valuation Date or a Barrier Date, a standardised contract, traded on the Exchange referenced in that Commodity Reference Price, for future delivery of a contract size of the Commodity referenced in that Commodity Reference Price, as specified in the applicable Final Terms, provided that:

(a) if a particular date or month is specified in the applicable Final Terms, the relevant Futures Contract will be the Futures Contract providing for delivery on that date or month;

(b) if First Nearby Month, Second Nearby Month etc. is specified in the Final Terms, the relevant Futures Contract will be accordingly the first Futures Contract, the second Futures Contract etc. to expire on or following the relevant Valuation Date or Barrier Date.

Index means the index on commodities specified in the applicable Final Terms.

Index Business Day means, with respect to an Index, any day for which the Index Sponsor is scheduled to make public the Closing Price of the Index on the relevant Index Sponsor's website.

Index Sponsor means the corporation or other entity (as specified in the applicable Final Terms) that (a) is responsible for setting and reviewing the rules and procedures and the methods of calculation and adjustments, if any, related to the relevant Index and (b) makes public (directly or through an agent) the level of the relevant Index on a regular basis.

Initial Valuation Date means the date specified as such in the applicable Final Terms.

Market Disruption Event means, with respect to a Commodity, any event that, in the reasonable opinion of the Calculation Agent, disrupts or impairs the determination of the price of such Commodity for a Valuation Date or a Barrier Date, as relevant, and includes, without limitation:

(i) the failure by the relevant Exchange or other relevant Price Source to make public the relevant price for a Valuation Date or a Barrier Date, or the temporary or permanent discontinuance or unavailability of the Price Source and

(ii) the material suspension of trading or the material limitation imposed on trading (whether by reason of movements in price reaching limits permitted by the relevant Exchange or otherwise) in the relevant Futures Contract or the relevant Commodity on the relevant Exchange.

provided however that, with respect to Barrier Dates only, the settlement price reaching the upper or lower limit between which the relevant Exchange allows the fluctuation of the price of the relevant Futures Contract will not be considered as a Market Disruption Event.

The occurrence of a Market Disruption Event is determined by the Calculation Agent in good faith.

MMBTU means one million British thermal units.

Observation Business Day means a day (other than a Saturday or a Sunday) on which commercial banks are open for business either in London or in New York.

Observation Barrier Period means, unless otherwise specified in the applicable Final Terms, the period from and including the first Valuation Date to and including the last Valuation Date.

Roll Adjustment means any of the following roll rules:

> **Roll Adjustment 1**: For a Valuation Date or a Barrier Date falling on or after a day which is the last trade date of the First Nearby Month Futures Contract, the relevant Futures Contract will be the Second Nearby Month Futures Contract.
>
> **Roll Adjustment 2**: For a Valuation Date or a Barrier Date falling after a day which is the standard (last) expiration date of the First Nearby Month Futures option contract, traded on the

Exchange referred to in the relevant Commodity Reference Price, the relevant Futures Contract will be the Second Nearby Month Futures Contract.

Strike Price means the price specified as such in the applicable Final Terms.

Valuation Date means a date with respect to which a Commodity Reference Price is determined and includes the Initial Valuation Date and the Final Valuation Date, as the case may be, and/or each date specified as such in the applicable Final Terms.

With respect to a Commodity other than Index, Valuation Date is subject to Commodity Business Day Adjustment. With respect to an Index, Valuation Date is subject to Index Business Day Adjustment. Unless otherwise specified in the applicable Final Terms, Common Commodity Business Day or Common Index Business Day, as relevant, is not applicable to Valuation Dates.

PART 2 – PROVISIONS APPLICABLE TO COMMODITIES OTHER THAN INDICES

I. Commodity Business Day Adjustment

(1) If a Valuation Date is not a Commodity Business Day with respect to a Commodity Reference Price, then the Valuation Date for such Commodity Reference Price shall be postponed to the next day which is a Commodity Business Day with respect to such Commodity Reference Price, subject to valuation deadline provisions in (3) and (4) below.

(2) If a Barrier Date is not a Common Commodity Business Day, then such Barrier Date shall be postponed to the next day which is a Common Commodity Business Day, subject to determination deadline provisions in (3) and (4) below.

(3) If there is no Commodity Business Day or Common Commodity Business Day, as relevant, within a five Observation Business Days period following the date originally stated as Valuation Date or Barrier Date, as relevant, then the last day of such period shall be deemed to be the Valuation Date or the Barrier Date, as relevant, and the Calculation Agent shall determine for such day, in good faith, the fair market value of the Commodity or Commodities for which such day is not a Commodity Business Day.

(4) Notwithstanding the foregoing, a Valuation Date or a Barrier Date shall occur not later than the fourth Business Day prior to the date of any payment to be made on the basis of determinations made for such Valuation Date or Barrier Date; as the case may be, such fourth Business Day shall be deemed to be the Valuation Date or Barrier Date, as relevant, and the Calculation Agent shall determine in good faith the fair market value of the Commodity or Commodities for which that fourth Business Day is not a Commodity Business Day.

II. Consequences of Market Disruption Events

(1) If a Market Disruption Event occurs or is continuing with respect to a Commodity Reference Price on a Valuation Date, then the price of such Commodity with respect to such Valuation Date will be the Commodity Reference Price for the next Commodity Business Day on which there is no Market Disruption Event (the **Determination Day**), subject to determination deadline provisions in (3) and (4) below.

(2) If a Market Disruption Event occurs or is continuing with respect to a Commodity Reference Price on a Barrier Date, then the prices of all Commodities specified in the applicable Final Terms with respect to such Barrier Date will be the Commodity Reference Prices for the next Common Commodity Business Day on which there is no Market Disruption Event (the **Common Determination Day**), subject to determination deadline provisions in (3) and (4) below.

(3) If there is no Determination Day or Common Determination Day, as relevant, within a period of five Observation Business Days following the Valuation Date or the Barrier Date, as relevant, then the prices for such Valuation Date or Barrier Date, as relevant, shall be

determined in good faith by the Calculation Agent on such fifth Observation Business Day, using:

(A) with respect to the Commodity or Commodities which are not affected by a Market Disruption Event on the fifth Observation Business Day, the relevant Commodity Reference Price for that fifth Observation Business Day and

(B) with respect to the Commodity or Commodities which are affected by a Market Disruption Event on the fifth Observation Business Day, the fair market value of such Commodity or Commodities as determined by the Calculation Agent.

(4) Notwithstanding the foregoing, the prices for a Valuation Date or Barrier Date, as relevant, shall be determined by the Calculation Agent at the latest on the fourth Business Day prior to the date of any payment to be made on the basis of determinations made for such Valuation Date.

(5) If a date is specified in the applicable Final Terms as both a Valuation Date and a Barrier Date, it will be considered as a Valuation Date for the purposes of consequences provided for in this section II.

III. Consequences of extraordinary events affecting the Commodities or Commodity Reference Prices

If, in the determination of the Calculation Agent:

(i) the trading in the relevant Futures Contract or the relevant Commodity on the relevant Exchange fails to commence or permanently discontinues, or

(ii) the relevant Commodity Reference Price disappears or permanently discontinues or otherwise becomes unavailable, or

(iii) at any time following the first Valuation Date, a material change in the formula or calculation method for the relevant Commodity Reference Price occurs, or

(iv) at any time following the first Valuation Date, a material change in the content, composition or constitution of the relevant Commodity occurs;

then the Calculation Agent shall either:

(A) determine in good faith the fair market value of the relevant Commodity for the relevant Valuation Date or Barrier Date, or

(B) replace, to the extent possible, the affected Commodity Reference Price with a similar price, or

(C) if the Calculation Agent does not make a determination in accordance with paragraph (A) and if in the determination of the Calculation Agent, no price meeting the criteria exists which is appropriate as replacement price in accordance with paragraph (B), then the Issuer shall terminate its obligations under the Notes and pay to each Noteholder, as soon as possible after the occurrence of the event giving rise to the relevant adjustment, an Early Redemption Amount on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

PART 3 - PROVISIONS APPLICABLE TO INDICES ON COMMODITIES

I. Index Business Day Adjustment

(1) If a Valuation Date is not an Index Business Day with respect to an Index, then the Valuation Date for such Index shall be postponed to the next day which is an Index Business Day with respect to such Index, subject to valuation deadline provisions in (3) and (4) below.

(2) If a Barrier Date is not a Common Index Business Day, then such Barrier Date shall be postponed to the next day which is a Common Index Business Day, subject to determination deadline provisions in (3) and (4) below.

(3) If there is no Index Business Day or Common Index Business Day, as relevant, within a five Observation Business Days period following the date originally stated as Valuation Date or Barrier Date, as relevant, then the last day of such period shall be deemed to be the Valuation Date or the Barrier Date, as relevant, and the Calculation Agent shall determine for such day, in good faith, the fair market level of the Index or Indices for which such day is not an Index Business Day.

(4) Notwithstanding the foregoing, a Valuation Date or a Barrier Date shall occur not later than the fourth Business Day prior to the date of any payment to be made on the basis of determinations made for suc h Valuation Date or Barrier Date; as the case may be, such fourth Business Day shall be deemed to be the Valuation Date or Barrier Date, as relevant, and the Calculation Agent shall determine in good faith the fair market level of the Index or Indices for which that fourth Business Day is not an Index Business Day.

II. Consequences of Disrupted Days

(1) If a Valuation Date specified in the Final Terms is a Disrupted Day for an Index, the level of such Index shall be determined by the Calculation Agent in good faith in accordance with the formula and calculation method for that Index last in effect prior to the occurrence of the first Disrupted Day (subject to determination deadline provisions in (4) below), using:

(A) with respect to each commodity comprised in the Index, which is not affected by a Market Disruption Event, its settlement price as determined and made public by the relevant Exchange for the Valuation Date and

(B) with respect to each commodity comprised in the Index which is affected by a Market Disruption Event, its settlement price as determined and made public by the relevant Exchange for the next day which is a Commodity Business Day with respect to such commodity and on which the Market Disruption Event ceases to exist, unless that Market Disruption Event continues to exist (measured from and including the Valuation Date) for five consecutive Observation Business Days, in which case the Calculation Agent shall determine the fair market value of the relevant commodity comprised in the Index on that fifth Observation Business Day.

(2) If the Index Sponsor fails to make public the Closing Price of an Index on the relevant Index Sponsor's website for a Barrier Date, the level of each of the Indices specified in the applicable Final Terms for that Barrier Date shall be its Closing Price for the next Common Index Business Day, subject to determination deadline provisions in (3) and (4) below.

(3) If there is no Common Index Business Day for which the relevant Index Sponsor(s) makes public the Closing Price(s) for all Indices specified in the applicable Final Terms within a period of five Observation Business Days following the Barrier Date, then the level of the Indices will be determined by the Calculation Agent on such fifth Observation Business Day (subject to determination deadline provisions in (4) below), using:

(i) with respect to each Index for which there is a Closing Price made public by the relevant Index Sponsor, such Closing Price and

(ii) with respect to each Index for which there is no Closing Price made public by the relevant Index Sponsor, the fair market level of that Index.

(4) Notwithstanding the foregoing, the date on which the value of a commodity comprised in the Index and the level of Index are determined shall occur not later than the fourth Business Day prior to the date of any payment to be made under the Notes on the basis of determinations made on such date.

III. Consequences of extraordinary events and adjustments to Indices

(i) If an Index is:

(A) not calculated and made public by the relevant Index Sponsor but is calculated and made public by a relevant successor sponsor (the **Successor Sponsor**) acceptable to the Calculation Agent, or

(B) replaced by a successor index using, in the determination of the Calculation Agent, the same or a substantially similar formula for, and method of, calculation as used in the calculation of that Index;

then the Index will be deemed to be the index so calculated and made public by the relevant Successor Sponsor or that successor index (as the case may be).

(ii) If, in the determination of the Calculation Agent:

(A) the relevant Index Sponsor (or if applicable the Successor Sponsor) makes a material change in the formula or calculation method for an Index or in any other way materially modifies an Index (other than a modification prescribed in that formula or method to maintain that Index in the event of changes in commodities comprised in the Index and capitalisation and other routine events), or

(B) the Index Sponsor (or, if applicable, the Successor Sponsor) permanently cancels an Index and no successor Sponsor exists;

then the Calculation Agent shall either:

(A) determine the level of that Index for the relevant Valuation Date or Barrier Date in accordance with the formula and calculation method for that Index last in effect prior to that change, failure or cancellation. The Index so calculated will be used *in lieu* of the Closing Price made public by the Index Sponsor for the determination of an amount to be paid under the Notes or to determine whether a condition, if any, has occurred or not, or

(B) replace the Index with a new index to the extent possible, representative of the similar type of commodities comprised in the Index and traded on one or more Exchanges, or

(C) if the Calculation Agent does not make a calculation in accordance with paragraph (A) and if, in the determination of the Calculation Agent, no index meeting the criteria exists which is appropriate as replacement index in accordance with paragraph (B), then the Issuer shall terminate its obligations under the Notes and pay to each Noteholder, as soon as possible after the occurrence of the event giving rise to the relevant adjustment, an Early Redemption Amount on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

PART 4 - HEDGING DISRUPTION, CHANGE IN LAW AND CONSEQUENCES THEREOF

Change in Law means with respect to Notes that have one or more Commodity(ies) or Index(es) as Underlying(s) that, on or after the first to occur of (i) the Issue Date and (ii) the first Valuation Date of the Notes (A) due to the adoption of, or any change in, any applicable law or regulation (including without limitation, any tax law) or (B) due to the promulgation of, or any change in, the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), the Calculation Agent determines in good faith that it has become illegal for Société Générale or one of its affiliates to hold, acquire or dispose of Hedge Positions (as defined below) or the agreement entered into with Société Générale or one of its affiliates by the Issuer of the Notes, relating to the Underlying of the Notes, or perform its obligations or exercise its rights hereunder.

Hedging Disruption means with respect to Notes that have one or more Commodity(ies) or Index(es) as Underlying(s), that Société Générale or one of its affiliates is unable, after using commercially reasonable efforts, to either (i) acquire, establish, re-establish, substitute, maintain, unwind or dispose of any transaction(s) or commodity(ies) it deems necessary to hedge the commodity price risk or any other relevant price risk including, but not limited to, the currency risk, of entering into and performing its obligations with respect to the Notes or the agreement entered into with Société Générale by the Issuer of the Notes, or (ii) freely realize, recover, receive, repatriate, remit or transfer the proceeds of Hedge Positions or the agreement entered into with Société Générale by the Issuer of the Notes between accounts within the jurisdiction of the Hedge Positions (the **Affected Jurisdiction**) or from accounts within the Affected Jurisdiction to accounts outside of the Affected Jurisdiction.

For the purpose hereof, **Hedge Positions** means any purchase, sale, entry into or maintenance of one or more positions or contracts in commodities, over-the-counter or traded on exchange commodity derivative transactions or foreign exchange transactions, or other instruments or arrangements (howsoever described) by Société Générale or one of its affiliates, in order to hedge, individually or on a portfolio basis, the Notes.

Upon the occurrence of a Hedging Disruption or a Change in Law in the determination of the Calculation Agent with respect to a Commodity or an Index (the **Affected Underlying)**, the Calculation Agent may:

(1) consider such event as an event triggering an early redemption of the Notes (hereafter, an Early Redemption Event). In that case, where an Early Redemption Event occurs, the Issuer shall terminate its obligations under the Notes and shall pay or cause to be paid an Early Redemption Amount on the basis of the Market Value as defined in Condition 6(f) of the Terms and Conditions; or

(2) replace the Affected Underlying by a new underlying which is representative of the same economic or geographic sector.

PART 5 - CALCULATIONS BY THE CALCULATION AGENT

(i) Unless otherwise specified in the applicable Final Terms, and with respect to Notes to which this Commodities Technical Annex applies, the Calculation Agent responsible for calculating the Rate of Interest and/or the Final Redemption Amount and/or interest payable and/or the Early Redemption Amount shall be Société Générale, 29 boulevard Haussmann, 75009 Paris, France. The calculations and determinations of the Calculation Agent will be conclusive and binding upon the Issuer, the Guarantor, the Agent and the Noteholders, in the absence of manifest error or proven error.

(ii) Following the occurrence of an event giving rise to an adjustment which is substantial in the opinion of the Calculation Agent or of an extraordinary event affecting an Underlying in respect of this Commodities Technical Annex, the Calculation Agent shall notify the Issuer, which shall in its turn notify the Agent and the Noteholders, pursuant to the provisions of Condition 13 in respect of the Terms and Conditions, of the relevant adjustment made or decision taken by the Calculation Agent; details on such adjustment made or decision taken can be obtained by the Noteholders upon request at the relevant address specified in the applicable Final Terms.

C) CREDIT TECHNICAL ANNEX

Capitalised terms used but not defined in this Part 1 shall have the meanings given to them in Part 2 of this Credit Technical Annex save to the extent it is supplemented or modified in the applicable Final Terms.

Legend:

**: delete if the Settlement Method specified in the applicable Final Terms is Physical Settlement*

***: delete if the Settlement Method specified in the applicable Final Terms is Cash Settlement*

PART 1 - CREDIT EVENT PROVISIONS

I. If the Settlement Method specified in the applicable Final Terms is Physical Settlement:

1. Physical Settlement

1.1 If a Credit Event has occurred, as determined by the Calculation Agent, in the period from and including the Launch Date to and including the Last Credit Event Occurrence Date and a Credit Event Notice and, if applicable a Notice of Publicly Available Information, are delivered during the Notice Delivery Period by or on behalf of the Issuer to the Relevant Clearing System for the Noteholders' information, then the Issuer will no longer be liable for the payment of the Final Redemption Amount on the Scheduled Maturity Date or on the Maturity Date, as the case may be, and will, in full and final satisfaction of its obligations hereunder in respect of the redemption of each Note, Deliver or procure Delivery of the Physical Delivery Amount to the Noteholders during the Physical Settlement Period, subject to the next following paragraph, clause 1.6 below and the cash settlement provisions hereafter.

The Delivery of the Specified Deliverable Obligations (or the payment of the Cash Settlement Amount as the case may be) is subject to the prior delivery by or on behalf of the Issuer to the Relevant Clearing System for the Noteholders' information, of a Notice of Physical Settlement between the Credit Event Determination Date and the Latest Notification Date (both dates inclusive).

1.2 Following the occurrence of a Credit Event with respect to a Reference Entity, the Issuer has sole and absolute discretion to select the Specified Deliverable Obligations.

1.3 The Issuer will not necessarily Deliver all the Specified Deliverable Obligations on the same date, and may Deliver Specified Deliverable Obligations to different Noteholders on different dates or to the same Noteholder on different dates.

1.4 The Issuer is not obliged to Deliver the same type and proportion of Deliverable Obligations to each Noteholder and a Noteholder may receive various types of Deliverable Obligations.

1.5 If any or all of the Specified Deliverable Obligations are not eligible for clearance by the Relevant Clearing System, then the Issuer may, at its discretion but upon prior notice to the Noteholders, arrange:

(i) Delivery of those Specified Deliverable Obligations, if any, that are eligible for clearance by the Relevant Clearing System in the Relevant Clearing System and Delivery of those Specified Deliverable Obligations that are not eligible for clearance by the Relevant Clearing System outside the Relevant Clearing System; or

(ii) Delivery of all the Specified Deliverable Obligations (whether or not those Specified Deliverable Obligations are eligible for clearance) outside the Relevant Clearing System.

The Relevant Clearing System will then be instructed to block and, upon confirmation by the Issuer that delivery has taken place, cancel the Noteholders' positions in its books and the Fiscal Agent in turn will cancel the outstanding Notes. If Delivery is to take place outside the Relevant Clearing System, the Issuer must receive the relevant Noteholders' transfer instructions in terms that are satisfactory to the Issuer sufficiently before the Latest Permissible Physical Settlement Date to allow for physical settlement, otherwise the cash settlement provisions set out below will apply.

1.6 If the Issuer delivers or procures delivery to the Relevant Clearing System for the Noteholders' information, of a valid Credit Event Notice and, if applicable a Notice of Publicly Available Information, but fails to deliver or procure delivery of a Notice of Physical Settlement on or before the Latest Notification Date, then the Issuer shall pay to the Noteholders, in respect of each Note, an amount in cash equal to 100 per cent. of the Nominal Amount (or, if applicable, the Partial Redemption Amount per Note (as defined in clause III of this Part 1) in case of occurrence of a Restructuring, of each Note outstanding or the Multiple Successor Notional Amount (as defined in clause IV of this Part 1)), in each case, on the:

- *if American Settlement is specified in the applicable Final Terms:* fourth Business Day following the Latest Notification Date.

- *If European Settlement is specified in the applicable Final Terms:* later of (i) the Scheduled Maturity Date and (b) the fourth Business Day following the Latest Notification Date

If American Settlement is specified in the applicable Final Terms and clause 1.1 of this Part 1.I applies, the following clause 1.7 shall apply:

1.7 Interest Period means each period from and including an Interest Payment Date to but excluding the next Interest Payment Date; provided however that the first Interest Period begins on the Interest Commencement Date (inclusive) and the last Interest Period remains subject to the provisions of this Part 1.

If Accrual of Interest is specified as Applicable in the related Final Terms: The last Interest Period will be the period from and including the Interest Payment Date immediately preceding the Credit Event Determination Date (or from and including the Interest Commencement Date in the case of a Credit Event occurring before the first Interest Payment Date) to but excluding the Credit Event Determination Date and the last Interest Payment Date will be the Physical Settlement Date. No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Physical Settlement Date.

If (i) Accrual of Interest is specified as Applicable and (ii) Repudiation /Moratorium or Grace Period Extension are specified as Applicable in the related Final Terms: The last Interest Period will be the period from and including the Interest Payment Date immediately preceding the Credit Event Determination Date (or from and including the Interest Commencement Date in the case of a Credit Event occurring before the first Interest Payment Date) to but excluding the earlier of (a) the Credit Event Determination Date and (b) the Scheduled Maturity Date.

In such event, the last Interest Payment Date will be the Physical Settlement Date. Provided that, if (i) the Credit Event that is the subject of the Credit Event Notice is a Repudiation/Moratorium that occurs after the fourth Business Day prior to the Scheduled Maturity Date, (ii) the Potential Repudiation/Moratorium with respect to such Repudiation/Moratorium occurs on or prior to the fourth Business Day prior to the Scheduled Maturity Date and (iii) the Repudiation/Moratorium Extension Condition is satisfied, in which case, the last Interest Payment Date is the Scheduled Maturity Date. Provided further that, if (i) the Credit Event that is the subject of the Credit Event Notice is a Failure to Pay that occurs after the fourth Business Day prior to the Scheduled Maturity Day and (ii) the Potential Failure to Pay with respect to such Failure to Pay occurs on or prior to the fourth Business Day prior to the Scheduled Maturity Date, the law Interest Payment Date shall be the Scheduled Maturity Date.

No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Physical Settlement Date. In the event the Maturity Date falls after the Scheduled Maturity Date, no interest will be payable from and including the Scheduled Maturity Date to the Maturity Date.

If Accrual of Interest is specified as Not Applicable in the related Final Terms: The last Interest Period will be the Interest Period (if any) ending on the Interest Payment Date immediately preceding the Credit Event Determination Date. No interest shall accrue nor be payable from and including the Interest Payment Date preceding the Credit Event Determination Date (or the Interest Commencement Date in case of a Credit Event occurring before the first Interest Payment Date) to the Physical Settlement Date.

If (i) Accrual of Interest is specified as Not Applicable and (ii) Repudiation /Moratorium or Grace Period Extension are specified as Applicable in the related Final Terms: The last Interest Period will be the Interest Period (if any) ending on the earlier of (a) the Interest Payment Date immediately preceding the Credit Event Determination Date and (b) the Scheduled Maturity Date. No interest shall accrue nor be payable from and including the Interest Payment Date preceding the Credit Event Determination Date (or the Interest Commencement Date in case of a Credit Event occurring before the first Interest Payment Date) to the Physical Settlement Date. In the event the Maturity Date falls after the Scheduled Maturity Date, no interest will be payable from and including the Scheduled Maturity Date to the Maturity Date.

If Accrual of Interest is specified as Applicable in the related Final Terms and there is only one Interest Period : The Interest Period will be the period from and including the Interest Commencement Date to but excluding the Credit Event Determination Date, the Interest Payment Date will be the Physical Settlement Date. No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Physical Settlement Date.

If (i) Accrual of Interest is specified as Applicable and (ii) Repudiation /Moratorium or Grace Period Extension are specified as Applicable in the related Final Terms and there is only one Interest Period: The Interest Period will be the period from and including the Interest Commencement Date to but excluding the earlier of (a) the Credit Event Determination Date and (b) the Scheduled Maturity Date.

In such event, the last Interest Payment Date will be the Physical Settlement Date. Provided that, if (i) the Credit Event that is the subject of the Credit Event Notice is a Repudiation/Moratorium that occurs after the fourth Business Day prior to the Scheduled Maturity Date, (ii) the Potential Repudiation/Moratorium with respect to such Repudiation/Moratorium occurs on or prior to the fourth Business Day prior to the Scheduled Maturity Date and (iii) the Repudiation/Moratorium Extension Condition is satisfied, in which case, the last Interest Payment Date is the Scheduled Maturity Date.

No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Physical Settlement Date. In the event the Maturity Date falls after the Scheduled Maturity Date, no interest will be payable from and including the Scheduled Maturity Date to the Maturity Date.

If Accrual of Interest is specified as Not Applicable in the related Final Terms and there is only one Interest Period: No interest shall accrue nor be payable in respect of the Notes

For the avoidance of doubt, should a Credit Event Determination Date occur within an Interest Period less than four Business Days prior to the relevant Interest Payment Date and the Issuer's payment instructions have already been given in respect of interest payable with respect to such Interest Period, then the Issuer shall be authorised to deduct from the Physical Delivery Amount the amount of overpaid interest, such deduction being determined by the Calculation Agent in its sole and absolute discretion acting in a commercially reasonable manner.

2. Cash Settlement

2.1 If, on the Latest Permissible Physical Settlement Date, the Calculation Agent (acting on behalf of the Issuer) determines that it is Illegal or Impossible for the Issuer to Deliver all or part of the Specified Deliverable Obligations to all or some of the Noteholders or if the Issuer does not receive transfer instructions as described in the last sentence of clause 1.5 above, then the Calculation Agent will calculate in respect of such part of the Specified Deliverable Obligations which are Undeliverable Obligations a Cash Settlement Amount and the Issuer will, on the Cash Settlement Date, pay or procure payment of a Cash Settlement Amount to the relevant Noteholders in final and full satisfaction of its obligations in respect of the Undeliverable Obligations.

2.2 The Issuer must notify the relevant Noteholders through the Relevant Clearing System that there are Undeliverable Obligations and the reasons why it is Illegal or Impossible to Deliver such Specified Deliverable Obligations.

2.3 If, before the Latest Permissible Physical Settlement Date, the Calculation Agent determines that the Delivery of all of the Specified Deliverable Obligations is Illegal or Impossible it deems in good faith that such Delivery is to remain Illegal or Impossible, until the Latest Permissible Physical Settlement Date, then the Calculation Agent may give notice thereof to the Relevant Clearing System for the attention of the Noteholders. The Credit Valuation Date will then be the date that is two Business Days after the date on which the Calculation Agent delivers such notice to the Relevant Clearing System, and the Issuer will pay the Noteholders a Cash Settlement Amount on the Cash Settlement Date in full and final satisfaction of its obligations in respect of the Undeliverable Obligations.

2.4 If Delivery is partially Illegal or Impossible, the Issuer may, for each Noteholder, Deliver Specified Deliverable Obligations and pay a Cash Settlement Amount. The Issuer is not obliged to ensure that each Noteholder receives the same type and proportion of Deliverable Obligations and the same proportion of Deliverable Obligations and Cash Settlement Amount as each other Noteholder.

2.5 If clause 2.1 or clause 2.3 of this Part 1.I applies, the Issuer may arrange that all settlements hereunder be made outside the Relevant Clearing System in the manner described in clause 1.5 above provided that the Issuer receives transfer instructions in terms that are satisfactory to the Issuer to allow for such settlements.

If American Settlement is specified in the applicable Final Terms and clause 2.1 or clause 2.3 of this Part 1.I applies, the following clause 2.6 shall apply:

2.6 Interest Period means each period from and including an Interest Payment Date to but excluding the next Interest Payment Date; provided however that the first Interest Period begins on the Interest Commencement Date (inclusive) and the last Interest Period remains subject to the provisions of this Part 1.

If Accrual of Interest is specified as Applicable in the related Final Terms: The last Interest Period will be the period from and including the Interest Payment Date immediately preceding the Credit Event Determination Date (or from and including the Interest Commencement Date in the case of a Credit Event occurring before the first Interest Payment Date) to but excluding the Credit Event Determination Date and the last Interest Payment Date will be the Cash Settlement Date. No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Cash Settlement Date.

If (i) Accrual of Interest is specified as Applicable and (ii) Repudiation /Moratorium or Grace Period Extension are specified as Applicable in the related Final Terms: The last Interest Period will be the period from and including the Interest Payment Date immediately preceding the Credit Event Determination Date (or from and including the Interest Commencement Date in the case of a Credit Event occurring before the first Interest Payment Date) to but excluding the earlier of (a) the Credit Event Determination Date and (b) the Scheduled Maturity Date. In such event, the last Interest Payment Date will be the Cash Settlement Date. Provided that, if

(i) the Credit Event that is the subject of the Credit Event Notice is a Repudiation/Moratorium that occurs after the fourth Business Day prior to the Scheduled Maturity Date, (ii) the Potential Repudiation/Moratorium with respect to such Repudiation/Moratorium occurs on or prior to the fourth Business Day prior to the Scheduled Maturity Date and (iii) the Repudiation/Moratorium Extension Condition is satisfied, in which case, the last Interest Payment Date is the Scheduled Maturity Date. Provided further that, if (i) the Credit Event that is the subject of the Credit Event Notice is a Failure to Pay that occurs after the fourth Business Day prior to the Scheduled Maturity Date and (ii) the Potential Failure to Pay with respect to such Failure to Pay occurs on or prior to the fourth Business Day prior to the Scheduled Maturity Date, the last Interest Payment Date shall be the Scheduled Maturity Date.

No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Cash Settlement Date. In the event the Maturity Date falls after the Scheduled Maturity Date, no interest will be payable from and including the Scheduled Maturity Date to the Maturity Date.

If Accrual of Interest is specified as Not Applicable in the related Final Terms: The last Interest Period will be the Interest Period (if any) ending on the Interest Payment Date immediately preceding the Credit Event Determination Date. No interest shall accrue nor be payable from and including the Interest Payment Date preceding the Credit Event Determination Date (or the Interest Commencement Date in case of a Credit Event occurring before the first Interest Payment Date) to the Cash Settlement Date.

If (i) Accrual of Interest is specified as Not Applicable and (ii) Repudiation /Moratorium or Grace Period Extension are specified as Applicable in the related Final Terms: The last Interest Period will be the Interest Period (if any) ending on the earlier of (a) the Interest Payment Date immediately preceding the Credit Event Determination Date and (b) the Scheduled Maturity Date. No interest shall accrue nor be payable from and including the Interest Payment Date preceding the Credit Event Determination Date (or the Interest Commencement Date in case of a Credit Event occurring before the first Interest Payment Date) to the Cash Settlement Date. In the event the Maturity Date falls after the Scheduled Maturity Date, no interest will be payable from and including the Scheduled Maturity Date to the Maturity Date.

If Accrual of Interest is specified as Applicable in the related Final Terms and there is only one Interest Period : The Interest Period will be the period from and including the Interest Commencement Date to but excluding the Credit Event Determination Date and the Interest Payment Date will be the Cash Settlement Date. No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Cash Settlement Date.

If (i) Accrual of Interest is specified as Applicable and (ii) Repudiation /Moratorium or Grace Period Extension are specified as Applicable in the related Final Terms and there is only one Interest Period: The Interest Period will be the period from and including the Interest Commencement Date to but excluding the earlier of (a) the Credit Event Determination Date and (b) the Scheduled Maturity Date.

In such event, the last Interest Payment Date will be the Cash Settlement Date. Provided that, if (i) the Credit Event that is the subject of the Credit Event Notice is a Repudiation/Moratorium that occurs after the fourth Business Day prior to the Scheduled Maturity Date, (ii) the Potential Repudiation/Moratorium with respect to such Repudiation/Moratorium occurs on or prior to the fourth Business Day prior to the Scheduled Maturity Date and (iii) the Repudiation/Moratorium Extension Condition is satisfied, in which case, the last Interest Payment Date is the Scheduled Maturity Date.

No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Cash Settlement Date. In the event the Maturity Date falls after the Scheduled Maturity Date, no interest will be payable from and including the Scheduled Maturity Date to the Maturity Date.

If Accrual of Interest is specified as Not Applicable in the related Final Terms and there is only one Interest Period: No interest shall accrue nor be payable in respect of the Notes

For the avoidance of doubt, should a Credit Event Determination Date occur within an Interest Period less than four Business Days prior to the relevant Interest Payment Date and the Issuer's payment instructions have already been given in respect of interest payable with respect to such Interest Period, then the Issuer shall be authorised to deduct from the Cash Settlement Amount the amount of overpaid interest, such deduction being determined by the Calculation Agent in its sole and absolute discretion acting in a commercially reasonable manner.

II. If the Settlement Method specified in the applicable Final Terms is Cash Settlement:

If a Credit Event has occurred, as determined by the Calculation Agent, in the period from and including the Launch Date to and including the Last Credit Event Occurrence Date and a Credit Event Notice and, if applicable a Notice of Publicly Available Information, are delivered during the Notice Delivery Period by or on behalf of the Issuer to the Noteholders, then the Issuer will no longer be liable for the payment of the Final Redemption Amount on the Scheduled Maturity Date or on the Maturity Date, as the case may be, and will, in full and final satisfaction of its obligations hereunder in respect of the redemption of each Note, pay or procure payment of the Cash Settlement Amount on the Cash Settlement Date. Such Cash Settlement Amount will be based on the valuation of the Selected Obligations. The Selected Obligations, the Cash Settlement Amount and the Cash Settlement Date shall be notified to the Noteholders in the Final Valuation Notice no later than the first Business Day following (i) the Credit Valuation Date or, (ii) if the Calculation Agent is unable to determine the Final Value on the Credit Valuation Date, such later date within the fifteen Business Days period following such Credit Valuation Date on which the Calculation Agent determines the Final Value.

If the Calculation Agent delivers to the Noteholders a valid Credit Event Notice and, if applicable a Notice of Publicly Available Information, but fails to deliver a Final Valuation Notice no later than the first Business Day following (i) the Credit Valuation Date or, (ii) if the Calculation Agent is unable to determine the Final Value on the Credit Valuation Date, such later date within the fifteen Business Days period following such Credit Valuation Date on which the Calculation Agent determines the Final Value, then the Issuer shall pay to the Noteholders, in respect of each Note, an amount in cash equal to 100 per cent. of the Nominal Amount of each Note then outstanding on:

- *if American Settlement is specified in the applicable Final Terms:* the fourth Business Day following such first Business Day.
- *if European Settlement is specified in the applicable Final Terms:* the later of (i) the Scheduled Maturity Date and (ii) the fourth Business Day following such first Business Day.

For the avoidance of doubt, under no circumstances will the Final Value be determined later than the 120th Business Day following the corresponding Credit Event Determination Date.

If American Settlement is specified in the applicable Final Terms and clause 2.1 or clause 2.3 of this Part 1.II applies, the following provisions shall apply:

Interest Period means each period from and including an Interest Payment Date to but excluding the next Interest Payment Date; provided however that the first Interest Period begins on the Interest Commencement Date (inclusive) and the last Interest Period remains subject to the provisions of this Part 1.

If Accrual of Interest is specified as Applicable in the related Final Terms: The last Interest Period will be the period from and including the Interest Payment Date immediately preceding the Credit Event Determination Date (or from and including the Interest Commencement Date in the case of a Credit Event occurring before the first Interest Payment Date) to but excluding the Credit Event Determination Date, and the last Interest Payment Date will be the Cash Settlement Date. No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Cash Settlement Date.

If (i) Accrual of Interest is specified as Applicable and (ii) Repudiation /Moratorium or Grace Period Extension are specified as Applicable in the related Final Terms: The last Interest Period will be the period from and including the Interest Payment Date immediately preceding the Credit Event Determination Date (or from and including the Interest Commencement Date in the case of a Credit Event occurring before the first Interest Payment Date) to but excluding the earlier of (a) the Credit Event Determination Date and (b) the Scheduled Maturity Date.

In such event, the last Interest Payment Date will be the Cash Settlement Date. Provided that, if (i) the Credit Event that is the subject of the Credit Event Notice is a Repudiation/Moratorium that occurs after the fourth Business Day prior to the Scheduled Maturity Date, (ii) the Potential Repudiation/Moratorium with respect to such Repudiation/Moratorium occurs on or prior to the fourth Business Day prior to the Scheduled Maturity Date and (iii) the Repudiation/Moratorium Extension Condition is satisfied, in which case, the last Interest Payment Date is the Scheduled Maturity Date. Provided further that, if (i) the Credit Event that is the subject of the Credit Event Notice is a Failure to Pay that occurs after the fourth Business Day prior to the Scheduled Maturity Date and (ii) the Potential Failure to Pay with respect to such Failure to Pay occurs on or prior to the fourth Business Day prior to the Scheduled Maturity Date, the last Interest Payment Date shall be the Scheduled Maturity Date.

No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Cash Settlement Date. In the event the Maturity Date falls after the Scheduled Maturity Date, no interest will be payable from and including the Scheduled Maturity Date to the Maturity Date.

If Accrual of Interest is specified as Not Applicable in the related Final Terms: The last Interest Period will be the Interest Period (if any) ending on the Interest Payment Date immediately preceding the Credit Event Determination Date. No interest shall accrue nor be payable from and including the Interest Payment Date preceding the Credit Event Determination Date (or the Interest Commencement Date in case of a Credit Event occurring before the first Interest Payment Date) to the Cash Settlement Date.

If (i) Accrual of Interest is specified as Not Applicable and (ii) Repudiation /Moratorium or Grace Period Extension are specified as Applicable in the related Final Terms: The last Interest Period will be the Interest Period (if any) ending on the earlier of (a) the Interest Payment Date immediately preceding the Credit Event Determination Date and (b) the Scheduled Maturity Date. No interest shall accrue nor be payable from and including the Interest Payment Date preceding the Credit Event Determination Date (or the Interest Commencement Date in case of a Credit Event occurring before the first Interest Payment Date) to the Cash Settlement Date. In the event the Maturity Date falls after the Scheduled Maturity Date, no interest will be payable from and including the Scheduled Maturity Date to the Maturity Date.

If Accrual of Interest is specified as Applicable in the related Final Terms and there is only one Interest Period : The Interest Period will be the period from and including the Interest Commencement Date to but excluding the Credit Event Determination Date, and the Interest Payment Date will be the Cash Settlement Date. No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Cash Settlement Date.

If (i) Accrual of Interest is specified as Applicable and (ii) Repudiation /Moratorium or Grace Period Extension are specified as Applicable in the related Final Terms and there is only one Interest Period: The Interest Period will be the period from and including the Interest Commencement Date to but excluding the earlier of (a) the Credit Event Determination Date and (b) the Scheduled Maturity Date.

In such event, the last Interest Payment Date will be the Cash Settlement Date. Provided that, if (i) the Credit Event that is the subject of the Credit Event Notice is a Repudiation/Moratorium that occurs after the fourth Business Day prior to the Scheduled Maturity Date, (ii) the Potential Repudiation/Moratorium with respect to such Repudiation/Moratorium occurs on or prior to the fourth Business Day prior to the Scheduled Maturity Date and (iii) the Repudiation/Moratorium Extension Condition is satisfied, in which case, the last Interest Payment Date is the Scheduled Maturity Date.

No interest shall accrue nor be payable from and including the Credit Event Determination Date to the Cash Settlement Date. In the event the Maturity Date falls after the Scheduled Maturity Date, no interest will be payable from and including the Scheduled Maturity Date to the Maturity Date.

If Accrual of Interest is specified as Not Applicable in the related Final Terms and there is only one Interest Period: No interest shall accrue nor be payable in respect of the Notes

For the avoidance of doubt, should a Credit Event Determination Date occur within an Interest Period less than four Business Days prior to the relevant Interest Payment Date and the Issuer's payment instructions have already been given in respect of interest payable with respect to such Interest Period, then the Issuer shall be authorised to deduct from the Cash Settlement Amount the amount of overpaid interest, such deduction being determined by the Calculation Agent in its sole and absolute discretion acting in a commercially reasonable manner.

III. Credit Event Notice after Restructuring

Upon the occurrence of a Restructuring in the period from and including the Launch Date to and including the Last Credit Event Occurrence Date:

- *if American Settlement is specified in the applicable Final Terms:*

  (a) the Calculation Agent may deliver a Credit Event Notice in respect of an amount (the **Partial Redemption Amount**) that is less than the Nominal Amount outstanding of each Note immediately prior to the delivery of such Credit Event Notice. In such circumstances the provisions of clause I or clause II to this Part 1 shall be deemed to apply to the Partial Redemption Amount only and each such Note shall be redeemed in part (such redeemed part being equal to the Partial Redemption Amount);

  (b) for the avoidance of doubt (i) the Nominal Amount of each such Note not so redeemed in part shall remain outstanding and, if applicable, interest shall accrue on the Nominal Amount outstanding of such Note as provided in the applicable Final Terms (adjusted in such manner as the Calculation Agent in its sole and absolute discretion determines to be appropriate) and (ii) the provisions of clause I or clause II to this Part 1 shall apply to such Nominal Amount outstanding of such Note in the event that subsequent Credit Event Notices are delivered in respect of a Reference Entity; and

  (c) on redemption of part of each Note the relevant Note or, if the Notes are represented by a Global Note, such Global Note, shall be endorsed to reflect such part redemption.

For the avoidance of doubt, the outstanding Nominal Amount of each Note in respect of which no Credit Event Notice has been delivered during the Notice Delivery Period (and, if applicable, no Potential Repudiation/Moratorium or Potential Failure to Pay has occurred on or prior to the fourth Business Day immediately preceding the Scheduled Maturity Date), will be redeemed on the Scheduled Maturity Date.

- *if European Settlement is specified in the applicable Final Terms:*

  (a) the Calculation Agent may deliver a Credit Event Notice in respect of an amount (the **Partial Redemption Amount**) that is less than the Nominal Amount outstanding of each Note immediately prior to the delivery of such Credit Event Notice. In such circumstances the provisions of clause I or clause II to this Part 1 shall be deemed to apply to the Partial Redemption Amount; and

  (b) for the avoidance of doubt the provisions of clause I or clause II to this Part 1 shall apply to such Nominal Amount outstanding of such Note in the event that subsequent Credit Event Notices are delivered in respect of a Reference Entity.

If Multiple Successor is specified as Applicable in the related Final Terms the following clause IV) shall apply:

IV. Multiple Successors

Where, pursuant to the definition of **Successor** (see attached Part 2 of this Credit Technical Annex), more than one Successor has been identified, each such Successor (a **Multiple Successor**) shall be a Reference Entity for the purposes of the Conditions, but only in respect of a principal amount of each Note equal to the Nominal Amount divided by the number of Multiple Successors to such Reference Entity (the **Multiple Successor Notional Amount**) as determined by the Calculation Agent. Where Multiple Successors to such Reference Entity (each, a **Sub-Multiple Successor**) have been identified in respect of a Reference Entity (an **Original Multiple Successor**) that is itself a Multiple Successor, each such Sub-Multiple Successor shall be a Reference Entity for the purposes of the Conditions, but the Multiple Successor Notional Amount in respect of a Sub-Multiple Successor shall be equal to the Multiple Successor Notional Amount in respect of such Original Multiple Successor divided by the number of Sub-Multiple Successors to such Original Multiple Successor. Following the delivery of a Credit Event Notice and, if applicable a Notice of Publicly Available Information, in respect of a Multiple Successor, the Notes will not be redeemed in whole but an amount shall be deliverable or, as the case may be, payable in respect of each Note (an **Instalment Amount**) which amount shall be determined in the same manner, *mutatis mutandis,* as the Physical Delivery Amount or Cash Settlement Amount that would otherwise have been determined in respect of such a Credit Event in relation to the original Reference Entity, except that it shall be in respect of a principal amount of each Note equal to the relevant Multiple Successor Notional Amount only. The date of delivery or payment, as the case may be, of any such Instalment Amount (an **Instalment Date**) shall be determined in the same manner, *mutatis mutandis,* as the Physical Settlement Date or Cash Settlement Date that would otherwise have been determined in respect of such a Credit Event in relation to the original Reference Entity. More than one Instalment Amount may be delivered or payable on the same day in respect of different Multiple Successors, but not more than one Credit Event Notice may be delivered in relation to a single Multiple Successor unless a Restructuring occurs in relation to a Multiple Successor, in which case the provisions of clause III) of this Part 1 will apply in respect of each such Multiple Successor. Upon the determination by the Calculation Agent of the identity of Multiple Successors, the Calculation Agent shall determine the modifications required to be made to the Conditions and any other related documents, to preserve substantially the economic effect for a Noteholder of a holding of the Notes and the Issuer shall use its reasonable endeavours to effect such modifications.

If American Settlement is specified as Applicable in the related Final Terms:

Following delivery or payment of an Instalment Amount in respect of a Credit Event relating to a Multiple Successor, the outstanding Nominal Amount of each Note shall be correspondingly reduced by the proportion of such principal amount so redeemed and, if applicable, interest on each Note shall accrue on the reduced Nominal Amount of each Note from the date on which it would otherwise have ceased to accrue following delivery of a Credit Event Notice and, if applicable a Notice of Publicly Available Information in relation to the original Reference Entity.

V. Notification of Potential Failure to Pay

In the case of the occurrence of a Potential Failure to Pay, as determined by the Issuer in its sole and absolute discretion, the Issuer, or any entity acting on its behalf, shall use its reasonable endeavours to notify the Noteholders as soon as reasonably practical of such occurrence, pursuant to Condition 13 of the Terms and Conditions.

PART 2 - DEFINITIONS

Accreted Amount means, with respect to an Accreting Obligation, an amount, determined by the Calculation Agent, to be equal to (a) the sum of (i) the original issue price of such obligation and (ii) the portion of the amount payable at maturity that has accreted in accordance with the terms of the obligation (or as otherwise described below), less (b) any cash payments made by the obligor thereunder that, under the terms of such obligation, reduce the amount payable at maturity (unless such cash payments have been accounted for in clause (a)(ii) above), in each case calculated as of the earlier of (A) the date on which any event occurs that has the effect of fixing the amount of a claim in respect of principal and (B) the [Physical Settlement Date or]** applicable Credit Valuation Date[, as the case may be]*. If an Accreting Obligation is expressed to accrete pursuant to a straight-line method or if such Obligation's yield to maturity is not specified in, nor implied from, the terms of such Obligation, then for purposes of (a)(ii) above, the Accreted Amount shall be calculated using a rate equal to the yield to maturity of such Obligation. Such yield shall be determined on a semi-annual bond equivalent basis using the original issue price of such Obligation, and shall be determined as of the earlier of (A) the date on which any event occurs that has the effect of fixing the amount of a claim in respect of principal and (B) the [Physical Settlement Date or]* applicable Credit Valuation Date [, as the case may be]*. The Accreted Amount shall exclude, in the case of an Exchangeable Obligation, any amount that may be payable under the terms of such obligation in respect of the value of the Equity Securities for which such obligation is exchangeable.

Accreting Obligation means any obligation (including, without limitation, a Convertible Obligation or an Exchangeable Obligation), the terms of which expressly provide for an amount payable upon acceleration equal to the original issue price (whether or not equal to the face amount thereof) plus an additional amount or amounts (on account of original issue discount or other accruals of interest or principal not payable on a periodic basis) that will or may accrete, whether or not (a) payment of such additional amounts is subject to a contingency or determined by reference to a formula or index, or (b) periodic cash interest is also payable. With respect to any Accreting Obligation, **outstanding principal balance** means the Accreted Amount thereof.

Affiliate means, in relation to any person, any entity controlled, directly or indirectly, by the person, any entity that controls, directly or indirectly, the person or any entity directly or indirectly under common control with the person. For this purpose, **control** of any entity or person means ownership of a majority of the voting power of the entity or person.

Assignable Loan means a Loan that is capable of being assigned or novated to, at a minimum, commercial banks or financial institutions (irrespective of their jurisdiction of organisation) that are not then a lender or a member of the relevant lending syndicate, without the consent of the relevant Reference Entity or the guarantor, if any, of such Loan (or the consent of the applicable borrower if such Reference Entity is guaranteeing such Loan) or any agent. Unless otherwise specified in the applicable Final Terms, if the [Deliverable]**[Selected]* Obligation Characteristic Assignable Loan is specified as Applicable in the related Final Terms, such Final Terms shall be construed as though such [Deliverable]**[Selected]* Obligation Characteristic had been specified as a [Deliverable]**[Selected]* Obligation Characteristic only with respect to Loans and shall only be relevant if Loans are covered by the specified [Deliverable]**[Selected]* Obligation Category).

Bankruptcy means a Reference Entity:

(i) is dissolved (other than pursuant to a consolidation, amalgamation or merger);

(ii) becomes insolvent or is unable to pay its debts or fails or admits in writing in a judicial, regulatory or administrative proceeding or filing its inability generally to pay its debts as they become due;

(iii) makes a general assignment, arrangement or composition with or for the benefit of its creditors;

(iv) institutes or has instituted against it a proceeding seeking a judgement of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, or a petition is presented for its winding-up or liquidation, and, in the case of any such proceeding or petition instituted or presented against it, such proceeding or petition (A) results in a judgement of insolvency or bankruptcy or the entry of an order for relief or the making of an order for its winding-up or liquidation or (B) is not dismissed, discharged, stayed or restrained in each case within thirty calendar days of the institution or presentation thereof;

(v) has a resolution passed for its winding-up, official management or liquidation (other than pursuant to a consolidation, amalgamation or merger);

(vi) seeks or becomes subject to the appointment of an administrator, provisional liquidator, conservator, receiver, trustee, custodian or other similar official for it or for all or substantially all its assets;

(vii) has a secured party take possession of all or substantially all its assets or has a distress, execution, attachment, sequestration or other legal process levied, enforced or sued on or against all or substantially all its assets and such secured party maintains possession, or any such process is not dismissed, discharged, stayed or restrained, in each case within thirty calendar days thereafter; or

(viii) causes or is subject to any event with respect to it which, under the applicable laws of any jurisdiction, has an analogous effect to any of the events specified in paragraphs (i) to (vii) (inclusive) of this definition of Bankruptcy.

Best Available Information means:

(i) in the case of a Reference Entity which files information with its primary securities regulator or primary stock exchange that includes unconsolidated, pro forma financial information which assumes that the relevant Succession Event has occurred or which provides such information to its shareholders, creditors or other persons whose approval of the Succession Event is required, that unconsolidated, pro forma financial information and, if provided subsequently to the provision of unconsolidated, pro forma financial information but before the Calculation Agent makes its determination of the relevant Successor(s), other relevant information that is contained in any written communication provided by the Reference Entity to its primary securities regulator, primary stock exchange, shareholders, creditors or other persons whose approval of the Succession Event is required; or

(ii) in the case of a Reference Entity which does not file with its primary securities regulators or primary stock exchange, and which does not provide to shareholders, creditors or other persons whose approval of the Succession Event is required, the information contemplated in (i) above, the best publicly available information at the disposal of the Calculation Agent to allow it to make a determination of the relevant Successor(s).

Information which is made available more than fourteen calendar days after the legally effective date of the Succession Event shall not constitute Best Available Information.

Bond means any obligation of a type included in the Borrowed Money Obligation Category that is in the form of, or represented by, a bond, note (other than notes delivered pursuant to Loans), certificated debt security or other debt security and shall not include any other type of Borrowed Money.

Bond or Loan means any obligation that is either a Bond or a Loan.

Borrowed Money means any obligation (excluding an obligation under a revolving credit arrangement for which there are no outstanding, unpaid drawings in respect of principal) for the payment or repayment of borrowed money (which term shall include, without limitation, deposits and reimbursement obligations arising from drawings pursuant to letters of credit).

Business Day means, the days specified in the applicable Final Terms [and solely for the purposes of physical settlement, if applicable, a day in any other jurisdiction in which a bank must be open in order to effect settlement of any Deliverable Obligations being Delivered]**.

Calculation Agent means Société Générale. The calculations and determinations of the Calculation Agent will be conclusive and binding upon the Issuer and the Noteholders in the absence of manifest error.

Cash Settlement Amount means:

- *If the Settlement Method specified in the applicable Final Terms is Physical Settlement:* in respect of each Note for which physical settlement is partially or totally Illegal or Impossible, an amount equal to the sum of each Cash Settlement Amount per Undeliverable Obligation
- *if the Settlement Method specified in the applicable Final Terms is Cash Settlement:* in respect of each Note, an amount equal to the product of the Final Value multiplied by the Nominal Amount of each Note.

Cash Settlement Amount per Undeliverable Obligation means, in respect of one Note and an Undeliverable Obligation, the product of (i) the outstanding principal balance of such Undeliverable Obligation and (ii) the Market Value of such Undeliverable Obligation, divided by the number of Notes in respect of which there are such Undeliverable Obligation.

Cash Settlement Date means:

- *if American Settlement is specified in the applicable Final Terms:* the day that is four Business Days following (i) the Credit Valuation Date or, (ii) if the Calculation Agent is unable to determine the [Market Value]**[Final Value]* on the Credit Valuation Date, such late date within the 15 Business Days' period following such Credit Valuation Date on which the Calculation Agent determines the [Market Value]**[Final Value]*.

- *if European Settlement is specified in the applicable Final Terms:* (a) the later of the Scheduled Maturity Date and (b) the day that is four Business Days following (i) the Credit Valuation Date or, (ii) if the Calculation Agent is unable to determine the [Market Value]**[Final Value]* on the Credit Valuation Date, such late date within the 15 Business Days' period following such Credit Valuation Date on which the Calculation Agent determines the [Market Value]**[Final Value]*.

Conditionally Transferable Obligation means:

- *If the Settlement Method specified in the applicable Final Terms is Physical Settlement:* a Deliverable Obligation that is either Transferable, in the case of Bonds, or capable of being assigned or novated to all Modified Eligible Transferees without the consent of any person being required, in the case of any Deliverable Obligation other than Bonds, provided, however, that a Deliverable Obligation other than Bonds will be a Conditionally Transferable Obligation notwithstanding that consent of the Reference Entity or the guarantor, if any, of a Deliverable Obligation other than Bonds (or the consent of the relevant obligor if a Reference Entity is guaranteeing such Deliverable Obligation) or any agent is required for such novation, assignment or transfer so long as the terms of such Deliverable Obligation provide that such consent may not be unreasonably withheld or delayed. Any requirement that notification of novation, assignment or transfer of a Deliverable Obligation be provided to a trustee, fiscal agent, administrative agent, clearing agent or paying agent for a Deliverable Obligation shall not be considered to be a requirement for consent for purposes of this the definition of Conditionally Transferable Obligation.

(i) Where Modified Restructuring Maturity Limitation applies and a Deliverable Obligation is a Conditionally Transferable Obligation with respect to which consent is required to novate, assign or transfer, then if the requisite consent is refused (whether or not a reason is given for such refusal and, where a reason is given for such refusal, regardless of that reason), or is not received by the Physical Settlement Date (in which case it shall be deemed to have been refused), the cash settlement provisions described in Part 1 of this Credit Technical Annex shall apply.

(ii) For purposes of determining whether a Deliverable Obligation satisfies the requirements of the definition of Conditionally Transferable Obligation, such determination shall be made as of the Physical Settlement Date for the Deliverable Obligation, taking into account only the terms of the Deliverable Obligation and any related transfer or consent documents which have been obtained by the Calculation Agent.

- *If the Settlement Method specified in the applicable Final Terms is Cash Settlement:*

  a Selected Obligation that is either Transferable, in the case of Bonds, or capable of being assigned or novated to all Modified Eligible Transferees without the consent of any person being required, in the case of any Selected Obligation other than Bonds, provided, however, that a Selected Obligation other than Bonds will be a Conditionally Transferable Obligation notwithstanding that consent of the Reference Entity or the guarantor, if any, of a Selected Obligation other than Bonds (or the consent of the relevant obligor if a Reference Entity is guaranteeing such Selected Obligation) or any agent is required for such novation, assignment or transfer so long as the terms of such Selected Obligation provide that such consent may not be unreasonably withheld or delayed. Any requirement that notification of novation, assignment or transfer of a Selected Obligation be provided to a trustee, fiscal agent, administrative agent, clearing agent or paying agent for a Selected Obligation shall not be considered to be a requirement for consent for purposes of this the definition of Conditionally Transferable Obligation.

For purposes of determining whether a Selected Obligation satisfies the requirements of the definition of Conditionally Transferable Obligation, such determination shall be made as of the day on which the Final Value for the Selected Obligation is determined by the Calculation Agent, taking into account only the terms of the Selected Obligation and any related transfer or consent documents which have been obtained by the Calculation Agent.

Consent Required Loan means a Loan that is capable of being assigned or novated with the consent of the relevant Reference Entity or the guarantor, if any, of such Loan (or the consent of the relevant borrower if the relevant Reference Entity is guaranteeing such Loan) or any agent. Unless otherwise specified in the applicable Final Terms, if the [Deliverable]**[Selected]* Obligation Characteristic Assignable Loan is specified as Applicable in the related Final Terms, such Final Terms shall be construed as though such [Deliverable]**[Selected]* Obligation Characteristic had been specified as a [Deliverable]**[Selected]* Obligation Characteristic only with respect to Loans and shall only be relevant if Loans are covered by the specified [Deliverable]**[Selected]* Obligation Category).

Convertible Obligation means any obligation that is convertible, in whole or in part, into Equity Securities solely at the option of holders of such obligation or a trustee or similar agent acting for the benefit only of holders of such obligation (or the cash equivalent thereof, whether the cash settlement option is that of the issuer or of (or for the benefit of) the holders of such obligation).

Credit Event means, with respect to a Reference Entity as determined by the Calculation Agent, the occurrence during the period from and including the Launch Date up to and including the Last Credit Event Occurrence Date of one or more of Bankruptcy, Failure to Pay, Obligation Acceleration, Obligation Default, Repudiation/Moratorium or Restructuring, as specified in the applicable Final Terms.

If an occurrence would otherwise constitute a Credit Event, such occurrence will constitute a Credit Event whether or not such occurrence arises directly or indirectly from, or is subject to a defence based upon:

(i) any lack or alleged lack of authority or capacity of a Reference Entity to enter into any Obligation or, as applicable, an Underlying Obligor to enter into any Underlying Obligation;

(ii) any actual or alleged unenforceability, illegality, impossibility or invalidity with respect to any Obligation or, as applicable, any Underlying Obligation, however described;

(iii) any applicable law, order, regulation, decree or notice, however described, or the promulgation of, or any change in, the interpretation by any court, tribunal, regulatory authority or similar administrative or judicial body with competent or apparent jurisdiction of any applicable law, order, regulation, decree or notice, however described; or

(iv) the imposition of, or any change in, any exchange controls, capital restrictions or any other similar restrictions imposed by any monetary or other authority, however described.

A Credit Event need not be continuing on the Credit Event Determination Date.

Credit Event Determination Date means the day on which both the Credit Event Notice and , if applicable, the Notice of Publicly Available Information are delivered to the [Relevant Clearing System]**[Noteholders]*.

Credit Event Notice means an irrevocable notice that is effective during the Notice Delivery Period delivered by or on behalf of the Issuer to the Noteholders informing the Noteholders that a Credit Event has occurred. A Credit Event Notice must contain a description in reasonable detail of the facts relevant to the determination that a Credit Event has occurred. The Credit Event that is the subject of a Credit Event Notice need not be continuing on the Credit Event Determination Date. If Notice of Publicly Available Information is specified as Applicable in the related Final Terms and a Credit Event Notice contains Publicly Available Information, such Credit Event Notice will also be deemed to be a Notice of Publicly Available Information.

Credit Valuation Date means:

- *If the Settlement Method specified in the applicable Final Terms is Physical Settlement:* the date that is two Business Days after the Latest Permissible Physical Settlement Date, subject, as the case may be, to clause 2.3 of Part 1.I of this Credit Technical Annex.

- *If the Settlement Method specified in the applicable Final Terms is Cash Settlement:* a date that the Calculation Agent will select in its own discretion that is on or before the 120th Business Day following the Credit Event Determination Date.

Default Requirement means, unless specified otherwise in the applicable Final Terms, USD 10,000,000 or its equivalent in the Obligation Currency as of the occurrence of the relevant Credit Event.

Deliver means to deliver, novate, transfer (including in the case of a Qualifying Guarantee, transfer of the benefit of the Qualifying Guarantee), assign or sell, as appropriate, in the manner customary for the settlement of the applicable Specified Deliverable Obligations (which shall include executing all necessary documentation and taking any other necessary actions), in order to convey all right, title and interest in the Specified Deliverable Obligations to the relevant Noteholder or Noteholders free and clear of any and all liens, charges, claims and encumbrances (including, without limitation, any counterclaim, defence (other than a counterclaim or defence based on the factors set out in paragraph x(a)-(d) of the definition of Deliverable Obligation below) or right of set-off by or of the Reference Entity or, as applicable, an Underlying Obligor); provided that to the extent that the Deliverable Obligations consist of Qualifying Guarantees, Deliver means to Deliver both the Qualifying Guarantee and the Underlying Obligation. **Delivery** and **Delivered** will be construed accordingly. In the case of a Loan, Delivery shall be effected using documentation substantially in the form of the documentation customarily used in the relevant market for Delivery of such Loan at that time.

Deliverable Obligation means, subject to, if specified as Applicable in the related Final Terms, the provisions contained in the definition of Restructuring Maturity Limitation and Fully Transferable Obligation or (the provisions contained in the Definition of Modified Restructuring Maturity Limitation and Conditionally Transferable Obligation, any of:

(i) the Reference Obligation (if any);

(ii) any obligation of a Reference Entity (either directly or as provider of a Qualifying Affiliate Guarantee, or if All Guarantees is specified as Applicable in the related Final Terms, as provider of any Qualifying Guarantee), described by the Deliverable Obligation Category specified in the applicable Final Terms and having each of the Deliverable Obligation Characteristics, if any, specified in the applicable Final Terms that (i) is payable in an amount equal to its outstanding principal balance (excluding accrued interest) or Due and Payable Amount, as applicable, (ii) in the case of a Qualifying Guarantee other than a Qualifying Affiliate Guarantee, is capable, at the Physical Settlement Date, of immediate assertion or demand by or on behalf of the holder or holders against the Reference Entity for an amount at least equal to the outstanding principal balance (excluding accrued interest) or Due and Payable Amount, as applicable, being Delivered apart from the giving of any notice of non-payment or similar procedural requirement, it being understood that acceleration of an Underlying Obligation shall not be considered a procedural requirement and (iii) that is not subject to a right of set-off by or of a Reference Entity or any applicable Underlying Obligor or any counterclaim or defence, other than a counterclaim or defence based on the following factors:

    (a) any lack or alleged lack of authority or capacity of a Reference Entity to enter into any Deliverable Obligations;

(b) any actual or alleged unenforceability, illegality, impossibility or invalidity with respect to any Deliverable Obligations, however described;

(c) any applicable law, order, regulation, decree or notice, however described, or the promulgation of, or any change in, the interpretation by any court, tribunal, regulatory authority or similar administrative or judicial body with competent or apparent jurisdiction of any applicable law, order, regulation, decree or notice, however described; or

(d) the imposition of, or any change in, any exchange controls, capital restrictions or any other similar restrictions imposed by any monetary or other authority, however described.

(iii) solely in relation to a Restructuring applicable to a Sovereign Reference Entity, any Sovereign Restructured Deliverable Obligation that (i) is payable in an amount equal to its outstanding principal balance (excluding accrued interest), or Due and Payable Amount, as applicable, (ii) is not subject to any counterclaim, defence (other than a counterclaim or defence based on the factors set forth in subparagraph (x)(a)-(d) above or right of set off by or of the Reference Entity or, as applicable, an Underlying Obligor and (iii) in the case of a Qualifying Guarantee other than a Qualifying Affiliate Guarantee, is capable, at the Physical Settlement Date, of immediate assertion or demand by or on behalf of the holder or holders against the Reference Entity for an amount at least equal to the outstanding principal balance (excluding accrued interest), or Due and Payable Amount, as applicable, being Delivered apart from the giving of any notice of non-payment or similar procedural requirement, it being understood that acceleration of an Underlying Obligation shall not be considered a procedural requirement;

(iv) any other obligation of a Reference Entity specified as such in the related Final Terms.

- *If the Notes described in the applicable Final Terms are denominated in Euros*: where a Specified Deliverable Obligation is denominated in a currency other than Euro, the Calculation Agent will determine the Euro equivalent of such amount by reference to the MEAN price as displayed on Reuters Page ECB37 as of London 12:00 pm on the date on which the Notice of Physical Settlement is effective (or, if the Notice of Physical Settlement is changed on or prior to the Physical Settlement Date, the date notice of the last such change is effective) or, if the cash settlement definitions apply, on the Credit Valuation Date, or in such other commercially reasonable manner as it will determine in its sole discretion.

- *If the Notes described in the applicable Final Terms are denominated in United States Dollars*: where a Specified Deliverable Obligation is denominated in a currency other than United States Dollar, the Calculation Agent will determine the United States Dollar equivalent of such amount by reference to the Federal Reserve Bank of New York 10.00 a.m. mid point rate as displayed on Reuters Page FEDSPOT on the date on which the Notice of Physical Settlement is effective (or, if the Notice of Physical Settlement is changed on or prior to the Physical Settlement Date, the date notice of the last such change is effective) or, if the cash settlement definitions apply, on the Credit Valuation Date, or in such other commercially reasonable manner as it will determine in its sole discretion.

- *If the Notes described in the applicable Final Terms are denominated in Hong Kong Dollars*: where a Specified Deliverable Obligation is denominated in a currency other than Hong Kong Dollar, the Calculation Agent will determine the Hong Kong Dollar equivalent of such amount by reference to the Federal Reserve Bank of New York 10.00 a.m. mid point rate as displayed on Reuters Page FEDSPOT on the date on which the Notice of Physical Settlement is effective (or, if the Notice of Physical Settlement is changed on or prior to the Physical Settlement Date, the date notice of the last such change is effective) or, if the cash settlement definitions apply, on the Credit Valuation Date, or in such other commercially reasonable manner as it will determine in its sole discretion.

Deliverable Obligation Category means any one of Payment, Borrowed Money, Reference Obligation Only, Bond, Loan, or Bond or Loan, as specified in the applicable Final Terms. In case of Reference Obligation Only, no Deliverable Obligation Characteristics shall be applicable.

Deliverable Obligation Characteristics means any one or more of Not Subordinated, Specified Currency, Not Domestic Currency, Not Domestic Law, Listed, Not Contingent, Not Domestic Issuance, Assignable Loan, Consent Required Loan, Transferable, Maximum Maturity, and Not Bearer, as specified in the applicable Final Terms. If any of Payment, Borrowed Money, Loan or Bond or Loan is specified as Deliverable Obligation Category and more than one Assignable Loan, and Consent Required Loan are specified as Deliverable Obligation Characteristics, the Deliverable Obligation may include any Loan that satisfies any one of such Deliverable Obligation Characteristics specified and need not satisfy all such Deliverable Obligation Characteristics. For the purposes of applicable of the Deliverable Obligation Characteristics to an Underlying Obligation, references to the Reference Entity shall be deemed to refer to the Underlying Obligor.

Domestic Currency means the currency specified as such in the applicable Final Terms and any successor currency. If no currency is specified, the Domestic Currency shall be the lawful currency and any successor currency of (a) the relevant Reference Entity, if the Reference Entity is a Sovereign, or (b) the jurisdiction in which the relevant Reference Entity is organised, if the Reference Entity is not a Sovereign. In no event shall Domestic Currency include any successor currency if such successor currency is the lawful currency of any of Canada, Japan, Switzerland, the United Kingdom, the United States of America and the euro (or any successor currency to any such currency).

Downstream Affiliate means an entity, whose outstanding Voting Shares were, at the date of issuance of the Qualifying Guarantee, more than 50 percent owned, directly or indirectly, by the Reference Entity.

Due and Payable Amount means the amount that is due and payable under (and in accordance with the terms of) a Deliverable Obligation on the [Physical Settlement Date]**[Credit Valuation Date]*, whether by reason of acceleration, maturity, termination or otherwise (excluding sums in respect of default interest, indemnities, tax gross-ups and other similar amounts). When used in connection with Qualifying Guarantees, the term Due and Payable Amount is to be interpreted to be the then Due and Payable Amount of the Underlying Obligation which is supported by a Qualifying Guarantee.

Eligible Transferee means each of the following:

(i) (A) any bank or other financial institution; (B) an insurance or reinsurance company; (C) a mutual fund, unit trust or similar collective investment vehicle (other than an entity specified in clause (iii) (A) below); and (D) a registered or licensed broker or dealer (other than a natural person or proprietorship); provided, however, in each case that such entity has total assets of at least USD 500,000,000;

(ii) an Affiliate of an entity specified in the preceding clause (i);

(iii) each of a corporation, partnership, proprietorship, organisation, trust or other entity: (A) that is an investment vehicle (including, without limitation, any hedge fund, issuer of collateralised debt obligations, commercial paper conduit or other special purpose vehicle) that (1) has total assets of at least USD 100,000,000 or (2) is one of a group of investment vehicles under common control or management having, in the aggregate, total assets of at least USD 100,000,000; (B) that has total assets of at least USD 500,000,000; or (C) the obligations of which under an agreement, contract or transaction are guaranteed or otherwise supported by a letter of credit or keepwell, support or other agreement by an entity described in clauses (i), (ii), (iii) (B) or (iv) of this definition; and

(iv) a Sovereign, Sovereign Agency or Supranational Organisation.

All references in this definition of Eligible Transferee to USD include equivalent amounts in other currencies.

Equity Securities means (i) in the case of a Convertible Obligation, equity securities (including options and warrants) of the issuer of such obligation or depositary receipts representing those equity securities of the issuer of such obligation together with any other property distributed to or made available to holders of those equity securities from time to time and (ii) in the case of an Exchangeable Obligation, equity securities (including options and warrants) of a person other than the issuer of such obligation or depositary receipts representing those equity securities of a person other than the issuer of such obligation together with any other property distributed to or made available to holders of those equity securities from time to time.

Exchangeable Obligation means any obligation that is exchangeable, in whole or in part, for Equity Securities solely at the option of holders of such obligation or a trustee or similar agent acting for the benefit only of holders of such obligation (or the cash equivalent thereof, whether the cash settlement option is that of the issuer or of (or for the benefit of) the holders of such obligation). With respect to any Exchangeable Obligation that is not an Accreting Obligation, **outstanding principal balance** shall exclude any amount that may be payable under the terms of such obligation in respect of the value of the Equity Securities for which such obligation is exchangeable.

Failure to Pay means, after the expiration of any applicable Grace Period (after the satisfaction of any conditions precedent to the commencement of such Grace Period), the failure by a Reference Entity to make, when and where due, any payments in an aggregate amount of not less than the Payment Requirement under one or more Obligations, in accordance with the terms of such Obligations at the time of such failure.

Final Price means in respect of a Selected Obligation, a quotation (expressed as a percentage) of such Selected Obligation, obtained from Quotation Dealers in the manner provided below. The Calculation Agent will determine, based on the then current market practice, whether such quotations will include or exclude accrued but unpaid interest and all quotations will be obtained in accordance with this determination. The Calculation Agent will require each Quotation Dealer to provide quotations to the extent reasonably practicable at approximately 11.00 a.m. London time or 11.00 a.m. New York time, as the case may be.

(i) If the Calculation Agent obtains more than three Full Quotations on the Credit Valuation Date, the Final Price will be the arithmetic mean of such Full Quotations, disregarding the Full Quotations with the highest and lowest values (and, if more than one such Full Quotations have the same highest value or lowest value, then one of such highest or lowest Full Quotations will be disregarded).

(ii) If the Calculation Agent is unable to obtain more than three Full Quotations, but obtains exactly three Full Quotations on the Credit Valuation Date, the Final Price will be the Full Quotation remaining after disregarding the highest and lowest Full Quotations (and, if more than one such Full Quotations have the same highest value or lowest value, then one of such highest or lowest Full Quotations will be disregarded).

(iii) If the Calculation Agent is unable to obtain three Full Quotations, but obtains exactly two Full Quotations on the Credit Valuation Date, the Final Price will be the arithmetic mean of such Full Quotations.

(iv) If the Calculation Agent is unable to obtain two Full Quotations, but obtains a Weighted Average Quotation on the Credit Valuation Date, the Final Price will be such Weighted Average Quotation.

(v) If the Calculation Agent obtains fewer than two Full Quotations and no Weighted Average Quotation on the Credit Valuation Date, then the Final Price will be an amount as determined by the Calculation Agent on the next Business Day on which the Calculation Agent obtains two or more Full Quotations or a Weighted Average Quotation. If the Calculation Agent is unable to obtain two or more Full Quotations or a Weighted Average Quotation on the same Business Day on or prior to the fifteenth Business Day following the Credit Valuation Date, the Final Price will be deemed to be zero.

Final Value means (i) the Final Price (expressed as a percentage) if there is only one Selected Obligation or (ii) the weighted average of the Final Prices of the Selected Obligations if the latter are a portfolio.

Final Valuation Notice means the notice delivered by or on behalf of the Issuer to the Noteholder, no later than the first Business Day following (i) the Credit Valuation Date or, (ii) if the Calculation Agent is unable to determine the Final Value on the Credit Valuation Date, such later date within the fifteen Business Days period following such Credit Valuation Date on which the Calculation Agent determines the Final Value, specifying:

- the Selected Obligations (with an outstanding principal balance, excluding accrued interest, equal to the Aggregate Nominal Amount);
- the Cash Settlement Amount; and
- the Cash Settlement Date.

First-to-Default Reference Entity means the first Reference Entity in respect of which a Credit Event occurs and a Credit Event Notice and, if applicable a Notice of Publicly Available Information, have been sent in accordance with the provisions of Part 1 of this Credit Technical Annex. If First-to-Default is specified as Applicable in the related Final Terms, the definitions of Obligation or [Deliverable Obligation]** [Selected Obligation]* shall be construed as though such definitions had been specified only with respect to the First-to-Default Reference Entity.

Full Quotation means each firm bid quotation obtained from a Quotation Dealer for an amount equal to the Quotation Amount. It is understood that a Full Quotation shall be based, with respect to any Accreting Obligation on the Accreted Amount thereof.

Fully Transferable Obligation means a [Deliverable]** [Selected]* Obligation that is either Transferable, in the case of Bonds, or capable of being assigned or novated to all Eligible Transferees without the consent of any person being required, in the case of any [Deliverable]** [Selected]* Obligation other than Bonds. Any requirement that notification of novation, assignment or transfer of a [Deliverable]** [Selected]* Obligation be provided to a trustee, fiscal agent, administrative agent, clearing agent or paying agent for a [Deliverable]** [Selected]* Obligation shall not be considered to be a requirement for consent for purposes of this definition.

For purposes of determining whether a [Deliverable]** [Selected]* Obligation satisfies the requirements of the definition of Fully Transferable Obligation, such determination shall be made as of the [Physical Settlement Date]** [Credit Valuation Date]* for the [Deliverable]** [Selected]* Obligation, taking into account only the terms of the [Deliverable]** [Selected]* Obligation and any related transfer or consent documents which have been obtained by the Calculation Agent.

Governmental Authority means any *de facto* or *de jure* government (or any agency, instrumentality, ministry or department thereof), court, tribunal, administrative or other governmental authority or any other entity (private or public) charged with the regulation of the financial markets (including the central bank) of a Reference Entity or of the jurisdiction of organisation of a Reference Entity.

Grace Period means:

(i) subject to paragraphs (ii) and (iii), the applicable grace period with respect to payments under the relevant Obligation under the terms of such Obligation in effect as of the later of the Launch Date and the date as of which such Obligation is issued or incurred;

(ii) if Grace Period Extension is specified as Applicable in the related Final Terms, a Potential Failure to Pay has occurred on or prior to the fourth Business Day immediately preceding the Scheduled Maturity Date and the applicable grace period cannot, by its terms, expire on or prior to the fourth Business Day immediately preceding the Scheduled Maturity Date, the Grace Period shall be deemed to be the lesser of such grace period and thirty calendar days; and

(iii) if, at the later of the Launch Date and the date as of which an Obligation is issued or incurred, no grace period with respect to payments or a grace period with respect to payments of less than three Grace Period Business Days is applicable under the terms of such Obligation, a Grace Period of three Grace Period Business Days shall be deemed to apply to such Obligation; provided that; unless Grace Period Extension is specified as Applicable in the related Final Terms, such deemed Grace Period shall expire no later than the Last Credit Event Occurrence Date.

Grace Period Business Day means a day on which commercial banks and foreign exchange markets are generally open to settle payments in the place or places and on the days specified for that purpose in the relevant Obligation and if a place or places are not so specified, in the jurisdiction of the Obligation Currency.

Grace Period Extension Date means, if (a) Grace Period Extension is specified as Applicable in the related Final Terms and (b) a Potential Failure to Pay occurs on or prior to the fourth Business Day immediately preceding the Scheduled Maturity Date, the date that is the number of days in the Grace Period after the date of such Potential Failure to Pay. If Grace Period Extension is specified as Not Applicable in the related Final Terms, Grace Period Extension shall not apply to the Notes. If (i) Grace Period Extension is specified as Applicable in the related Final Terms, (ii) a Potential Failure to Pay occurs on or prior to the fourth Business Day immediately preceding the Scheduled Maturity Date and (iii) a Credit Event Determination Date in respect of that Failure to Pay does not occur during the Notice Delivery Period, the Grace Period Extension Date will be the Maturity Date (even if a Failure to Pay occurs after the fourth Business Day immediately preceding the Scheduled Maturity Date).

Illegal or Impossible means, in respect of the Delivery of any Specified Deliverable Obligations, that it is illegal or impossible for the Issuer to Deliver or for a Noteholder to take Delivery of all or part of such Specified Deliverable Obligations because of:

(i) any legal, contractual or other restrictions or constraints affecting the Delivery of the Specified Deliverable Obligations (including, without limitation, any laws, regulations, court orders, other governmental or regulatory constraints, the specific terms or conditions of the Specified Deliverable Obligations or failure to obtain the relevant consents, including but not limited to the consent of the Reference Entity and the guarantor (if any) of the Reference Entity or the consent of the applicable borrower in the case of a Specified Deliverable Obligation guaranteed by the Reference Entity); or

(ii) any event which is beyond the control of the Issuer (including, without limitation, failure of the Relevant Clearing System or the refusal by a Noteholder to take Delivery of any of the Specified Deliverable Obligations); or

(iii) any event which is beyond the control of a Noteholder due to its specific situation.

Last Credit Event Occurrence Date means the fourth Business Day immediately preceding:

- the Scheduled Maturity Date; or

- *if Repudiation/Moratorium is specified as Applicable in the related Final Terms*: the Repudiation/Moratorium Evaluation Date if (i) the Credit Event that is the subject of a Credit Event Notice is a Repudiation/Moratorium, (ii) the Potential Repudiation/Moratorium with respect to such Repudiation/Moratorium has occurred on or prior to the fourth Business Day immediately preceding the Scheduled Maturity Date and (iii) the Repudiation/Moratorium Extension Condition is satisfied; or

- *if Grace Period Extension is specified as Applicable in the related Final Terms*: the Grace Period Extension Date if (i) the Credit Event that is the subject of a Credit Event Notice is a Failure to Pay and (ii) the Potential Failure to Pay with respect to such Failure to Pay has occurred on or prior to the to the fourth Business Day immediately preceding the Scheduled Maturity Date.

Latest Notification Date means the second Business Day following the day that is 30 calendar days after the Credit Event Determination Date.

Latest Permissible Physical Settlement Date means the day that is 60 Business Days after the date on which a Notice of Physical Settlement is delivered to the Relevant Clearing System.

Launch Date is the date specified in the applicable Final Terms.

Listed means an obligation that is quoted, listed or ordinarily purchased and sold on an exchange.

Unless otherwise specified in the applicable Final Terms,

- if the Obligation Characteristic Listed is specified as Applicable in the related Final Terms, such Final Terms shall be construed as though Listed had been specified as an Obligation Characteristic only with respect to Bonds and shall only be relevant if Bonds are covered by the selected Obligation Category;
- if the [Deliverable]**[Selected]* Obligation Characteristic Listed is specified as Applicable in the related Final Terms, such Final Terms shall be construed as though such [Deliverable]**[Selected]* Obligation Characteristic had been specified as a [Deliverable]**[Selected]* Obligation Characteristic only with respect to Bonds and shall only be relevant if Bonds are covered by the specified [Deliverable]**[Selected]* Obligation Category).

Loan means any obligation of a type included in the Borrowed Money Obligation Category that is documented by a term loan agreement, revolving loan agreement or other similar credit agreement and shall not include any other type of Borrowed Money.

Market Value means, in respect of an Undeliverable Obligation, a quotation (expressed as a percentage) of such Undeliverable Obligation, obtained from Quotation Dealers in the manner provided below. The Calculation Agent will determine, based on the then current market practice, whether such quotations will include or exclude accrued but unpaid interest and all quotations will be obtained in accordance with this determination. The Calculation Agent will require each Quotation Dealer to provide quotations to the extent reasonably practicable at approximately 11:00 a.m. London time or 11:00 a.m. New York time, as the case may be.

(i) If the Calculation Agent obtains more than three Full Quotations on the Credit Valuation Date, the Market Value will be the arithmetic mean of such Full Quotations, disregarding the Full Quotations with the highest and lowest values (and, if more than one such Full Quotations have the same highest value or lowest value, then one of such highest or lowest Full Quotations will be disregarded).

(ii) If the Calculation Agent is unable to obtain more than three Full Quotations, but obtains exactly three Full Quotations on the Credit Valuation Date, the Market Value will be the Full Quotation remaining after disregarding the highest and lowest Full Quotations (and, if more than one such Full Quotations have the same highest value or lowest value, then one of such highest or lowest Full Quotations will be disregarded).

(iii) If the Calculation Agent is unable to obtain three Full Quotations, but obtains exactly two Full Quotations on the Credit Valuation Date, the Market Value will be the arithmetic mean of such Full Quotations.

(iv) If the Calculation Agent is unable to obtain two Full Quotations, but obtains a Weighted Average Quotation on the Credit Valuation Date, the Market Value will be such Weighted Average Quotation.

(v) If the Calculation Agent obtains fewer than two Full Quotations and no Weighted Average Quotation on the Credit Valuation Date, then the Market Value will be an amount as determined by the Calculation Agent on the next Business Day on which the Calculation Agent obtains two or more Full Quotations, a Weighted Average Quotation. If the Calculation Agent is unable to obtain two or more Full Quotations or a Weighted Average Quotation on the same Business Day on or prior to the fifteenth Business Day following the Credit Valuation Date, the Market Value will be deemed to be zero.

Maximum Maturity means an obligation that has a remaining maturity from the [Physical Settlement Date]** [Credit Valuation Date]* of not greater than the period specified in the applicable Final Terms.

Modified Eligible Transferee means any bank, financial institution or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities and other financial assets.

Modified Restructuring Maturity Limitation and Conditionally Transferable Obligation means, if specified as Applicable in the related Final Terms and if Restructuring is the only Credit Event specified in a Credit Event Notice delivered by or on behalf of the Issuer, that a [Deliverable]** [Selected]* Obligation may be specified in the [Notice of Physical Settlement]** [Final Valuation Notice]* only if it (i) is a Conditionally Transferable Obligation and (ii) has a final maturity date not later than the applicable Modified Restructuring Maturity Limitation Date.

Modified Restructuring Maturity Limitation Date means, with respect to a [Deliverable]** [Selected]* Obligation, the date that is the later of (x) the Scheduled Maturity Date and (y) 60 months following the Restructuring Date in the case of a Restructured Bond or Loan, or 30 months following the Restructuring Date in the case of all other [Deliverable]** [Selected]* Obligations.

Multiple Holder Obligation means an Obligation that (i) at the time of the event which constitutes a Restructuring is held by more than three holders that are not Affiliates of each other and (ii) with respect to which a percentage of holders (determined pursuant to the terms of the Obligation as in effect on the date of such event) at least equal to sixty-six-and two-thirds is required to consent to the event which constitutes a Restructuring provided that any Obligation that is a Bond shall be deemed to satisfy the requirement in this subparagraph (ii) of this definition of Multiple Holder Obligation.

Nominal Amount means the Specified Denomination of one Note as specified in the applicable Final Terms subject, as the case may be, to the provisions of Part 1 of this Credit Technical Annex.

Not Bearer means any obligation that is not a bearer instrument unless interests with respect to such bearer instrument are cleared via Clearstream, Luxembourg, Euroclear or any other internationally recognised clearing system. Unless otherwise specified in the applicable Final Terms, if the [Deliverable]**[Selected]* Obligation Characteristic Not Bearer is specified as Applicable in the related Final Terms, such Final Terms shall be construed as though such [Deliverable]**[Selected]* Obligation Characteristic had been specified as a [Deliverable]**[Selected]* Obligation Characteristic only with respect to Bonds and shall only be relevant if Bonds are covered by the specified [Deliverable]**[Selected]* Obligation Category).

Not Contingent means any obligation having as of the [Physical Settlement Date]**[Credit Valuation Date]* and all times thereafter an outstanding principal balance or, in the case of obligations that are not Borrowed Money, a Due and Payable Amount, that pursuant to the terms of such obligation may not be reduced as a result of the occurrence or non-occurrence of an event or circumstance (other than payment or, in the case of any Qualifying Guarantee, the beneficiary's giving notice that a payment is due under such Qualifying Guarantee or any other similar procedure requirement). A Convertible Obligation, an Exchangeable Obligation and an Accreting Obligation shall satisfy the Not Contingent [Deliverable]**[Selected]* Obligating Characteristic if such Convertible Obligation, Exchangeable Obligation or Accreting Obligation otherwise meets the requirements of the preceding sentence so long as, in the case of a Convertible Obligation or an Exchangeable Obligation, the right (A) to convert or exchange such obligation or (B) to require the issuer to purchase or redeem such obligation (if the issuer has exercised or may exercise the right to pay the purchase or redemption price, in whole or in part, in Equity Securities) has not been exercised (or such exercise has been effectively rescinded) on or before the [Physical Settlement Date]** [Credit Valuation Date]*.

If a Reference Obligation is a Convertible Obligation or an Exchangeable Obligation, then such Reference Obligation may be included as a [Deliverable]**[Selected]* Obligation only if the rights referred to in clauses (A) and (B) of this definition of Not Contingent have not been exercised (or such exercise has been effectively rescinded) on or before [Physical Settlement Date]**[Credit Valuation Date]*.

Not Domestic Currency means any obligation that is payable in any currency other than the Domestic Currency.

Not Domestic Issuance means any obligation other than an obligation that was, at the time the relevant obligation was issued (or reissued, as the case may be) or incurred, intended to be offered for sale primarily in the domestic market of the relevant Reference Entity. Any obligation that is registered or qualified for sale outside the domestic market of the relevant Reference Entity (regardless of whether such obligation is also registered or qualified for sale within the domestic market of the relevant Reference Entity) shall be deemed not to be intended for primarily in the domestic market of the Reference Entity.

Not Domestic Law means any obligation that is not governed by the laws of (A) the relevant Reference Entity, if such Reference Entity is a Sovereign, or (B) the jurisdiction of organisation of the relevant Reference Entity, if such Reference Entity is a Sovereign.

Not Subordinated means an obligation that is not Subordinated to (i) the most senior Reference Obligation in priority of payment or (ii) if no Reference Obligation is specified in the applicable Final Terms, any unsubordinated Borrowed Money obligation of the Reference Entity. For purposes of determining whether a [Deliverable]** [Selected]* Obligation satisfies the Not Subordinated Obligation Characteristic or [Deliverable Obligation Characteristic]** [Selected Obligation Characteristic]* the ranking in priority of payment of each Reference Obligation shall be determined as of the later of (a) the Launch Date and (b) the date on which such Reference Obligation was issued or incurred and shall not reflect any change to such ranking in priority of payment after such later date.

Notice Delivery Period means the period from and including the Issue Date to and including:

(a) the Scheduled Maturity Date; or

(b) the Grace Period Extension Date if (i) Grace Period Extension is specified as Applicable in the relevant Final Terms, (ii) the Credit Event that is the subject of the Credit Event Notice is a Failure to Pay that occurs after the fourth Business Day immediately preceding the Scheduled Maturity Date and (iii) the Potential Failure to Pay with respect to such Failure to Pay occurs on or prior to the fourth Business Day immediately preceding the Scheduled Maturity Date; or

(c) the Repudiation/Moratorium Evaluation Date if (i) the Credit Event that is the subject of the Credit Event Notice is a Repudiation/Moratorium that occurs after the fourth Business Day immediately preceding the Scheduled Maturity Date, (ii) the Potential Repudiation/Moratorium with respect to such Repudiation/Moratorium occurs on or prior to the fourth Business Day immediately preceding the Scheduled Maturity Date and (iii) the Repudiation/Moratorium Extension Condition is satisfied.

Notice of Publicly Available Information means, in relation to a Credit Event Notice or a Repudiation/Moratorium Extension Notice, an irrevocable notice delivered by or on behalf of the Issuer that cites Publicly Available Information confirming the occurrence of the Credit Event or Potential Repudiation/Moratorium, as applicable, described in the Credit Event Notice or Repudiation/Moratorium Extension Notice. In relation to a Repudiation/Moratorium Credit Event, the Notice of Publicly Available Information must cite Publicly Available Information confirming the occurrence of both clauses (i) and (ii) of the definition of Repudiation/Moratorium. The notice given must contain a copy, or a description in reasonable detail, of the relevant Publicly Available Information. If Notice of Publicly Available Information is specified as Applicable in the related Final Terms and a Credit Event Notice or Repudiation/Moratorium Extension Notice, as applicable, contains Publicly Available Information, such Credit Event Notice or Repudiation/Moratorium Extension Notice will also be deemed to be a Notice of Publicly Available Information.

Notice of Physical Settlement means an irrevocable notice that is effective no later than the Latest Notification Date (included) from or on behalf of the Issuer to the Noteholders specifying the Specified Deliverable Obligations the Issuer reasonably expects to Deliver or procure the Delivery of to the Noteholders. The Issuer is not bound to Deliver such Specified Deliverable Obligations mentioned in the Notice of Physical Settlement. However, it will, to the extent possible, give the Noteholders notice of any subsequent change in the Specified Deliverable Obligations mentioned in the Notice of Physical Settlement (the term Specified Deliverable Obligation is deemed to include such change).

Obligation means,

(i) any obligation of a Reference Entity (either directly or as provider of a Qualifying Affiliate Guarantee, or if All Guarantees is specified as Applicable in the related Final Terms, as provider of any Qualifying Guarantee), described by the Obligation Category specified in the applicable Final Terms and having each of the Obligation Characteristics, if any, specified in the applicable Final Terms, in each case, as of the date of the event which constitute the Credit Event which is the subject of the Credit Event Notice;

(ii) the Reference Obligation (if any);

(iii) any other obligation of a Reference Entity specified as such in the related Final Terms.

Obligation Acceleration means one or more Obligations in an aggregate amount of not less than the Default Requirement have become due and payable before they would otherwise have been due and payable as a result of, or on the basis of, the occurrence of a default, event of default or other similar condition or event (however described), other than a failure to make any required payment, in respect of the Reference Entity under one or more Obligations.

Obligation Category means any one of Payment, Borrowed Money, Reference Obligation Only, Bond, Loan, or Bond or Loan, as specified in the applicable Final Terms.

Obligation Characteristics means any one or more of Not Subordinated, Specified Currency, Not Domestic Currency, Not Domestic Law, Listed, and Not Domestic Issuance, as specified in the applicable Final Terms. For the purposes of applicable of the Obligation Characteristics to an Underlying Obligation, references to the Reference Entity shall be deemed to refer to the Underlying Obligor.

Obligation Currency means the currency or currencies in which an Obligation is denominated.

Obligation Default means one or more Obligations in an aggregate amount of not less than the Default Requirement have become capable of being declared due and payable before they would otherwise have been due an payable as a result of, or on the basis of, the occurrence of a default, event of default or other similar condition or event (however described), other than a failure to make any required payment, in respect of a Reference Entity under one or more Obligations.

outstanding principal balance when used in connection with Qualifying Guarantees, the term outstanding principal balance is to be interpreted to be the then outstanding principal balance of the Underlying Obligation which is supported by a Qualifying Guarantee.

Payment means any obligation (whether present or future, contingent or otherwise) for the payment or repayment of money, including, without limitation, Borrowed Money.

Payment Requirement means, unless specified otherwise in the applicable Final Terms, USD 1,000,000 or its equivalent in the Obligation Currency as of the occurrence of the relevant Failure to Pay or Potential Failure to Pay, as applicable.

Permitted Currency means (A) the legal tender of any Group of 7 country (or any country that becomes a member of the Group of 7 if such Group of 7 expands its membership) or (B) the legal tender of any country which, as of the date of such change, is a member of the Organisation for Economic Cooperation and Development and has a local currency long-term debt rating of either AAA or higher assigned to it by Standard & Poor's, a division of The McGraw-Hill Companies, Inc. or any successor to the rating business thereof, Aaa or higher assigned to it by Moody's Investor Service, Inc. or any successor to the rating business thereof or AAA or higher assigned to it by Fitch Ratings or any successor to the rating business thereof.

Physical Delivery Amount means, for each Note, Specified Deliverable Obligations with an outstanding principal balance, excluding accrued interest, equal to the Nominal Amount or, if applicable, the Partial Redemption Amount in case of the occurrence of a Restructuring (see clause III of Part 1 of this Credit Technical Annex) or the Multiple Successor Notional Amount (clause IV of

Part 1 of this Credit Technical Annex). If the number of Specified Deliverable Obligations that the Issuer can Deliver is not an integer then, in respect of each Note, the Physical Delivery Amount will include, in addition to the Specified Deliverable Obligations that can be Delivered, the market value in cash, excluding accrued interest, of Specified Deliverable Obligations with an outstanding principal balance equal to the difference between the Nominal Amount or, if applicable, the Partial Redemption Amount in case of the occurrence of a Restructuring (clause III of Part 1 of this Credit Technical Annex) or the Multiple Successor Notional Amount (clause IV of Part 1 of this Credit Technical Annex) and the outstanding principal balance of the Specified Deliverable Obligations that can be Delivered, as determined by the Calculation Agent.

Physical Settlement Date means the date on which the Issuer Delivers the Physical Delivery Amount to the Noteholders, or, if the Issuer does not Deliver on the same date all the portfolio of Deliverable Obligations comprised in the Physical Delivery Amount, the date on which the Issuer has completed the Delivery thereof for all the Notes to all the Noteholders.

Physical Settlement Period means the period from and including the date on which a Notice of Physical Settlement is delivered to the Relevant Clearing System to and including the Latest Permissible Physical Settlement Date.

Potential Failure to Pay means the failure by a Reference Entity to make, when and where due, any payments in an aggregate amount of not less than the Payment Requirement under one or more Obligations, without regard to any grace period or any conditions precedent to the commencement of any grace period applicable to such Obligations, in accordance with the terms of such Obligations at the time of such failure.

Potential Repudiation/Moratorium means the occurrence of an event described in clause (i) of the definition of Repudiation/Moratorium.

Publicly Available Information means information that reasonably confirms any of the facts relevant to the determination that the Credit Event or Potential Repudiation/Moratorium, as applicable, described in the Credit Event Notice or Repudiation/Moratorium Extension Notice, has occurred and which:

(i) has been published in or on not less than the Specified Number of Public Sources, regardless of whether the reader or user thereof pays a fee to obtain such information; provided that if the Calculation Agent or any of its Affiliates is cited as the sole source of such information, then such information shall not be deemed to be a Publicly Available Information unless the Calculation Agent or its Affiliate is acting in its capacity as trustee, fiscal agent, administrative agent, clearing agent or paying agent for an Obligation; or

(ii) is information received from or published by:

  (A) a Reference Entity (or a Sovereign Agency in respect of a Reference Entity which is a Sovereign); or

  (B) a trustee, fiscal agent, administrative agent, clearing agent or paying agent for an Obligation,

(iii) is information contained in any petition or filing instituting a proceeding against or by the Reference Entity seeking a judgement of insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, or presented for its winding-up or liquidation, where any such proceeding or petition instituted or presented against the Reference Entity (a) results in a judgement of insolvency or bankruptcy or the entry of an order for relief of the making of an order for its winding-up or liquidation or (b) is not dismissed, discharged, stayed or restrained in each case within thirty calendar days of the institution or presentation thereof; or

(iv) is information contained in any order, decree, notice or filing, however described, of or filed with a court, tribunal, exchange, regulatory authority or similar administrative, regulatory or judicial body.

In the event that the Calculation Agent is (i) the sole source of information in its capacity as trustee, fiscal agent, administrative agent, clearing agent or paying agent for an Obligation and (ii) a holder of the Obligation with respect to which a Credit Event has occurred, the Calculation Agent shall be required to deliver a certificate signed by a managing director (or other substantively equivalent title) of the Calculation Agent, which shall certify the occurrence of a Credit Event with respect to the Reference Entity.

In relation to any information of the type described in (ii), (iii) and (iv) of the definition of Publicly Available Information, the party receiving such information may assume that such information has been disclosed to it without violating any law, agreement or understanding regarding the confidentiality or such information and that the party delivering such information has not taken any action or entered into any agreement or understanding with the Reference Entity or any Affiliate of the Reference Entity that would be breached by, or would prevent, the disclosure of such information to third parties.

Publicly Available Information need not state (i) in relation to a Qualifying Affiliate Guarantee, the percentage of Voting Shares owned, directly or indirectly, by the Reference Entity and (ii) that such occurrence (a) has met the Payment Requirement or Default Requirement, (b) is the result of exceeding any applicable Grace Period, or (c) has met the subjective criteria specified in certain Credit Events including without limitation qualifying under clause (i) of Bankruptcy.

Public Source means each source of Publicly Available Information specified in the applicable Final Terms (or if a source is not specified, each of Bloomberg Service, Dow Jones Telerate Service, Reuter Monitor Money Rates Services, Dow Jones News Wire, Wall Street Journal, New York Times, Nihon Keizai Shinbun, Asahi Shinbun, Yomiuri Shinbun, Financial Times, La Tribune, Les Echos and The Australian Financial Review (and successor publications), the main source(s) of business news in the country in which the Reference Entity is organised and any other internationally recognised published or electronically displayed news sources).

Qualifying Guarantee means an arrangement evidenced by a written instrument pursuant to which a Reference Entity irrevocably agrees (by guarantee of payment or equivalent legal arrangement) to pay all amounts due under an obligation (the **Underlying Obligation**) for which another party is the obligor (the **Underlying Obligor**). Qualifying Guarantees shall exclude any arrangement (i) structured as a surety bond, financial guarantee insurance policy, letter of credit or equivalent legal arrangement or (ii) pursuant to the terms of which the payment obligations of the Reference Entity can be discharged, reduced or otherwise altered or assigned (other than by operation of law) as a result of the occurrence or non-occurrence of an event or circumstance (other than payment). [The benefit of a Qualifying Guarantee must be capable of being Delivered together with the Delivery of the Underlying Obligation.]**

Qualifying Affiliate Guarantee means a Qualifying Guarantee provided by a Reference Entity in respect of an Underlying Obligation of a Downstream Affiliate of that Reference Entity.

Quotation Amount means:

- *If Physical Delivery is specified in the applicable Final Terms*: an amount equal to the outstanding principal balance (excluding accrued interest), or Due and Payable Amount, as applicable, of the Undeliverable Obligation.

- *If Cash Settlement is specified in the applicable Final Terms*: an amount equal to the outstanding principal balance of the Notes, if there is only one Selected Obligations; otherwise (if there is a portfolio of Selected Obligations), the Quotation Amount shall be a weighted amount in respect of each Selected Obligation, the sum of all such Quotation Amounts being equal to the outstanding principal balance of the Notes.

Quotation Dealers means at least five leading dealers in obligations of the type of the Undeliverable Obligation(s), which may include Société Générale, as selected by the Calculation Agent in its sole discretion acting in a commercially reasonable manner.

Reference Entity means:

- *unless (i) First-to-Default is specified as Applicable in the related Final Terms*: the entity specified in the applicable Final Terms or any Successor thereto.

- *If First-to-Default is specified as Applicable in the related Final Terms:*

(a) in relation to a Reference Entity that is not a Sovereign: each entity set out in the applicable Final Terms and any direct or indirect successor thereto that assumes all or substantially all of the obligations thereof by way of merger, consolidation, amalgamation, transfer or otherwise, whether by operation of law or pursuant to any agreement, subject to the provisions in (c) below;

(b) in relation to a Reference Entity that is a Sovereign the entity specified in the applicable Final Terms or any Successor thereto, subject to the provisions in (c) below, applied *mutatis mutandis*;

(c) In the event that a Reference Entity (X), assumes all or substantially all of the obligations of another Reference Entity (**Y**) by way of merger, consolidation, amalgamation, transfer or otherwise, whether by operation of law or pursuant to any agreement (each, a **Merger Event**), the Calculation Agent acting in good faith and in its sole discretion shall, within three Business Days of such Merger Event, select a new entity having an equivalent Rating (as defined below) or an equivalent credit risk (if no Rating is available) to Y immediately prior to the occurrence of the Merger Event; such new entity shall be deemed to have replaced Y as Reference Entity effective on and from the date of the Merger Event.

For the purpose of this definition **Rating** means the senior unsecured debt rating assigned by the three rating agencies Moody's Investor Service, Inc., Standard & Poor's, a division of The McGraw-Hill Companies, Inc. and Fitch Ratings or any of them, being understood that if the ratings assigned in respect of an entity are not equivalent, only the highest one(s) will be taken into consideration.

In the event a Reference Entity (**X**) splits into several entities, as a result of a demerger or otherwise, X shall be deemed replaced by the entity that the Calculation Agent shall have selected among the resulting entities in its sole discretion.

Reference Obligation(s) the reference obligation(s) specified in the applicable Final Terms, or any Substitute Reference Obligation(s).

Reference Obligations Only means any obligation that is a Reference Obligation and no Obligation Characteristics shall be applicable to Reference Obligations Only.

Relevant Clearing System means Clearstream Banking, société anonyme, Luxembourg (**Clearstream, Luxembourg**), Euroclear Bank S.A./N.V. (**Euroclear**) or any other clearance system for the Deliverable Obligations as designated by Euroclear or Clearstream, Luxembourg.

Relevant Obligations means the Obligations constituting Bonds and Loans of the Reference Entity outstanding immediately prior to the effective date of the Succession Event, excluding any debt obligations outstanding between the Reference Entity and any of its Affiliates, as determined by the Calculation Agent. The Calculation Agent will determine the entity which succeeds to such Relevant Obligations on the basis of Best Available Information. If the date on which Best available Information becomes available or is filed precedes the legally effective date of the relevant succession Event, any assumptions as to the allocation of obligations between or among entities contained in the Best Available Information will be deemed to have been fulfilled as of the legally effective date of the Succession Event, whether or not this is in fact the case.

Repudiation/Moratorium means the occurrence of both of the following events: (i) an authorised officer of a Reference Entity or a Governmental Authority (a) disaffirms, disclaims, repudiates or rejects, in whole or in part, or challenges the validity of, one or more Obligations in an aggregate amount of not less than the Default Requirement or (b) declares or imposes a moratorium, standstill, roll-over or deferral, whether *de facto or de jure*, with respect to one or more Obligations in an aggregate amount of not less than the Default Requirement and (ii) a Failure to Pay, determined without regard to the Payment Requirement, or a Restructuring, determined without regard to the Default Requirement, with respect to any such Obligation occurs on or prior to the fourth Business Day immediately preceding the Repudiation/Moratorium Evaluation Date.

Repudiation/Moratorium Evaluation Date means, if a Potential Repudiation/Moratorium occurs on or prior to the fourth Business Day immediately preceding the Scheduled Maturity Date, (i) the Obligations to which such Potential Repudiation/Moratorium relates includes Bonds, the date that is the later of (A) the date that is 60 days plus four Business Days after the date of such Potential Repudiation/Moratorium and (B) the first payment date plus four Business Days under any such Bond after the date of such Potential Repudiation/Moratorium (or, if later, the expiration date of any applicable Grace Period in respect of such payment date) and (ii) if the Obligations to which such Potential Repudiation/Moratorium relates do not include Bonds, the date that is 60 days plus four Business Days after the date of such Potential Repudiation/Moratorium. If (i) the Repudiation/Moratorium Extension Condition is satisfied and (ii) a Credit Event Determination Date in respect of that Repudiation/Moratorium does not occur during the Notice Delivery Period, the Repudiation/Moratorium Evaluation Date will be the Maturity Date (even if a Repudiation/Moratorium occurs after the Scheduled Maturity Date).

Repudiation/Moratorium Extension Condition means a condition that is satisfied by the delivery of a Repudiation/Moratorium Extension Notice and, if specified as Applicable in the related Final Terms, Notice of Publicly Available Information by or on behalf of the Issuer to the Noteholders that is effective during the period described in clause (a) of the definition of Notice Delivery Period.

Repudiation/Moratorium Extension Notice means an irrevocable notice delivered by or on behalf of the Issuer to the Noteholders that describes a Potential Repudiation/Moratorium that occurred on or after the Launch Date and on or prior to the fourth Business Day immediately preceding the Scheduled Maturity Date. A Repudiation/Moratorium Extension Notice must contain a description in reasonable detail of the facts relevant to the determination that a Potential Repudiation/Moratorium has occurred and indicate the date of the occurrence. The Potential Repudiation/Moratorium that is the subject of the Repudiation/Moratorium Extension Notice need not be continuing on the date the Repudiation/Moratorium Extension Notice is effective. If Notice of Publicly Available Information is specified as Applicable in the related Final Terms and a Repudiation/Moratorium Extension Notice contains Publicly Available Information, such Repudiation/Moratorium Extension Notice will also be deemed to be a Notice of Publicly Available Information.

Restructured Bond or Loan means an Obligation which is a Bond or Loan and in respect of which a Restructuring that is the subject of a Credit Event Notice has occurred.

Restructuring means that,

(a) with respect to one or more Obligations and in relation to an aggregate amount of not less than the Default Requirement, any one or more of the following events occurs in a form that binds all holders of such Obligation, is agreed between a Reference Entity or a Governmental Authority and a sufficient number of holders of such Obligation to bind all holders of the Obligation or is announced (or otherwise decreed) by a Reference Entity or a Governmental Authority in a form that binds all holders of such Obligation, and such event is not expressly provided for under the terms of such Obligation in effect as of the later of the Launch Date and the date as of which such Obligation is issued or incurred:

  (i) a reduction in the rate or amount of interest payable or the amount of scheduled interest accruals;

  (ii) a reduction in the amount of principal or premium payable at maturity or at scheduled redemption dates;

  (iii) a postponement or other deferral of a date or dates for either (A) the payment or accrual of interest or (B) the payment of principal or premium;

(iv) a change in the ranking in priority of payment of any Obligation, causing the Subordination of such Obligation to any other Obligation; or

(v) any change in the currency or composition of any payment of interest or principal to any currency which is not Permitted Currency.

(b) Notwithstanding the provisions of (a) above, none of the following will constitute a Restructuring:

(i) the payment in euros of interest or principal in relation to any Obligation denominated in a currency of a Member State of the European Union that adopts or has adopted the single currency in accordance with the Treaty establishing the European Community, as amended by the Treaty on the European Union;

(ii) the occurrence of, agreement to or announcement of any of the events described in (a)(i) to (a)(v) above, due to an administrative adjustment, accounting adjustment or tax adjustment or other technical adjustment occurring in the ordinary course of business; and

(iii) the occurrence of, agreement to or announcement of any of the events described in (a)(i) to (a)(v) above in circumstances where such event does not directly or indirectly result from a deterioration in the creditworthiness or financial condition of the Reference Entity.

(c) For the purposes of sub-paragraphs (a) and (b) above and, unless Multiple Holder is specified as Not Applicable in the related Final Terms (d) below and the definition of Multiple Holder Obligation, the term Obligation shall be deemed to include Underlying Obligations for which the Reference Entity is acting as provider of a Qualifying Affiliate Guarantee or, if All Guarantees is specified as Applicable in the related Final Terms, as provider of any Qualifying Guarantee. In the case of a Qualifying Guarantee and an Underlying Obligation, references to the Reference Entity in Section (a) above shall be deemed to refer to the Underlying Obligor and the reference to the Reference Entity in Section (b) above shall continue to refer to a Reference Entity.

(d) Unless Multiple Holder is specified as Not Applicable in the related Final Terms, then, notwithstanding anything to the contrary in (a), (b) and (c) above, the occurrence of, agreement to or announcement of any of the events described in (a)(i) to (v) above shall not be a Restructuring unless the Obligation in respect of any such events is a Multiple Holder Obligation.

Restructuring Date means, with respect to a Restructured Bond or Loan, the date on which a Restructuring is legally effective in accordance with the terms of the documentation governing such Restructuring.

Restructuring Maturity Limitation and Fully Transferable Obligation means, if specified as Applicable in the related Final Terms and if Restructuring is the only Credit Event specified in a Credit Event Notice delivered by or on behalf of the Issuer, that a [Deliverable]** [Selected]* Obligation may be specified in the [Notice of Physical Settlement]** [Final Valuation Notice]* only if it (i) is a Fully Transferable Obligation and (ii) has a final maturity date not later than the Restructuring Maturity Limitation Date.

Restructuring Maturity Limitation Date means the date that is the earlier of (x) thirty months following the Restructuring Date and (y) the latest final maturity date of any Restructured Bond or Loan, provided, however, that under no circumstances shall the Restructuring Maturity Limitation Date be earlier than the Scheduled Maturity Date or later than thirty months following the Scheduled Maturity Date and if it is, it shall be deemed to be the Scheduled Maturity Date or thirty months following the Scheduled Maturity Date, as the case may be.

Selected Obligation(s) means, as specified in the Final Valuation Notice, subject to, if specified as Applicable in the related Final Terms, the provisions contained in the definition of Restructuring Maturity Limitation and Fully Transferable Obligation or the provisions contained in the Definition of Modified Restructuring Maturity Limitation and Conditionally Transferable Obligation, any of:

(i) the Reference Obligation (if any);

(ii) any obligation of a Reference Entity (either directly or as provider of a Qualifying Affiliate Guarantee, or if All Guarantees is specified as Applicable in the related Final Terms, as provider of any Qualifying Guarantee), described by the Selected Obligation Category specified in the applicable Final Terms and having each of the Selected Obligation Characteristics, if any, specified in the applicable Final Terms that (i) is payable in an amount equal to its outstanding principal balance (excluding accrued interest), or Due and Payable Amount, as applicable, (ii) in the case of a Qualifying Guarantee other than a Qualifying Affiliate Guarantee, is capable, at the Credit Valuation Date, of immediate assertion or demand by or on behalf of the holder or holders against the Reference Entity for an amount at least equal to the outstanding principal balance (excluding accrued interest) or Due and Payable Amount, as applicable, apart from the giving of any notice of non-payment or similar procedural requirement, it being understood that acceleration of an Underlying Obligation shall not be considered a procedural requirement and (iii) that is not subject to a right of set-off by or of a Reference Entity or any applicable Underlying Obligor or any counterclaim or defence, other than a counterclaim or defence based on the following factors:

  (a) any lack or alleged lack of authority or capacity of a Reference Entity to enter into any Selected Obligations;

  (b) any actual or alleged unenforceability, illegality, impossibility or invalidity with respect to any Selected Obligations, however described;

  (c) any applicable law, order, regulation, decree or notice, however described, or the promulgation of, or any change in, the interpretation by any court, tribunal, regulatory authority or similar administrative or judicial body with competent or apparent jurisdiction of any applicable law, order, regulation, decree or notice, however described; or

  (d) the imposition of, or any change in, any exchange controls, capital restrictions or any other similar restrictions imposed by any monetary or other authority, however described.

(iii) solely in relation to a Restructuring applicable to a Sovereign Reference Entity, any Sovereign Restructured Selected Obligation that (i) is payable in an amount equal to its outstanding principal balance (excluding accrued interest), or Due and Payable Amount, as applicable, (ii) is not subject to any counterclaim, defence (other than a counterclaim or defence based on the factors set forth in subparagraph (x)(a)-(d) above or right of set off by or of the Reference Entity or, as applicable, an Underlying Obligor and (iii) in the case of a Qualifying Guarantee other than a Qualifying Affiliate Guarantee, is capable, at the Credit Valuation Date, of immediate assertion or demand by or on behalf of the holder or holders against the Reference Entity for an amount at least equal to the outstanding principal balance of the Notes (excluding accrued interest), or Due and Payable Amount, as applicable apart from the giving of any notice of non-payment or similar procedural requirement, it being understood that acceleration of an Underlying Obligation shall not be considered a procedural requirement;

(iv) any other obligation of a Reference Entity specified as such in the related Final Terms.

- *If the Notes described in the applicable Final Terms are denominated in Euros*: where a Selected Obligation is denominated in a currency other than Euro, the Calculation Agent will determine the Euro equivalent of such amount by reference to the MEAN price as displayed on Reuters Page ECB37 as of London 12:00 pm on the Credit Valuation Date, or in such other commercially reasonable manner as it will determine in its sole discretion.

- *If the Notes described in the applicable Final Terms are denominated in United States Dollars*: where a Selected Obligation is denominated in a currency other than United States Dollar, the Calculation Agent will determine the United States Dollar equivalent of such amount by reference to the Federal Reserve Bank of New York 10.00 a.m. mid point rate as displayed on Reuters Page FEDSPOT on the Credit Valuation Date, or in such other commercially reasonable manner as it will determine in its sole discretion.

- *If the Notes described in the applicable Final Terms are denominated in Hong Kong Dollars*: where a Selected Obligation is denominated in a currency other than Hong Kong Dollar, the Calculation Agent will determine the Hong Kong Dollar equivalent of such amount by reference to the Federal Reserve Bank of New York 10.00 a.m. mid point rate as displayed on Reuters Page FEDSPOT on the Credit Valuation Date, or in such other commercially reasonable manner as it will determine in its sole discretion.

Selected Obligation Category means any one of Payment, Borrowed Money, Reference Obligation Only, Bond, Loan, or Bond or Loan, as specified in the applicable Final Terms. In case of Reference Obligation Only, no Selected Obligation Characteristics shall be applicable.

Selected Obligation Characteristics means any one or more of Not Subordinated, Specified Currency, Not Domestic Currency, Not Domestic Law, Listed, Not Contingent, Not Domestic Issuance, Assignable Loan, Consent Required Loan, Transferable, Maximum Maturity, and Not Bearer, as specified in the applicable Final Terms. If any of Payment, Borrowed Money, Loan or Bond or Loan is specified as Selected Obligation Category and more than one Assignable Loan, and Consent Required Loan are specified as Selected Obligation Characteristics, the Selected Obligation may include any Loan that satisfies any one of such Selected Obligation Characteristics specified and need not satisfy all such Selected Obligation Characteristics. For the purposes of applicable of the Selected Obligation Characteristics to an Underlying Obligation, references to the Reference Entity shall be deemed to refer to the Underlying Obligor.

Settlement Method means either Physical Settlement (see Part 1-I-1) of this Credit Technical Annex) or Cash Settlement (see Part 1-II-2) of this Credit Technical Annex) as specified in the applicable Final Terms.

Settlement Currency means the currency specified as such in the applicable Final Terms or, if no currency is specified, the currency of the Specified Denomination of the relevant Notes.

Specified Number means the number of Public Sources specified in the applicable Final Terms (of if a number is not specified, two).

Sovereign means any state, political subdivision or government, or any agency, instrumentality, ministry, department or other authority (including, without limiting the foregoing, the central bank) thereof.

Sovereign Agency means any agency, instrumentality, ministry, department or other authority (including, without limiting the foregoing, the central bank) of a Sovereign.

Sovereign Restructured Deliverable Obligation means an Obligation of a Sovereign Reference Entity (a) in respect of which a Restructuring that is the subject of the relevant Credit Event Notice has occurred and (b) described by the Deliverable Obligation Category specified in the applicable Final Terms and having each of the Deliverable Obligation Characteristics, if any, specified in the applicable Final Terms, in each case, immediately preceding the date on which such Restructuring is legally effective in accordance with the terms of the documentation governing such Restructuring without regard to whether the Obligation would satisfy such Deliverable Obligation Category or Deliverable Obligation Characteristics meet the requirements after such Restructuring.

Sovereign Restructured Selected Obligation means an Obligation of a Sovereign Reference Entity (a) in respect of which a Restructuring that is the subject of the relevant Credit Event Notice has occurred and (b) described by the Selected Obligation Category specified in the applicable Final Terms and having each of the Selected Obligation Characteristics, if any, specified in the applicable Final Terms, in each case, immediately preceding the date on which such Restructuring is legally effective in accordance with the terms of the documentation governing such Restructuring without regard to whether the Obligation would satisfy such Selected Obligation Category or Selected Obligation Characteristics meet the requirements after such Restructuring.

Specified Deliverable Obligation(s) means Deliverable Obligations of the Reference Entity as specified in the Notice of Physical Settlement (subject to the definition of such term).

Specified Currency means an obligation that is payable in the currency or currencies specified as such in the applicable Final Terms (or, if Specified Currency is specified in the applicable Final Terms and no currency is specified, any of the lawful currencies of Canada, Japan, Switzerland, the United Kingdom, the United States of America and the euro (and any successor currency to any of the aforementioned currencies), which currencies shall be referred to collectively as the **Standard Specified Currencies**).

Subordination means, with respect to an obligation (the **Subordinated Obligation**) and another obligation of the Reference Entity to which such obligation is being compared (the **Senior Obligation**), a contractual, trust or similar arrangement providing that (i) upon the liquidation, dissolution, reorganisation or winding up of the Reference Entity, claims of the holders of the Senior Obligation will be satisfied prior to the claims of the holders of the Subordinated Obligation or (ii) the holders of the Subordinated Obligation will not be entitled to receive or retain payments in respect of their claims against the Reference Entity at any time that the Reference Entity is in payment arrears or is otherwise in default under the Senior Obligation. **Subordinated** will be construed accordingly. For purposes of determining whether Subordination exists or whether an obligation is Subordinated with respect to another obligation to which it is being compared, the existence of preferred creditors arising by operation of law or of collateral, credit support or other credit enhancement arrangements shall not be taken into account, except that, notwithstanding the foregoing, priorities arising by operation of law shall be taken into account where the Reference Entity is a Sovereign.

Substitute Reference Obligation(s) means one or more obligations of the Reference Entity (either directly or as a provider of a Qualifying Affiliate Guarantee, or if All Guarantees is specified as Applicable in the related Final Terms, as provider of any Qualifying Guarantee) that will replace one or more Reference Obligations, identified by the Calculation Agent in accordance with the following procedures:

(a) in the event that (i) a Reference Obligation is redeemed in whole or (ii) in the opinion of the Calculation Agent (A) the aggregate amounts due under any Reference Obligation have been materially reduced by redemption or otherwise (other than due to any scheduled redemption, amortisation or prepayments), (B) any Reference Obligation is an Underlying Obligation with a Qualifying Guarantee of the Reference Entity and, other than due to the existence or occurrence of a Credit Event, the Qualifying Guarantee is no longer a valid and binding obligation of the Reference Entity enforceable in accordance with its terms, or (C) for any other reason, other than due to the existence or occurrence of a Credit Event, any Reference Obligation is no longer an obligation of the Reference Entity, the Calculation Agent shall identify one or more Obligations to replace such Reference Obligation.

(b) Any Substitute Reference Obligation or Substitute Reference Obligations shall be an Obligation that (1) ranks *pari passu* (or, if no such Obligation exists, then an Obligation that ranks senior) in priority of payment with such Reference Obligation (with the ranking in priority of payment of such Reference Obligation being determined as of the later of (A) the Launch Date and (B) the date on which such Reference Obligation was issued or incurred and not reflecting any change to such ranking in priority of payment after such date), (2) preserves the economic equivalent, as closely as practicable as determined by the Calculation Agent, of the Issuer's obligations under the Notes and (3) is an obligation of the Reference Entity (either directly or as provider of a Qualifying Affiliate Guarantee, or if All Guarantees is specified as Applicable in the related Final Terms, as provider of any Qualifying Guarantee). Upon notice to the Noteholders, the Substitute Reference Obligation or Substitute Reference Obligations identified by the Calculation Agent shall, without further action, replace such Reference Obligation or Reference Obligations.

The Calculation Agent will (in its absolute discretion) make such adjustments to the terms of the Notes that it determines are necessary in order to preserve the economic equivalent of the Issuer's obligations under the Notes.

succeed means, for the purposes of determining a Successor, with respect to a Reference Entity and its Relevant Obligations (or, as applicable, obligations), that a party other than such Reference Entity (i) assumes or becomes liable for such Relevant Obligations (or, as applicable, obligations) whether by operation of law or pursuant to any agreement or (ii) issues Bonds that are exchanged for Relevant Obligations (or, as applicable, obligations), and in either case such Reference Entity is no longer an obligor (primarily or secondarily) or guarantor with respect to such Relevant Obligations (or, as applicable, obligations). The determinations required pursuant to the definition of Successor shall be made, in the case of an exchange offer, on the basis of the outstanding principal balance of Relevant Obligations tendered and accepted in the exchange and not on the basis of the outstanding principal balance of Bonds for which Relevant Obligations have been exchanged.

Succession Event means an event such as a merger, consolidation, amalgamation, transfer of assets or liabilities, demerger, spin-off or other similar event in which one entity succeeds to the obligations of another entity, whether by operation of law or pursuant to any agreement. Notwithstanding the foregoing, Succession Event shall not include an event in which the holders of obligations of the Reference Entity exchange such obligations for the obligations of another entity, unless such exchange occurs in connection with a merger, consolidation, amalgamation, transfer of assets or liabilities, demerger, spin-off or other similar event.

Successor means:

(a) in relation to a Reference Entity that is not a Sovereign, the entity or entities, if any determined as set forth below:

(i) If one entity directly or indirectly succeeds to seventy-five per cent. or more of the Relevant Obligations of the Reference Entity by way of a Succession Event, that entity will be the sole Successor.

(ii) If only one entity directly or indirectly succeeds to more than twenty-five per cent. (but less than seventy five per cent.) of the Relevant Obligations of the Reference Entity by way of a Succession Event, and not more than twenty-five per cent. of the Relevant Obligations of the Reference Entity remain with the Reference Entity, the entity that succeeds to more than twenty-five per cent. of the Relevant Obligations will be the sole Successor.

(iii) If more than one entity each directly or indirectly succeeds to more than twenty-five per cent. of the Relevant Obligations of the Reference Entity by way of a Succession Event, and not more than twenty-five per cent. of the Relevant Obligations of the Reference Entity remain with the Reference Entity, the entities that succeed to more than twenty-five per cent. of the Relevant Obligations will each be a Successor and the terms of the Notes will be amended in accordance with the provisions set out in the definition of Multiple Successor in Part 1-IV of this Credit Technical Annex.

(iv) If one or more entities each directly or indirectly succeed to more than twenty-five per cent. of the Relevant Obligations of the Reference Entity by way of a Succession Event, and more than twenty-five per cent. of the Relevant Obligations of the Reference Entity remain with the Reference Entity, each such entity and the Reference Entity will each be a Successor and the terms of the Notes will be amended in accordance with the provisions set out in the definition of Multiple Successor in Part 1-IV of this Credit Technical Annex.

(v) If one or more entities directly or indirectly succeed to a portion of the Relevant Obligations of the Reference Entity by way of a Succession Event, but no entity succeeds to more than twenty-five per cent. of the Relevant Obligations of the Reference Entity and the Reference Entity continues to exist, there will be no Successor and the terms of the Notes will not be changed in any way as a result of the Succession Event.

(vi) If one or more entities directly or indirectly succeed to a portion of the Relevant Obligations of the Reference Entity by way of a Succession Event, but no entity succeeds to more than twenty-five per cent. of the Relevant Obligations of the Reference Entity and the Reference Entity ceases to exist, the entity which succeeds to the greatest percentage of Relevant Obligations (or, if two or more entities succeed to an equal percentage of Relevant Obligations, the entity from among those entities which succeeds to the greatest percentage of obligations of the Reference Entity) will be the sole Successor.

The Calculation Agent will be responsible for determining, as soon as reasonably practicable after it becomes aware of the relevant Succession Event (but no earlier than fourteen calendar days after the legally effective date of the Succession Event), and with effect from the legally effective date of the Succession Event, whether the relevant thresholds set forth above have been met, or which entity qualifies under (vi) above, as applicable. In calculating the percentages used to determine whether the relevant thresholds set forth above have been met, or which entity qualifies under (vi) above, as applicable, the Calculation Agent shall use, in respect of each applicable Relevant Obligation included in such calculation, the amount of the liability in respect of such relevant Obligation listed in the Best Available Information.

A notice will be sent by or on behalf of the Issuer to the Noteholders evidencing the Succession Event and giving all necessary relevant indications as to the Successor(s), the Multiple Successor Notional Amount (if applicable) and the change in Reference Obligation(s).

(b) in relation to a Sovereign Reference Entity, **Successor** means any direct or indirect successor(s) to that Reference Entity irrespective of whether such successor(s) assumes any of the obligations of such Reference Entity.

Supranational Organisation means any entity or organisation established by treaty or other arrangement between two or more Sovereigns or Sovereign Agencies of two or more Sovereigns and includes, without limiting the foregoing, the International Monetary Fund, European Central Bank, International Bank for Reconstruction and Development and European Bank for Reconstruction and Development.

Transferable means an obligation that is transferable to institutional investors without any contractual, statutory or regulatory restriction, provided that none of the following will be considered contractual, statutory or regulatory restrictions:

(i) contractual, statutory or regulatory restrictions that provide for eligibility for resale pursuant to Rule 144A or Regulation S promulgated under the United States Securities Act of 1933, as amended (and any contractual, statutory or regulatory restrictions promulgated under the laws of any jurisdiction having a similar effect in relation to the eligibility for resale of an obligation); or

(ii) restrictions on permitted investments such as statutory or regulatory investment restrictions on insurance companies and pension funds.

Unless otherwise specified in the applicable Final Terms, if the [Deliverable]**[Selected]* Obligation Characteristic Transferable is specified as Applicable in the related Final Terms, such Final Terms shall be construed as though such [Deliverable]**[Selected]* Obligation Characteristic had been specified as a [Deliverable]**[Selected]* Obligation Characteristic only with respect to [Deliverable]**[Selected]* Obligations that are not Loans (and shall only be relevant to the extent that obligations other than Loans are covered by the specified [Deliverable]**[Selected]* Obligation Category).

Undeliverable Obligation(s) means that part of the Specified Deliverable Obligations for which Delivery is Illegal or Impossible.

Voting Shares shall mean those shares or other interests that have the power to elect the board of directors or similar governing body of an entity.

Weighted Average Quotation means, if there are no Full Quotations available, the weighted average of firm bid quotations obtained from the Quotation Dealers, to the extent reasonably practicable, each for an amount as large a size as available, that in aggregate are equal to or greater than the Quotation Amount.

D) MANAGED ASSETS PORTFOLIO TECHNICAL ANNEX

For Indexed Notes payments (whether in respect of principal and/or interest and whether at maturity or otherwise) calculated by reference to a portfolio of assets (basket of funds, single fund or financial instruments underlying an index), the following technical annex (the **Managed Assets Portfolio Technical Annex**) supplements the Debt Issuance Programme Prospectus.

The specific risks involved in an investment in such Notes are outlined under item "Risk Factors" in the Debt Issuance Programme Prospectus.

The Managed Assets Portfolio Technical Annex will apply to Final Terms relating to a particular issue of Notes, if such Final Terms state the following:

"***The provisions of the Managed Assets Portfolio Technical Annex apply to these Final Terms and such documents shall be read together. In the event of inconsistency between the Managed Assets Portfolio Technical Annex and these Final Terms, these Final Terms will prevail.***"

Terms used in this Annex, unless specifically defined in this Annex, shall have the same meanings as those elsewhere in the Debt Issuance Programme Prospectus.

I. GENERAL DEFINITIONS

Basket means a synthetic portfolio of assets whose composition is identical to those described below under the definition of Portfolio, provided however that its valuation may be expressed in terms of bare figures or bare percentage rather than by reference to a currency amount; this applies to Basket_i, Basket_f, and Basket_t,which shall mean :

$\textbf{Basket}_\mathbf{i}$ = 100 or 100 per cent. or any other figure or percentage specified in the applicable Final Terms;

$\textbf{Basket}_\mathbf{f}$ = $\text{Basket}_i \times$ (Basket Value per Note on the Final Valuation Date / Basket Value per Note on the Initial Determination Date);

$\textbf{Basket}_\mathbf{t}$ = $\text{Basket}_i \times$ (Basket Value per Note on the Valuation Date "t" / Basket Value per Note on the Initial Determination Date);

otherwise, all references herein to Portfolio, Portfolio Value and Portfolio Value per Note shall be deemed to be references to Basket, Basket Value and Basket Value per Note respectively; for the avoidance of doubt, all references herein to Portfolio_i, Portfolio_f and Portfolio_t shall also be deemed to be references to Basket_i , Basket_f and Basket_t except for aforementioned.

Borrowed Capital means the aggregate principal amount of the borrowings entered into in respect of the leverage feature of the Portfolio, reflected by the fact that the Risky Asset Exposure exceeds 100%.

Business Day means the days specified as such in the applicable Final Terms.

Calculation Agent means the agent specified in the Final Terms responsible for calculating the Final Redemption Amount and/or interest payable and/or the Early Redemption Amount, as applicable, and making any other determinations it is designated as responsible for herein. The calculations and determinations of the Calculation Agent will be conclusive and binding upon the Issuer, the Guarantor, the Agent, the Portfolio Manager and the Noteholders, in absence of manifest error or proven error.

Cash means any cash, short term deposits, zero coupon bonds, synthetic zero coupon bonds, commercial paper, murabaha contracts and/or any other negotiable money market instruments.

Disruption Event means any event beyond the Calculation Agent's control, preventing the Calculation Agent from determining the Portfolio Value, including but not limited to, a breakdown in the means of communication employed in determining the Portfolio Value, the non publication or suspension of the calculation of the Net Asset Value per Unit of any Fund or any event whatsoever, including the liquidation of any Fund, which prevents the communication of such Net Asset Value as such calculation or communication is deemed to be made in accordance with the relevant Fund Prospectus.

Final Valuation Date means, unless otherwise specified in the applicable Final Terms, the tenth Business Day before the Maturity Date, provided that if such Business Day is not a Valuation Date, the Final Valuation Date will be the immediately following Valuation Date, provided further that, if none of the Business Days which follow up to and including the fifth Business Day before the Maturity Date is a Valuation Date, the fifth Business Day before the Maturity Date will be deemed to be the Final Valuation Date and the relevant valuation shall be made on this date by the Calculation Agent acting in good faith, on the basis of estimated value of each relevant Risky Asset and or Non Risky Asset and or Cash components when an official value is not disclosed.

Fund means any Risky Fund or Non Risky Fund.

Fund Prospectus means, in respect of a Fund, the document describing such Fund and providing, *inter alia*, for the subscription and redemption process in respect of Units of such Fund and rights attached to such Units, as such document may be supplemented and amended from time to time and available, free of charge, at the office of the Agent in Luxembourg.

Initial Determination Date means the date on which the initial composition / structure of the Portfolio is determined; unless otherwise specified in the applicable Final Terms, such date shall be the Issue Date of the Notes.

Maximum Exposure means as specified in the applicable Final Terms and expressed as a percentage of the Portfolio Value the maximum allocation of the Portfolio into Risky Asset.

Minimum Exposure means as specified in the applicable Final Terms and expressed as a percentage of the Portfolio Value the minimum allocation of the Portfolio into Risky Asset.

Net Asset Value means, in respect of any Fund, the net asset value of such Fund as calculated from time to time by the manager of such Fund or entity appointed by such Fund to that effect or as otherwise estimated by the Calculation Agent in good faith as provided in the definitions of Asset 1 or Asset 2.

Nominal Amount means the Specified Denomination of each Note set out in the applicable Final Terms.

Non Risky Asset means the Non Risky Fund(s), the Cash and the Other Instruments (if any) related to them.

Non Risky Fund means any entity, trust or other form of collective investment scheme having a majority of its assets invested in, or exposed to, money market instruments and/or bonds, as selected by the Portfolio Manager.

Notes Outstanding means, on any date, the Notes outstanding held on such date by all Noteholders, or, for the purpose of the definition of Portfolio Value per Note, by all Noteholders other than Société Générale Asset Management Banque.

Other Instruments means any future, swap, cap, floor and/or option transactions or other derivative transactions entered into in relation to either the Risky Asset or the Non Risky Asset.

Performance Objective means the periodic and/or final performance which is targeted on a best efforts basis by the Portfolio Manager, expressed as a percentage or as a rate plus a spread, provided that in no event is any assurance or guarantee given that the Performance Objective will be achieved at any time including at the Maturity Date.

Portfolio means a portfolio of assets comprising (i) a selection of Risky Funds, a single Risky Fund or such other type of risky asset(s) specified in the applicable Final Terms constituting, together with the Other Instruments (if any) related to them, the **Risky Asset** and, if any, (ii) the Non Risky Fund(s) and the Cash constituting, together with the Other Instruments (if any) related to them, the **Non Risky Asset**. Where applicable, any Borrowed Capital shall form part of the Portfolio provided that, as liabilities, it shall come in deduction from the aforementioned assets. The Portfolio allocation amongst the components of the Risky Asset applicable on the Initial Determination Date shall be specified in the applicable Final Terms; such specification may be only indicative.

The Portfolio may be managed and allocated by the Portfolio Manager in different manners as detailed below (unless otherwise specified in the applicable Final Terms):

(a) Portfolio Management

- If **Dynamic Selection** is specified in the applicable Final Terms the Portfolio Manager will manage the Risky Asset in its absolute discretion without limitation to the number and/or the weighting of the components in the Risky Asset; it may, in particular, remove any component from the Risky Asset or add one or more new components therein. Specific rules, guidelines or constraints on or in relation to the Portfolio Management's authority or discretion to manage the Risky Asset may be provided for in the Final Terms.

- If **Permanent Selection** is specified in the applicable Final Terms, the Portfolio Manager is not authorised to remove or add components from or to the Risky Asset provided however that (i) the respective weightings of the components of the Risky Asset may be modified by the Portfolio Manager and (ii) the Portfolio Manager and/or the Calculation Agent, acting in good faith, may make adjustments to the Risky Asset following the occurrence of an Extraodinary Event.

(b) Portfolio Allocation

In allocating the Portfolio amongst the relevant components the Portfolio Manager will take into account (i) variations in the performance of the Risky Asset and (ii) the specific market conditions. The Portfolio Manager may permit the exposure of the Portfolio to the Risky Asset (the **Risky Asset Exposure** being Risky Asset Value / Portfolio Value) to vary from the Minimum Exposure (0% means that the Portfolio is exclusively invested in the Non Risky Asset) to the Maximum Exposure (100% or more means that the Portfolio is exclusively invested in the Risky Asset). For the avoidance of doubt, a Risky Asset Exposure exceeding 100% reflects the leverage feature of the investment in the Portfolio (Risky Asset in the Portfolio partly financed by borrowings).

- If **Portfolio Allocation** is specified in the applicable Final Terms, the Portfolio Manager will allocate the Portfolio amongst the relevant components on a dynamic basis in accordance with the methodology known as the DPI ("Dynamic Portfolio Insurance") methodology or the CPPI ("Constant Portfolio Proportion Insurance") methodology or the ODPI ("Objective Driven Portfolio Insurance") methodology (or any other similar methodology as specified and described in the Final Terms) with a view to achieving (i) a capital protection feature for the Notes and/or (ii) a participation in the growth of the value of the assets comprised in the Portfolio and/or (iii) a Performance Objective in the case of the ODPI methodology.

- If **DPI Basket Allocation** is specified in the applicable Final Terms, it shall mean that allocation amongst the relevant components of the Basket will be managed on a dynamic basis in accordance with the methodology known as the DPI or the CPPI methodology but making use of some arbitrary parameters that will not allow any capital protection, as follows:

  - the Portfolio Manager will periodically make observation of the difference (such difference being the **Cushion**) between (i) the Basket Value per Note on a given date t and (ii) the Reference Level (expressed as a percentage) on the same date multiplied by the Basket Value per Note on the Initial Determination Date

- the Portfolio Manager may determine, at its absolute discretion, a range within which the ratio of the Risky Asset Value per Note to the Cushion (such ratio being the **Multiplier**) should remain. If the Portfolio Manager observes that the Multiplier has deviated from such targeted range it may adjust the allocation of components within the Basket by increasing or decreasing (as appropriate) the allocation of the Risky Asset in the Basket such that the Multiplier falls within the targeted range, subject to the Maximum Exposure and Minimum Exposure. Alternatively the Multiplier may be a pre-determined fixed factor which generates a norm of Risky Asset Value (or Risky Asset Exposure) on the basis of current level of the Cushion. Adjustment of the Basket allocation is made only if the actual figures diverge from the norm by more than a specified percentage; where such alternative applies a Fixed Multiplier and a Specified Percentage in respect of the Risky Asset Exposure shall be specified in the applicable Final Terms.

- If **Volatility Cap Basket Allocation** is specified in the applicable Final Terms, the Portfolio Manager will dynamically manage the allocation of the Basket according to the Volatility Cap methodology as set below.

  Volatility Re-Balancing: the Portfolio Manager will determine the level of the Basket Volatility on each Business Day t (the **Basket Volatility(t)**) in accordance with the formula below. If the Basket Volatility$_{(t)}$ exceeds the Volatility Cap Level or is below the Volatility Floor Level, then the Portfolio Manager will proceed with a re-balancing of the Basket by increasing/decreasing the exposure to the Non Risky Asset and by decreasing/increasing the exposure to the Risky Asset in order to reach the Volatility Reset Level.

  The target weights of the 2 components within the Basket on a Business Day t are defined as follows:

  Risky Asset Target Weight (t) =

  Max[Minimum Exposure; Min (Maximum Exposure; Risky Asset Target Weight (t-1) × Volatility Reset Level / Basket Volatility(t))]

  Non Risky Asset Target Weight(t) = 1 - Risky Asset Target Weight(t)

  where **t-1** is the first Business Day before the date t

  On the Initial Determination Date (t=0) Risky Asset Target Weight (t-1) = Maximum Exposure.

  The re-balancing of the Basket will be made within 3 (or 5) Business Days of such date t, on a best efforts basis, and subject to valuation delay, liquidity and execution condition of the constituents of the Risky Asset.

  Once a new allocation between the Risky Asset and the Non Risky Asset is determined, it will remain constant unless the Basket Volatility leads to a re-balancing in accordance with these allocation rules.

  Each of the **Volatility Cap Level**, the **Volatility Floor Level** and the **Volatility Reset Level** is the relevant percentage as specified in the applicable Final Terms.

  Basket Volatility (t) means, on each Business Day t, the Annualised Standard Deviation of the Daily Return of the Risky Asset multiplied by the Risky Asset Target Weight (t-1). The Basket Volatility will be determined for the first time on the

Initial Determination Date, subject to valuation delay, liquidity and execution condition of the constituents of the Risky Asset.

Annualised Standard Deviation: $$\sigma = \sqrt{260 \times \frac{1}{n-1} \sum_{i=0}^{19} R_{t-i}^{2}}$$

where :

n is the number of Business Days in the Rolling Period.

R*t-i* is the Daily Return of the Risky Asset on Business Day *t-i* of the Rolling Period.

i designates the numerical order (from 0 to 19) of the Business Days within a Rolling Period.

Rolling Period means a 20 Business Days period starting on each Business Day occurring from and including the twenty first Business Day preceding the Initial Determination Date or any other period as may be specified in the applicable Final Terms.

Daily Return of the Risky Asset means, on each Business Day t, the difference between the Risky Asset Value on such Business Day and the Risky Asset Value on the preceding Business Day, divided by the Risky Asset Value on such preceding Business Day.

PROVIDED THAT (i) if "**One to One**" is specified in the applicable Final Terms, the Notes will simply be indexed on the constituent(s) of the Risky Asset without any management or allocation strategy being implemented (unless otherwise specified in the applicable Final Terms), (ii) if "**Leverage Strategy**" is specified in the applicable Final Terms, the Portfolio will consist exclusively in the Risky Asset and **Borrowed Capital** and will remain permanently exposed to such Risky Asset with generally no other management or allocation strategy than the periodical resetting of the Risky Asset Exposure at a specified level (the "**Target Exposure Level**") and (iii) if "**Specific Strategy**" is specified in the applicable Final Terms, the Portfolio shall be managed and allocated in accordance with the specific rules detailed in such Final Terms.

PROVIDED FURTHER THAT in all cases the Risky Asset remains subject to the adjustment provisions set out in section IV below.

Portfolio$_i$ means the Portfolio Value per Note on the Initial Determination Date being an amount in the Specified Currency equal to a fixed percentage of the Nominal Amount as specified in the applicable Final Terms. Portfolio$_i$ remains subject to appropriate adjustments made in good faith by the Calculation Agent in relation to certain events affecting any Fund and / or any Unit and /or any other underlying Risky Asset.

Portfolio$_f$ means the Portfolio Value per Note on the Final Valuation Date as determined by the Calculation Agent. Portfolio$_f$ remains subject to appropriate adjustments made in good faith by the Calculation Agent in relation to certain events affecting any Fund and/or any Unit and /or any other underlying Risky Asset.

Portfolio$_t$ means the Portfolio Value per Note on any Valuation Date "t" as determined by the Calculation Agent. Portfolio$_t$ remains subject to appropriate adjustments made in good faith by the Calculation Agent in relation to certain events affecting any Fund and/or any Unit and /or any other underlying Risky Asset.

Portfolio Manager means the entity specified as such in the applicable Final Terms, being the agent responsible for managing and allocating the Portfolio amongst the relevant components; in such capacity, the Portfolio Manager will act in the best interest of the Noteholders pursuant to a Portfolio Management Deed dated 2 May 2008. Should there be no Portfolio Manager specified in any applicable Final Terms, then the Calculation Agent shall assume and carry out the tasks and functions of a Portfolio Manager described herein, which tasks and functions would not imply any active management in that particular case.

Portfolio Value means, on any Valuation Date, the difference between (i) the sum of Asset 1, Asset 2, Asset 3 and Asset 4 and (ii) the sum of the Borrowed Capital, the Accrued Management Fees, the Accrued Borrowing Costs, the Structuring Fees and the Other Fees and Other Cost (if specified as "Applicable" in the applicable Final Terms), applied to the Aggregate Nominal Amount of the Notes.

Portfolio Value per Note means, on any Valuation Date, the Portfolio Value on such date divided by the number of Notes Outstanding on such date.

Reference Level means, in the context of the Basket Allocation and as specified in the applicable Final Terms, a percentage increasing from an initial level on the Initial Determination Date to a final level on the Final Valuation Date. The Reference Level is intended to be used as a management tool by the Portfolio Manager.

Risky Asset means a selection of Risky Funds or a single Risky Fund or any other risky asset specified in the applicable Final Terms and the Other Instruments (if any) related to them.

Risky Asset Exposure means the ratio (expressed as a percentage) between the Risky Asset Value and the Portfolio Value.

Risky Asset Value means, on any Valuation Date, the sum of Asset 1 and the market value of the related Other Instruments on such Valuation Date, provided that for consistency reason such value may be calculated per Note**.**

Risky Fund means any entity, trust or other form of collective investment scheme having a majority of its assets invested in, or exposed to, diversified assets containing a risky feature, as selected by the Portfolio Manager.

Unit means a unit or share of the relevant Fund (collectively the **Units**).

Valuation Date means a day on which the Portfolio Value is calculated by the Calculation Agent and shall include the Final Valuation Date and any other dates specified as such in the applicable Final Terms.

II. DEFINITIONS OF ASSETS

Asset 1 means, in respect of any Valuation Date "t", depending on the underlying Risky Asset:

- If the underlying Risky Asset is in whole or in part composed of a selection of "n" Risky Funds, the sum of the products, in respect of each Risky Fund "i" in the Portfolio, of (i) the relevant Net Asset Value per Unit and (ii) the relevant number of Units of such Risky Fund "i" in the Portfolio on such Valuation Date "t", as calculated in accordance with the following formula:

$$\sum_{i=1}^{n}\left(\mathrm{Nr}_{(i)t} \times \mathrm{NAVr}_{(i)t}\right)$$

where:

Nr$_{(i)t}$ means, in relation to a Risky Fund "i", the number of Units of such Fund currently allocated in the Portfolio on such Valuation Date "t";

NAVr$_{(i)t}$ means, in relation to a Risky Fund "i", the Net Asset Value per Unit of such Fund prevailing on the Valuation Date "t" after deduction of any redemption fees or subscription fees or other costs otherwise payable to the such Risky Fund "i" PROVIDED THAT if the Net

Asset Value per Unit of the Fund is not available , the Calculation Agent may determine its good faith estimate of $NAVr_{(i)t}$;

and/or

- If the underlying Risky Asset is in whole or in part composed of a single Risky Fund, the product of the Net Asset Value per Unit and the number of Units of the Risky Fund in the Portfolio on such Valuation Date "t" calculated in accordance with the following formula: Nrt × NAVrt (see definitions immediately above);

and/or

- If the underlying Risky Asset is in whole or in part composed of an official equity index or any other type of index or composite risky asset, the market value on such Valuation Date "t" of the financial instruments (such as but not limited to, futures, trackers, swaps and treasury instruments) representing the investment value in the relevant underlying as calculated by the Calculation Agent on the basis of an appropriate valuation method it shall select in good faith.

Asset 2 means, in respect of any Valuation Date "t", the aggregate Net Asset Value of the Units of the Non Risky Funds in the Portfolio calculated in accordance with the following formula:

$$\sum_i \left(Nm_{(i)t} \times NAVm_{(i)t} \right)$$

where:

$Nm_{(i)t}$ means, in relation to a Non Risky Fund "i", the number of Units of such Fund currently allocated in the Portfolio at such Valuation Date "t";

$NAVm_{(i)t}$ means, in relation to a Non Risky Fund "i", the Net Asset Value per Unit of such Fund prevailing on the Valuation Date "t" after deduction of any redemption fees or subscription fees or other costs otherwise payable in relation to such Non Risky Fund "i" PROVIDED THAT if the Net Asset Value per Unit of the Fund is not available, the Calculation Agent shall determine its good faith estimate of $NAVm_{(i)t}$.

Asset 3 means, in respect of any Valuation Date, the sum of the market values of the Other Instruments allocated in the Portfolio, determined by the Calculation Agent on the basis of a customary relevant marked to market revaluation method on such Valuation Date.

Asset 4 means, in respect of any Valuation Date, the sum of the market values of the components of the Cash allocated in the Portfolio as part of the Non Risky Asset, determined by the Calculation Agent on the basis of a customary relevant marked to market revaluation method on this Valuation Date.

III. DEFINITIONS OF THE FEES AND COSTS

Accrued Management Fees means, in respect of any Valuation Date "t", the sum of the fees linked to the management of the Portfolio underlying the Notes ("Fees(i)") accrued - between two successive Valuation Dates (designated as "i-1" and "i") - from and including the Issue Date (or the latest "payment date", if any) to but excluding such Valuation Date "t", determined by the Calculation Agent, in accordance with the following formula:

$$\text{Accrued Management Fees}_t = \sum_{i=t-n}^{t} \text{Fees}_{(i)}$$

with :

$$\text{Fees}_{(i)} = F \times \text{Portfolio Value}_{(i-1)} \times \frac{N(i-1;i)}{365}$$

where:

"F" means the percentage specified as such in the applicable Final Terms.

"Portfolio Value $_{(i-1)}$" is the Portfolio Value on the Valuation Date "i-1".

"$N_{(i-1;\, i)}$" means the actual number of calendar days between the two successive Valuation Dates "i-1" and "i", the first one included and the second one excluded.

"n" and "payment date" : refer to footnote (1) below.

Accrued Borrowing Costs means, on any Valuation Date "t", the sum of the borrowing costs borne by the Portfolio accrued - between two successive Valuation Dates (designated as "i-1" and "i") - from and including the Issue Date (or the latest "payment date", if any) to but excluding such Valuation Date "t"; it shall be calculated as follows:

$$\text{Accrued Borrowing Costs}_t = \sum_{i=t-n}^{t} \mathrm{BC}_{(i)}$$

where:

$$\mathrm{BC}_{(i)} = \left[\left(Rate + \mathrm{Margin} \right) \times \text{Portfolio Value}_{(i-1)} \times \frac{\mathrm{N}(i-1;i)}{360} \right] \times Max\left(RAE_{(i-1)} - 100\%;0 \right)$$

where:

"Rate" means, as specified in the applicable Final Terms, IBOR (1M,i-1) determined according to the Specified Currency mentioned in such Final Terms; for instance :

- "USD-LIBOR(1M,i-1)" means the rate of deposits in USD for a period of 1 month starting on the Valuation Date "i-1" based on the Reuters screen page LIBOR01 (or any successor page), or any rate which would replace such rate, or otherwise any rate selected by the Calculation Agent; and
- "EURIBOR(1M,i-1)" means the rate of deposits in EUR for a period of 1 month starting on the Valuation Date "i-1" based on the Reuters screen page EURIBOR01 (or any successor page), or any rate which would replace such rate, or otherwise any rate selected by the Calculation Agent.

"Margin" means the margin specified in the applicable Final Terms. Margin may change from time to time according to market conditions.

"$RAE_{(i-1)}$" means the Risky Asset Exposure on Valuation Date "i-1"

"n" and "payment date": refer to footnote (1) below.

Structuring Fees means the structuring fees borne by the Portfolio on the Initial Determination Date and determined by the Calculation Agent in accordance with the following formula:

Aggregate Nominal Amount × SF

where:

SF means the percentage specified as such in the applicable Final Terms.

Other Fees and **Other Cost** means any other fees or other cost as may be specified in the applicable Final Terms.

(1) "**n**" *means the number of Valuation Dates between the latest "payment date" (inclusive) and the Valuation Date "t" (exclusive).*

"**payment date**" *means, in respect of any accrued management fees or borrowing costs, the date of payment of such management fees or such borrowing costs.*

IV. ADJUSTMENTS AND EXTRAORDINARY EVENTS

In taking any action pursuant to the provisions below the Calculation Agent and the Portfolio Manager shall act in good faith and in the best interests of the Noteholders.

1) In relation to any Risky Fund / Unit

The events listed from (a) to (n) below apply where "Permanent Selection" is specified in the Final Terms, the same applies except paragraphs (a), (c), (f) and (k) where "One to One" is specified in the Final Terms and only paragraphs (b), (d), (e) and (l) apply where "Dynamic Selection" is specified in the Final Terms; in addition in such later case (Dynamic Selection specified) the consequences listed under (i) and (ii) do not apply.

In the event of the occurrence of any of the following events (each an Extraordinary Event) affecting a Risky Fund:

(a) a closure, for any reason, of any subscriptions in the Fund;

(b) a material or substantial modification of the conditions of the Fund (including, without limitation, a change in the currency, strategies, objectives, guidelines and/or investment policies of the Fund), a modification of the Fund Prospectus or any event or any change affecting the Fund and/or the Units (including, without limitation, interruption, breakdown, suspension or deferral of the calculation or of the publication of the net asset value of the Units, or the disappearance of the net asset value of the Units resulting more particularly from, but not limited to, the winding-up or the termination of the Fund or the cancellation of the registration or of the approval by any relevant authority of the Fund) and which, in the reasonable opinion of the Calculation Agent and the Portfolio Manager, is likely to have a significant effect on the value of the Units;

(c) a substantial modification in the proportion of the type of assets in which the Fund may invest, as determined in good faith by the Calculation Agent and the Portfolio Manager, which would not necessarily lead to a modification of the Fund Prospectus, and that, in the reasonable opinion of the Calculation Agent, has or is likely to have a significant effect on any hedging arrangement to be entered in respect of the Notes;

(d) a reduction for any reason (including but not limited to the reduction of the Aggregate Nominal Amount of the Outstanding Notes to an amount below EUR 1,000,000 or its equivalent in the Specified Currency) of the number of Units held or likely to be held by Société Générale Asset Management Banque or any of its affiliates, as holder of Units of the Fund for hedging or management purposes;

(e) a non execution or partial execution, or a suspension by the Fund for any reason of a subscription or redemption order given by Société Générale Asset Management Banque or any of its affiliates, for hedging or management purposes;

(f) an increase after the Issue Date of the commissions or any taxes in respect of a purchase or redemption of Units or any change in the taxation adversely affecting any payment made by the Fund to the holder of the Units of the Fund, and which, in the reasonable opinion of the Calculation Agent and the Portfolio Manager, has or is likely to have a significant effect on any hedging arrangement entered into in respect of the Notes;

(g) an increase in the holding by Société Générale Asset Management or any of its affiliates of up to 20 per cent. (unless otherwise specified in the Final Terms) in the underlying Fund or a reduction of the Fund's total net assets below EUR 25,000,000 (unless otherwise specified in the Final Terms) and which, in the reasonable opinion of the Calculation Agent and the Portfolio Manager, has or is likely to have a significant effect on the management conditions of the Fund and/or its operating expenses;

(h) a conversion of the Units into another class of Units or securities or the subdivision, consolidation, merger, sale or other conveyance of all or substantially all the assets of the Fund, to a third party;

(i) a capital or extraordinary distribution in cash which does not constitute the normal dividend policy of the Fund;

(j) a reduction of the Fund's total net assets by an amount which, in the reasonable opinion of the Calculation Agent and the Portfolio Manager, has or is likely to have a significant effect on the management conditions of the Fund and/or its operating expenses;

(k) the existence, as determined by the Calculation Agent, of any irregularity in the calculation of the Net Asset Value per Unit where the value resulting from such calculation differs from the level at which Units may be purchased or redeemed;

(l) any other similar event, which in the reasonable opinion of the Calculation Agent and the Portfolio Manager, has or is likely to have a significant effect on the conditions of any hedging arrangements entered into in respect of the Notes;

(m) the liquidation, dissolution, resignation or removal of the manager and/or the trustee/custodian of the Fund, or any of the same becomes subject to bankruptcy or regulatory proceedings;

(n) a cancellation, suspension, or revocation of the registration or approval of the Fund by any governmental, legal or regulatory entity with authority over the Fund;

the Calculation Agent, after the consultation of the Portfolio Manager, may :

(i) make adjustments to the definition of Portfolio_i, Portfolio_t and/or Portfolio_f as the Portfolio Manager considers appropriate and for the purpose of subparagraph (h) only, replace the Units by the kind and number of units or other securities and property receivable on such conversion, subdivision, consolidation, merger, sale or conveyance by a holder of Units prior to such conversion, split, consolidation, merger, sale or conveyance for the purposes of determining the value of the Units and make any adjustment (if necessary) to the value of such Units or to the terms of the Notes; or

(ii) substitute the Fund, in whole or in part, with a new underlying asset with similar economic characteristics, or incorporate an additional underlying risky asset in the Portfolio, and make adjustments to the definition of Portfolio_i, Portfolio_t and/or Portfolio_f, and to the terms of the Notes if necessary; provided that any partial substitution and any incorporation of additional risky asset may only be made by the entity appointed as Portfolio Manager as specified in the applicable Final Terms and not by the Calculation Agent; or

(iii) consider such event as an event triggering an early redemption of the Notes (hereafter, an Early Redemption Event). If an Early Redemption Event occurs, the Notes shall no longer be linked to the performance of the Risky Asset and the Issuer's obligations under the Notes shall be terminated and the Issuer shall pay or cause to be paid an Early Redemption Amount as if it were a redemption for taxation reasons or an Event of Default on the basis of Market Value as defined in Condition 6(f) of the Terms and

Conditions provided that the Early Redemption Amount will, as the case may be, wholly or partly depend on the amounts received as the result of the unwinding of hedging arrangements entered into in respect of the Notes.

Should the event cease on or after the decision of the Calculation Agent and the Portfolio Manager to early redeem the Notes, no Noteholder will be entitled to any payment whether of interest or otherwise in respect of the Notes other than the Early Redemption Amount and none of the Issuer, the Dealer, the Portfolio Manager and the Calculation Agent shall have any liability in respect of such early redemption,.

2) In relation to an underlying equity index

Upon the occurrence of any event affecting an underlying equity index as detailed in Part 1 of the Equity Technical Annex, the Calculation Agent may in its sole discretion decide to make any adjustment to the underlying equity index or the Notes as set in Part 2 of the Equity Technical Annex to the Prospectus; however in the event that the underlying equity index ceases to be quoted or calculated, the Calculation Agent may decide in its sole discretion either, to substitute the underlying equity index for another index having similar characteristics or to redeem the Notes at their market value as calculated on the basis of the last published quotation of the underlying equity index and in accordance with provision "Early Redemption" set below.

The Early Redemption Amount payable upon the occurrence of an event affecting the underlying equity index as mentioned above will be paid or caused to be paid to the Noteholders as if it were a redemption for taxation reason or an Event of Default on the basis of Market Value as defined in Condition 6(f) of the Terms and Conditions.

Should the event cease on or after the decision of the Calculation Agent and the Portfolio Manager to early redeem the Notes, no Noteholder will be entitled to any payment whether of interest or otherwise in respect of the Notes other than the Early Redemption Amount and none of the Issuer, the Dealer, the Portfolio Manager and the Calculation Agent shall have any liability in respect of such early redemption.

3) The Calculation Agent shall notify the Issuer, which shall in its turn notify the Agent and the Noteholders pursuant to the provisions of Condition 13 of the Terms and Conditions. (a) of any adjustments which are substantial in the opinion of the Calculation Agent, and (b) upon the occurrence of an extraordinary event listed in this Managed Assets Portfolio Technical Annex, any modification of the composition of the Underlying and/or of Market Value of the Notes payable in respect thereof together with the calculation details if necessary.

Unless otherwise specified in the applicable Final Terms, and in respect of Notes to which this Managed Assets Portfolio Technical Annex applies, the Calculation Agent responsible for calculating the Rate of Interest and/or the Final Redemption Amount and/or interest payable and/or the Early Redemption Amount shall be SGAM Banque Immeuble SGAM 170, place Henri Regnault 92043 Paris La Défense. The calculations and determinations of the Calculation Agent will be conclusive and binding upon the Issuer, the Guarantor, the Agent and the Noteholders, in the absence of manifest error or proven error.

E) NON EQUITY SECURITY TECHNICAL ANNEX

PART 1 - DEFINITIONS

Non Equity Security means a note or a certificate or a bond or a warrant or any other security other than a share, an index, a share or a fund unit, or a share of an investment company or an American depositary receipt or a credit risk, the name of which appears in the applicable Final Terms and subject to adjustments pursuant to the provisions of Part 2 "Events and adjustments" below.

Valuation Date means any date specified as such in the Final Terms.

PART 2 - EVENTS AND ADJUSTMENTS

(a) In case of the occurrence at any time on or prior to the last Valuation Date of the material or substantial modifications of the conditions of the Non Equity Security (such as but not limited to modification of the legal documentation related thereto) or any event or any change affecting the Non Equity Security (such as but not limited to definitive interruption of quotation of the Non Equity Security or termination of the obligations of the Issuer of the Non Equity Security under the Non Equity Security for any reason) and that, in the reasonable opinion of the Calculation Agent, is likely to have a significant effect on the value of the Non Equity Security, then, the Calculation Agent may:

  (i) adjust any terms of the Notes, it determines appropriate, in order to take into account the economic effect on the Notes of such event; or

  (ii) substitute the Non Equity Security with a new underlying asset; or

  (iii) consider such event as an event triggering the termination of the Notes (a **Termination Event**).

(b) If a Termination Event occurs in respect of the Non Equity Security on or before the Maturity Date, then, the Calculation Agent shall determine, in good faith, the fair market value of the Notes and the Issuer shall terminate its obligations under the Notes and pay to each Noteholder, as soon as possible after the occurrence of the Termination Event, the amount determined by the Calculation Agent in respect of each Note.

Part 3 - CALCULATIONS – CALCULATION AGENT - PHYSICAL DELIVERY

The provisions of Part 3 of the Equity Technical Annex shall apply *mutatis mutandis* to Notes to which this Non Equity Security Technical Annex applies as specified in the Final Terms.

F) DEFINITIONS RELATING TO FORMULAS

- + means that the item preceding this sign is added to the item following this sign.

- – means that the item following this sign is deducted from the item preceding this sign.

- / means that the item preceding this sign is divided by the item following this sign.

- **x** or ***** means that the item preceding this sign will be multiplied by the item following this sign.

- > means that the item preceding this sign is strictly greater than the item following this sign. When used in a condition, it means that the item preceding this sign must be strictly higher than the item following this sign for the condition to be met. E.g. “If X>Y then,…” means that X must be strictly greater than Y for the condition to be met.

- < means that the item preceding this sign is strictly lower than the item following this sign. When used in a condition, it means that the item preceding this sign must be strictly lower than the item following this sign for the condition to be met. E.g. “If X<Y then,…” means that X must be strictly lower than Y for the condition to be met.

- ≥means that the item preceding this sign is equal to or higher than the item following this sign. When used in a condition, it means that the item preceding this sign must be equal to or greater than the item following this sign for the condition to be met. E.g. “If X ≥ Y then,…” means that X must be equal to or greater than Y for the condition to be met.

- ≤means that the item preceding this sign is equal to or lower than the item following this sign. When used in a condition, it means that the item preceding this sign must be equal to or lower than the item following this sign for the condition to be met. E.g. “If X ≤ Y then,…” means that X must be equal to or lower than Y for the condition to be met.

- **i**, **j** or **k** means in respect of the item to which it applies which can be without limitation a date (e.g. “Valuation Date (i)”), an underlying (e.g. “Share (i)”) or a combination of underlyings (e.g. “Basket (i)”)or a figure obtained pursuant to a formula (e.g. “Coupon (i)”), the designation of such item within a countable list, with the use of the variable i, j or k.

- **i from X to Y** means that within the countable list of the designated item to which i applies (as defined above), only the items with a rank between X and Y both included (X and Y are numbers) are considered.

- **i from X to Y and ≠ i0** by extension the item ranked i0 is excluded from the above list.

- ${}_{\mathbf{i}}^{\mathbf{k}}$ means, when an item is designated in a list by 2 variables, the designation of such item in the list. e.g. “Share ${}_i^k$” with Valuation Date (k) means Share(i) on the Valuation Date(k).

- **Min [X;Y]** means that the considered value is the lowest value between the values of the two numbers X and Y. If the two values X and Y are positive, the value that will be retained by application of this formula, will be the value that is the lowest of these two positive values (e.g. Min [3;2] 2 will be retained). If X is positive and Y negative, Y will be the value retained by application of this formula (e.g. Min [3; -2], -2 will be retained) . If X is negative and Y positive, X will be the value retained by application of this formula (e.g. Min [-3;2], -3 will be retained). If both X and Y are negative values, the value retained by application of this formula will be the greatest negative value (e.g. Min [-3; -2], -3 will be retained). If X is positive and Y equal to 0 (e.g. Min [3; 0], Y = 0 will be retained) and if X is negative and Y equal to 0 (e.g. Min [-3; 0], X =-3 will be retained). The same rule applies, if more than two values are considered.

- **Max [X;Y]** means that the considered value is the highest value between the values of the two numbers X and Y. If the two values X and Y are positive, the value that will be retained by application of this formula, will be the value that is the highest of these two positive values (e.g. Max [3;2], 3 will be retained). If X is positive and Y negative, X will be the value retained by application of this formula (e.g. Max [3; -2], 3 will be retained). If X is negative and Y positive, Y will be the value retained by application of this formula (e.g. Max [-3;2], 2 will be retained). If both X and Y are negative values, the value retained by application of this formula will be the least negative value (e.g. Min [-3; -2], -2 will be retained). If X is positive and Y equal to 0 (e.g. Max [3; 0], X = 3 will be retained) and if X is negative and Y equal to 0 (e.g. Max [-3;0], Y = 0 will be retained). The same rule applies, if more than two values are considered.

- **Min** $_{\textbf{i from X to Y}}$ means that the considered value of the item to which it applies, will be the lowest of the different values that such item can take determined pursuant to the rules of Min above, when its rank in the list varies from X to Y. e.g. Min $_{\text{i from 1 to 5}}$ Share(i) means that the relevant value to be considered is the lowest value amongst the 5 values that Share(i) takes.

- **Max** $_{\textbf{i from X to Y}}$ means that the considered value of the item to which it applies, will be the greatest of the different values that such item can take determined pursuant to the rules of Max above when its rank in the list varies from X to Y. e.g. Min $_{\text{i from 1 to 5}}$ Share(i) means that the relevant value to be considered is the greatest value amongst the 5 values that Share(i) takes.

- $\sum_{n=1}^{X}$ or Sum$_{\text{n from 1 to X}}$ means, for the item to which it applies, the sum of the X values that the item will take. e.g. $\sum_{n=1}^{10}$ Basket (n) means the sum of the 10 values that Basket (n) takes when n varies from 1 to 10.

- $\frac{1}{X} \times \sum_{n=1}^{X}$ means for the item to which it applies, the arithmetic average of the values that the item will take. E.g. $\frac{1}{10} \times \sum_{n=1}^{10}$ Basket (n) means the arithmetic average of the 10 values that Basket (n) takes.

- **|X|** or **Abs (X)** or **absolute value of X** means that even if X has a negative value this negative value will be disregarded. E.g. |-10| means that the value to be retained is 10.

- $\mathbf{X^n}$ means that the value to be considered is the result of X multiplied by itself "n-1" times. E.g. 2^5 means 2*2*2*2*2 (i.e. 2 multiplied by itself 4 times) = 32.

- **√X** or **the square root of X** means that the value to be considered is the number which when multiplied by itself gives X. E.g. √9 = 3 since 3*3 = 9.

- $\prod_{n=1}^{x}$ means, for the item to which it applies, the product of the x values that the item will take. E.g. $\prod_{n=1}^{3}(n+1)$ means (1 + 1)(2 + 1)(3 + 1) = 2 × 3 × 4 = 24

- **"a power b"** means the exponential function of b with base a.

- **LN(x) = ln(x) = Ln(x)** means logarithm to the base e of x, for example LN(2) = 0.69315.

- **INT(x)** means the function which gives the integer part of the number x (rounded down to the closest integer number), for example INT(2.3) = 2, INT(1.6) = 1, INT(-1.4) = -2, INT(-4.6) = -5.

- **IND(condition)** means the characteristic function of the condition which is equal to 1 if the condition is satisfied and which is equal to 0 if the condition is not satisfied, for example

S(0) : closing value of the Underlying on Valuation Date(0)

S(1) : closing value of the Underlying on Valuation Date(1)

if S(0) > S(1), then IND(S(0)>S(1)) = 1

if S(0) = S(1), then IND(S(0)>S(1)) = 0

if S(0) < S(1), then IND(S(0)>S(1)) = 0

G) OTHER DEFINITIONS

The applicable Final Terms may contain other definitions not specifically referred to in this Technical Annex (including, without limitation, Knock-In Level, Knock-Out Level and Exchange Price). The meanings and/or functions of such definitions will be set out in full in the Schedule to the applicable Final Terms.

GUARANTEE

Société Générale Effekten GmbH
Neue Mainzer Straße 46 – 50
60311 Frankfurt am Main

Guarantee on first demand

Société Générale Effekten GmbH (the "Issuer") has taken and will take the necessary corporate actions for the issue of notes governed by the Debt Issuance Programme Prospectus for the Issue of Notes dated May 5th 2008, which is in compliance with the German Securities Prospectus Act (*Wertpapierprospektgesetz*) implementing the Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003, which explicitly refer to this Guarantee (the "Notes") up to a maximum amount of EUR 6,000,000,000.00 (six Billion Euros) or its equivalent in another currency.

Société Générale (the "Guarantor") hereby unconditionally and irrevocably guarantees, for the benefit of the holders of Notes, the due and punctual payment of any amounts due and payable and/or the due and punctual physical delivery of securities deliverable, under the respective terms and conditions of Notes as named above issued by the Issuer (the "Indebtedness").

In the event of any default by the Issuer in the punctual payment and/or physical delivery of securities in respect of all or any part of the Indebtedness, the Guarantor will make any payments and/or physical deliveries of securities, on first demand, provided that:

- the request is made by registered mail with acknowledgment of receipt to the Guarantor attesting (i) that the payment of the claimed amounts and/or the physical delivery of securities is guaranteed hereunder and (ii) the conditions of payment and/or delivery are fulfilled, and (iii) the payment of such claimed amounts and/or physical delivery of such securities has not been made by the Issuer,
- the Guarantor is obliged to pay the claimed amounts and/or to physically deliver the claimed securities without having the right to raise any objection notably from present or future relationship between the holders of Notes and the Issuer.

This Guarantee is limited to all Notes as named above. The Guarantee will come into force on the date of this Guarantee and shall expire only after payment/and or delivery in full of any Indebtedness due under the Notes issued by the Issuer.

This Guarantee constitutes a direct, unconditional, unsecured and unsubordinated obligation of the Guarantor and ranks and will rank pari passu with all other existing and future direct, unconditional, unsecured and unsubordinated obligations of the Guarantor, but excluding any debts for the time being preferred by law.

In the event of a substitution of the Issuer by a subsidiary of the Guarantor (the "New Issuer") pursuant to the terms and conditions of Notes as named above, this Guarantee shall extend to any and all amounts payable by the New Issuer pursuant to the terms and conditions of such Notes.

This Guarantee is governed by, and shall be construed in accordance with, the laws of France. Any dispute arising out or in connection with its validity, interpretation or performance shall be submitted to the exclusive jurisdiction of Tribunal de Commerce de Paris, France.

Paris, the 5th of May 2008

SOCIETE GENERALE

Hervé de Kerdrel

Chief Financial Officier
SG Corporate & Investment Banking

DESCRIPTION OF THE TRUST AGREEMENT AND THE LIMITATION OF RECOURSE

A. Trust Agreement

On 28th February, 2006 the Issuer and the Guarantor have entered into the following trust agreement:

"TRUST AGREEMENT

BETWEEN THE UNDERSIGNED

SOCIETE GENERALE S.A., a French société anonyme which is located at 17, cours Valmy, 92972 LA DEFENSE CEDEX, FRANCE, represented by Mr Christophe MIANNE, representing the Equity Derivatives business line in the Capital Markets department and hereinafter referred to as "SG"

AND

SOCIETE GENERALE Effekten GmbH Frankfurt, a subsidiary of SOCIETE GENERALE S.A., which is located at Mainzer Landstr. 36, 60325 Frankfurt / Main, Germany, represented by Mr Guenter HAPP, its managing director (*Geschäftsführer*), and hereinafter referred to as "SGE".

WHEREAS:

SGE is willing to issue or redeem debt instruments (such as, but not limited to, indexed notes, over the counter transactions) linked to shares, baskets of shares, indices, baskets of indices, funds and commodities or futures contracts on the same (the "Securities") on a fiduciary (*treuhänderisch*) basis for the benefit and the account of SG. Now, therefore, SG and SGE (together the Parties) hereby conclude the following Trust Agreement (the "Agreement"):

Article 1 – Scope of the Agreement

SG shall have the unilateral right to determine by way of issuing a separate confirmation (the "Confirmation") that the terms of this Agreement shall apply for the issuance of certain Securities. The Securities in relation to which the Confirmation has been issued shall be referred to hereinafter as the "Notes".

Article 2 - Duties of SGE

Under this Agreement, SGE commits to:

- issue and to redeem Notes on a fiduciary *(treuhänderisch)* basis in SGE's own name (im eigenen Namen) but for the account (*für Rechnung*) of SG;
- collect any proceeds resulting from the issuance of the Notes (*Emissionserlöse*) and to deliver such proceeds forthwith to a bank account to be specified by SG;
- use the funds made available by SG pursuant to Article 3 a) for payments owed under the Notes as and when they fall due and to make such payments on a fiduciary *(treuhänderisch)* basis in SGE's own name (*im eigenen Namen*) but for the account (*für Rechnung*) of SG;
- follow any instructions given by SG in relation to all rights of SGE under the Notes, including but not limited to the right of SGE to be substituted as issuer and principal debtor under the Notes.

For the avoidance of doubt, SGE is not allowed to use, manage or invest funds made available to it by SG in any other way than for the purposes as defined in c) above.

Article 3 - Duties of SG

Under this Agreement, SG commits to:

(a) advance to SGE an amount equal the amount of any payment owed by SGE under the Notes as and when such payment obligation falls due and in a manner that allows SGE to fulfil its payment obligation in a timely manner.

(b) For the avoidance of doubt, the payment obligations of SGE under the Notes that are relevant for the determination of the advances to be made by SG shall not be limited by the "Limited Recourse" provision as set out in the terms and conditions of such Notes.

(c) pay to SGE fees as set out in Article 4.

Article 4 - Payment of Fees

SGE will be remunerated by a fee, based on the costs incurred by the issuance of Notes as described in the separate "Agreement relating to issuance activity in SG Effekten" dated 1st of July 2005 in its latest version.

Article 5 - Term

This Agreement shall come into force with effect from 1st July 2005. It is concluded for an initial term of one year, and thereafter shall be deemed renewed from year to year unless one of the Parties provides notice of termination in writing no later than 15 days prior to the date at which the Agreement is due to be renewed. Shall the Agreement be terminated, the Parties agree to be bound by its terms until all obligations under the Notes have been fully satisfied.

Article 6 - Modifications - Prior Agreements

Any modification of this Agreement shall be set forth in a written amendment signed by all the Parties.

Article 7 - Applicable law - Jurisdiction

This Agreement shall be governed by the laws of Germany.

All disputes relating to its validity, interpretation or performance shall be submitted to the law courts in Frankfurt with jurisdiction, provided however, that SG and SG alone, in whose favour such attribution of jurisdiction has been granted, shall have the option of bringing such proceedings before any other court with jurisdiction."

B. Limitation of Recourse

Pursuant to Condition 10 of the Terms and Conditions of the Notes, any payment obligations of the Issuer under the Notes are limited to the funds received from the Guarantor under the Trust Agreement. To the extent such funds prove ultimately insufficient to satisfy the claims of all Noteholders in full, then any shortfall arising therefrom will be extinguished and no Noteholder has any further claims against the Issuer, regardless of whether the Issuer would be able to fulfil its payment obligations under the Notes out of its own funds, subject, however, to the right of the Noteholders to exercise any termination or early redemption rights.

C. Impact of the Trust Agreement and the Limitation of Recourse on the Position of the Issuer vis-à-vis the Noteholders

As a result of the Trust Agreement, the Issuer's ability to satisfy its payment obligations under the Notes in full is dependent upon it receiving in full the amounts payable to it by the Guarantor under the Trust Agreement. Moreover, since the Terms and Conditions of the Notes provide for a limitation of recourse, this applies irrespective of whether the Issuer would be able to make such payments out of other funds available to it.

Thus, from an economic perspective, the Notes are issued by the Guarantor and not the Issuer, whose role is comparable to that of a special purpose vehicle used for the issue of Notes and the Noteholders directly depend on the credit risk of the Guarantor (see "Risk Factors Issue of the Notes by the Issuer on the account of the Guarantor and Creditworthiness of the Guarantor") rather than that of the Issuer.

USE OF PROCEEDS

Pursuant to the Trust Agreement (see "Description of the Trust Agreement and the Limitation of recourse") the Issuer is obliged to collect any proceeds resulting from the issuance of the Notes and to deliver such proceeds forthwith to a bank account to be specified by the Guarantor. The net proceeds from each issue of Notes by the Issuer will be applied by the Guarantor for the general financing purposes of the Société Générale group of companies. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable Final Terms.

DESCRIPTION OF SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH

Please refer to the information incorporated by way of reference as set out in the “Comparative table of documents incorporated by reference” in the section "Documents Incorporated by Reference" for a description of Société Générale Effekten GmbH.

DESCRIPTION OF SOCIÉTÉ GÉNÉRALE

Please refer to the information incorporated by way of reference as set out in the “Comparative table of documents incorporated by reference” in the section "Documents Incorporated by Reference" for a description of Société Générale.

TAXATION

A. Federal Republic of Germany

The following discussion of certain German tax consequences of buying, holding or disposing of the Notes is based on tax laws, regulations, decisions, judgments and administrative decrees currently in effect, which may be amended or construed differently, potentially with retroactive or retrospective effect. However, this section does not refer to all possible tax considerations which are relevant to the decision of any potential purchaser with respect to buying, holding or disposing of a Note; in particular, it does not refer to specific circumstances which may be relevant to certain purchasers such as church tax (*Kirchensteuer*) or individual tax privileges. This means that the following text exclusively refers to Notes as an investment as such (unless expressly indicated otherwise) and does not address any persons in their specific tax situation. The information contained in the following section is not intended as and does not purport to be legal or tax advice.

Potential investors in the Notes are therefore advised to consult their own tax advisers as to the German and other tax consequences of buying, holding or disposing of the Notes.

German Tax Residents

Taxation of Interest Income

Under German tax law, currently in effect, payment of principal on the Notes is not subject to German taxation whereas payment of interest on the Notes, including payment for interest accrued to a disposal of a Note and which is credited separately ("Accrued Interest"; *Stückzinsen*) to persons who are tax residents of Germany (including persons whose residence, habitual abode, statutory seat or place of management is located in Germany, a "**German Holder**") is subject to German income or corporate income tax. If the Notes are held in a German business establishment for trade tax purposes, interest income derived from the Notes will also be subject to trade tax on income, which is a municipal tax levied at an effective tax rate of currently 12% to 20% depending on the trade tax factor applied by the relevant municipality.

Withholding Tax on Interest Income

If the Notes are held in a custodial account maintained by a German Holder with a German branch of a German or foreign bank or financial services institution (a "**German Disbursing Agent**"), which pays or credits the interest, a 30% withholding tax (*Zinsabschlagsteuer*) on interest payments, including Accrued Interest received, plus a 5.5% solidarity surcharge (*Solidaritätszuschlag*) thereon, will be levied, resulting in a total withholding tax charge of 31.65% on the gross amount of interest paid. Accrued Interest paid by a German Holder upon the purchase of the Notes may be set-off against the amount of interest income received by such German Holder and, under certain circumstances, may reduce the amount subject to withholding tax. If the Notes are presented for payment or credit at the office of the German Disbursing Agent (over-the-counter-transaction; *Tafelgeschäft*) the withholding tax will be imposed at a rate of 35% (plus a 5.5% solidarity surcharge thereon), resulting in a total tax charge of 36.925%.

If the Noteholder is an individual to whom income from the Notes constitutes income from a capital investment and such Noteholder has filed a certificate of exemption (*Freistellungsauftrag*) with the German Disbursing Agent, no tax will be withheld by the German Disbursing Agent to the extent that the interest income derived from the Notes together with other investment income administered by the German Disbursing Agent does not exceed the maximum exemption amount shown on this certificate. Similarly, no tax will be withheld if the Noteholder submits to the German Disbursing Agent a certificate of non-assessment (*Nichtveranlagungsbescheinigung*) issued by the competent local tax office.

Withholding tax and the solidarity surcharge thereon might be credited as prepayments against the German Holder's final tax liability for German personal or corporate income tax purposes and the respective solidarity surcharge, or, if in excess of such final tax liability, refunded upon application.

German tax resident individuals (private investors) are entitled to a standard deduction (*Werbungskostenpauschbetrag*) of EUR 51 (EUR 102 for married couples filing their tax return jointly) in computing their income from capital investment (including income earned from the Notes) as well as a personal annual exemption (*Sparer-Freibetrag*) of EUR 750 (EUR 1,500 for married couples filing their tax return jointly) with respect to such investment income.

Disposal or Redemption of the Notes

Capital gains resulting from the disposal or redemption of Notes (or, as the case may be, from the payment at maturity of the Notes) realised by individual German Holders holding the Notes as private assets ("Private German Investors") are generally taxable if the capital gain is realised within one year after the acquisition of the Notes. Capital losses realised by Private German Investors in respect of the Notes may only be set-off against taxable capital gains resulting from a disposal of Notes or from other private transactions within the same financial year and, subject to certain limitations, in the preceding year or in subsequent years.

Capital gains realised by Private German Investors are only taxable if the aggregate amount derived from taxable private transactions is not less an exempt threshold (*Freigrenze*) of EUR 512 in one calendar year.

Capital gains derived from the disposal or redemption of Notes are not subject to German income tax if the Notes are sold or redeemed more than one year after their acquisition, provided that the Notes do not qualify as financial innovations, as described under the following caption "Special Rules for Financial Innovations".

Irrespective of a holding period, any capital gain resulting from the disposal or redemption of Notes (or, as the case may be, from the payment at maturity of the Notes) are subject to income or corporate income tax, including trade tax, if such Notes are held as business assets of a German Holder.

Special Rules for Financial Innovations

To the extent that Notes are classified as financial innovations ("Financial Innovations"; *Finanzinnovationen*), under current law special provisions apply to the disposal or redemption, or upon maturity, of such Notes. In particular, debt instruments may classify as Financial Innovations if they provide for a floating rate, an issue discount or certain optional redemption rights.

If Notes are classified as Financial Innovations, capital gains arising upon the disposal or redemption, or upon maturity, of Notes realised by a Private German Investor (including capital gains so derived by a secondary or subsequent purchaser who is a Private German Investor) are subject to income tax in an amount equivalent to the pro rata yield to maturity (*Emissionsrendite*), regardless of the one-year holding period described above under the caption "Disposal or Redemption of the Notes". If no yield to maturity can be established, the difference between the proceeds from the disposal or redemption and the purchase price of the Notes (market yield; *Marktrendite*), is deemed to be interest income. If Notes are denominated in a currency other than Euro, the market yield is calculated in the respective currency. Currency gains are only taxable if the disposal or redemption occurs within one year after the acquisition of the Notes. If a yield to maturity can be established, only the part of the capital gain attributable to such yield to maturity during the period the respective German Private Investor held the Note is subject to income tax.

Upon the disposal or redemption, or upon maturity of Notes that are classified as Financial Innovations, the market yield is subject to 30% withholding tax (plus a solidarity surcharge of 5.5% thereon) if the Notes are held in a custodial account by the same German Disbursing Agent since the acquisition of the Notes. If the Notes have not been so held by the same German Disbursing Agent, withholding tax will be imposed at the rate of 30% (plus a solidarity surcharge of 5.5% thereon) on 30% of the proceeds received upon the disposal or redemption, or upon the maturity, of the Notes. If the Notes are presented for payment or credit at the office of the German Disbursing Agent (over-the-counter-transaction; *Tafelgeschäft*) the withholding tax rate will be 35% (plus a 5.5% solidarity surcharge thereon).

As described above such withholding tax might be credited or refunded upon application.

Final Taxation (Abgeltungssteuer)

Pursuant to the corporate tax reform bill (*Unternehmenssteuerreformgesetz*) 2008 also the taxation of private capital income will be extensively modified. From the year 2009, a final taxation (*Abgeltungssteuer*) on capital income will be introduced at an amount of 25% plus 5.5% solidarity surcharge (*Solidaritätszuschlag*) thereon, resulting in a total final taxation of 26.375%. This final taxation (*Abgeltungssteuer*) will also be applied to all revenues from the sale or the redemption of investments, also including those from notes and other securities. A certain holding period or the granting of interest payments or a capital guarantee will not be decisive in this regard. This will, however, only apply to Notes which will be purchased after 31st December 2008. With respect to non capital guaranteed and non interest bearing Notes, the final taxation (*Abgeltungssteuer)* will not apply, if such Notes are either purchased before 15 March 2007 or have been purchased after 14 March 2007 and the gains from a sale of these Notes are generated until 30 June 2009.

German Tax Non-Residents

Income derived from the Notes by persons who are not tax residents of Germany ("**Non-German Holders**") is in general exempt from German income or corporate income taxation, and no withholding tax shall be withheld (even if the Notes are held with a German Disbursing Agent), provided (i) the Notes are not held as business assets of a German permanent establishment of the Non-German Holder, including a permanent representative, or fixed base of the Noteholder, (ii) the income derived from the Notes does not otherwise constitute German source income (such as income from the letting and leasing of certain German situs property), (iii) the Notes are not presented for payment at the offices of a German branch of a German or foreign bank or financial services institution in an over-the-counter-transaction (*Tafelgeschäft*) and, (iv) in the event that the Notes are held in a custodial account maintained by a German Disbursing Agent, the Noteholder complies with the applicable procedural rules under German law and provides evidence of the fact that the Notes are not subject to taxation in Germany.

If the interest is subject to German taxation (for example, if the Notes are held as business assets of a German permanent establishment of a Non-German Holder), such holder is subject to a tax treatment similar to that described above under the caption "German Tax Residents".

If the Notes are offered by the Issuer other than in the Federal Republic of Germany, information relating to withholding tax may be disclosed in the Final Terms or, in the event of an offer which is made after completion of the Final Terms, in a supplement to this Debt Issuance Programme Prospectus.

European Union Directive on the Taxation of Savings Income

On 3 June 2003 the Council of the European Union ("ECOFIN") approved a directive regarding the taxation of interest income. Accordingly, each EU Member State must provide to the tax authorities of the other Member States details of the payment of interest made by a person in its jurisdiction to any individual resident in the other relevant EU Member State.

For a transitional period, Austria, Belgium and Luxembourg may opt instead to withhold tax from interest payments within the meaning of the directive at a rate of 15% for the first three years from application of the provisions of the directive, 20% for the subsequent three years, and 35% from the seventh year after application of the provisions of the directive.

The Council of the European Union agreed that the provisions to be enacted for implementation of the directive had to be applied by the member states as of 1 July 2005. This presupposed that (i) Switzerland, Liechtenstein, San Marino, Monaco and Andorra apply measures equivalent to those contained in the directive, in accordance with agreements entered into by them with the European Community and (ii) also all the relevant dependent or associated territories (the Channel Islands, the Isle of Man and the dependent or associated territories in the Caribbean) apply from that same date an automatic exchange of information or, during the transitional period described above, apply a withholding tax in the described manner.

By legislative regulations dated 26 January 2004, the German Federal Government enacted the provisions for implementing the directive into German law, which entered into full force and effect on 1 July 2005.

Gift or Inheritance Taxation

No estate, inheritance or gift taxes with respect to any Notes will arise under the laws of Germany, if, in the case of estate and inheritance taxes, both the decedent and the beneficiary, and, in the case of gift taxes, both the donor and the donee, are tax non-residents and are not deemed to be a tax resident of Germany at the time of the transfer and such Notes are not attributable to a permanent establishment in Germany. In the case of a decedent, donor or heir who is a German national, this only applies if such person has been a non-resident of Germany for more than five consecutive years.

Stamp Duty

No stamp, issue, registration or similar taxes or duties will be payable in Germany in connection with the issuance, delivery or execution of the Notes. Currently, net assets tax is not levied in Germany.

B. Austria

The following is a brief summary of certain Austrian tax aspects in connection with the Notes. It does not claim to fully describe all Austrian tax consequences of the acquisition, ownership, disposition or redemption of the Notes. In some cases a different tax regime may apply. Further, this summary does not take into account or discuss the tax laws of any country other than Austria nor does it take into account the investors' individual circumstances. Prospective investors are advised to consult their own professional advisors to obtain further information about the tax consequences of the acquisition, ownership, disposition or redemption of the Notes. Only personal advisors are in a position to adequately take into account special tax aspects of the particular Notes in question as well as the investor’s personal circumstances and any special tax treatment applicable to the investor.

This summary is based on Austrian Law as in force when drawing up this Prospectus. The laws and their interpretation by the tax authorities may change and such changes may also have retroactive effect. With regard to certain innovative or structured financial instruments there is currently neither case law nor comments of the financial authorities as to the tax treatment of such financial instruments. Accordingly, it cannot be ruled out that the Austrian financial authorities and courts or the Austrian paying agents adopt a view different from that outlined below.

This summary does not describe the tax consequences for a holder of Notes that are redeemable in exchange for, or convertible into, shares or other securities or rights or which in other way provide for physical settlement, of the exchange, exercise, physical settlement or redemption of such Notes and/or any tax consequences after the moment of exchange, exercise, physical settlement or redemption.

Austrian Resident Taxpayers

Income derived by individuals or corporations resident in Austria is taxable pursuant to the Austrian Income Tax Act (*Einkommensteuergesetz*) or the Austrian Corporate Income Tax Act (*Körperschaftsteuergesetz*).

Risk of re-qualification of Notes as investment fund units

Certain Notes such as non-capital guaranteed basket or index linked notes, fund linked notes or credit linked notes may be re-qualified by the tax authorities as foreign investment fund units under certain conditions. Pursuant to Sec 42 of the Austrian Investment Fund Act, a portfolio of assets which is subject to the laws of a foreign country and which is invested according to the principle of riskspreading is qualified as non-Austrian investment fund for tax purposes, without regard to its legal form (substance over form approach). Pursuant to the Investment Fund Guidelines 2003 issued by the Austrian Ministry of Finance applying to notes subscribed for by investors before 1 January 2008, basket or index linked notes cannot be re-characterized as foreign investment fund units if neither the issuer nor a trustee of the issuer acquires a major part of the underlying assets and if the underlying assets are not actively managed. In case of notes linked to a recognizable index (sufficiently diversified, sufficiently published, adequately market referenced) a requalification into a fund could take place if the issuer or a trustee of the issuer acquires a major part of the underlying assets (asset backing). Also, in case of hedge fund index linked notes no re-qualification can take place if there is no asset backing, the hedge fund index is recognizable(see above) and margin requirements are excluded for noteholders. For capital guaranteed Notes the re-qualification risk is lower than for non capital guaranteed Notes.

Pursuant to the draft Investment Fund Guidelines 2008 envisaged to be published by the Austrian Federal Ministry of Finance within the first half of 2008, a new provision is envisaged to enter into force retroactively with legal effect from 1 January 2008 as follows: A requalification of notes into fund units requires (i) that an investment is effected in line with the principle of risk spreading and (ii) that the issuer (or a trustee mandated by the issuer) factually and predominantly acquires the (underlying) securities or that the investment qualifies as actively managed portfolio. This, inter alia, excludes capital guaranteed notes and notes with no more than six underlyings from requalification. However, "directly held index linked notes will in no case be requalified as foreign investment fund units, irrespective, whether the underlying index is a recognized or individually composed, fixed or flexible index". The new provision targets to immunize (genuine) index linked notes against requalification.

The Investment Fund Guidelines 2008 have not yet been published and have not formally entered into force. Index linked notes subscribed for after 1 January 2008 are envisaged to be qualified in line with the Investment Fund Guidelines 2008.

Investment funds are treated as transparent for income tax purposes. Taxable income from investment funds includes distributions as well as retained earnings of the fund (interests, dividends, capital gains) deemed to be distributed to the investor ("*ausschüttungsgleiche Erträge*"). Such retained earnings are deemed to be distributed to the investor for tax purposes to the extent of the share interest of the investor no later than four months after the end of the business year of the investment fund in which the earnings were derived by the fund. If no Austrian tax representative is appointed for the fund and the retained earnings of the fund deemed to be distributed to the investor are also not reported to the tax authorities by the investors themselves, the non–Austrian fund will be qualified a "black fund" and the retained earnings of the fund deemed to be distributed each calendar year will be determined on a lump-sum-basis which will result in a tax base of 90% of the difference between the first and the last redemption price of the fund units fixed in a calendar year, at least, however, 10 % of the last redemption price (or net asset value (NAV) or stock exchange price) of the fund units fixed in a calendar year. As the applicable tax rate is 25% for corporate investors as well as, in general, for individuals, this minimum lump sum tax base results in a minimum tax of 2,5% per year on the last redemption price (NAV) in any calendar year before maturity. In case of a sale (redemption) of black foreign investment fund units the tax base would be the difference between the redemption price (NAV) upon disposal and at the end of the last calendar year, at least, however, 0,8% of the redemption price (NAV) upon disposal for each month of the current calendar year. The investors will have to include the pertaining income into their income tax statement. Further, non-Austrian investment fund units, with the exception of funds that are daily reporting relevant figures to the Oesterreichische Kontrollbank, which are held in an Austrian bank deposit are subject to an annual 1,5 % compliance tax (calculated on the last redemption price (NAV) in any calendar year) deducted by the bank unless the investor discloses the funds vis-à-vis the Austrian tax authorities and evidences this to the Austrian bank. Moreover, a pro rata compliance tax applies in the calendar year of the sale or redemption of the fund unit. This compliance tax will automatically be deducted by the Austrian bank.

In the following we assume that the Notes do not qualify as foreign investment funds for income tax purposes.

Individuals

Generally, income arising from the Notes will qualify as income from debt-securities (*Kapitalerträge aus Forderungswertpapieren*). Income from debt-securities includes (i) interest payments as well as (ii) income, if any, realized upon redemption or prior redemption (being the difference between the issue price and the redemption amount, or in case of prior redemption, the repurchase price - a maximum 2 % tax-exempt threshold applies to specified Notes bearing also ongoing coupons with a minimum 5 year maturity; in practice, however, this exemption is not available for index linked notes) or (iii) realized upon sale of the Notes (only to the extent of accrued interest and comparable consideration for future fixed redemption or interest payments but excluding capital gains, - in case of index, share, fund, commodity or other underlying linked notes including discounted share certificates and bonus certificates, however, the whole gain would be treated as income from debtsecurities, see also below "Certain aspects of the tax treatment of certain notes").

If income from debt-securities is paid out by a coupon paying agent (*kuponauszahlende Stelle*) located in Austria, it is subject to 25% Austrian withholding tax (*Kapitalertragsteuer-KESt*). The coupon paying agent is the bank, including an Austrian branch of a non-Austrian bank, which pays out such income to the holder of the Notes.

Provided that the Notes have been offered to the public within the meaning of Sec 97 of the Austrian Income Tax Act, the 25% withholding tax constitutes a final taxation (*Endbesteuerung*) for all individuals, no matter whether they act as private investors or hold the Notes as business property. Final taxation means that no further income tax will be assessed and the income is not to be included in the investor's income tax return. Final taxation is only applicable to income from debt-securities. As regards the taxation of capital gains please see below.

Where there is no deduction of Austrian withholding tax because the income from the Notes is not received in Austria (not paid out by a coupon paying agent located in Austria) Austrian investors will have to declare the income derived from the Notes in their income tax returns pursuant to the Austrian Income Tax Act. A special 25% income tax rate pursuant to Sec 37 subpara 8 of the Austrian Income Tax Act is applicable provided that the Notes have been offered to the public within the meaning of Sec 37 subpara 8 of the Austrian Income Tax Act.

Individuals whose regular personal income tax rate is lower than 25% may opt for taxation of the income derived from the Notes at such regular personal income tax rate. In this case, the withholding tax will be credited against the income tax liability and the excess amount shall be refunded. Expenses incurred by the investor in connection with income derived from the Notes are not deductible.

Special rules apply in case a noteholder transfers his residence outside Austria.

Upon the sale of the Notes accrued interest realised upon such sale is taxed as income from debt-securities being subject to withholding tax and final taxation as set out above (with regard to index, share, fund, commodity or other underlying linked notes including discounted share certificates and bonus certificates the whole gain would be treated as income from debt-securities, see below "Certain aspects of the tax treatment of certain notes"). For private investors, any additional capital gain on the disposal of the Notes is taxable if the disposal takes place within one year after the date of the acquisition of the Notes pursuant to Sec 30 Income Tax Act (*Spekulationsgeschäft* – speculative transaction). Such speculative gain is taxed at normal progressive income tax rates amounting up to 50% if the total of such speculative gain exceeds 440 Euro per year. If the Notes qualify as business assets, capital gains on the disposal are taxable irrespective of the date of the disposal at normal progressive income tax rates.

Corporations

Corporate investors deriving business income from the Notes may avoid the application of withholding tax by filing a declaration of exemption (*Befreiungserklärung*) with the coupon paying agent. Income including any capital gain derived from the Notes by corporate investors is subject to corporate income tax at the general rate of 25%. There is, inter alia, a special tax regime for Private Foundations established under Austrian law (*Privatstiftungen*).

Certain aspects of the tax treatment of certain notes

Upon the sale of zero bonds the difference between the issue price and the proceeds from the sale would be taxable as income from debt-securities being subject to withholding tax (where such withholding tax applies) merely to the extent of the difference between the issue price and the inner value of the notes; any additional capital gain would be taxable for private investors (only) pursuant to

Sec 30 Income Tax Act (*Spekulationsgeschäft* – speculative transaction) if the sale took place within one year after the date of the acquisition of the Notes.

Relating to index linked notes, the whole gain realized upon redemption or sale of the Notes is treated as income from debt-securities and therefore also subject to withholding tax (where such withholding tax applies). The taxable gain is calculated as difference between issue price and redemption amount/sales price. The same tax treatment applies to share, fund, commodity or other underlying linked notes including discounted share certificates and bonus certificates – for these, the whole gain is treated as income from debt-securities.

The Austrian tax authorities have decided that notes where only the coupon(s) but not the redemption amount is (are) linked to an index or other underlying must be treated as "index linked notes". In such case the (whole) difference amount between issue price and sale price or redemption price is subject to withholding tax.

If inflation linked notes bear interest and their redemption amount is linked to the performance of an inflation index, apart from the coupon payments also the difference amount between issue price and redemption price and in cases of sales, also the difference amount between issue price and index linked calculated value (but not the whole capital gain [however the capital gain could be subject to income tax as speculative transaction]) is subject to withholding tax.

Income from leveraged certificates (turbo certificates), i.e. certificates which may be subscribed at a lower price than the underlying's current market price, qualifies as income from debt-securities subject to 25% Austrian withholding tax provided that the leverage factor applied upon subscription/issue to the certificates’ subscription price is less than five (the certificate's subscription price amounts to more than 20 per cent of the underlying's market price). If the leverage factor is at least five, income from the sale or redemption of the certificates will not be subject to the 25% withholding tax (but qualify as capital gain potentially subject to taxation as speculative transaction, see above under "individuals") provided that the leverage factor is sufficiently evidenced by the foreign issuer submitting the terms and conditions of the Notes to the Oesterreichische Kontrollbank AG before or within 24 hours after the first offering of the Notes in the Austrian market. If such evidence is provided later, the Austrian coupon paying agents have to continue to deduct withholding tax. However, the Noteholder may claim refund of the withholding tax upon personal income tax assessment or pursuant to Sec 240 subpara 3 of the Austrian Fiscal procedure Code (BAO).

Guidelines issued by the Austrian Ministry of Finance provide further details for the tax treatment of some other structured financial instruments. In case of reverse convertibles (cash or share-notes) bearing high interest the full coupon would be treated as interest; however, pursuant to current practice, losses incurred upon the redemption could with an amount equalling to the interest income of the last coupon payment period be set off upon redemption against the interest income (also) by private investors (Income Tax Guidelines no. 6198). Callable yield notes are treated in the same way as reverse convertibles.

In case of option notes bearing low interest, the issue price is split between the price of the bond and the price for the option which leads to the recalculation of the issue price for tax purposes.

Tax consequences of conversion or of any option exercise or of any other physical settlement of Notes are not discussed in this context.

This entire outline of the taxation of the Notes is based on the assumption that the Notes will be treated as debt-securities (Forderungswertpapiere) and will not be qualified as equity instruments for tax purposes such as shares or equity participation rights (*Substanzgenussrechte*). Further, this outline is based on the assumption that the Notes do not qualify as derivative instruments or contracts for differences resulting for private investors in taxation of capital gain pursuant to Sec 30 Income Tax Act (Spekulationsgeschäft) at progressive rates rather than being subject to withholding tax. Pursuant to Sec 30 Income Tax Act certain types of transactions such as the sale of securities would be taxable for private investors only if carried out within one year following the acquisition (speculative period) whereas other transactions such as futures, forwards or contracts for differences (*Differenzgeschäfte*) would be taxable irrespective of the one year speculative period.

Non-Residents

Income including any capital gain derived from the Notes by individuals who do not have a domicile or their habitual abode in Austria ("non-residents") is not taxable in Austria provided that the income is not attributable to a permanent establishment or other Austrian source income taxable in Austria (for withholding tax under the EU Savings Directive see below; tax consequences of a requalification into a foreign investment fund are not discussed with regard to non-residents herein).

Income including any capital gain derived from the Notes by corporate investors who do not have their corporate seat or their place of management in Austria ("non-residents") is not taxable in Austria provided that the income is not attributable to a permanent establishment or other Austrian source income taxable in Austria.

Thus, non-resident investors - in case they receive income from the Notes through a coupon paying agent located in Austria - may avoid the application of Austrian withholding tax if they evidence their non resident-status vis-à-vis the coupon paying agent by disclosing their identity and address. Non-residents who are Austrian citizens or citizens of a neighbouring country will have to confirm their non-resident status in writing to the coupon paying agent. The provision of evidence that the investor is not subject to Austrian withholding tax is the responsibility of the investor.

If any Austrian withholding tax is deducted by the coupon paying agent, the tax withheld shall be refunded to the non-resident investor upon his application, which has to be filed with the competent Austrian tax authority within five calendar years following the date of the imposition of the withholding tax.

Where non-residents receive income from the Notes as part of business income taxable in Austria (permanent establishment), they will be, in general, subject to the same tax treatment as resident investors.

EU Council Directive on Taxation of Savings Income

The EU Council Directive 2003/48/EC on taxation of savings income in the form of interest payments (Savings Directive) provides for an exchange of information between the authorities of EU member states regarding interest payments made in one member state to beneficial owners who are individuals and resident for tax purposes in another member state. Austria has implemented the Savings Directive by way of the EU Withholding Tax Act (*EUQuellensteuergesetz*) which provides for a withholding tax rather than for an exchange of information. Such EU Withholding tax will be levied on interest payments within the meaning of the EU Withholding Tax Act made by a paying agent located in Austria to an individual resident for tax purposes in another member state. The EU Withholding Tax amounts to 15% until 1 July 2008, 20% for the subsequent three years and 35% thereafter.

Withholding tax will be deducted upon actual or deemed interest payments as well as upon sale, refund or redemption of debt claims. Further, withholding tax will be deducted - on a pro rata temporis basis - in case of changes of the individual's withholding tax status such as changes of his country of residence or transfer of his securities to a non Austrian account.

Deduction of EU withholding tax can be avoided if the EU-resident investor provides the paying agent with a certificate drawn up in his name by the tax office of his member state of residence. Such certificate has to indicate, inter alia, the name and address of the paying agent as well as the account number of the investor or the identification of the Notes.

The scope of the definition of interest payments for EU Withholding Tax purposes may differ from the scope of interest payments for Austrian income and withholding tax purposes. For example, under certain conditions and subject to the guidelines and information issued by the Austrian Ministry of Finance income from share linked notes, index linked notes or fund linked notes may not be considered as interest for EU Withholding Tax purposes while being interest for Austrian tax purposes.

Notes without capital guarantee (the term "capital guarantee" for such tax purposes is deemed to include guaranteed interest payments) are treated as follows: Factually paid interest amounts are subject to EU Withholding Tax. Difference amounts from notes linked to shares, share indices, metals, currencies and the like which are not in advance guaranteed are not subject to EU Withholding Tax. Such difference amounts derived from notes linked to bonds or bond indices are not subject to EU Withholding Tax if the index or basket is comprised of minimum five differing bonds from differing issuers, if the portion of a single bond does not exceed 80% of the index and, with regard to dynamic notes, the 80%-threshold is complied with throughout the entire term of the notes. With regard to notes linked to fund indices, the difference amounts do not qualify as interest within the meaning of the EU Withholding Tax Act, if the index is composed of minimum five differing funds and a portion of each fund does not exceed 80%; in the case of dynamic notes the 80%-threshold must be complied with during the entire term of the notes. If notes are linked to mixed indices composed of funds as well as of bonds, difference amounts do not qualify as interest within the meaning of the EU Withholding Tax Act, if the index is composed of minimum five bonds and five funds of differing issuers and a portion of a single bond or a single fund does not exceed 80% of the pertaining index.

Relating to capital guaranteed notes, factually paid interest amounts, whether guaranteed or not, are subject to EU Withholding Tax. Guaranteed parts of difference amounts (between issue price and redemption price respectively sale price) are subject to EU Withholding Tax on the basis of the yield upon issue. Non-guaranteed income, like (non guaranteed parts of) difference amounts (difference amounts between issue price and redemption price respectively sale price) are treated as follows: If the underlying qualifies as bond, interest rate or inflation rate, then the difference amounts will qualify as interest within the meaning of the EU Withholding Tax Act and be subject to EU Withholding Tax. If shares, share indices, share baskets, metals, currencies and commodities are referred to as underlyings, the difference amounts are not subject to EU Withholding Tax. If funds and fund indices are referred to as underlying, the difference amounts are not subject to EU Withholding Tax, provided that the funds do not generate interest income within the meaning of the EU Withholding Tax Act. Should the underlyings qualify as certificates or other securities the proceeds of which do not qualify as interest subject to EU Withholding Tax, then the difference amounts derived therefrom are not subject to EU Withholding Tax, too.

Provided that Notes are re-qualified as foreign investment fund units and the interest income of the fund deemed to be distributed to the investors is not reported on a daily basis to the Austrian central depository bank (*Oesterreichische Kontrollbank – OeKB*), Austrian paying agents shall deduct EU Withholding Tax on a lump sum tax base of 6 % of the last redemption price (NAV) of the fund units fixed in a calendar year. Moreover, a pro rata EU Withholding Tax applies in the calendar year of the sale or redemption of the fund unit.

Inheritance and Gift Tax

Inheritance and gift tax is levied on inheritances, gifts and special purpose donations as defined in the Austrian Inheritance and Gift Tax Act (*Erbschafts- und Schenkungssteuergesetz*). If either the transferor or the transferee has a domicile or an habitual abode in Austria, such transfers are subject to taxation in Austria. The tax rates range from 2% to 60% and depend upon the value of the acquired assets as well as upon the personal relationship between the transferee and the transferor.

Notes held by private investors are exempt from inheritance tax if they qualify for final (income) taxation or for the special 25% income tax rate pursuant to Sec 37 para 8 Income Tax Act on the date of the private investor's death. This exemption is restricted to inheritance tax and does not apply to gifts and special purpose donations. Special rules may apply under an applicable double taxation treaty.

In two decisions dated 7 March 2007 and 15 June 2007 the Austrian Constitutional Court (*Verfassungsgerichtshof*) has repealed the inheritance tax and the gift tax. The repeal will come into effect upon elapse of the 31 July 2008 unless the Austrian legislation will amend the inheritance tax and/or the gift tax before such date. Presently, it is envisaged to have the repeal enter into force on 1 August 2008 and to introduce a mandatory notification system applying (with certain exemptions) to gifts made after 31 July 2008.

Other Taxes

There is no transfer tax, registration tax or similar tax payable in Austria by holders of bearer Notes as a consequence of the acquisition, ownership, disposition or redemption of the Notes. The sale and purchase of securities as well as the redemption of Notes is in general not subject to Austrian stamp duty provided that no other transaction potentially taxable under the Austrian Stamp Duty Act (*Gebührengesetz*) such as a loan or credit agreement or an assignment of rights agreement is entered into for which a document (*Urkunde*) within the meaning of the Stamp Duty Act is executed. In addition, Sec 15 sub paragraph 3 Stamp Duty Act provides for an exemption from stamp duty for transactions which are covered by chapter II of the Austrian Capital Transfer Tax Act (*Kapitalverkehrsteuergesetz*) ("Chapter II") concerning securities tax (*Wertpapiersteuer*). Although securities tax is not to be levied for transactions entered into after 31 December 1994, transactions covered by Chapter II are exempt from stamp tax under Sec 15 sub paragraph 3 of the Stamp Duty Act. Chapter II covers, *inter alia*, the acquisition of interest bearing debt claims (*verzinsliche Forderungsrechte*) in the form of securities (*Schuldverschreibungen*) which are issued as partial debt ("*in Teilabschnitte ausgefertigt*") within the meaning of Chapter II by the first purchaser. Pursuant to the Austrian Administrative Court only securities which are addressed to the anonymous capital markets qualify for such an exemption.

C. Italy

The following is a brief summary of the tax regime relating to the purchase, holding, sale and exercise of the Italian Certificates, pursuant to the Italian applicable laws and regulations and the market practice, by investors who are individuals residing in Italy and not involved in carrying out business enterprises.

This summary does not aim at being an exhaustive analysis of all the tax implications deriving from the purchase, holding, sale and exercise of the Certificates and is written taking into account tax laws in force at the date of this Programme; it is, therefore, subject to possible changes that have a retroactive effect and is intended only as an introduction to the relevant issues.

Potential investors in the Certificates are therefore advised to consult their own tax advisors as to the Italian and other tax consequences of buying, holding or disposing of the Certificates.

Pursuant to Legislative Decree 21st November, 1997, No. 461 payments in respect of Certificates qualifying as securitized derivative financial instruments received by Certificateholders as well as capital gains realised by Italian resident individuals (not engaged in entrepreneurial activities to which the Italian Certificates are connected) on any sale or transfer for consideration of the Certificates or redemption or exercise thereof are subject to a 12.5% capital gain tax ("*imposta sostitutiva*").

Under the so called "tax declaration regime", which is the standard regime for taxation of capital gains realised by Italian resident individuals not engaged in entrepreneurial activities, the 12.5 per cent imposta sostitutiva on capital gains will be chargeable, on a cumulative basis, on all capital gains (and other incomes) net of any relevant incurred capital losses realised by Italian resident individuals not engaged in entrepreneurial activities pursuant to all investment transactions carried out during any given fiscal year. The capital gains realised in a year net of any relevant incurred capital losses must be detailed in the relevant annual tax return to be filed with Italian tax authorities and imposta sostitutiva must be paid on such capital gains by Italian resident individuals together with any balance income tax due for the relevant tax year. Capital losses in excess of capital gains may be carried forward against capital gains of the same kind for up to the fourth subsequent fiscal year.

Alternatively to the tax declaration regime, the holders of the Certificates may elect to pay imposta sostitutiva separately on capital gains realised on each sale or transfer or redemption of the Certificates (*Risparmio Amministrato* tax regime). Such separate taxation of capital gains is allowed subject to (i) the Certificates being deposited with banks, SIMs (stock brokerage companies – *Società di Intermediazione Mobiliare*) and any other Italian qualified intermediary (or permanent establishment in Italy of foreign intermediary) and (ii) an express election for the Risparmio Amministrato tax regime being timely made in writing by the relevant holder of the Certificates. The intermediary is responsible for accounting for imposta sostitutiva in respect of capital gains realised on each sale or transfer or redemption of the Certificates, as well as on capital gains realised as at revocation of its mandate, net of any relevant incurred capital losses, and is required to pay the relevant amount to the Italian fiscal authorities on behalf of the holder of the Certificates, deducting a corresponding amount from proceeds to be credited to the holder of the Certificates. Where a sale or transfer or redemption of the

Certificates results in a capital loss, the intermediary is entitled to deduct such loss from gains of the same kind subsequently realised on assets held by the holder of the Certificates within the same relationship of deposit in the same tax year or in the following tax years up to the fourth. Under the Risparmio Amministrato tax regime, the realised capital gain is not required to be included in the annual income tax return of the Certificateholder.

Special rules apply if the Certificates are part of a portfolio managed in a regime of Asset Management Option by an Italian asset management company or an authorised intermediary. In such case, the capital gains realised upon sale, transfer or redemption of the Certificates will not be subject to 12.5 per cent imposta sostitutiva on capital gains but will contribute to determine the taxable base of the Asset Management Tax. In particular, under the Asset Management Option, capital gains accrued on the Certificates, even if not realised, will contribute to determine the annual accrued appreciation of the managed portfolio, subject to the Asset Management Tax. Any depreciation of the managed portfolio accrued at year-end may be carried forward against appreciation accrued in each of the following years up to the fourth. Also under the Asset Management Option the realised capital gain is not requested to be included in the annual income tax return of the Certificateholder and the Certificateholder remains anonymous.

It must however be noted that, according to a different interpretation of the applicable provisions in force, the Certificates, in case representing debt instruments implying a “use of capital”, could be qualified as “atypical security” and accordingly be subject to a 27 per cent final withholding tax.

D. Luxembourg

The following summary is of a general nature and is included herein solely for information purposes. It is based on the laws presently in force in Luxembourg, though it is not intended to be, nor should it be construed to be, legal or tax advice. Prospective investors in the Notes should therefore consult their own professional advisers as to the effects of state, local or foreign laws, including Luxembourg tax law, to which they may be subject.

Withholding Tax

(i) Non-resident holders of Notes

Under Luxembourg general tax laws currently in force and subject to the laws of 21 June 2005 (the **Laws**) mentioned below, there is no withholding tax on payments of principal, premium or interest made to non-resident holders of Notes, nor on accrued but unpaid interest in respect of the Notes, nor is any Luxembourg withholding tax payable upon redemption or repurchase of the Notes held by non-resident holders of Notes.

Under the Laws implementing the EC Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments and ratifying the treaties entered into by Luxembourg and certain dependent and associated territories of EU Member States (the **Territories**), payments of interest or similar income made or ascribed by a paying agent established in Luxembourg to or for the immediate benefit of an individual beneficial owner or a residual entity, as defined by the Laws, which is a resident of, or established in, an EU Member State (other than Luxembourg) or one of the Territories will be subject to a withholding tax unless the relevant recipient has adequately instructed the relevant paying agent to provide details of the relevant payments of interest or similar income to the fiscal authorities of his/her/its country of residence or establishment, or, in the case of an individual beneficial owner, has provided a tax certificate issued by the fiscal authorities of his/her country of residence in the required format to the relevant paying agent. Where withholding tax is applied, it will be levied at a rate of 15 per cent. during the first three-year period starting 1 July 2005, at a rate of 20 per cent. for the subsequent three-year period and at a rate of 35 per cent. thereafter. Responsibility for the withholding of the tax will be assumed by the Luxembourg paying agent. Payments of interest under the Notes coming within the scope of the Laws would at present be subject to withholding tax of 15 per cent.

(ii) Resident holders of Notes

Under Luxembourg general tax laws currently in force and subject to the law of 23 December 2005 (the **Law**) mentioned below, there is no withholding tax on payments of principal, premium or interest made to Luxembourg resident holders of Notes, nor on accrued but unpaid interest in respect of Notes, nor is any Luxembourg withholding tax payable upon redemption or repurchase of Notes held by Luxembourg resident holders of Notes.

Under the Law payments of interest or similar income made or ascribed by a paying agent established in Luxembourg to or for the immediate benefit of an individual beneficial owner who is a resident of Luxembourg will be subject to a withholding tax of 10 per cent. Such withholding tax will be in full discharge of income tax if the beneficial owner is an individual acting in the course of the management of his/her private wealth. Responsibility for the withholding of the tax will be assumed by the Luxembourg paying agent. Payments of interest under the Notes coming within the scope of the Law would be subject to withholding tax of 10 per cent.

ADDITIONAL INFORMATION REGARDING THE SECURITIES OFFERED AND THE OFFER

Yield

The yield and the method whereby the yield is calculated will in each case be disclosed in the Final Terms if this is practicable at the time the Final Terms are published.

Basis of Authorisation

No specific resolutions, authorisations or approvals by the Issuer's corporate bodies are required for the issue of Notes under the Programme.

No authorisation procedures are required of Société Générale by French law for the establishment of the Programme on a fiduciary basis or the granting of the guarantee in respect of the Notes**.**

Selling Restrictions

The Notes are freely transferable. Offers and sales of Notes issued under this Programme are subject to the selling restrictions applicable in the jurisdictions where the Notes are offered or sold. The selling restrictions in respect of such jurisdictions as are parties to the Agreement on the European Economic Area (EEA), the United States and the UK are set out below. Additional selling restrictions, if any, may be set out in the Final Terms.

(i) EEA States

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "**Relevant Implementation Date**") it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Prospectus as completed by the Final Terms in relation thereto to the public in that Relevant Member State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State:

(i) if the Final Terms in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State (a "**Non-exempt Offer**"), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the final terms contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, in the period beginning and ending on the dates specified in such prospectus or final terms, as applicable;

(ii) at any time to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;

(iii) at any time to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;

(iv) at any time to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(v) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Notes referred to in (ii) to (v) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

(ii) *United States*

The Notes have not been and will not be registered under the U.S. Securities Act of 1933 (the "**Securities Act**") and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons. Each Dealer has agreed that it will not offer, sell or deliver any Notes within the United States, except as permitted by the Dealer Agreement.

In addition, until 40 days after the commencement of the offering of any identifiable tranche of such Notes, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

(iii) *United Kingdom*

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

(1) in relation to any Notes which have a maturity of less than one year,

  (a) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and

  (b) it has not offered or sold and will not offer or sell any Notes other than to persons

    (x) whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or

    (y) who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the Financial Services and Markets Act 2000 ("**FSMA**") by the Issuer;

(2) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(3) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

(iv) *Republic of Italy*

The offering of the Notes has not been registered pursuant to Italian securities legislation and, accordingly, each Dealer has represented and agreed that, save as set out below, it has not offered or sold, and will not offer or sell, any Notes in the Republic of Italy in a solicitation to the public and that sales of the Notes in the Republic of Italy shall be effected in accordance with all Italian securities, tax and exchange control and other applicable laws and regulation.

Accordingly, each of the Dealers has represented and agreed that it will not offer, sell or deliver any Notes or distribute copies of this Programme and any other document relating to the Notes in the Republic of Italy except:

(1) to "qualified investors", as referred to in Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended (the "**Decree No. 58**"), which includes natural persons and small and medium-sized enterprises, as defined by Directive 2003/71/EC of 4 November 2003 (the "**Prospectus Directive**").

(2) that it may offer, sell or deliver Notes or distribute copies of any prospectus relating to such Notes in a solicitation to the public in the period commencing on the date of publication of such prospectus, provided that such prospectus has been approved in another Relevant Member State and notified to CONSOB, all in accordance with the Prospectus Directive, as implemented in Italy under Decree 58 and CONSOB Regulation No. 11971 of 14 May 1999, as amended ("**Regulation No. 11971**"), and ending on the date which is 12 months after the date of publication of such prospectus; and

(3) in any other circumstances where an express exemption from compliance with the solicitation restrictions applies, as provided under Decree No. 58 or Regulation No. 11971.

Any such offer, sale or delivery of the Notes or distribution of copies of the Programme or any other document relating to the Notes in the Republic of Italy must be:

(a) made by investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with Legislative Decree No. 385 of 1 September 1993 as amended, Decree No. 58, CONSOB Regulation No. 16190 of 29 October 2007, as amended and any other applicable laws and regulations; and

(b) in compliance with any other applicable notification requirement or limitation which may be imposed by CONSOB or the Bank of Italy.

Provisions relating to the secondary market in Italy

Investors should also note that, in any subsequent distribution of the Notes in the Republic of Italy, Article 100-bis of Decree No. 58 may require compliance with the law relating to public offers of securities. Furthermore, where the Notes are placed solely with "qualified investors" and are then systematically resold on the secondary market at any time in the 12 months following such placing, purchasers of Notes who are acting outside of the course of their business or profession may in certain circumstances be entitled to declare such purchase void and, in addition, to claim damages from any authorised person at whose premises the Notes were purchased, unless an exemption provided for under Decree No. 58 applies.

Placing and Underwriting

Paying Agents

The Issuer will appoint Société Générale, Frankfurt branch, to act as Paying Agent. The Issuer may appoint further paying agents other than the Paying Agent referred to above and will give notice of any changes made to such Paying Agent. The relevant Paying Agent(s) will be specified in the Final Terms.

Underwriting

Unless otherwise specified in the Final Terms, the Notes issued under this Programme will be underwritten in whole by Société Générale in its capacity as Dealer and/or by any additional Dealer specified in the Final Terms pursuant to a dealer agreement entered into between the Issuer and Société Générale.

Calculation Agent

Details relating to the calculation agent, if any and if different from Société Générale, can be found in the Final Terms.

Admission to Trading and Dealing Arrangements

Admission to Trading

The Issuer may apply for the admission of the Notes issued on the basis of this Prospectus to trading on the Official Market and the Regulated Market of the Frankfurt Stock Exchange or any other regulated or unregulated market in the European Economic Area, as specified in the Final Terms.

Secondary Market

The Dealer Agreement does not contain a firm commitment by the Dealer or any other person to act as intermediary in the secondary market and to provide liquidity through bid and offer rates. Information relating to a secondary market making on a case by case basis, if any, will be set forth in the relevant Final Terms.

Additional Information

Advisers

If any advisers are involved in an issue, such advisers will be set out in the Final Terms.

Audit Reports

The issues of Notes will be audited or reviewed by a statutory auditor only in connection with the auditing of the annual or interim financial statements of the Issuer, to the extent such audits are required.

Experts

In connection with the preparation of this Prospectus, the Issuer has not relied on statements made by experts.

Information Sources

Details relating to the information sources from which information included in the Final Terms have been obtained can be found in the relevant Final Terms.

Credit Rating

Due to the issue of the Notes by the Issuer on a fiduciary basis for the benefit and for the account of the Guarantor, the Noteholders directly depend on the credit risk of the Guarantor (see "Description of the Trust Agreement and the Limitation of Recourse"). As of the date of approval of this Prospectus, the Guarantor has received the following ratings from Standard and Poor’s, Moody’s and Fitch set out below:

Aa2 Moody’s

AA- Standard & Poor’s

AA- Fitch

(see "Risk Factors – Risk Factors Relating to the Notes").

DOCUMENTS AVAILABLE FOR INSPECTION

During the validity of this Prospectus, the following documents are available for inspection at the registered offices of Société Générale, Frankfurt Branch, at Neue Mainzer Str. 46 - 50, D-60311 Frankfurt am Main:

- the Issuer's articles of association as amended on 5th October, 1990;
- the Issuer's audited financial statements as well as the management reports and cash-flow statements for the years ended 31st December, 2007 and 2006 and the interim financial information as of 30th of June 2007;
- this Prospectus and any supplement and any supplementary information that the Issuer may be required to provide pursuant to Sec. 16 WpPG as well as the "Final Terms" containing the final terms in relation to Notes offered for public subscription and/or listed Notes;
- any document to be provided annually following the disclosure of the financial statements pursuant to Sec. 10 WpPG;
- the Agency Agreement entered into by the Issuer and the Guarantor;
- Société Générale's articles of association in the current version;
- Société Générale's reference documents for the years ended 31st December, 2006 and 2007 including the audited consolidated and unconsolidated financial statements for the years 2006 and 2007;
- the Guarantee dated 5 May 2008 of Société Générale in favour of the Noteholders; and
- the Trust Agreement between the Issuer and Société Générale dated 28th February, 2006.

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To the Issuer, the Guarantor and the Dealer
as to German Law

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Frankfurt am Main, 5 May 2008

Société Générale Effekten GmbH

Frankfurt am Main

sign. Sebastian Bleser Markus Mosch

Société Générale

Paris

sign. Sebastian Bleser Markus Mosch

Anlage 3

First Supplement vom 26. Mai 2008 zu dem Debt Issuance Programme Prospectus vom 05. Mai 2008

First Supplement dated 26th May 2008
to the BASE PROSPECTUS dated 5th May 2008

SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH

(incorporated with limited liability under the laws of the Federal Republic of Germany)

as Issuer

(acting in its own name but for the account of Société Générale)

and

SOCIÉTÉ GÉNÉRALE

(incorporated with limited liability under the laws of France)

as Guarantor

Debt Issuance Programme for the Issue of Notes

This first Supplement (the "**Supplement**") to the base prospectus dated 5th May 2008 (the "**Base Prospectus**") constitutes a supplement pursuant to Sec. 16 para. 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) and is prepared in connection with the Debt Issuance Programme (the "**Programme**") established by Société Générale Effekten GmbH (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of their knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Pursuant to Sec. 16 para. 3 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*), investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within two working days after the publication of the supplement, to withdraw their corresponding declarations, provided that the relevant contract has not yet been fulfilled. The withdrawal does not have to state any reason and has to be declared in text form to the person to which the relevant investor has declared the offer to purchase the offered securities. To comply with the time limit, dispatch in good time is sufficient.

ARRANGER
Société Générale

DEALER
Société Générale

Contents

I. IMPORTANT NOTICE

The purchase of securities which have been issued under this Supplement in connection with the Base Prospectus involves various risks which may have a negative effect on the performance of the Securities. Prior to an investment in the Securities, potential investors are advised to read this Supplement and the Base Prospectus completely and to consult, if necessary, legal, tax and other advisers. If one or more of the risks occur, this may result in material and sustained decreases in the price of the Securities or, in the worst case, in a total loss of the capital invested by the investor.

The Securities described in this Supplement and the Base Prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") but are nevertheless subject to certain requirements under U.S. tax law. Apart from certain exceptions, the Securities may not be offered, sold or delivered within the United States of America or to a U.S. person.

II. AMENDMENTS

Société Générale has published a press release dated 12th May 2008 with regard to the dissociation of the functions of Chairman and Chief Executive Officer and the appointment of the Chairman and the Chief Executive Officer and an English translation of the update to the 2008 Registration Document of Société Générale.

For these reasons, Société Générale and Société Générale Effekten GmbH hereby announce the following amendments to the Base Prospectus.

III. AMENDMENTS TO THE BASE PROSPECTUS

1. Amendments to page 210 (Description of Société Générale):

On page 210 of the Base Prospectus the section below the headline “DESCRIPTION OF SOCIÉTÉ GÉNÉRALE” will be replaced as follows:

“A. Comparative table of documents incorporated by reference

Please refer to the information incorporated by way of reference as set out in the “Comparative table of documents incorporated by reference” in the section "Documents Incorporated by Reference" for a description of Société Générale.

B. Press Release dated 12th May 2008 with regard to the dissociation of the functions of Chairman and Chief Executive Officer and the appointment of the Chairman and the Chief Executive Officer

Société Générale has published the following press release on 12th May 2008 with regard to the dissociation of the functions of Chairman and Chief Executive Officer and the appointment of the Chairman and the Chief Executive Officer:”

After the previous insertion the information which is attached to this Supplement as Appendix 1 shall be inserted.

2. Amendments to page 210 (Description of Société Générale):

After the previous insertion the following passage shall be inserted:

“C. First Update to the 2008 Registration Document

Société Générale has published the following English translation of the update to the 2008 Registration Document of Société Générale (the “**2008 Registration Document**”, as it was filed with the French Securities Regulator, AMF (Autorité des Marchés Financiers) on 3rd March, 2008 in accordance with Art. 212-13 of the General Regulation of the AMF), which constitutes a registration document pursuant to Article 5 (3) of Directive 2003/71/EC of the European Parliament and the Council of 4th November, 2003 (Prospectus Directive), the original of which was filed with the French Securitities Regulator, AMF (Autorité des Marchés Financiers) on 16th May, 2008 (the “**Translation of First Update to the 2008 Registration Document**”):”

After the previous insertion the information which is attached to this Supplement as Appendix 2 shall be inserted.

APPENDIX 1

Société Générale Press Release dated 12th May 2008

SOCIETE
GENERALE

Press Release

Paris, 12 May 2008

Appointments

In line with its decision of April 17th , the Board of Directors confirmed the dissociation effective May 13th of the functions of Chairman and Chief Executive Officer, and appointed **Daniel Bouton** Chairman and **Frédéric Oudéa** Chief Executive Officer.

On Frédéric Oudéa's proposal, the Board confirmed **Didier Alix** and **Philippe Citerne** in their functions as Deputy Chief Executive Officers, and appointed **Séverin Cabannes** Deputy Chief Executive Officer.

- Didier Alix will be principally in charge of supervising the Group's retail banking in France and abroad (excluding the Rosbank project) and the specialized financial services businesses;
- Séverin Cabannes will be principally in charge of supervising the Resources, Risk and Financial divisions as well as the implementation of the Group's operating efficiency program;
- Philippe Citerne will be principally in charge of supervising Rosbank's integration as well as coordinating the Group's development in Russia, European payments and Global Investment Management & Services divisions.

Séverin Cabannes

Born in 1958, S Cabannes graduated from the École Polytechnique and the École Nationale Supérieure des Mines de Paris. In 1983, he joined Crédit National as financial analyst. From 1986 to 1997, he held several positions within Elf Atochem and was appointed Director of Strategy in 1995. In 1997, S Cabannes joined La Poste Group as Director of Strategy. In 1998, he was appointed Deputy Managing Director, Strategy & Finance, and member of La Poste Group's Executive Committee. In 2001, he joined Société Générale as CFO and member of the Management Committee. In 2002, S Cabannes joins Group Stéria as Deputy Managing Director and then CEO in 2003. Since January 2007, S Cabannes is Société Générale group Chief Administrative Officer and member of the Executive Committee.

Société Générale

Société Générale is one of the largest financial services groups in the euro-zone. The Group employs 151,000 people worldwide in three key businesses:

- Retail Banking & Financial Services: Société Générale serves 27 million individual customers worldwide.
- Global Investment Management & Services: Société Générale is one of the largest banks in the euro-zone in terms of assets under custody (EUR 2 583 billion, Dec. 2007) and under management (EUR 434,6 billion, Dec. 2007).
- Corporate & Investment Banking: Société Générale ranks among the leading banks worldwide in euro capital markets, derivatives and structured finance.

Société Générale is included in the five major socially-responsible investment indexes.
www.socgen.com

PRESS RELATIONS
SOCIETE GENERALE

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SOCIETE GENERALE
COMM/PRS
75886 PARIS CEDEX 18
www.socgen.com
A French corporation with share capital of EUR 729,088,551.25
552 120 222 RCS PARIS

APPENDIX 2

English Translation of First Update to the 2008 Registration Document of Société Générale

A French corporation with share capital of EUR 729,088,551.25
Head office: 29 boulevard Haussmann 75009 PARIS
552 120 222 R.C.S. PARIS

FIRST UPDATE TO THE
2008 REGISTRATION DOCUMENT

Registration document filed with the AMF (French Securities Regulator) on March 3rd 2008 under No. D.08-0084

This document is a full translation of the original French text

The original update was filed with the AMF (French Securities Regulator) on May 16th 2008 under No. D.08-0084-A01. Only the French version is legally binding.

CONTENTS

Update of the 2008 Registration Document by chapter

Rankings: the sources for all references are given explicitly,
where they are not, rankings are based on internal sources.

I. CHAPTER 2: GROUP STRATEGY AND BUSINESSES

1.1 REALISED INVESTMENTS

- **Extract of press release dated March 3rd 2008: SG Private Banking completes the acquisition of Canadian Wealth Management**

SG Private Banking, the wealth management arm of the Société Générale Group, has completed the acquisition of 100% of Canadian Wealth Management (CWM Group Inc.). The transaction was announced in 23 november 2007 and closed on 29 February 2008, following the satisfaction of all conditions to closing, including the granting of regulatory approval.

CWM Group is based in Calgary and serves Canadian and international high net worth individuals. It has assets under management totalling CAD 650 million (around €450 million) and employs 23 staff; The business was founded in 1982 by Paul Boëda, who remains Chief Executive Officer, alongside his core team.

- **Extract of press release dated April 1st 2008: Société Générale completes the acquisition of Capitalia securities services from UniCredit**

Société Générale and Unicredit announce the completion of the transaction covering the sale by Unicredit of the securities business of the former Capitalia Group to Société Générale Sucurities Services (SGSS). This business represents assets under custody of € 102 billion and a total of €27 billion in assets under administration in Italy and Luxembourg.

Total consideration for the transaction is €195 million, including Euroclear shares sold by UniCredit.

With the sale of the former Capitalia securities services activities to SGSS, the UniCredit Group continues to focus on rationalising its back-office operations and optimising its costs, whilst at the same time, by choosing SGSS, enhancing the service offered to its clients. As a result of this transaction, SGSS becomes the n°2 global custodian in Italy and the exclusive provider of securities services to the Unicredt Group in the country.

- **Extract of press release dated April 28th 2008: Société Générale Securities Services completes the migration of EUR 75 billion in assets under custody from Pioneer**

Société Générale has completed the migration of Pioneer Investments funds in Luxembourg representing €75 billion* of assets under custody. The transfer of 136 UCITs and 626 share classes ranks SGSS among the leading providers of securities services in Luxembourg.

The deal with Pioneer involved the transfer of custody, clearing and settlement, depositary bank, fund administration and OTC pricing services. Today, SGSS provides this whole range of services to Pioneer in Italy, Luxembourg, Ireland and Germany.

This migration marks the end of a project that was initiated at SGSS almost two years ago. During this period, SGSS mobilised teams in several locations and recruited 150 new staff in order to deliver the highest level of service.

1.2 ANNOUNCED INVESTMENTS

- **Extract of press release dated April 23rd 2008: Société Générale Insurance and Indiabulls sign the final agreement of a life insurance joint venture in India**

Société Générale and Indiabulls Financial Services Limited (IBFSL), one of India’s largest financial services companies, have signed the final agreement aimed at creating a life insurance joint venture in India.

The new company, "Indiabulls Société Générale Insurance Co Ltd" will have access to an initial capital equivalent of 50 million euros, held by Sogécap (26%) and by IBFSL (74%).The development plan of the new entity has been finalized and builds on the respective know-how of the two companies: for Indiabulls, the distribution of financial products through its network covering the whole Indian territory; for Société Générale Insurance, the creation, pricing and development of innovative products.

Indiabulls, a non-banking financial company, has obtained the agreement of the Reserve Bank of India for the creation of this joint venture. Other regulatory approvals by the Indian Insurance Regulator are pending. The new entity aims to be operational at the end of 2008.

- **Extract of press release dated May 6th 2008: Société Générale Consumer Finance acquires Ikar Bank in Ukraine**

Société Générale Consumer Finance announces the acquisition of Ikar Bank, a Ukrainian entity specialized in consumer credit activities. The transaction has received the approval of the Ukrainian regulatory authorities.

Headquartered in Donetsk, Ikar Bank, employs 154 persons and offers consumer financing solutions through its network of 14 branches mainly in the Donetsk region. The bank will soon operate under the name of ProstoFinance Bank after completion of the registration process.

The acquisition of Ikar Bank further strengthens Société Générale Consumer Finance’s position on the Ukrainian market, where it is already present through ProstoFinance, its subsidiary headquartered in Kiev. ProstoFinance, created in December 2005, is now a market leader with around 2000 employees, offering a wide range of consumer financing solutions.

The acquisition of Ikar Bank will complete the Société Générale Group’s Specialized Financial Services offer in Ukraine, which already comprises ALD Automotive (Operational Car Leasing and Fleet Management) and SG Equipment Finance Equipment and Vendor Finance).

1.3 THE GROUP'S CORE BUSINESSES

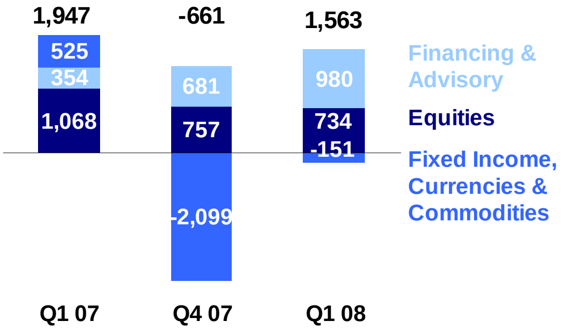
This section contains extracts of the presentation released online on May 13th 2008 regarding Corporate and Investment Banking and Global Investment Management and Services.

1.3.1 CORPORATE AND INVESTMENT BANKING

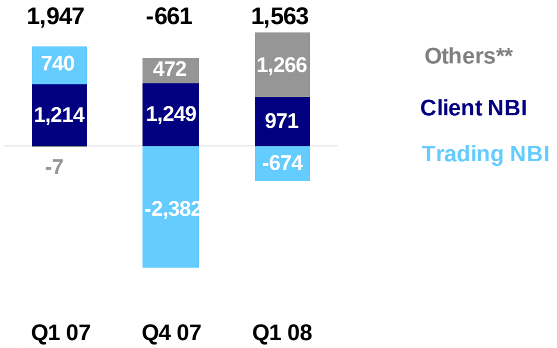
Revenues impacted by the credit market crisis

- **NBI: EUR 1,563m (-16.6%*vs. Q1 07)**
  - -44.5%* vs. Q1 07 excluding change in fair value of financial liabilities
- **Write-downs linked to the crisis in the US: EUR -596m**
  - Unhedged CDOs: EUR -350m
  - Counterparty risk on monoline insurers: EUR -203m
  - RMBS: EUR -43m
- **Impact of credit market dislocation: EUR -583m**
  - European ABS portfolio sold by SGAM: EUR -166m
  - Exotic credit derivatives portfolio: EUR -417m
- **Impact of Mark to Market value of CDS and financial liabilities: EUR +1,266m**
  - Mark to Market value of CDS portfolio: EUR +743m (impact mostly erased at the end of April)
  - Change in fair value of financial liabilities: EUR +523m

NBI by division (in EUR m)



NBI by activity (in EUR m)



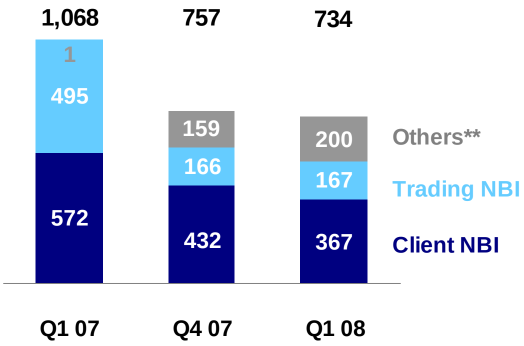
* When adjusted for changes in Group structure and at constant exchange rates

** Change in Societe Generale's own credit risk on financial liabilities measured at fair value, MtM value of CDS, treasury shares

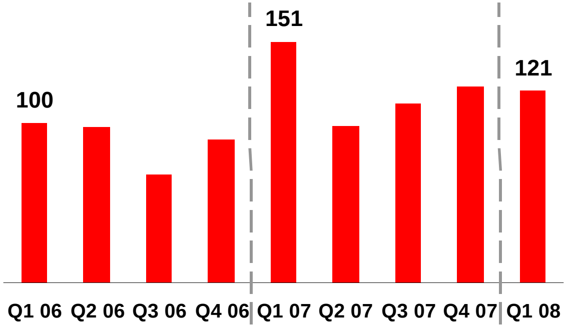
Equities: good resistance of the franchise

- **NBI: EUR 734m (-3.0% vs. Q4 07 and -31.3% vs. Q1 07)**
  - NBI excl. change in fair value of financial liabilities and treasury shares: EUR 534m (-48.5%* vs. Q1 07)
- **Strong client-driven activity**
  - Very good performance in flow products
  - Decent performance in structured products
  - Net inflows at Lyxor: EUR +6.3bn in Q1 08
- **NBI at trading activities: EUR 167m (+0.6% vs. Q4 07 and -66.3% vs. Q1 07)**
  - Deliberate reduction in stress test limits and volumes in arbitrage activities
  - Arbitrage activities: fall in revenues
  - Other trading activities: decent performance given the financial environment

NBI by activity (in EUR m)



Flow products:client revenues (100 = Q1 06)



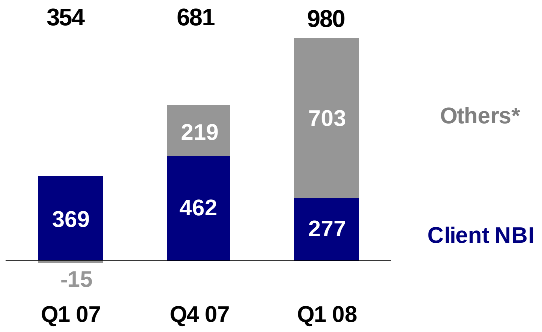
* When adjusted for changes in Group structure and at constant exchange rates

** Change in Societe Generale's own credit risk on financial liabilities measured at fair value and treasury shares

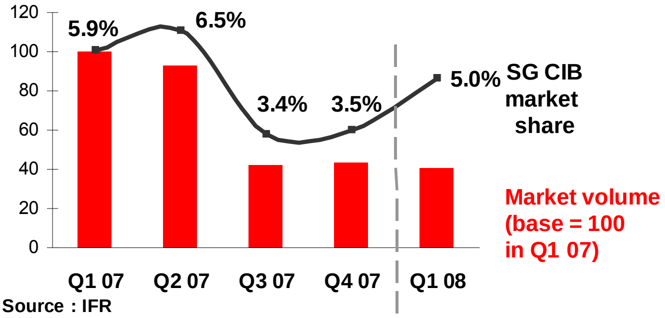
Financing and Advisory: resilient activity in low volumes

- **NBI: EUR 980m**
  - Client NBI: EUR 277m
- **Write-down of EUR -44m on a portfolio of Non Investment Grade transactions in syndication**
- **Fall in market volumes**
  - Reduction in primary market Euro-denominated equity and debt issuance
  - Decline in syndication volumes
  - LBO market almost closed
- **Solid performance in structured finance**
  - Solid contribution of commodities
  - Good performance of infrastructure financing

NBI by activity (in EUR m)



Euro-denominated bond issuance: a solid market share



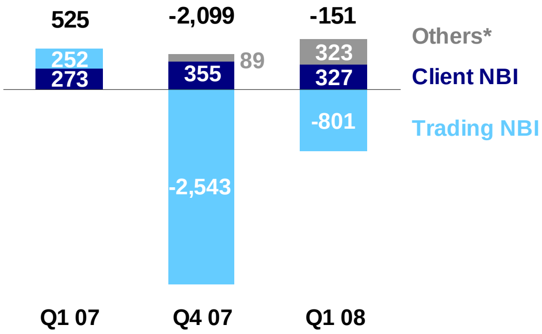
Source : IFR

* Incl. EUR -8m of MtM value of CDS in Q1 07, EUR 224m in Q4 07 and EUR 743m in Q1 08

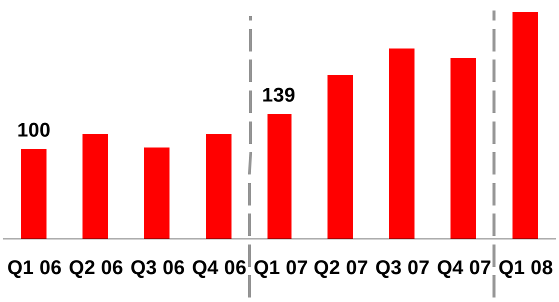
Fixed Income, Currencies and Commodities: solid client-driven activity in unfavourable market conditions

- **NBI: EUR -151m (vs. EUR 525m in Q1 07 and EUR -2,099m in Q4 07)**
  - NBI excluding change in fair value of financial liabilities: EUR -474m
- **Strong client-driven activities: EUR 327m (-7.9% vs. Q4 07 and +19.8% vs. Q1 07)**
  - Record performance in flow products
  - Closure of credit structured products market
- **Trading NBI: EUR -801m (vs. EUR -2,543m in Q4 07)**
  - Write-downs linked to US residential mortgage crisis: EUR -596m
  - Write-downs on portfolio of European assets: EUR -166m
  - Write-downs and losses on exotic credit derivatives portfolio: EUR -417m
  - High revenues from treasury activities
  - Increase in flow rates activities

NBI by activity (in EUR m)



Flow products: client revenues (100 = Q1 06)



* Change in Societe Generale's own credit risk on financial liabilities measured at fair value

ABS portfolio sold by SGAM to SG CIB

- **Good quality assets**
  - 31%* of AAA-rated assets
  - 52%* rated AA and A
- **Mostly European exposure**
  - 85%* of European underlying assets
  - 2%* of US underlyings, no exposure to US residential mortgage sector
- **Impact on NBI: EUR -166m**

In EUR m	Amount at 31/03/08	% AAA*	% AA & A*
Banking and corporate bonds	2,596	1%	68%
RMBS	1,682	57%	33%
CMBS	945	41%	54%
Other ABS	570	56%	33%
CDO	534	37%	53%
CLO	1,025	35%	52%
Others	64	0%	21%
TOTAL	7,416	31%	52%

* Calculated using amortised nominal

Exotic credit derivatives

- **Business portfolio linked to client-driven activity**
  - Securities indexed on ABS credit portfolios marketed to investors
  - Hedging of credit protection generated in SG's accounts by the purchase of the underlying ABS portfolio and the sale of indices
  - Dynamic hedge management based on changes in credit spreads by adjusting the portfolio of ABS held, positions on indices and the marketed securities
- **Net position as 5-yr equivalent: EUR -1.8bn**
  - 98% of portfolio made up of AAA-rated securities
- **Impact on NBI: EUR -417m in Q1 08**
  - Positions exposed to substantial basis risk in a context of high volatility of European and US spreads

Net exposure as 5-yr equivalent at 31/03/2008 (In EUR m)

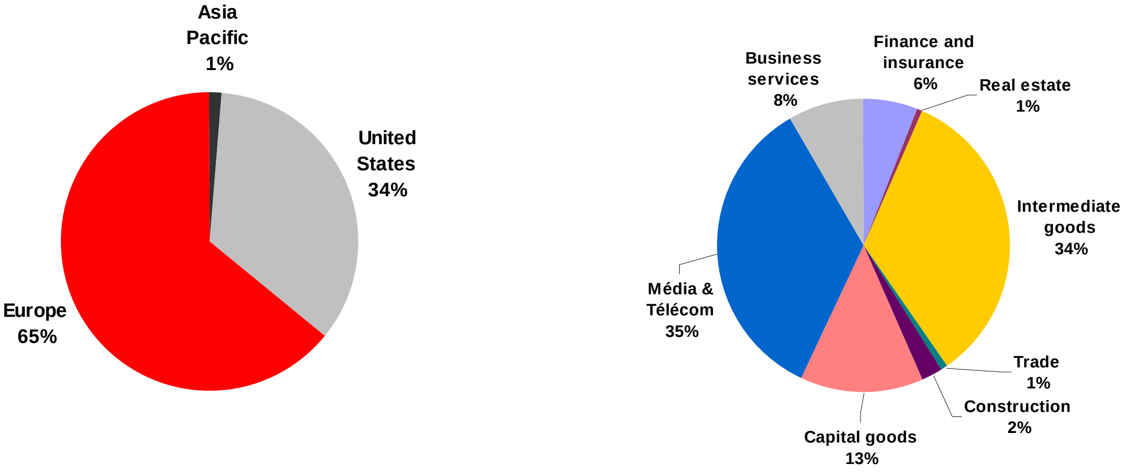
American ABS	-2,333
RMBS (1)	-317
o/w Prime	212
o/w Midprime	359
o/w Subprime	-888
CMBS (2)	-2,208
Others	192
European ABS	501
RMBS (3)	41
o/w UK	9
o/w Spain	21
o/w Others	11
CMBS (4)	348
Others	112
Total	-1,832

(1) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 4.6bn o.w. EUR 1.4bn Prime, EUR 2.2bn Midprime and EUR 1.0bn Subprime
(2) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 10.8bn
(3) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 1.4bn o.w. EUR 0.6bn in the UK and EUR 0.3bn in Spain
(4) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 0.7bn

Exposure to LBO financing

- **Outstanding in underwriting: EUR 0.9bn at 31/03/08 (vs. EUR 1.2bn at 31/12/07) o.w. around 90% originated before the crisis which were the object of an overall assessment at 92% of par**

Breakdown of LBO in syndication



- **Final take portfolio: EUR 2.9bn at 31/03/08 (vs. EUR 3.0bn at 31/12/07)**
  - Average final take: EUR ~25m

SPV* sponsored by SG CIB and third-party SPVs

- **6 multiseller commercial conduits** sponsored by SG CIB**

At 31/03/08 (in EUR m)	Asset size	SG liquidity line given	Rating	Breakdown of underlying						
				Auto loans	Trade receivables	Commercial mortgages	Consumer loans	Equipment loans	Residential mortgages	Other
ANTALIS	5,404	6,156	A-1+	16%	64%	4%	0%	0%	12%	4%
BARTON	9,409	15,236	A-1+	41%	5%	0%	2%	1%	0%	51%
ASSET ONE	209	350	A-1	0%	0%	28%	0%	0%	0%	72%
ACE CANADA	480	257	Unrated	87%	0%	0%	0%	13%	0%	0%
ACE AUSTRALIA	1,565	2,014	A-1+	0%	0%	0%	0%	7%	83% (1)	10%
HOMES	2,305	2,485	A-1+	0%	0%	0%	0%	0%	100% (1)	0%
TOTAL	19,372	26,498		26%	20%	2%	1%	2%	22%	27%

(1) 97% of prime mortgages, rated AAA, insured by monolines and local insurers

- **A total of EUR 1.4bn in liquidity lines granted to 11 conduits sponsored by third parties****

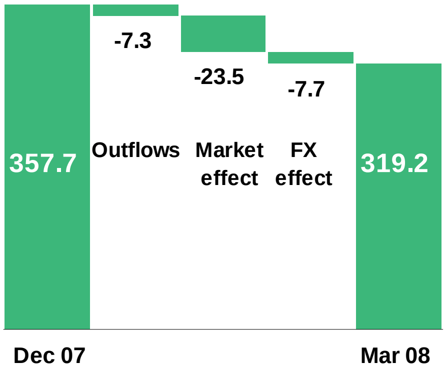
- **PACE, the only Structured Investment Vehicle (SIV) sponsored by SG CIB, consolidated since December 2007**

*** Special Purpose Vehicle**
**** Non consolidated at 31/03/2008**

Asset management: inflows and AuM impacted by the crisis

- **Net flows in Q1 08: EUR -7.3bn (vs. EUR 16.9bn in Q1 07)**
  - Outflows from dynamic money market funds: EUR -5.2bn
  - Unwinding of CDOs: EUR -4.8bn
- **Market effect: EUR -23.5bn**
- **Exchange rate effect: EUR -7.7bn**
- **Assets under management at end-March 2008: EUR 319.2bn (vs. EUR 357.7bn at end-2007)**
  - Dynamic money market assets: EUR 5.6bn at end-March 2008 (vs. EUR 11.0bn at end-2007)
    - Rendered mostly liquid (less than 10% of assets invested in ABS)

Assets under management* (in EUR bn)



* These figures do not include assets managed by Lyxor Asset Management, which is consolidated in the Equities arm of Corporate and Investment Banking, which represented EUR 72.6bn at end-2007 and EUR 72.5bn at end-March 2008

Managing the crisis

- **An extensive financial crisis since the summer of 2007**
  - Marked trend in outflows from dynamic money market funds:
    - H2 07: EUR -13.7bn
    - Q1 08: EUR -5.2bn
- **Deliberate measures by the Group to provide liquidity support to funds**
  - The Group's decision, from the start of the crisis, was to support the liquidity of the commercialised dynamic money market funds
  - Disposal of assets held by funds in the market and to the Group based on market conditions
- **Assets held by the Group as part of this management at end-March 2008:**
  - SG CIB: EUR 7.4bn
  - Corporate Centre: EUR 3.8bn*
- **Losses on disposals: EUR -274m in Q1 08, booked to NBI**

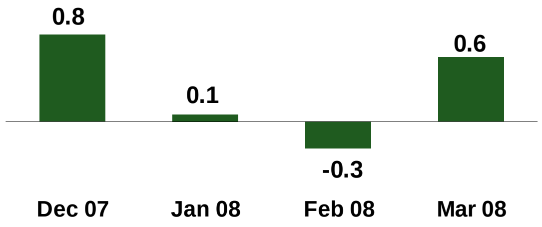
* o.w. EUR 0.8bn in fund units held

Private Banking: net new money despite an unsettled environment

- **Net new money: EUR 0.4bn (vs. EUR 2.0bn in Q1 07)**
- **Marked impact of foreign exchange and market effects: EUR -6.0bn**
- **Integration of Canadian Wealth Management: EUR +0.4bn**
- **Assets under management: EUR 71.7bn (vs. EUR 76.9bn at end-2007)**
- **Gross margin: 115bp (vs. 111bp in Q1 07)**

Assets under management (in EUR bn)

Changes in net new money over the quarter (in EUR bn)

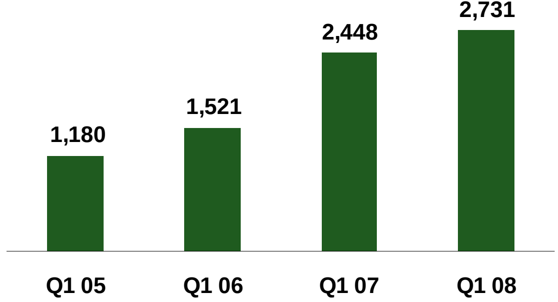


Reminder: these figures do not include some EUR 112bn of assets held by customers of the French Networks (investable assets exceeding EUR 150,000)

Securities Services: confirmed momentum

- **Securities Services for Institutional Investors and Fund Administration**
  - Assets under custody: +11.6% vs. end-Q1 07
    - o.w. EUR 160bn from Pioneer Funds in Luxembourg and Capitalia*
  - Assets under administration: +28.3% vs. end-Q1 07
    - o.w. EUR 120bn from Pioneer and Capitalia*
- **Boursorama**
  - Number of executed orders: -11.7% vs. Q1 07
  - 5,700 bank accounts opened in Q1 08, i.e. ~68,000 accounts at end-March 2008
- **Newedge**
  - Volumes: 431 million transactions executed and 462 million contracts cleared
  - No. 3 Futures Commission Merchant (FCM) in terms of size of client deposits in the US

Assets under custody (in EUR bn)



Newedge client deposits in the US (Futures Commission Merchants) at end-February 2008 (in USD bn)

1	UBS SECURITIES LLC	27.1
2	GOLDMAN SACHS & CO	26.3
3	**NEWEDGE USA**	**21.1**
4	MF GLOBAL INC.	14.1
5	CITIGROUP GLOBAL MARKETS INC	13.0
6	JP MORGAN FUTURES INC	12.2
7	MERRILL LYNCH PIERCE FENNER & SMITH	10.9
8	MORGAN STANLEY & CO INCORPORATED	10.2
9	DEUTSCHE BANK SECURITIES INC	9.8
10	LEHMAN BROTHERS INC	9.2

* Integrated at end-March 2008

1.3.3 CORPORATE CENTER

Portfolio of ABS sold by SGAM to the Corporate Centre

- **Good quality assets: 81%* rated AAA**
- **A minimal share of US underlyings - no exposure to US residential mortgage sector**
- **89%* of European underlying assets excl. Russia**

In EUR m	Amount at 31/03/2008	% AAA*	% AA & A*
RMBS	964	85%	14%
CMBS	316	72%	27%
Other ABS	581	83%	16%
CDO	361	79%	21%
CLO	763	80%	19%
Total	2,985	81%	18%

* calculated using amortised nominal

II. CHAPTER 5: CORPORATE GOVERNANCE

2.1 GENERAL MANAGEMENT AND BOARD OF DIRECTORS

■ Extract of press release dated March 17th 2008 Frédéric Oudéa named Deputy Chief Executive Officer

On the proposal of Daniel BOUTON, Chairman and Chief Executive Officer, the Board of Directors of Société Générale Group which met on 14 March 2008 named Frédéric OUDÉA Deputy Chief Executive Officer of the Group, alongside Philippe CITERNE and Didier ALIX.

■ Extract of press release dated March 19th 2008: new appointment and mandate renewal of directors proposed by Société Générale's board

During its meeting of 14 March 2008, Société Générale's Board of Directors finalised the proposals for Board member nominations that will be submitted at the General Meeting of shareholders on 27 May, 2008.
Shareholders will be asked to reappoint the following persons to four-year terms:

- Michel CICUREL, Chairman of the Management Board of Compagnie Financière Edmond de Rothschild and Compagnie Financière Saint-Honoré, independent director, member of the Nomination and Compensation Committees;
- Philippe CITERNE, Co-Chief Executive Officer of Société Générale;
- Luc VANDEVELDE, Founder and Managing Director of Change Capital Partners, independent director, member of the Nomination and Compensation Committees.

In replacement of Mr. Antoine JEANCOURT GALIGNANI, the Board of Directors proposes to nominate Mrs. Nathalie RACHOU, Founder and Managing Director of TOPIARY FINANCE LTD, for a four-year term. Mr. Antoine JEANCOURT GALIGNANI, a board member for 14 years, did not request the renewal of his mandate. Following the recommendations given in the AFEP-MEDEF reports on corporate governance, he could not be reappointed as an independent director.

If these resolutions are approved at the General Meeting, the Board of Directors will have 15 members:
- two elected by employees;
- thirteen elected by shareholders.

Eight members, more than half of the total, will be independent directors, in accordance with the recommendations of the AFEP/MEDEF report on corporate governance.

■ Extract of press release dated April 17th 2008: dissociation of the functions of Chairman and Chief Executive Officer

Following the successful capital increase, and in view to adapt the Group's governance, the Board of Directors, on Daniel Bouton's proposal, has decided to proceed with the dissociation of the functions of Chairman and Chief Executive Officer, in accordance with the Company's by-laws, during its meeting of May 12th. The Board will appoint Daniel Bouton as Chairman and Frédéric Oudéa as Chief Executive Officer. Frédéric Oudéa has informed the Board he will propose on May 12th that Philippe Citerne and Didier Alix be confirmed in their functions as Co-Chief Executive Officers.

Philippe Citerne has proposed to the Board not to renew his Board Director mandate as initially submitted for approval by the General Meeting of Shareholders on May 27th, 2008. The Board has decided to accept this proposal.

■ Extract of press release dated May 12th 2008: Nominations

In line with its decision of April 17th the Board of Directors confirmed the dissociation effective May 13th of the functions of Chairman and Chief Executive Officer, and appointed Daniel Bouton Chairman and Frédéric Oudéa Chief Executive Officer.

On Frédéric Oudéa's proposal, the Board confirmed Didier Alix and Philippe Citerne in their functions as Deputy Chief Executive Officers, and appointed Séverin Cabannes Deputy Chief Executive Officer.

- Didier Alix will be principally in charge of supervising the Group's retail banking in France and abroad (excluding the Rosbank project) and the specialized financial services businesses;
- Séverin Cabannes will be principally in charge of supervising the Resources, Risk and Financial divisions as well as the implementation of the Group's operating efficiency program;
- Philippe Citerne will be principally in charge of supervising Rosbank's integration as well as coordinating the Group's development in Russia, European payments and Global Investment Management & Services divisions.

2.2 COMPOSITION OF THE EXECUTIVE COMMITTEE AT MAY 13TH, 2008

■ Extract of press release dated March 19th 2008: Jean-François Gautier and Jean-Louis Mattéi join the Executive Committee of Société Générale's Group

Jean-François GAUTIER and Jean-Louis MATTEI, Head of Specialized Financial Services and Head of International Retail Banking respectively, have joined the Executive Committee of Société Générale Group.

■ Extract of press release dated May 9th 2008: Didier Valet appointed Group Chief Financial Officer

Didier VALET has been appointed Group Chief Financial Officer, replacing Frédéric Oudéa. He joins the Group Executive Committee.

3.1 CREDIT RISKS

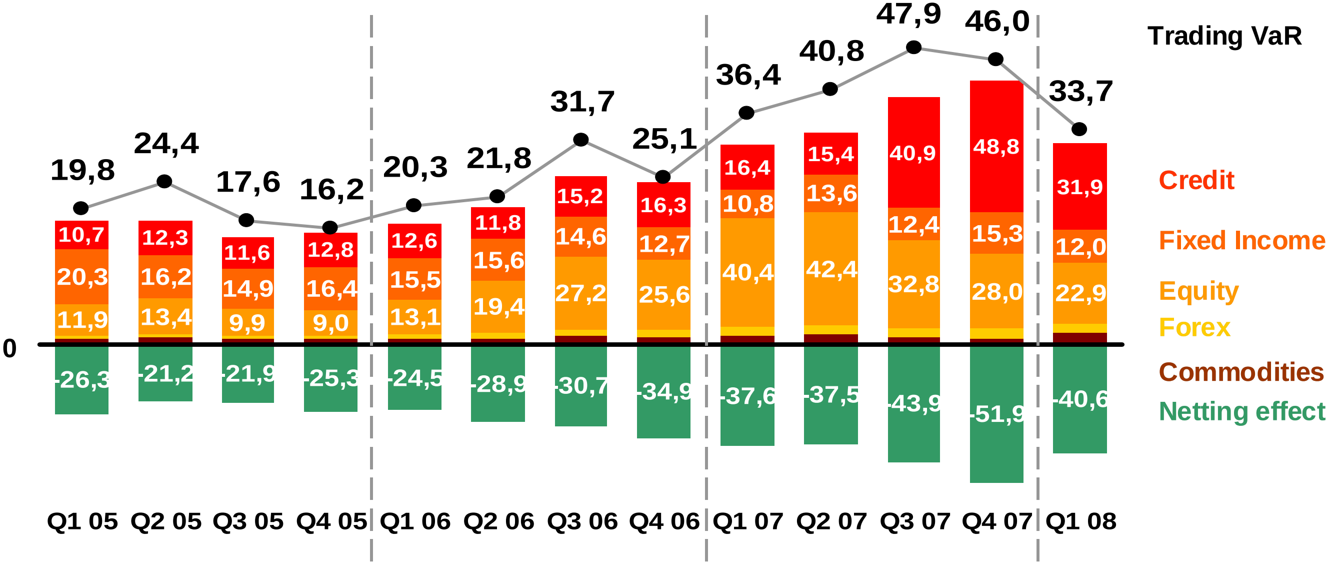
Provisioning of doubtful loans

	31/12/2007	31/03/2008
Customer loans (in EUR bn)	326	339
Doubtful loans (in EUR bn)	11.4	12.5
Doubtful loans/customer loans	3.5%	3.7%
Provisions (in EUR bn)	6.8	7.5
Overall coverage ratio for doubtful loans	59%	60%

3.2 MARKET RISKS

Trading VaR*

Quarterly average of 1-day, 99% Trading VaR (in EUR m)



* Trading VaR: maximum loss that would be incurred in 1 day, calculated using 250 historical scenarios (observed over a sliding one-year period) and after eliminating the top 1% of most unfavourable occurrences.
Since 01/01/2007, the Group incorporates variations in equity volatility (in the place of variations in index volatility).
Since 01/01/2008, the parameters for Credit VaR exclude positions on hybrid New York CDOs, which are now accounted for prudentially in the banking book.
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3.3 US RESIDENTIAL MORTGAGE SECTOR

Unhedged CDOs exposed to US residential mortgage risk

	CDO: AAA super senior tranches		
in EUR m	Portfolio # 1	Portfolio # 2	Portfolio # 3
Gross exposure at 31/12/07	**1,401**	**1,736**	**1,717**
Gross exposure at 31/03/08 (1) (2)	**1,293**	**1,608**	**1,494**
Initial attachment point	31%	15%	32%
Attachment point at 31/03/08 (3)	28%	15%	35%
Underlying	mezzanine	high grade	mezzanine
% of original underlying subprime	89%	52%	74%
o.w. 2005 and earlier	*55%*	*20%*	*61%*
o.w. 2006	*33%*	*20%*	*7%*
o.w. 2007	*1%*	*12%*	*6%*
Write-downs recorded in 2007 (4)	-458	-629	-164
Write-downs recorded in Q1 08 (4)	-126	-133	-91
% total of super senior tranche write-downs	-42%	-44%	-16%
Net exposure at 31/03/08 (1)	**755**	**901**	**1,253**

(1) Exchange rate as at 31/03/2008

(2) Changes in outstandings vs. 31/12/2007 are due to 2 factors: amortisations linked to early repayments on underlying assets and changes in the EUR/USD exchange rate

(3) The change in the attachment points is due:
- positively, to early repayments at par
- negatively, to defaults of certain underlying assets

(4) Series of write-downs at the historical exchange rate for each quarter

Cumulative losses on subprime assets within CDOs and sensitivities

	2005	2006	2007	Impact en PNB
Assumptions for cumulative Q4 07 losses	**9.0%**	**23.0%**	**25.0%**	**EUR -1,250m for FY 2007**
Assumptions for cumulative Q1 08 losses	**10.0%**	**25.0%**	**27.0%**	**EUR -350m in Q1 08**

Sensitivity	
+10% cumulative losses for each year of production	**EUR -500m**

- **Assumptions for total losses for the US residential mortgage market**
  - around EUR 355bn at end-2007
  - around EUR 385bn at end-March 2008

Write-downs on portfolio of unhedged CDOs exposed to US residential mortgage risk

Type of CDO assets	Gross nominal in EUR m	Write-down in EUR m	% Write-down / Gross nominal	After write-down	
				Nominal of assets	Structure of CDO
Prime	546	-26	-5%	520	18%
Mid-Prime	487	-343	-71%	144	5%
Subprime 2006 / 2007	1,486	-1,362	-92%	124	4%
Subprime 2005 & before	2,712	-780	-29%	1,933	66%
CDOs Tranches	457	-457	-100%	0	0%
Others: Non RMBS	178	-64	-36%	114	4%
Treasury	74	0	0%	74	3%
TOTAL	5,941	-3,032	-51%	2,909	100%

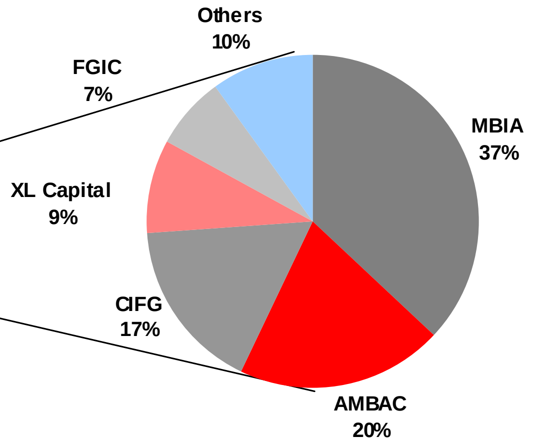
Write-down levels superior to ABX indices levels at end-March 2008

Write-down rate	Société Générale	ABX indices
2005 production	-35%	NA
2006 & 2007 production		
A and above	-85%	-77%
BBB and below	-100%	-91%

Counterparty risk on monoline insurers*

- **Write-down: EUR -203m in Q1 08 (after EUR -900m in 2007)**

	In EUR bn
Gross counterparty exposure (1)	2.4
CDS bought from banks	-0.6
Net counterparty exposure	1.8
Write-downs	-1.1
Net residual counterparty exposure	0.8



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* Excl. ACA, whose exposure was fully written-down in Q4 07

(1) Including EUR 1.4bn gross counterparty exposure related to US mortgage related nominal exposure (based on valuation methodologies consistent with those applied for unhedged assets) of EUR 7.3bn on CDO of RMBS, of which EUR 3.7bn in underlying subprime assets (vintages: 3% 2007, 18% 2006, and 79% 2005 and earlier).

3.4 LEGAL RISKS

- **Extract of press release dated March 21st 2008: Class Actions in the United States**

Société Générale acknowledges that lawsuits have been filed in federal court in Manhattan (United States District Court for the Southern District of New York) by purchasers of ADRs (American depository receipts linked to Société Générale's shares) seeking class action status for purchasers of Société Générale ADRs, as well as for US purchasers of Société Générale's stock abroad. The lawsuits relate primarily to allegedly inadequate disclosures concerning Société Générale's subprime exposure and trading controls in connection with the recent trading fraud against Société Générale. Société Générale intends to defend itself vigorously against these claims, and has retained Skadden, Arps, Slate, Meagher & Flom LLP to lead its defense. Skadden Arps is a leading U.S. law firm, specializing in defending clients against class action lawsuits.

IV. CHAPTER 10: FINANCIAL INFORMATION

4.1 FIRST QUARTER 2008 RESULTS

(Press release dated May 13th 2008)

Q1 2008: Good commercial performances in a very difficult environment

- **Lower revenues with the credit market dislocation: -8.6%$^{-}$/Q1 07**
    - **Change in NBI excluding change in fair value of financial liabilities: 17.7%*/Q1 07**
- **Cost/income ratio: 68.8%**
- **Net allocation to provisions: EUR -598m**
- **Group net income: EUR 1,096m (-23.4% vs. Q1 07)**
- **Group ROE after tax: 16.5%**
- **Tier One ratio (Basel I): 7.9%**

* When adjusted for changes in Group structure and at constant exchange rates

Reported 2007 historic quarterly results have been restated for the fictitious operations recorded on unauthorised and concealed market activities

The quarterly results at March 31st 2007, June 30th 2007, September 30th 2007 and December 31st 2007, presented for comparative purposes, have been adjusted to restate the accounting consequences of the fictitious operations recorded in 2007 and 2008 on unauthorised and concealed market activities discovered in January 2008. This information is presented on pages 40 and 41. However, in order to provide more relevant information on the Group's performance, the figures in this document correspond to reported historic data. The comments are also based on these reported data.

At the meeting of May 12th 2008, the Board of Directors of Societe Generale approved the results for the first quarter of 2008. With the beginning of the year marked by the aggravation of the financial crisis and, in particular, the general dislocation of credit markets and poor US macro-economic indicators, the Group's Retail Banking and Financial Services businesses produced very satisfactory performances. Asset Management and Corporate and Investment Banking results continued to be affected by the financial crisis.

GROUP CONSOLIDATED RESULTS

In EUR million	Q1 08	Q1 07 (a)	Change Q1/Q1
Net banking income	**5,679**	**6,046**	**-6.1%**
On a like-for-like basis*			***-8.6%***
Operating expenses	**-3,905**	**-3,698**	**+5.6%**
On a like-for-like basis*			***+3.4%***
Gross operating income	**1,774**	**2,348**	**-24.4%**
On a like-for-like basis*			***-27.2%***
Operating income	**1,176**	**2,156**	**-45.5%**
On a like-for-like basis*			***-47.6%***
Net income	**1,096**	**1,431**	**-23.4%**

	Q1 08	Q1 07 (a)
Group ROE after tax	**16.5%**	**24.4%**
Business line ROE after tax	**15.1%**	**32.7%**

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorised and concealed market activities. The restated data appear on pages 40 and 41. However, in order to provide more relevant information on the Group's performance, the figures correspond to reported historic data. The comments are also based on these reported historic data.

In Q1 2008, the economy continued to grow at a moderate rate in Europe; it remained dynamic in the emerging countries. In the United States, there were increased signs of a risk of the country entering a recession against the backdrop of an exacerbation of the real estate crisis. Everywhere, inflation accelerated following the rise in oil prices and the price of food products. There was a notable deterioration in the credit markets in March, hence the rise in risk premiums as a result of fears of an increase in counterparty risk.

This quarter saw Societe Generale manage the consequences of the exceptional fraud uncovered at the start of the year (EUR 4.9 billion loss recorded in 2007). The success of the EUR 5.5 billion capital increase has enabled the Group to rapidly restore its solvency ratios to a satisfactory level, promote a vigorous staff/customer communication drive, maintain its customer franchises, and immediately resume its development. Overall and faced with an exceptionally serious event, the Group demonstrated its resilience and ability to bounce back during this quarter.

Against this backdrop, the Group achieved gross operating income of EUR 1,774 million (down -24.4% vs. Q1 07, which represented a very high comparison base due to Corporate and Investment Banking's very good performance during this period). Q1 income before tax expense was EUR 1,787 million. This was impacted by certain non-recurring items representing a total of EUR +89[1] million.

Group net income amounted to EUR 1,096 million, down -23.4%.

Net banking income

Net banking income for the quarter came to EUR 5,679 million, down -8.6%* vs. a very high Q1 07 comparison base (-6.1% in absolute terms). Developments in the US financial crisis and credit market tensions had a limited impact on the Group's consolidated revenues. Overall, the consequences are estimated at EUR -231[1] million and concern Corporate and Investment Banking as well as Asset Management. The Group's other businesses have seen generally resilient or increased revenues: the French Networks' net banking income was higher this quarter (after adjustment for changes in the PEL/CEL provision) in a more difficult environment marked by the cautious approach of savers; meanwhile, International Retail Banking, Financial Services, Private Banking and Securities Services continued to grow in the first quarter of 2008.

Operating expenses

The increase in operating expenses, up 3.4%* vs. Q1 07 (+5.6% in absolute terms), reflects the Group's continued investment in businesses and regions with potential.

Societe Generale's C/I ratio increased to 68.8% (61.2% in Q1 07).

Operating income

The Group's Q1 gross operating income totalled EUR 1,774 million (-27.2%* vs. Q1 07). Meanwhile, the businesses' gross operating income came to EUR 1,897 million, down -18.4% vs. Q1 07.

The Group's net allocation to provisions (EUR 598 million) was higher this quarter due to prudent provisions on a few specific Corporate and Investment Banking accounts. This expense does not represent a sectoral and structural deterioration in the loan portfolio.

The Group's Q1 operating income totalled EUR 1,176 million (-47.6%* vs. Q1 07 or -45.5% in absolute terms).

Net income

After tax (the Group's effective tax rate was 29.1%) and minority interests, Group net income came to EUR 1,096 million (-22.2%* vs. Q1 07 or -23.4% in absolute terms). The Group's Q1 ROE after tax was 16.5% (24.4% in Q1 07).

Q1 08 earnings per share amounts to EUR 2.06.

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[1] Details of the non-recurring items can be found on page 42

THE GROUP'S FINANCIAL STRUCTURE

On February 11th, Societe Generale announced a capital increase with preferential subscription rights. The gross amount of the capital increase was EUR 5,541,072,980 (including the issue premium) and the number of new shares created totalled 116,654,168.
These new shares are eligible for interest from January 1st 2008 and do not entitle holders to the dividend of € 0.90 per share for the 2007 financial year, proposed by the Board of Directors.
The settlement/delivery and admission to trading on Euronext Paris of the new shares created through this capital increase took place on March 13th 2008. The new shares, initially traded separately, will be classified with existing Company shares already traded on Euronext Paris after detachment of the dividend on June 3rd 2008 subject to dividend approval at the Shareholders' Meeting scheduled for May 27th 2008.
The total number of Societe Generale shares therefore increased to 583,270,841 from March 13th 2008.

At March 31st 2008, the Group's shareholders' equity totalled EUR 33.1 billion[1] and net asset value per share EUR 55.1, including EUR 0.9 of unrealised or deferred capital gains (excluding translation reserves).

The Group repurchased 0.1 million shares in Q1 08. At end-March, the Group held 29.9 million treasury shares (or 5.1% of the capital) excluding shares held for trading purposes.

The Group's risk-weighted assets (Basel I) stood at EUR 347.7 billion, up 15.8% vs. March 31st 2007.

As a result, the Tier One ratio (Basel I) stood at 7.9% at March 31st 2008.

The Group exhibited the main consequences of applying the Basel II[2] reform this quarter.

○ Basel II risk-weighted assets fell 5.3% vs. Basel I, contributing to a +43 bp increase in the Basel II Tier One ratio vs. the Basel I Tier One ratio. This change in risk-weighted assets, following the application of Basel II requirements, is due entirely to the decline in credit risk (-18.3%), despite an additional capital expense as a result of taking into account the risk-weighted assets relating to operational risk, which represent 13% of total Basel II risk-weighted assets.
○ Taking into account, in accordance with Basel II, of items to be deducted (at 50%) from Tier One capital[3], absorbs -32 bp of this difference.

As a result, the Basel II Tier One ratio stood at 8.0%, slightly higher than the Basel I Tier One ratio.

A presentation on the detailed consequences for the Group of applying Basel II will be made on June 25th 2008.

The Group is rated AA- by S&P and Fitch, and Aa2 by Moody's.

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[1] This figure includes notably (i) EUR 2.5 billion for the issue of deeply subordinated notes in January 2005 and 2006, EUR 0.8 billion of undated subordinated notes, and (ii) EUR 0.5 billion of unrealised or deferred capital gains (excluding translation reserves).

[2] More than 75% of outstandings are treated using advanced internal measurement methods (IRBA) and Group entities treated using the AMA internal measurement method represent 90% of the Group's net banking income.

[3] Subordinated debt or equity securities in banking institutions (non-consolidated or equity-consolidated) in excess of 10% of their capital, initial securitisation losses, losses expected on the equity portfolio and potential deficit between portfolio provisions and anticipated loss on healthy outstandings in the IRB scope.

FRENCH NETWORKS

In EUR million	Q1 08	Q1 07	Change Q1/Q1
Net banking income	**1,739**	**1,736**	**+0.2%**
NBI excl. PEL/CEL			*+2.0%*
Operating expenses	**-1,161**	**-1,145**	**+1.4%**
Gross operating income	**578**	**591**	**-2.2%**
GOI excl. PEL/CEL			*+3.2%*
Net allocation to provisions	**-87**	**-78**	**+11.5%**
Operating income	**491**	**513**	**-4.3%**
Net income	**312**	**327**	**-4.6%**
Net income excl. PEL/CEL			*+1.6%*

	Q1 08	Q1 07
ROE after tax	**18.8%**	**21.9%**

The French Networks' Q1 08 results reflect good resilience to an environment that was particularly difficult since it combined the financial market crisis and the fraud experienced by Societe Generale.

The number of net personal current accounts for **individual customers** rose by 21,700 units in Q1, taking the increase to +2.3% since end-Q1 07. Outstanding sight deposits rose +2.6% over one year, while outstandings for special savings accounts (excluding PEL accounts) were up +4.8%, mainly due to the Sustainable Development Account (*Livret de Développement Durable*) (+17.0%). However, investors continued to shun the PEL account as a savings medium (-12.9%). Meanwhile, life insurance inflow was significantly lower (-27.8%), albeit with a sharp recovery in March following the launch of a guaranteed rate offering based on euro-denominated investment vehicles. Finally, savers' desire to combine liquidity and risk-free return resulted in the virtual doubling (in the space of one year) of term deposit outstandings.
The beginning of the year saw healthy new housing loan business (EUR 3.8 billion, stable vs. Q1 07), in an environment where commitments were kept under control.

Activity also proved resilient in the case of **business customers**, with a rise of +2.6% in their sight deposits vs. Q1 07, +15.5% in operating loans and +14.7% in investment financing.

Overall, the French Networks' revenues were up +2.0% in Q1 2008, after adjustment for changes in the PEL/CEL provision (EUR 5 million provision allocation in Q1 08 vs. a EUR 26 million provision write-back in Q1 07). Before these adjustments, net banking income was stable vs. Q1 07 at EUR 1,739 million.

Net interest income was up +2.6% vs. Q1 07 (excluding PEL/CEL effect), due to the combination of increased deposits and rising market rates.

Commission income was up +1.3%, despite the decline in financial commissions (-7.3%), impacted by the fall in new life insurance and UCITS business in a deteriorated market environment. However, service commissions were up +4.5% vs. Q1 07, reflecting the growth in the business and in the customer base.

There was a moderate increase in operating expenses (+1.4%) vs. Q1 07.

The cost/income ratio (excluding the effect of the PEL/CEL provision) improved by 0.4 point to 66.6% (vs. 67.0% in Q1 07).

The net cost of risk remained stable at 28 basis points of risk-weighted assets vs. 29 basis points in Q1 07. The level reflects the good overall quality of the French Networks’ customer bases and their loan portfolio.

The French Networks' contribution to Group net income for the first three months of the year totalled EUR 312 million, down -4.6% vs. Q1 07 but up +1.6% excluding the effects of the PEL/CEL provision.

ROE after tax stood at 18.8% (19.1% excluding the effect of the PEL/CEL provision) vs. 21.9% in Q1 2007 (20.9% excluding the effect of the PEL/CEL provision).

INTERNATIONAL RETAIL BANKING

In EUR million	Q1 08	Q1 07	Change Q1/Q1
Net banking income	**1,116**	**763**	**+46.3%**
On a like-for-like basis*			***+22.1%***
Operating expenses	**-649**	**-465**	**+39.6%**
On a like-for-like basis*			***+14.7%***
Gross operating income	**467**	**298**	**+56.7%**
On a like-for-like basis*			***+33.6%***
Net allocation to provisions	**-88**	**-58**	**+51.7%**
Operating income	**379**	**240**	**+57.9%**
On a like-for-like basis*			***+39.4%***
Net income	**192**	**144**	**+33.3%**

	Q1 08	Q1 07
ROE after tax	**33.8%**	**33.9%**

International Retail Banking is one of the Group’s growth drivers with a model that combines external and organic growth. International Retail Banking enjoyed annual operating income growth of +25.7% between 2003 and 2007 on the back of this development model and the concentration of activity in regions with strong economic growth.

Emerging countries were relatively unaffected by the financial crisis in Q1 08, with their growth remaining robust. International Retail Banking maintained its strong commercial momentum: the number of individual customers rose +829,000, or +10.3% in one year, at constant structure since end-March 2007. Outstanding deposits and loans increased over one year by respectively +12.3%* and +30.5%* for individual customers, and +17.4%* and +28.1%* for business customers.

The Group continued to actively pursue its branch opening policy: the network increased by 347 branches at constant structure over one year, mainly in Romania (+188) but also in the Mediterranean Basin (+61). Consequently, the headcount grew by 3,140 at constant structure over one year. Following the integration of Rosbank, International Retail Banking now has 11.8 million individual customers, 3,422 branches and more than 57,000 staff.

On February 13th 2008, the Group became the majority shareholder of Rosbank and launched an offer for the minority shareholders in accordance with Russian regulations. The full consolidation of Rosbank has resulted, in financial terms, in a Q1 08 contribution of EUR +183 million to net banking income, EUR +115 million to operating expenses and EUR +26 million to the net cost of risk.
With 2.8 million individual customers, 588 branches and 17,500 staff, Rosbank is the leading private banking network in Russia.

International Retail Banking revenues totalled EUR 1,116 million in Q1 08, substantially higher than in Q1 07 (+22.1%* or +46.3% in absolute terms).

Operating expenses increased by +14.7%* (+39.6% in absolute terms) vs. Q1 07, including +6.0%* for the network’s organic growth costs.

Gross operating income was up +33.6%* (+56.7% in absolute terms) at EUR 467 million, with the C/I ratio continuing to improve (58.2% vs. 60.9% in Q1 07).

The increase in the cost of risk in Q1 08 (61 basis points vs. 54 basis points in Q1 07) is due to the integration of Rosbank. The net cost of risk excluding Rosbank was 51 basis points in Q1 08.

The division’s contribution to Group net income totalled EUR 192 million in Q1 08, up +30.1%* vs. Q1 07 (or +33.3% in absolute terms).

ROE after tax was stable at 33.8% (33.9% in Q1 07).

FINANCIAL SERVICES

In EUR million	Q1 08	Q1 07	Change Q1/Q1
Net banking income	**775**	**645**	**+20.2%**
On a like-for-like basis*			***+12.4%***
Operating expenses	**-428**	**-344**	**+24.4%**
On a like-for-like basis*			***+13.0%***
Gross operating income	**347**	**301**	**+15.3%**
On a like-for-like basis*			***+11.6%***
Net allocation to provisions	**-113**	**-84**	**+34.5%**
Operating income	**234**	**217**	**+7.8%**
On a like-for-like basis*			***+7.8%***
Net income	**154**	**138**	**+11.6%**

	Q1 08	Q1 07
ROE after tax	**15.4%**	**15.5%**

The **Financial Services** division comprises Specialised Financing (consumer credit, equipment finance, operational vehicle leasing and fleet management, IT leasing and management), Life and Non-Life Insurance.

Within Specialised Financing, **the consumer credit business** continued to enjoy sustained growth in Q1 08. New consumer loans were up 12.5%* vs. Q1 07 at EUR 3.0[1] billion. This performance continued to be driven by Eastern European markets such as Russia (+59.4%* vs. Q1 07 with new business representing EUR 444 million in Q1 08) and Poland (+95.3%* at EUR 246 million). The Brazilian companies, Banco Cacique and Banco Pecùnia, which have added to the division's commercial coverage, accounted for EUR 180 million of new business in Q1 08. Overall, consumer credit outstandings were up +15.4%* vs. end-March 2007 and totalled EUR 18.8 billion.

As for **business finance and services**, new financing[2] by SG Equipment Finance – the Continental European leader in equipment finance for businesses[3] – totalled EUR 2.2 billion in Q1 2008, up +11.3%* vs. Q1 07. The growth in new financing was particularly sharp in Eastern Europe, with an increase of +57.7%* in the Czech Republic and +26.6%* in Poland. Growth also remains robust in SG Equipment Finance's main market, Germany (+13.0%). Overall, SG Equipment Finance's outstandings[2] continued to grow (+7.5%* vs. Q1 2007), reaching EUR 17.6 billion at March 31st 2008.

In operational vehicle leasing and fleet management, ALD Automotive – No. 2 in Europe with a fleet under management of nearly 742,000 vehicles at March 31st 2008 (+6.9% at constant structure) – continues to expand as a result of extensive geographical coverage (39 countries). The growth in the number of vehicles remains buoyant in mature countries such as Germany (+5.1%) and France (+4.8%). It is particularly significant in Brazil (x 4), India (x 2.6) and Russia (x 2.2).

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[1] excluding French Networks
[2] excluding factoring
[3] according to the latest ranking published by Leaseurope

Overall, **Specialised Financing** revenues in Q1 08 rose +12.5%* vs. Q1 07 (+22.0% in absolute terms).

Life Insurance had to contend with a generally difficult market environment this quarter. Gross new inflows in the first three months of 2008 totalled EUR 2.3 billion, down -16.7% vs. Q1 07, in a difficult and highly competitive financial environment. The proportion of unit-linked policies amounted to 15.5%, reflecting investor preference for euro-denominated policies. Mathematical reserves rose +3.9%* and revenues increased +12.8% in Q1 08.

Overall, revenue growth in the **Financial Services** division amounted to +12.4%* (+20.2% in absolute terms) or EUR 775 million in Q1 08. Operating expenses (EUR 428 million) were up 13.0%* (+24.4% in absolute terms) due in particular to the costs inherent in the launch and development of new subsidiaries, especially in consumer credit. Gross operating income rose +11.6%* (+15.3% in absolute terms) to EUR 347 million.

The net allocation to provisions (EUR 113 million in Q1 2008) was up +21.4%* vs. Q1 07, amounting to 105 basis points vs. 91 basis points in Q1 07. This trend reflects the increased share of consumer credit, especially in emerging countries where the cost of risk is higher.

Q1 2008 operating income rose by +7.8%* (+7.8% in absolute terms) and the contribution to Group net income by +12.2%* to EUR 154 million. ROE after tax stood at 15.4% vs. 15.5% in Q1 2007.

In EUR million	Q1 08	Q1 07	Change Q1/Q1
Net banking income	**597**	**919**	**-35.0%**
On a like-for-like basis**			***-42.4%***
Operating expenses	**-654**	**-649**	**+0.8%**
On a like-for-like basis**			***+7.5%***
Operating income	**-57**	**269**	**NM**
On a like-for-like basis**			***NM***
Net income	**-31**	**176**	**NM**
o.w. Asset Management	**-139**	**82**	***NM***
Private Banking	**59**	**53**	***+11.3%***
SG SS, Brokers & Online Savings	**49**	**41**	***+19.5%***

In EUR billion	**Q1 08**	**Q1 07**
Net new money over period	**-6.9**	**18.9**
Assets under management (at end of period)	**391**	**441**

** When adjusted for changes in Group structure and at constant exchange rates, excluding Fimat and Newedge.

Global Investment Management and Services comprises asset management (Societe Generale Asset Management), private banking (SG Private Banking), Societe Generale Securities & Services (SG SS), Brokers and online savings (Boursorama).

The division experienced a sharp contrast between Asset Management and the other businesses during the quarter. As a result, Private Banking and Securities Services results remained satisfactory, whereas Asset Management was impacted by the effects of the financial crisis with the continuing outflow of funds in the dynamic money market funds segment. In accordance with its policy aimed at ensuring the liquidity of the money market funds that it markets, the Group proceeded to dispose of assets that had become illiquid at prices in line with the valuation of UCITS assets and based on the equality of unit holders. The financial consequences of these disposals (losses in relation to market prices) were borne by SGAM.

The division's outstanding assets under management totalled EUR 390.9[1] billion at end-March 2008 vs. EUR 441.4 billion at end-March 2007.

Q1 08 revenues were down -42.4%* (-35.0% in absolute terms) at EUR 597 million. Operating income amounted to EUR -57 million and the contribution to Group net income to EUR -31 million vs. EUR +176 million in Q1 07.

Asset Management

Asset Management posted a net outflow of EUR -7.3 billion (EUR -8.2 billion in Q4 07) in Q1 2008 vs. a net inflow of EUR +16.9 billion in Q1 07. This trend reflects notably the continued withdrawals from dynamic money market funds (EUR -5.2 billion) as well as the unwinding of CDOs managed by TCW (EUR -4.8 billion), whereas other asset classes benefited from a net inflow of EUR +2.7 billion.

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[1] This figures does not include the assets held by customers of the French Networks (around EUR 112 billion for investable assets exceeding EUR 150,000) nor the assets managed by Lyxor Asset Management (EUR 72.5 billion at March 31st 2008), whose results are consolidated in the Equities business line.

As a result of negative net flows and an unfavourable market and exchange rate effect (EUR 31.2 billion), the assets managed by SGAM totalled EUR 319.2 billion at end-March 2008, down 10.8% vs. their level at end-December 2007.

Given the Group's intention to ensure the liquidity of its dynamic money market products, without penalising its customers, and reduce the sensitivity of assets under management to the market, SGAM continued to purchase assets, as expected, and recorded disposal losses of EUR 274 million in Q1 2008. As a result, Asset Management's net banking income came to EUR -18 million vs. EUR +340 million in Q1 07.

Operating expenses fell -3.5%* (-5.2% in absolute terms) vs. Q1 07.

As a result of these developments, SGAM posted gross operating income of EUR -219 million vs. EUR +128 million in Q1 07 and a contribution to Group net income of EUR -139 million vs. EUR +82 million a year earlier.

Private Banking

In a difficult environment, SG Private Banking posted a net inflow of EUR +0.4 billion at end-March 2008 vs. EUR +2.0 billion in Q1 07.
Finally, assets under management totalled EUR 71.7 billion at end-March 2008 vs. EUR 76.9 billion at end-December 2007.

The gross margin stood at 115 bp and net banking income was up +12.8%* (+12.0% in absolute terms) at EUR 214 million.

Operating expenses were 14.8%* higher (+12.7% in absolute terms) reflecting recruitment and investment under the organic growth policy.

Gross operating income was up +9.6%* (+11.0% in absolute terms) and the contribution to Group net income rose +9.4%* (+11.3% in absolute terms) to EUR 59 million.

Societe Generale Securities Services (SG SS), Brokers and online savings (Boursorama)

The business line confirmed its dynamic sales in Q1 2008.

The **Global Custodian subdivision** posted a sharp increase in assets under custody due to dynamic sales and the integration in the SGSS platform of Pioneer's assets, and Capitalia incorporated at the end of March. Assets under custody totalled EUR 2,731 billion, up +11.6% vs. Q1 07 and assets under administration totalled EUR 499 billion (+28.3%).

The result of the merger of FIMAT and Calyon Financial, **Newedge** began its operations on January 2nd 2008. The new entity has enjoyed buoyant business, with 431 million executed transactions and 462 million cleared contracts. The financial results are in line with the targets set.

In an environment marked by the substantial erosion of stock market prices, the number of orders executed by **Boursorama** fell by -11.7% to 1,480,000. The banking offering continues to enjoy real success with 5,700 accounts opened in Q1 08 vs. 3,000 in Q1 07, taking the total number of bank accounts to nearly 68,000.

Overall, the SGSS, Brokers and Online Savings division posted net banking income of EUR 401 million, up +21.8%* (+3.4% in absolute terms[1]). The division's gross operating income totalled EUR 81 million and the contribution to Group net income amounted to EUR 49 million, an increase of +60.0%* (+19.5% in absolute terms).

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[1] As from January 1st 2008, Newedge is consolidated on a proportional basis (50%), whereas FIMAT was fully consolidated.

In EUR million	Q1 08	Q1 07 [(a)]	Change Q1/Q1
Net banking income	**1,563**	**1,947**	**-19.7%**
On a like-for-like basis*			***-16.6%***
Financing and Advisory	**980**	**354**	***x 2.8***
Fixed Income, Currencies and Commodities	**-151**	**525**	***NM***
Equities	**734**	**1,068**	**-31.3%**
Operating expenses	**-1,001**	**-1,081**	**-7.4%**
On a like-for-like basis*			***-4.2%***
Gross operating income	**562**	**866**	**-35.1%**
On a like-for-like basis*			***-32.3%***
Net allocation to provisions	**-312**	**29**	**NM**
Operating income	**250**	**895**	**-72.1%**
On a like-for-like basis*			***-70.9%***
Net income	**139**	**666**	**-79.1%**

	Q1 08	Q1 07 [(a)]
ROE after tax	**9.4%**	**50.2%**

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorised and concealed market activities. The restated data appear on pages 40 and 41. However, in order to provide more relevant information on Corporate and Investment Banking's performance, the figures correspond to reported historic data. The comments are also based on these reported historic data.

Corporate and Investment Banking's net banking income amounted to EUR 1,563 million in Q1 08, down 16.6%* vs. Q1 07. However, Q1 07 represents a high comparison base characterised by record revenues and very favourable market conditions which have continually deteriorated since Q2 07.

Q1 08 net banking income includes a number of non-recurring items which break down as follows:

- EUR -596 million of write-downs due to the exacerbation of the crisis in the United States:
  - EUR -350 million on the trading portfolio of unhedged CDOs,
  - EUR -43 million on RMBS,
  - EUR -203 million relating to counterparty risks on monoline insurers.

- EUR -583 million due to the extension of the crisis to new asset classes:
  - EUR -166 million of write-downs on an essentially European ABS trading portfolio purchased from the Asset Management division as part of the Group's decision to ensure liquidity to its clients (as a result, Corporate and Investment Banking held EUR 7.4 billion of dynamic money market fund assets at end-March 2008),
  - EUR -417 million of losses and write-downs relating to an exotic credit derivatives portfolio consisting of US and European ABS. Although this portfolio is hedged, widely varying credit spreads exposed it to a risk related to the dynamic management of the hedge during the first quarter.

- EUR +1,266 million related to the mark to market of the portfolio of CDS purchased to protect the loan portfolio for EUR +743 million (NBI impact largely wiped out at end-April 2008 following developments in the market), and the valuation at fair value of the Group's financial liabilities for EUR +523 million.

The net banking income of the Equities businesses came to EUR 734 million, down -3.0% vs. Q4 07 (-31.3% vs. Q1 07) in an environment marked by difficult market conditions (very high volatility and correlation). When adjusted for the gain resulting from the valuation at fair value of the Group's financial liabilities, net banking income comes to EUR 534 million. Trading revenues were stable vs. Q4 07 (-66.3% vs. Q1 07) in a transitional environment marked in particular by the reduction in allocated limits. The results of client-driven activities illustrate the resilience of the client franchise: flow products produced a very good performance (market share in the ETF segment improved from 25.2% in Q4 07 to 27.0%), and structured products a reasonable performance. Moreover, Lyxor recorded a net inflow of EUR 6.3 billion[1], taking its assets under management to EUR 72.5 billion.

The revenues of the Fixed Income, Currencies & Commodities business continued to be impacted by the crisis environment, with net banking income of EUR -151 million in Q1 08 after EUR -2,099 million in Q4 07 and EUR +525 million in Q1 07. When adjusted for the gain resulting from the valuation at fair value of financial liabilities, revenues came to EUR -474 million. Client-driven activities produced good performances, with client net banking income up +19.8% vs. Q1 07, primarily due to record revenues for flow products, offset by slower activity for structured products, particularly in the credit segment where the market remained closed. Meanwhile, improved trading revenues, excluding exceptional valuation factors, vs. Q4 07 were the result of the growth in our fixed income and currencies business, while revenues from the treasury business remained high.

Financing & Advisory revenues totalled EUR 980 million, up +43.9% vs. Q4 07. When adjusted for the market valuation of the CDS portfolio (EUR +743 million) and write-downs on Non Investment Grade transactions in the process of syndication (EUR -44 million), the division's revenues were 22.4% lower than in Q1 07. In an environment marked by the continued decline in capital market issue volumes, the division's franchise remains solid. Since Q3 07, the Group has recorded an increased market share in the euro bond issues segment, where it is ranked fifth[2]. Moreover, revenues driven by commodity and infrastructure financing remain solid, illustrating the quality of the franchise and cross-selling model.

Corporate and Investment Banking's operating expenses fell -4.2%* vs. Q1 07 to EUR 1,001 million, with the increase in the headcount being offset by the adjustment in variable remuneration following the decline in revenues. The C/I ratio came to 64.0% (vs. 55.5% in Q1 07).

Corporate and Investment Banking recorded EUR 312 million of prudent provisions vs. a EUR 29 million write-back in Q1 07. This increase in the cost of risk is due to the provisioning of a very limited number of transactions and does not represent a structural deterioration in the portfolio.

The division made a total contribution to Group operating income in Q1 08 of EUR 250 million (vs. EUR 895 million in Q1 07 and a negative contribution of EUR -1,145 million in Q4 07). Corporate and Investment Banking's contribution to Group net income was EUR 139 million in Q1 08. ROE after tax stood at 9.4%.

We would reiterate that the Board of Directors' Special Committee, set up in the wake of the fraud, is scheduled to publish its findings before the May 27th Annual General Meeting.

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[1] Excluding exchange rate and performance effects

[2] Source: IFR, April 2008

CORPORATE CENTRE

The Corporate Centre recorded gross operating income of EUR -123 million in Q1 2008 (vs. EUR +22 million in Q1 2007). Income from the equity portfolio amounted to EUR 99 million in Q1 07, whereas no disposal was made in Q1 2008.

At March 31st 2008, the IFRS net book value of the industrial equity portfolio, excluding unrealised capital gains, amounted to EUR 0.6 billion, representing market value of EUR 0.8 billion.

The Group continued with its policy of managing the liquidity of some SGAM funds. As a result, it held EUR 3.8[1] billion of dynamic money market fund assets at end-March 2008.

Moreover, the Corporate Centre recorded a capital gain (EUR 602 million before tax) in Q1 08 following the merger of Fimat during the creation of the new entity Newedge. The Group recorded EUR 420 million of goodwill on this operation, thus limiting the consequences of the capital gain on the Tier One ratio.

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[1] including EUR 0.8 billion of fund units

CONCLUSION

In a difficult environment and despite a number of non-recurring items related to the crisis booked during the quarter, Societe Generale confirmed its ability to bounce back and generally produced good commercial performances in Q1 08. The Group continued to grow in all the retail banking networks and Financial Services businesses. It achieved a good performance in Private Banking and Securities Services, and confirmed the quality of the Corporate and Investment Banking franchise.

The solidity of Societe Generale's financial situation at March 31st 2008 (with a Basel I Tier One ratio of 7.9%) will enable it to continue to expand in businesses and markets with strong potential.

2008 financial communication calendar and events

May 27th 2008	**Annual General Meeting**
June 3rd 2008	**Dividend detachment**
June 6th 2008	**Dividend payment**
June 25th 2008	**Basel II conference call**
August 5th 2008	**Publication of second quarter 2008 results**
November 6th 2008	**Publication of third quarter 2008 results**

This document contains a number of forecasts and comments relating to the targets and strategies of the Societe Generale Group.

These forecasts are based on a series of assumptions, both general and specific. As a result, there is a risk that these projections will not be met. Readers are therefore advised not to rely on these figures more than is justified as the Group's future results are liable to be affected by a number of factors and may therefore differ from current estimates.

Investors are advised to take into account factors of uncertainty and risk when basing their investment decisions on information provided in this document. Neither Societe Generale nor its representatives may be held liable for any loss resulting from the use of this presentation or its contents, or anything relating to them, or any document or information to which the presentation may refer.

Unless otherwise specified, the sources for the rankings are internal.

FIGURES AND QUARTERLY RESULTS BY CORE BUSINESS

CONSOLIDATED INCOME STATEMENT (in millions of euros)	**First quarter**			
	2008	**2007 (a)**	**Change Q1/Q1**	
Net banking income	5,679	6,046	-6.1%	-8.6%(*)
Operating expenses	(3,905)	(3,698)	+5.6%	+3.4%(*)
Gross operating income	**1,774**	**2,348**	**-24.4%**	**-27.2%(*)**
Net allocations to provisions	(598)	(192)	x 3.1	x 2.9 (*)
Operating income	**1,176**	**2,156**	**-45.5%**	**-47.6%(*)**
Net income from other assets	606	24	NM	
Net income from companies accounted for by the equity method	5	11	-54.5%	
Impairment losses on goodwill	0	0	NM	
Income tax	(519)	(613)	-15.3%	
Net income before minority interests	**1,268**	**1,578**	**-19.6%**	
o.w. minority interests	172	147	+17.0%	
Net income	**1,096**	**1,431**	**-23.4%**	
Annualised Group ROE after tax (%)	16.5%	24.4%		
Tier One ratio at end of period	7.9%	7.5%		

(*) When adjusted for changes in Group structure and at constant exchange rates

NET INCOME AFTER TAX BY CORE BUSINESS (in millions of euros)	**First quarter**		
	2008	**2007 (a)**	**Change Q1/Q1**
French Networks	**312**	**327**	**-4.6%**
International Retail Banking	**192**	**144**	**+33.3%**
Financial Services	**154**	**138**	**+11.6%**
Global Investment Management & Services	**(31)**	**176**	NM
o.w. Asset Management	(139)	82	NM
o.w. Private Banking	59	53	+11.3%
o.w. SG SS, Brokers & Online Savings	49	41	+19.5%
Corporate & Investment Banking	**139**	**666**	**-79.1%**
CORE BUSINESSES	**766**	**1,451**	**-47.2%**
Corporate Centre	**330**	**(20)**	**NM**
GROUP	**1,096**	**1,431**	**-23.4%**

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorised and concealed market activities. The restated data appear on pages 40 and 41.

QUARTERLY RESULTS BY CORE BUSINESSES

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				**2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)**				**2007 - IFRS (inc. IAS 32 & 39 and IFRS 4)**				**2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)**			
(in millions of euros)	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
French Networks																
Net banking income	1,545	1,513	1,559	1,678	1,698	1,730	1,677	1,728	1,736	1,789	1,746	1,787	1,739			
Operating expenses	-1,093	-1,081	-1,054	-1,088	-1,130	-1,093	-1,084	-1,143	-1,145	-1,126	-1,108	-1,187	-1,161			
Gross operating income	*452*	*432*	*505*	*590*	*568*	*637*	*593*	*585*	*591*	*663*	*638*	*600*	*578*			
Net allocation to provisions	-68	-67	-64	-85	-61	-71	-55	-88	-78	-78	-68	-105	-87			
Operating income	*384*	*365*	*441*	*505*	*507*	*566*	*538*	*497*	*513*	*585*	*570*	*495*	*491*			
Net income from other assets	0	1	0	1	0	2	1	2	3	1	0	0	1			
Net income from companies accounted for by the equity method	0	1	0	0	0	1	0	1	0	1	0	1	0			
Income tax	-134	-129	-154	-177	-173	-192	-185	-169	-176	-199	-192	-169	-167			
Net income before minority interests	*250*	*238*	*287*	*329*	*334*	*377*	*354*	*331*	*340*	*388*	*378*	*327*	*325*			
o.w. minority interests	12	11	11	11	13	14	12	13	13	19	14	12	13			
Net income	*238*	*227*	*276*	*318*	*321*	*363*	*342*	*318*	*327*	*369*	*364*	*315*	*312*			
Average allocated capital	4,897	5,063	5,208	5,375	5,547	5,702	5,756	5,806	5,965	6,155	6,335	6,456	6,631			
ROE after tax	19.4%	17.9%	21.2%	23.7%	23.1%	25.5%	23.8%	21.9%	21.9%	24.0%	23.0%	19.5%	18.8%			
International Retail Banking																
Net banking income	541	572	576	656	641	669	695	781	763	860	871	950	1,116			
Operating expenses	-327	-341	-349	-402	-378	-395	-415	-456	-465	-498	-494	-529	-649			
Gross operating income	*214*	*231*	*227*	*254*	*263*	*274*	*280*	*325*	*298*	*362*	*377*	*421*	*467*			
Net allocation to provisions	-28	-27	-29	-47	-48	-53	-47	-67	-58	-53	-44	-49	-88			
Operating income	*186*	*204*	*198*	*207*	*215*	*221*	*233*	*258*	*240*	*309*	*333*	*372*	*379*			
Net income from other assets	8	-2	0	-1	9	-1	1	-2	20	1	-2	9	-3			
Net income from companies accounted for by the equity method	1	1	1	1	2	3	2	4	8	11	8	9	4			
Income tax	-54	-57	-55	-58	-58	-58	-59	-67	-64	-78	-82	-96	-79			
Net income before minority interests	*141*	*146*	*144*	*149*	*168*	*165*	*177*	*193*	*204*	*243*	*257*	*294*	*301*			
o.w. minority interests	47	50	49	48	57	57	57	61	60	75	85	92	109			
Net income	*94*	*96*	*95*	*101*	*111*	*108*	*120*	*132*	*144*	*168*	*172*	*202*	*192*			
Average allocated capital	875	919	967	1,074	1,103	1,164	1,401	1,597	1,701	1,796	1,917	2,025	2,275			
ROE after tax	43.0%	41.8%	39.3%	37.6%	40.3%	37.1%	34.3%	33.1%	33.9%	37.4%	35.9%	39.9%	33.8%			
Financial Services																
Net banking income	459	494	498	570	562	592	594	656	645	688	707	798	775			
Operating expenses	-250	-263	-268	-317	-304	-318	-321	-347	-344	-372	-375	-435	-428			
Gross operating income	*209*	*231*	*230*	*253*	*258*	*274*	*273*	*309*	*301*	*316*	*332*	*363*	*347*			
Net allocation to provisions	-38	-49	-57	-55	-66	-60	-60	-87	-84	-86	-102	-102	-113			
Operating income	*171*	*182*	*173*	*198*	*192*	*214*	*213*	*222*	*217*	*230*	*230*	*261*	*234*			
Net income from other assets	0	0	0	0	0	0	0	-1	0	1	0	0	0			
Net income from companies accounted for by the equity method	0	0	0	-8	1	-3	-2	-10	-2	-3	-1	-1	-3			
Income tax	-60	-64	-59	-69	-67	-75	-74	-75	-73	-77	-78	-87	-72			
Net income before minority interests	*111*	*118*	*114*	*121*	*126*	*136*	*137*	*136*	*142*	*151*	*151*	*173*	*159*			
o.w. minority interests	2	2	3	4	3	4	3	4	4	4	4	5	5			
Net income	*109*	*116*	*111*	*117*	*123*	*132*	*134*	*132*	*138*	*147*	*147*	*168*	*154*			
Average allocated capital	2,604	2,706	2,797	2,909	3,094	3,264	3,301	3,462	3,560	3,681	3,779	3,884	4,013			
ROE after tax	16.7%	17.1%	15.9%	16.1%	15.9%	16.2%	16.2%	15.3%	15.5%	16.0%	15.6%	17.3%	15.4%			

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2007 - IFRS (inc. IAS 32 & 39 and IFRS 4)				2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Global Investment Management & Services																
Net banking income	602	608	640	734	769	775	767	884	919	1,116	854	852	597			
Operating expenses	-415	-435	-455	-547	-523	-552	-564	-659	-649	-677	-638	-744	-654			
Gross operating income	*187*	*173*	*185*	*187*	*246*	*223*	*203*	*225*	*270*	*439*	*216*	*108*	*-57*			
Net allocation to provisions	0	-1	-1	-4	-3	-1	-1	-3	-1	-5	-2	-33	0			
Operating income	*187*	*172*	*184*	*183*	*243*	*222*	*202*	*222*	*269*	*434*	*214*	*75*	*-57*			
Net income from other assets	0	0	0	0	0	0	0	-1	0	0	-2	-4	0			
Net income from companies accounted for by the equity method	0	0	0	0	1	-1	0	0	0	0	0	0	0			
Income tax	-58	-54	-56	-55	-75	-69	-65	-64	-83	-136	-64	-12	25			
Net income before minority interests	*129*	*118*	*128*	*128*	*169*	*152*	*137*	*157*	*186*	*298*	*148*	*59*	*-32*			
o.w. minority interests	12	9	11	11	14	10	5	9	10	9	11	9	-1			
Net income	*117*	*109*	*117*	*117*	*155*	*142*	*132*	*148*	*176*	*289*	*137*	*50*	*-31*			
Average allocated capital	810	917	930	919	1,019	1,052	1,074	1,197	1,239	1,282	1,456	1,550	1,506			
ROE after tax	57.8%	47.5%	50.3%	50.9%	60.8%	54.0%	49.2%	49.5%	56.8%	90.2%	37.6%	12.9%	n/s			
o.w. Asset Management																
Net banking income	269	259	286	338	333	305	295	348	340	345	243	191	-18			
Operating expenses	-154	-163	-178	-220	-193	-196	-186	-230	-212	-226	-176	-227	-201			
Gross operating income	*115*	*96*	*108*	*118*	*140*	*109*	*109*	*118*	*128*	*119*	*67*	*-36*	*-219*			
Net allocation to provisions	0	0	0	-2	0	0	0	1	0	0	0	-4	0			
Operating income	*115*	*96*	*108*	*116*	*140*	*109*	*109*	*119*	*128*	*119*	*67*	*-40*	*-219*			
Net income from other assets	0	0	0	0	0	0	0	-1	0	0	-2	-4	0			
Net income from companies accounted for by the equity method	0	0	0	0	1	-1	0	0	0	0	0	0	0			
Income tax	-39	-33	-36	-39	-47	-38	-38	-39	-43	-41	-22	15	72			
Net income before minority interests	*76*	*63*	*72*	*77*	*94*	*70*	*71*	*79*	*85*	*78*	*43*	*-29*	*-147*			
o.w. minority interests	9	7	7	8	9	2	3	2	3	1	3	1	-8			
Net income	*67*	*56*	*65*	*69*	*85*	*68*	*68*	*77*	*82*	*77*	*40*	*-30*	*-139*			
Average allocated capital	287	327	307	272	287	293	276	265	277	302	404	502	450			
ROE after tax	93.4%	68.5%	84.7%	101.5%	118.5%	92.8%	98.6%	116.2%	118.4%	102.0%	39.6%	NM	NM			
o.w. Private Banking																
Net banking income	127	129	135	149	164	164	156	174	191	198	201	233	214			
Operating expenses	-86	-90	-93	-107	-102	-106	-105	-121	-118	-126	-130	-157	-133			
Gross operating income	*41*	*39*	*42*	*42*	*62*	*58*	*51*	*53*	*73*	*72*	*71*	*76*	*81*			
Net allocation to provisions	0	0	-1	0	-2	0	-1	-1	0	-1	0	0	-1			
Operating income	*41*	*39*	*41*	*42*	*60*	*58*	*50*	*52*	*73*	*71*	*71*	*76*	*80*			
Net income from other assets	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*			
Net income from companies accounted for by the equity method	0	0	0	0	0	0	0	0	0	0	0	0	0			
Income tax	-9	-9	-7	-8	-14	-14	-12	-9	-17	-15	-17	-14	-18			
Net income before minority interests	*32*	*30*	*34*	*34*	*46*	*44*	*38*	*43*	*56*	*56*	*54*	*62*	*62*			
o.w. minority interests	2	2	2	2	3	3	2	4	3	3	3	4	3			
Net income	*30*	*28*	*32*	*32*	*43*	*41*	*36*	*39*	*53*	*53*	*51*	*58*	*59*			
Average allocated capital	283	316	329	340	376	386	372	377	396	410	435	466	480			
ROE after tax	42.4%	35.4%	38.9%	37.6%	45.7%	42.5%	38.7%	41.4%	53.5%	51.7%	46.9%	49.8%	49.2%			
o.w. SG SS & Online Savings																
Net banking income	206	220	219	247	272	306	316	362	388	573	410	428	401			
Operating expenses	-175	-182	-184	-220	-228	-250	-273	-308	-319	-325	-332	-360	-320			
Gross operating income	31	38	35	27	44	56	43	54	69	248	78	68	81			
Net allocation to provisions	0	-1	0	-2	-1	-1	0	-3	-1	-4	-2	-29	1			
Operating income	31	37	35	25	43	55	43	51	68	244	76	39	82			
Net income from other assets	0	0	0	0	0	0	0	0	0	0	0	0	0			
Net income from companies accounted for by the equity method	0	0	0	0	0	0	0	0	0	0	0	0	0			
Income tax	-10	-12	-13	-8	-14	-17	-15	-16	-23	-80	-25	-13	-29			
Net income before minority interests	21	25	22	17	29	38	28	35	45	164	51	26	53			
o.w. minority interests	1	0	2	1	2	5	0	3	4	5	5	4	4			
Net income	20	25	20	16	27	33	28	32	41	159	46	22	49			
Average allocated capital	240	274	294	307	356	373	426	555	566	570	617	582	576			
ROE after tax	33.3%	36.5%	27.2%	20.8%	30.3%	35.4%	26.3%	23.1%	29.0%	111.6%	29.8%	15.1%	34.0%			

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2007[a] - IFRS (inc. IAS 32 & 39 and IFRS 4)				2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Corporate and Investment Banking																
Net banking income	1,550	1,233	1,496	1,418	1,957	1,832	1,521	1,688	1,947	2,077	1,159	-661	1,563			
Operating expenses	-843	-784	-853	-840	-1,066	-1,063	-831	-930	-1,081	-1,112	-743	-489	-1,001			
Gross operating income	*707*	*449*	*643*	*578*	*891*	*769*	*690*	*758*	*866*	*965*	*416*	*-1,150*	*562*			
Net allocation to provisions	47	22	32	44	19	35	23	16	29	31	-9	5	-312			
Operating income excluding net loss on unauthorised and concealed market activities	*754*	*471*	*675*	*622*	*910*	*804*	*713*	*774*	*895*	*996*	*407*	*-1,145*	*250*			
Net loss on unauthorised and concealed market activities	0	0	0	0	0	0	0	0	0	0	0	*-4,911*	0			
Operating income including net loss on unauthorised and concealed market activities	*754*	*471*	*675*	*622*	*910*	*804*	*713*	*774*	*895*	*996*	*407*	*-6,056*	*250*			
Net income from other assets	0	0	1	-12	23	1	4	2	1	-1	2	24	-3			
Net income from companies accounted for by the equity method	4	6	-5	17	6	6	8	4	6	2	6	5	5			
Impairment losses on goodwill	0	-13	0	0	0	0	0	0	*0*	*0*	*0*	*0*	*0*			
Income tax	-257	-115	-170	-126	-293	-219	-197	-193	-233	-274	-101	2,109	-113			
Net income before minority interests	*501*	*349*	*501*	*501*	*646*	*592*	*528*	*587*	*669*	*723*	*314*	*-3,918*	*139*			
o.w. minority interests	3	3	3	2	3	3	5	2	3	2	4	0	0			
Net income	*498*	*346*	*498*	*499*	*643*	*589*	*523*	*585*	*666*	*721*	*310*	*-3,918*	*139*			
Average allocated capital	3,686	3,975	4,362	4,570	4,747	4,868	4,969	5,067	5,303	5,731	5,888	5,811	5,913			
ROE after tax	54.0%	34.8%	45.7%	43.7%	54.2%	48.4%	42.1%	46.2%	50.2%	50.3%	21.1%	NM	9.4%			
Corporate and Investment Banking (excl. Cowen)																
Net income	1,494	1,195	1,441	1,359	1,879	1,776	1,517	1,688	1,947	2,077	1,159	-661	1,563			
Financing and Advisory	*348*	*330*	*354*	*456*	*308*	*396*	*416*	*439*	*354*	*449*	*375*	*681*	*980*			
Fixed Income, Currencies and Commodities	*485*	*289*	*477*	*507*	*543*	*623*	*492*	*594*	*525*	*584*	*105*	*-2099*	*-151*			
Equities	*661*	*576*	*610*	*396*	*1028*	*757*	*609*	*655*	*1068*	*1044*	*679*	*757*	*734*			
Operating expenses	-791	-746	-794	-783	-997	-1,004	-824	-930	-1,081	-1,112	-743	-489	-1,001			
Gross operating income	*703*	*449*	*647*	*576*	*882*	*772*	*693*	*758*	*866*	*965*	*416*	*-1,150*	*562*			
Net allocation to provisions	47	22	32	44	19	35	23	16	29	31	-9	5	-312			
Operating income excluding net loss on unauthorised and concealed market activities	*750*	*471*	*679*	*620*	*901*	*807*	*716*	*774*	*895*	*996*	*407*	*-1,145*	*250*			
Net loss on unauthorised and concealed market activities	0	0	0	0	0	0	0	0	*0*	*0*	*0*	*-4,911*	*0*			
Operating income including net loss on unauthorised and concealed market activities	*750*	*471*	*679*	*620*	*901*	*807*	*716*	*774*	*895*	*996*	*407*	*-6,056*	*250*			
Net income from other assets	0	0	1	-12	23	1	4	2	1	-1	2	24	-3			
Net income from companies accounted for by the equity method	4	6	-5	17	6	6	8	4	6	2	6	5	5			
Impairment losses on goodwill	0	-13	0	0	0	0	0	0	*0*	*0*	*0*	*0*	*0*			
Income tax	-256	-115	-171	-125	-290	-219	-199	-193	-233	-274	-101	2,109	-113			
Net income before minority interests	*498*	*349*	*504*	*500*	*640*	*595*	*529*	*587*	*669*	*723*	*314*	*-3,918*	*139*			
o.w. minority interests	3	3	3	2	3	3	5	2	3	2	4	0	0			
Net income	*495*	*346*	*501*	*498*	*637*	*592*	*524*	*585*	*666*	*721*	*310*	*-3,918*	*139*			
Average allocated capital	3,677	3,965	4,353	4,561	4,738	4,860	4,963	5,065	5,303	5,731	5,888	5,811	5,913			
ROE after tax	53.8%	34.9%	46.0%	43.7%	53.8%	48.7%	42.2%	46.2%	50.2%	50.3%	21.1%	NM	9.4%			
Corporate Centre																
Net banking income	53	38	102	31	144	111	12	-66	36	92	38	154	-111			
Operating expenses	-57	7	-37	-64	-11	-68	2	-54	-14	-32	-16	-32	-12			
Gross operating income	*-4*	*45*	*65*	*-33*	*133*	*43*	*14*	*-120*	*22*	*60*	*22*	*122*	*-123*			
Net allocation to provisions	14	7	-1	7	-3	-2	6	-2	0	5	-1	-17	2			
Operating income	*10*	*52*	*64*	*-26*	*130*	*41*	*20*	*-122*	*22*	*65*	*21*	*105*	*-121*			
Net income from other assets	158	0	-1	-5	2	2	-3	2	0	4	-1	-16	611			
Net income from companies accounted for by the equity method	0	0	0	0	0	-3	0	-2	-1	-2	-1	-2	-1			
Impairment losses on goodwill	0	0	0	-10	0	0	0	-18	0	0	0	0	0			
Income tax	56	52	11	52	29	-2	62	45	16	45	33	-211	-113			
Net income before minority interests	*224*	*104*	*74*	*11*	*161*	*38*	*79*	*-95*	*37*	*112*	*52*	*-124*	*376*			
o.w. minority interests	61	46	49	54	55	58	61	41	57	62	59	44	46			
Net income	*163*	*58*	*25*	*-43*	*106*	*-20*	*18*	*-136*	*-20*	*50*	*-7*	*-168*	*330*			

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorised and concealed market activities. The restated data appear on pages 40 and 41.

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2007 [(a)] - IFRS (inc. IAS 32 & 39 and IFRS 4)				2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
GROUP																
Net banking income	4,750	4,458	4,871	5,087	5,771	5,709	5,266	5,671	6,046	6,622	5,375	3,880	5,679			
Operating expenses	-2,985	-2,897	-3,016	-3,258	-3,412	-3,489	-3,213	-3,589	-3,698	-3,817	-3,374	-3,416	-3,905			
Gross operating income	*1,765*	*1,561*	*1,855*	*1,829*	*2,359*	*2,220*	*2,053*	*2,082*	*2,348*	*2,805*	*2,001*	*464*	*1,774*			
Net allocation to provisions	*-73*	*-115*	*-120*	*-140*	*-162*	*-152*	*-134*	*-231*	*-192*	*-186*	*-226*	*-301*	*-598*			
Operating income excluding net loss on unauthorised and concealed market activities	*1,692*	*1,446*	*1,735*	*1,689*	*2,197*	*2,068*	*1,919*	*1,851*	*2,156*	*2,619*	*1,775*	*163*	*1,176*			
Net loss on unauthorised and concealed market activities	0	0	0	0	0	0	0	0	0	0	0	*-4,911*	0			
Operating income including net loss on unauthorised and concealed market activities	1,692	1,446	1,735	1,689	2,197	2,068	1,919	1,851	2,156	2,619	1,775	*-4,748*	1,176			
Net income from other assets	*166*	*-1*	*0*	*-17*	*34*	*4*	*3*	*2*	*24*	*6*	*-3*	*13*	*606*			
Net income from companies accounted for by the equity method	*5*	*8*	*-4*	*10*	*10*	*3*	*8*	*-3*	*11*	*9*	*12*	*12*	*5*			
Impairment losses on goodwill	*0*	*-13*	*0*	*-10*	*0*	*0*	*0*	*-18*	*0*	*0*	*0*	*0*	*0*			
Income tax	*-507*	*-367*	*-483*	*-433*	*-637*	*-615*	*-518*	*-523*	*-613*	*-719*	*-484*	*1,534*	*-519*			
Net income before minority interests	*1,356*	*1,073*	*1,248*	*1,239*	*1,604*	*1,460*	*1,412*	*1,309*	*1,578*	*1,915*	*1,300*	*-3,189*	*1,268*			
o.w. minority interests	*137*	*121*	*126*	*130*	*145*	*146*	*143*	*130*	*147*	*171*	*177*	*162*	*172*			
Net income	*1,219*	*952*	*1,122*	*1,109*	*1,459*	*1,314*	*1,269*	*1,179*	*1,431*	*1,744*	*1,123*	*-3,351*	*1,096*			
Average allocated capital	15,771	16,412	17,083	17,759	18,437	19,454	20,482	22,054	23,268	23,727	24,324	23,413	25,436			
ROE after tax	30.8%	23.1%	26.1%	24.8%	31.5%	26.8%	24.6%	21.2%	24.4%	29.0%	18.0%	NM	16.5%			

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorised and concealed market activities. The restated data appear on pages 40 and 41.

METHODOLOGY

1- Reported 2007 historic quarterly results have been restated: corrections in respect of the fictitious operations recorded on unauthorised and concealed market activities uncovered in January 2008.

The quarterly results at March 31st 2007, June 30th 2007, September 30th 2007 and December 31st 2007, presented for comparative purposes, have been adjusted to restate the accounting consequences of the fictitious operations recorded in 2007 and 2008 on unauthorised and concealed market activities discovered in January 2008. This information is presented on pages 40 and 41. However, in order to provide more relevant information on the Group's performance, the figures in this document correspond to reported historic data. The comments are also based on these reported data.

2- The Group's results were approved by the Board of Directors on May 12th 2008

The financial information presented for Q1 2008 has been prepared in accordance with IFRS (International Financial Reporting Standards) as adopted in the European Union on March 31st 2008.

This financial information does not constitute summarised consolidated financial statements for an interim period, as defined by IAS 34 "Interim Financial Reporting". Societe Generale's Management intends to publish summarised interim consolidated financial statements for the interim situation at June 30th 2008.

3- Group ROE is calculated on the basis of average Group shareholders' equity under IFRS excluding (i) unrealised or deferred capital gains or losses booked directly under shareholders' equity excluding conversion reserves, (ii) deeply subordinated notes, (iii) undated subordinated notes recognized as shareholders' equity, and deducting (iv) interest to be paid to holders of deeply subordinated notes and of the restated, undated subordinated notes. The net income used to calculate ROE excludes interest, net of tax impact, to be paid to holders of deeply subordinated notes for the period and, as of 2006, to the holders of restated, undated subordinated notes (i.e. EUR 46 million in Q1 2008 and EUR 83 million in 2007 vs. EUR 11 million in Q1 2007).

4- Earnings per share is the ratio of (i) net income for the period after deduction (as of 2005) of the interest, net of tax, to be paid to holders of deeply subordinated notes (EUR 35 million in Q1 2008 and EUR 7 million in Q1 2007) and, as of 2006, the interest, net of tax, to be paid to holders of undated subordinated notes which were reclassified from debt to shareholders' equity (EUR 11 million in Q1 2008 vs. EUR 4 million in Q1 2007) and (ii) the average number of shares outstanding excluding treasury shares, but taking into account (a) trading shares held by the Group, and (b) shares held under the liquidity contract.

5- Net assets are comprised of Group shareholders' equity, excluding (i) deeply subordinated notes (EUR 2.42 billion), undated subordinated notes previously recognised as debt (EUR 0.83 billion) and (ii) interest to be paid to holders of deeply subordinated notes and undated subordinated notes, but reinstating the book value of trading shares held by the Group and shares held under the liquidity contract. The number of shares used to calculate book value per share is the number outstanding at March 31st 2008, excluding treasury shares but including (a) trading shares held by the Group and (b) shares held under the liquidity contract.

FICTITIOUS OPERATIONS RECORDED ON UNAUTHORISED AND CONCEALED MARKET ACTIVITIES HAVE BEEN RESTATED

Comparative income statement at March 31st 2008

(in millions of euros)	Q1 07 Restated	Q1 08	Chge
GROUP			
Net banking income	6,046	5,679	-367
Operating expenses	-3,698	-3,905	-207
Gross operating income	*2,348*	*1,774*	*-574*
Net allocation to provisions	*-192*	*-598*	*-406*
Operating income excluding net gains or losses on unauthorised and concealed market activities	*2,156*	*1,176*	*-980*
Net loss on unauthorised and concealed market activities	-97	0	97
Operating income including net gains or losses on unauthorised and concealed market activities	2,059	1,176	-883
Net income from other assets	*24*	*606*	*582*
Net income from companies accounted for by the equity method	*11*	*5*	*-6*
Impairment losses on goodwill	*0*	*0*	*0*
Income tax	*-580*	*-519*	*61*
Net income before minority interests	*1,514*	*1,268*	*-246*
o.w. minority interests	*147*	*172*	*25*
Net income	*1,367*	*1,096*	*-271*
Average allocated capital	23,236	25,436	
ROE after tax	23.3%	16.5%	

Reported 2007 historic quarterly results have been restated for the fictitious operations recorded on unauthorised and concealed market activities

	2007							
(in millions of euros)	Q1		Q2		Q3		Q4	
	Reported	Restated	Reported	Restated	Reported	Restated	Reported	Restated
Corporate and Investment Banking								
Net banking income	1,947	1,947	2,077	2,077	1,159	1,159	-661	-661
Operating expenses	-1,081	-1,081	-1,112	-1,112	-743	-743	-489	-489
Gross operating income	*866*	*866*	*965*	*965*	*416*	*416*	*-1,150*	*-1,150*
Net allocation to provisions	29	29	31	31	-9	-9	5	5
Operating income excluding net gains or losses on unauthorised and concealed market activities	*895*	*895*	*996*	*996*	*407*	*407*	*-1,145*	*-1,145*
Net loss on unauthorised and concealed market activities	0	-97	0	-2,064	0	2,524	*-4,911*	-5,274
Operating income including net gains or losses on unauthorised and concealed market activities	*895*	*798*	*996*	*-1,068*	*407*	*2,931*	*-6,056*	*-6,419*
Net income from other assets	1	1	-1	-1	2	2	24	24
Net income from companies accounted for by the equity method	6	6	2	2	6	6	5	5
Impairment losses on goodwill	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Income tax	-233	-200	-274	428	-101	-959	2,109	2,232
Net income before minority interests	*669*	*605*	*723*	*-639*	*314*	*1,980*	*-3,918*	*-4,158*
o.w. minority interests	3	3	2	2	4	4	0	0
Net income	*666*	*602*	*721*	*-641*	*310*	*1,976*	*-3,918*	*-4,158*
Corporate Centre								
Net banking income	36	36	92	92	38	38	154	154
Operating expenses	-14	-14	-32	-32	-16	-16	-32	-32
Gross operating income	*22*	*22*	*60*	*60*	*22*	*22*	*122*	*122*
Net allocation to provisions	0	0	5	5	-1	-1	-17	-17
Operating income	*22*	*22*	*65*	*65*	*21*	*21*	*105*	*105*
Net loss on unauthorised and concealed market activities	0	0	4	4	-1	-1	-16	-16
Net income from companies accounted for by the equity method	-1	-1	-2	-2	-1	-1	-2	-2
Impairment losses on goodwill	0	0	0	0	0	0	0	0
Income tax	16	16	45	54	33	22	-211	-209
Net income before minority interests	*37*	*37*	*112*	*121*	*52*	*41*	*-124*	*-122*
o.w. minority interests	57	57	62	62	59	59	44	44
Net income	*-20*	*-20*	*50*	*59*	*-7*	*-18*	*-168*	*-166*
GROUP								
Net banking income	6,046	6,046	6,622	6,622	5,375	5,375	3,880	3,880
Operating expenses	-3,698	-3,698	-3,817	-3,817	-3,374	-3,374	-3,416	-3,416
Gross operating income	*2,348*	*2,348*	*2,805*	*2,805*	*2,001*	*2,001*	*464*	*464*
Net allocation to provisions	*-192*	*-192*	*-186*	*-186*	*-226*	*-226*	*-301*	*-301*
Operating income excluding net gains or losses on unauthorised and concealed market activities	*2,156*	*2,156*	*2,619*	*2,619*	*1,775*	*1,775*	*163*	*163*
Net loss on unauthorised and concealed market activities	0	-97	0	-2,064	0	2,524	*-4,911*	-5,274
Operating income including net gains or losses on unauthorised and concealed market activities	2,156	2,059	2,619	555	1,775	4,299	*-4,748*	-5,111
Net income from other assets	*24*	*24*	*6*	*6*	*-3*	*-3*	*13*	*13*
Net income from companies accounted for by the equity method	*11*	*11*	*9*	*9*	*12*	*12*	*12*	*12*
Impairment losses on goodwill	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Income tax	*-613*	*-580*	*-719*	*-8*	*-484*	*-1,353*	*1,534*	*1,659*
Net income before minority interests	*1,578*	*1,514*	*1,915*	*562*	*1,300*	*2,955*	*-3,189*	*-3,427*
o.w. minority interests	*147*	*147*	*171*	*171*	*177*	*177*	*162*	*162*
Net income	*1,431*	*1,367*	*1,744*	*391*	*1,123*	*2,778*	*-3,351*	*-3,589*
Average allocated capital	23,268	23,236	23,727	22,986	24,324	23,734	23,413	23,532
ROE after tax	24.4%	23.3%	29.0%	6.4%	18.0%	46.4%	NM	NM

IMPACT OF NON-RECURRING ITEMS ON PRE-TAX PROFITS

	In EUR m
Corporate and Investment Banking	**-239**
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Impact on NBI	**-231**
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4.2 MANAGEMENT OF PRUDENTIAL RATIOS

As part of the management of its solvency ratios, Societe Generale issued four redeemable subordinated bonds in the form of private placements totalling EUR 1,686m.

Two fixed-rate subordinated bonds of EUR 550m and EUR 590m with respective 10-year and 15-year maturities were issued, along with two floating-rate CMS-linked subordinated issues of EUR 225m and EUR 321m with respective 10-year and 15-year maturities.

4.3 CHANGES IN COMMON STOCK

- **Extract of press release dated March 11th 2008: EUR 5.5 billion capital increase. The offer was oversubscribed 1.8 times**

Société Générale announced on February 11, 2008 a capital increase with preferential subscription rights. The total amount of this capital increase is EUR 5,541,072,980 (including issue premium) for the issuance of 116,654,168 new shares. The success of this operation will allow Société Générale to continue its development in business and regions with high potential.

Following the capital increase and the acquisition of Rosbank, Société Générale's proforma Tier 1 ratio at December 31, 2007 reached 8 % (Basel I).

Total subscription orders amounted to approximately EUR 10.2 billion, i.e., an over-subscription ratio of 184%. 115,604,226 new shares were subscribed by irrevocable right (*à titre irréductible*), representing 99.1% of the new shares. Subscription orders for shares subject to reduction (*à titre réductible*) amounted to 99,276,483 shares and, consequently, will result in a partial allocation of 1,049,942 new shares.

The new shares will carry rights to dividends as of January 1, 2008. They will not entitle their holders to the EUR 0.90 dividend with respect to the 2007 fiscal year that will be proposed by the Board of Directors to the Shareholders' Meeting on May 27, 2008.

The settlement and listing on Euronext Paris of the new shares resulting from this capital increase will take place on March 13, 2008. The new shares will initially be traded on a separate quotation line under the ISIN code FR0010562348 and will become fungible with the existing shares of the Company already traded on Euronext Paris and will be traded on the same quotation line as these shares under the same ISIN code FR0000130809, after the detachment of the dividend on June 3, 2008 subject to the approval of the General Shareholders' Meeting.

As of March 13th, 2008, the total number of Société Générale shares will amount to 583,270,841.

Changes in common stock

Operations	Date of record or completion	Change in number of shares	Total number of shares after operations	Common stock (En EUR)	Change in common stock resulting from operation
Exercise of stock options (1st half 2004)		836,443			
Increase through 2004 Company Savings Plan	July 16, 2004	5,222,573	444,493,765	555,617,206.25	1.38
Exercise of stock options (2nd half 2004)	Jan. 13, 2005	659,394	445,153,159	556,441,448.75	0.15
Cancellation of shares	Feb. 9, 2005	11,000,000	434,153,159	542,691,448.75	(2.47)
Exercise of stock options (1st half 2005)		808,946			
Increase through 2005 Company Savings Plan	July 21, 2005	5,663,174	440,625,279	550,781,598.75	1.49
Cancellation of shares	Nov. 22, 2005	7,100,000	433,525,279	541,906,598.75	(1.61)
Exercise of stock options (2nd half of 2005)	Dec. 31, 2005 recorded on Jan. 11, 2006	762,902	434,288,181	542,860,226.25	0.18
Exercise of stock options (1st half 2006) and increase through 2006 Company Savings Plan	July 10, 2006	412,720 4,044,422	438,745,123	548,431,403.75	1.03
Exercise of stock options from July 1 to September 25, 2006	Sept. 26, 2006	232,449	438,977,572	548,721,965.00	0.05
Exercise of stock options from September 26 to October 6, 2006	Oct. 10, 2006	97,396	439,074,968	548,843,710.00	0.02
Capital increase with pre-emptive subscription rights decided on September 27, 2006	Oct. 26, 2006 recorded on Nov. 2, 2006	21,953,748	461,028,716	576,285,895.00	5.00
Exercise of stock options from October 27 to December 31, 2006	Dec. 31, 2006 recorded on Jan. 11, 2007	395,846	461,424,562	576,780,702.50	0.08
Exercise of stock options (1st half 2007) and increase through 2007 Company Savings Plan	July 11, 2007	261,414 4,578,835	466,264,811	582,831,013.75	1.05
Exercise of stock options (2nd half of 2007)	Dec. 31, 2007 recorded on Jan. 11, 2008	317,782	466,582,593	583,228,241.25	0.07
Exercise of stock options from January 1 to 11, 2008	Recorded on Feb. 5, 2008	34,080	466,616,673	583,270,841.25	0.01
Capital increase with preferential subscription rights decided on February 8th, 2008	March 13, 2008 recorded on March 14, 2008	116,654,168	583,270,841	729,088,551.25	2.50

4.4 ONGOING OPERATIONS: CAPITAL INCREASE RESERVED FOR EMPLOYEES

On March 21st, 2008, the Board of Directors decided to launch a capital increase reserved for employees and former employees who are members of Societe Generale Group savings schemes concerning a maximum of 8,461,165 shares. The subscription period ran from April 15th to May 6th, 2008. The capital increase will be completed on June 25th, at the latest. The relevant disclosure document is available online at socgen.com in the regulated information section.

At its meeting of May 12th, 2008, the Board of Directors inserted a new article, Article 2 "The Chairman of the Board of Directors" after Article 1 of the Internal Rules of the Board of Directors. The numbering of the subsequent articles has been adjusted accordingly.

Article 2 of the Internal rules of the Board of Directors On the competencies of the Chairman of the Board of Directors

The Chairman of the Board of Directors

The Chairman calls and chairs the Board of Directors meetings. He sets the timetable and the agenda of Board meetings. He organizes and manages the work of the Board of Directors and reports on its activities to the General Meeting. He chairs the Shareholders General Meetings.

The Chairman ensures that the Company's bodies including the Board Committees operate correctly and consistently with the best principles of corporate governance. He may submit questions to the Committees for review. He is a member of the Nomination Committee.

He ensures that the Directors are in a position to fulfil their duties and that they are provided with the appropriate information. He may ask for the disclosure of any information or document required to prepare the Board meetings.

The Chairman may interview the Statutory Auditors and, after having informed the Chief Executive Officer, any Group's executive manager in order to prepare the work of the Board. He is regularly informed by the Chief Executive Officer and other members of the Executive Management team of significant events in the life of the Group.

He produces the report on the conditions for the preparation and organization of the work of the Board and on internal control procedures and to that end receives any useful information.

He speaks alone in the Board's name, barring exceptional circumstances or specific assignment entrusted to another director.

He dedicates his best efforts to promote in all circumstances the image and values of the Company. In agreement with the Executive Management, he may represent the Group in high-level dealings, notably with major clients, major shareholders and government authorities, both domestically and internationally.

He is provided with the material resources required to fulfil his assignments.

The Chairman has no executive responsibilities, these responsibilities being exercised by the Chief Executive Officer, who proposes and implements the Company's strategy, within the limits defined by French Law and in compliance with the Company's corporate governance rules.

VI. CHAPTER 12: PERSON RESPONSIBLE FOR THE UPDATE TO THE REGISTRATION DOCUMENT

6.1 PERSON RESPONSIBLE FOR THE UPDATE TO THE REGISTRATION DOCUMENT

M. Frédéric OUDEA, Chief Executive Officer of Société Générale

6.2 CERTIFICATION OF THE PERSON RESPONSIBLE FOR THE UPDATE TO THE REGISTRATION DOCUMENT

Having taken all reasonable care to ensure that such is the case, I hereby certify that the information set out in the present update to the 2008 Registration Document is, to the best of my knowledge, true and there are no omissions that could impair its meaning.

I have obtained from the Statutory Auditors a letter certifying that they have verified all information contained in the present update relating to the Group's financial position and accounts, and that they have read this document in its entirety.

The historical financial data presented in the 2008 registration document has been discussed in the Statutory Auditors' reports found on pages 266 to 267 and 330 to 331 of the 2008 registration document and those enclosed by reference for financial years 2005 and 2006, found on pages 215 to 216 of the 2006 Registration Document and on pages 246 to 247 and 301 to 302 of the 2007 registration document. The Statutory Auditors' reports on the 2007 parent company financial and consolidated financial statements, on 2006 parent company financial statements and on 2005 consolidated financial statements contain remarks.

Paris, May 16th, 2008

M. Frédéric OUDEA
Chief Executive Officer, Société Générale

6.3 PERSONS RESPONSIBLE FOR THE AUDIT OF THE FINANCIAL STATEMENTS

STATUTORY AUDITORS

Name: Cabinet Ernst & Young Audit
represented by Mr Philippe Peuch-Lestrade
Address: Faubourg de l'Arche – 11, allée de l'Arche, 92037 Paris, La Défense
Date of first appointment: April 18, 2000
Term of mandate: six fiscal years
End of current mandate: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31, 2011.

Name: Société Deloitte et Associés
represented by Mr José-Luis Garcia
Address: 185, avenue Charles-De-Gaulle – BP 136, 92524 Neuilly-sur-Seine cedex
Date of first appointment: April 18, 2003
Term of mandate: six fiscal years
End of current mandate: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31, 2011.

SUBSTITUTE STATUTORY AUDITORS

Name: Mr Robert Gabriel GALET
Address: Faubourg de l'Arche – 11, allée de l'Arche, 92037 Paris, La Défense
Date of appointment: May 30, 2006
Term of mandate: six fiscal years

Name: Mr Alain PONS
Address: 185, avenue Charles-De-Gaulle – BP 136, 92524 Neuilly-sur-Seine cedex
Date of nomination: April 18, 2003
Term of mandate: six fiscal years

VII. CHAPTER 13: CROSS-REFERENCE TABLE

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Frankfurt am Main, den 26. Mai 2008

ISSUER

Société Générale Effekten GmbH
Neue Mainzer Straße 46 - 50
60311 Frankfurt am Main
Germany

gez.: (Jeanette Plachetka)

gez.: (Joachim Totzke)

GUARANTOR

Société Générale
29, boulevard Haussmann
F-75009 Paris
France

gez.: (Jeanette Plachetka)

gez.: (Joachim Totzke)

Anlage 4

Second Supplement vom 13. Juni 2008 zu dem Debt Issuance Programme Prospectus vom 05. Mai 2008

Second Supplement dated 13th June 2008
to the BASE PROSPECTUS dated 5th May 2008

SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH

(incorporated with limited liability under the laws of the Federal Republic of Germany)

as Issuer

(acting in its own name but for the account of Société Générale)

and

SOCIÉTÉ GÉNÉRALE

(incorporated with limited liability under the laws of France)

as Guarantor

Debt Issuance Programme for the Issue of Notes

This second Supplement (the "**Supplement**") to the base prospectus dated 5th May 2008 in its version after the first supplement dated 26th May 2008 (together the "**Base Prospectus**") constitutes a supplement pursuant to Sec. 16 para. 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) and is prepared in connection with the Debt Issuance Programme (the "**Programme**") established by Société Générale Effekten GmbH (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of their knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Pursuant to Sec. 16 para. 3 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*), investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within two working days after the publication of the supplement, to withdraw their corresponding declarations, provided that the relevant contract has not yet been fulfilled. The withdrawal does not have to state any reason and has to be declared in text form to the person to which the relevant investor has declared the offer to purchase the offered securities. To comply with the time limit, dispatch in good time is sufficient.

ARRANGER
Société Générale

DEALER
Société Générale

Contents

I. IMPORTANT NOTICE

The purchase of securities which have been issued under this Supplement in connection with the Base Prospectus involves various risks which may have a negative effect on the performance of the Securities. Prior to an investment in the Securities, potential investors are advised to read this Supplement and the Base Prospectus completely and to consult, if necessary, legal, tax and other advisers. If one or more of the risks occur, this may result in material and sustained decreases in the price of the Securities or, in the worst case, in a total loss of the capital invested by the investor.

The Securities described in this Supplement and the Base Prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") but are nevertheless subject to certain requirements under U.S. tax law. Apart from certain exceptions, the Securities may not be offered, sold or delivered within the United States of America or to a U.S. person.

II. AMENDMENTS

Société Générale has published an English translation of the second update to the 2008 Registration Document of Société Générale.

For these reasons, Société Générale and Société Générale Effekten GmbH hereby announce the following amendments to the Base Prospectus.

III. AMENDMENTS TO THE BASE PROSPECTUS

Amendments to page 210 (Description of Société Générale):

On page 210 of the Base Prospectus after the section “C. First Update to the 2008 Registration Document” the following new section shall be inserted:

“D. Second Update to the 2008 Registration Document

Société Générale has published the following English translation of the second update to the 2008 Registration Document, the original of which was filed with the French Securitities Regulator, AMF (Autorité des Marchés Financiers) on 30th May, 2008 (the “**Translation of Second Update to the 2008 Registration Document**”).”

After the previous insertion the information which is attached to this Supplement as Appendix shall be inserted.

APPENDIX

TRANSLATION OF SECOND UPDATE TO THE 2008 REGISTRATION DOCUMENT

(This appendix is attached with its original paging)

A French corporation with share capital of EUR 729,088,551.25
Head office: 29 boulevard Haussmann 75009 PARIS
552 120 222 R.C.S. PARIS

SECOND UPDATE TO THE 2008 REGISTRATION DOCUMENT

Registration document filed with the AMF (French Securities Regulator) on March 3rd 2008 under No. D.08-0084.
The first update was filed with the AMF (French Securities Regulator) on May 16th 2008 under No D.08-0084-A01

This document is a full translation of the original French text.

The original version of this update was filed with the AMF (French Securities Regulator) on May 30th 2008 under No. D08-0084-A02. Only the French version is legally binding.

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Update of the 2008 Registration Document by chapter

Rankings: the sources for all references are given explicitly,
where they are not, rankings are based on internal sources.

I. CHAPTER 5: CORPORATE GOVERNANCE

1.1 GENERAL MEETING OF SHAREHOLDERS HELD ON MAY 27TH 2008

■ Extract of press release dated May 27th 2008:

- Over 1,600 shareholders attended the meeting held by Societe Generale on 27 May 2008 at La Défense (near Paris). 824 shareholders were represented and 7,160 voted by post. 18,223 gave their proxy to the Chairman.
- Quorum was established at 44.88 % (47.49% in 2007).
- All the resolutions submitted by the Board of Directors were approved.
- The 2007 financial statements and dividend payment of 0.90 euros were approved.
- Two directors' mandates were renewed: Michel CICUREL and Luc VANDEVELDE.
- One new independent director was appointed: Nathalie RACHOU.

Resolutions submitted to the vote:

- 1- Approval of the parent company financial statements for the 2007 financial year
- 2- Allocation of 2007 income and dividend payment - Transfer to the legal reserve
- 3- Approval of consolidated financial statements for the 2007 financial year
- 4- Approval of related party agreements concluded in 2007 and continuation of earlier agreements
- 5- Resolution withdrawn
- 6- Renewal of the Director's mandate of Mr. Michel CICUREL
- 7- Renewal of the Director's mandate of Mr. Luc VANDEVELDE
- 8- Appointment of Ms. Nathalie RACHOU as a Director
- 9- Authorization to buy and sell Societe Generale shares
- 10- Delegation of authority to the Board of Directors to undertake an increase in the capital stock with pre-emptive subscription rights
- 11- Delegation of authority to the Board of Directors to undertake an increase in the capital stock without pre-emptive subscription rights

- 12- Authorization given to the Board of Directors to increase the number of shares to be issued in the event of surplus demand for a capital increase with or without pre-emptive subscription rights
- 13- Delegation given to the Board of Directors to increase the capital stock to remunerate in-kind contributions of capital stock or securities granting entitlement to the capital stock of outside companies, outside of the context of a public exchange offer
- 14- Delegation given to the Board of Directors to undertake capital increases or the sales of shares reserved for subscribers to a company or group Employee Savings Plan
- 15- Authorization granted to the Board of Directors to award stock options
- 16- Authorization given to the Board of Directors to award free existing or new shares
- 17- Authorization given to the Board of Directors to cancel treasury stock held by the Company
- 18- Delegation of authority

1.2 BOARD OF DIRECTORS AT MAY 27TH 2008

The board of Directors comprises 14 members, including 8 independent directors and two directors elected by employees.

Daniel BOUTON
Jean AZEMA*
Michel CICUREL*
Elie COHEN*
Robert A.DAY
Nathalie RACHOU* [1]
Jean-Martin FOLZ*
Elisabeth LULIN*
Gianemilio OSCULATI*
Patrick RICARD
Luc VANDEVELDE*
Anthony WYAND
Philippe PRUVOST**
Gérard REVOLTE**

Mr. Jean-Martin FOLZ chairs now the Compensation Committee and the Nomination Committee.

---

[1] Appointed to replace Mr. Antoine Jeancourt-Galignani
* Independent Director
** Director elected by employees

1.3 REPORT OF THE BOARD OF THE DIRECTORS TO THE GENERAL SHAREHOLDERS MEETING CONCERNING THE CONCLUSIONS OF THE SPECIAL COMMITTEE

The Board of Directors of Societe Generale has considered the attached report by the Special Committee formed by the Board on January 30, 2008 subsequent to the trading losses discovered several days earlier. The Board approves the conclusions of this report and has decided to implement its recommendations. The Board shares the Committee's view that the time has now come to bring the Committee's assignment, which has been completed, to an end.

Thanks to the actions of Senior Management since the discovery of the fraud, to the considerable mobilization of the Group's teams at all levels, and to the trust of its shareholders and clients, the majority of the negative effects of the fraud on the Bank's business situation have been overcome. Above and beyond the control reinforcement measures currently being deployed, the Board is convinced that SG CIB and the Societe Generale Group can and must succeed with the plan undertaken for the transformation of control methods for market activities, without compromising the factors that have assured their success and profitability, and that they will be able to find a new balance between the objectives of profitable growth and risk management.

The 2008 first quarter results have confirmed the strength of the businesses and the relevance of the strategy of the Group and its ability to bounce back in a difficult environment affected by the financial crisis. The Board considers that, with the measures described in the Special Committee's report, the Group will come out of the ordeal undergone as a consequence of the fraud stronger and better prepared to meet the challenges of the future.

1.4 REPORT OF THE SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS OF SOCIETE GENERALE (MAY 23RD 2008)

1. On January 30, 2008, the Board of Directors decided to form a Special Committee composed of independent directors[1] and to entrust the following assignments to this Committee: to ensure that the causes and sizes of the trading losses discovered in January 2008 have been completely identified, that adequate measures are put in place to prevent the occurrence of further incidents of the same type, that the information disclosed by the Bank faithfully reflects the findings of the inquiries and that management of the situation is conducted in the best interests of the company, its shareholders, clients and employees.

2. The Committee reviewed and approved the scope of the internal audit on the fraud entrusted to the Bank's General Inspection department from January 24, 2008 onwards. The aim of this assignment was to establish the chronology of the fraudulent positions, to identify the responsibilities and malfunctions of controls which allowed the fraud to occur, to seek the motives for the fraud and any potential accomplices, and to confirm the absence of any other fraud using some of the same mechanisms employed in other market activities of the Corporate and Investment Bank (SG CIB).

3. The Special Committee furthermore decided, from January 30, 2008, to be assisted by PricewaterhouseCoopers Audit (hereinafter, PwC). PwC was entrusted with the assignment, based on the work of the Bank's General Inspection department, of drawing up a diagnosis of the weaknesses in the internal control system which made the fraud possible, of analyzing the consistency and relevance of the action plans adopted by the Bank in order to remedy the weaknesses identified, and of making all appropriate recommendations.

4. Other inquiries were carried out alongside these investigations. The Banking Commission conducted an audit. Criminal proceedings were launched on January 28, 2008. The Financial Markets Authority opened an inquiry in February 2008 into the financial information and the market for Societe Generale shares since December 31, 2006. On February 4, 2008, the Minister of the Economy, Finance and Employment presented a report on these events to the Prime Minister. The criminal inquiry clearly takes precedence over the other investigations and has in certain respects restricted the freedom of the General Inspection department to conduct its investigations regarding interviews with the Bank's associates necessary for the development of its own conclusions.

5. The Special Committee held 12 meetings, including two held jointly with the Accounting Committee. The head of the Bank's internal audit presented the investigations and conclusions of this assignment and the Committee met several times with the two PwC partners in charge of the project to discuss their work, observations and recommendations. The Committee also met with various Corporate and Investment Bank managers concerning the Bank's action plans. On February 20, 2008, the Committee presented a progress report to the Board of Directors, published the same day, summarizing its assessment of the intermediate conclusions of the General Inspection department's audit assignment and the progress made in the implementation of measures aimed at reinforcing control mechanisms in order to prevent the occurrence of any other fraud of the same type. This report was accompanied by the publication of the intermediate report of the General Inspection department.

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[1] Members: Mr Jean-Martin FOLZ, Chairman; Mr Jean AZEMA; Mr Antoine JEANCOURT-GALIGNANI

6. The Special Committee addresses to the Board of Directors its following assessment of the final conclusions of the internal audit, delivered to the Committee on May 20, as well as of PwC's report delivered on May 21. In accordance with the transparent approach adopted in connection with the progress report of February 20, the Committee is publishing the attached report of the General Inspection department, as well as PwC's analysis of the Bank's action plans and their relevance, accompanied by a summary concerning the diagnosis of weaknesses of the internal control system.

The fraud and the factors which facilitated it or delayed its detection

7. The Bank's General Inspection department report describes the mechanisms and the timetable of the fraud. The fraud consisted of the taking by the trader of unauthorized directional positions on equities or futures traded on regulated markets, which he concealed by a series of fictitious transactions having no other aim. These fictitious transactions for the purchase or sale of equities or warrants with deferred start dates, futures transactions with a pending counterparty, or forwards with an internal Group counterparty, were used according to three categories of concealment techniques:

- entry and subsequent cancellation prior to market transaction control measures, concealing the positions' market risks and latent earnings;

- entry of pairs of fictitious reverse trades concerning equal quantities of the same underlying asset for different off-market prices, hiding earnings generated following the unwinding of positions;

- booking of intra-monthly provisions that temporarily cancel the latent or realized earnings.

When faced with questioning further to controls, the trader gave untruthful replies, occasionally supported by forged e-mails.
The conclusions of this report show that the trader's maneuvers and skill in concealing his positions, risks and earnings allowed him to evade detection of his massive directional positions by his hierarchy and the control services up until January 2008.

8. However, the conclusions of the Bank's General Inspection department, on the one hand, and of PwC, on the other hand, also show that the fraud was facilitated or its detection delayed by weaknesses in the supervision of the trader and in the controls over market activities.

9. The trader's hierarchy, constituting the first level of control, proved deficient in the supervision of his activities. The direct supervisor lacked trading experience and was not given a sufficient degree of support in his new role; he demonstrated an inappropriate degree of tolerance in relation to the taking of intraday directional positions and neither he, nor his own supervisor, carried out an adequate review of the trader's activities on the basis of the available figures and reports or reacted to the alerts that would have allowed them to identify the concealed positions.

10. The control services (in particular, Back and Middle Offices, the risk control department, the financial and accounts departments, and the compliance department) generally carried out their assignments in accordance with procedures. However, these controls did not allow the fraud to be identified until January 18, not only because of the efficiency and diversity of the fraudulent concealment techniques used by the trader, but also because of certain weaknesses highlighted in the course of this investigation:

• difference between the growth in the means (including information systems) available to control and support services and the very strong growth in transaction volumes within the equities division;

• lack of certain controls liable to identify the fraudulent mechanisms, such as the control of the positions' nominal value or of the transactions used by the perpetrator of the fraud in order to conceal his positions;

• fragmentation of controls between several units, with an insufficiently precise division of tasks, lack of a systematic centralization of reports and of feedback to the appropriate hierarchical level;

• priority given to the correct execution of trades, which appears to be the primary concern of Back and Middle Offices, in the absence of an adequate degree of sensitivity to fraud risks;

• insufficient level of responsiveness for the implementation of the corrective actions identified as necessary by internal audit bodies.

Measures aimed at reinforcing the range of controls over market activities in order to prevent the occurrence of any new fraud

11. From the moment of the discovery of the fraud, action plans were drawn up in order to reinforce the range of controls over market-related activities. These plans have been enhanced since January. They take into account the recommendations made in the report presented on February 4, 2008 to the Prime Minister by the Minister of the Economy, Finance and Employment, as well as those made by PwC. The plans include short-term measures aimed at remedying the weaknesses identified, on the one hand, and structural measures aimed at transforming the control environment of market activities, on the other hand.

Short-term measures implemented by SG CIB, aimed at remedying the weaknesses revealed by the investigation

12. In late January 2008, SG CIB launched a series of actions in order to secure the handling and control procedures whose imperfections or malfunctions may have facilitated the fraud or rendered its detection more difficult. As the diagnosis of these weaknesses advanced, additional actions were decided upon and subsequently prioritized.

13. In terms of remedial actions, SG CIB is concentrating its efforts on the following measures, considered as priorities for the reinforcement of the Bank's capacity to avoid and to detect fraud:

- the implementation of controls and limits on the nominal value of positions and transactions, and the reintroduction of the review of nominal values into the analysis of daily earnings by the operational hierarchy;

- the reinforcement of processes for the confirmation of transactions with deferred start dates and transactions with internal counterparties;

- the improvement of procedures for controlling the use of counterparties and of technical transactions liable to be used for the concealment of positions, risks or earnings;

- the implementation of controls over cancelled or modified trades;

- the reinforcement of the monitoring and handling of anomalies and alerts.

14. These actions are integrated into a series of cross-departmental remediation projects, led by SG CIB Management, which are aimed at covering not only equity arbitrage activities, but also progressively all market activities worldwide. Additional actions are being added to these priority measures. These are based on the reinforcement of the analysis of atypical behavior or situations (size of brokerage fees, transactions at off-market prices) on the one hand, and on improvements to the operational control environment via the optimization of certain processes, such as the handling of suspense items or the reconciliation of positions with depositaries, on the other hand.

15. In terms of methods, the teams endeavored to implement the first measures rapidly and are today involved, in this second stage, in the industrialization and deployment of these measures throughout the international network and in all business sectors. This deployment is on-going and should be completed by the end of 2008 for key measures and by the end of the first quarter 2009 for all remediation measures.

Structural measures aimed at transforming the environment surrounding controls over market-related activities

16. In addition to targeted short-term operational measures which stem from the analysis of the direct causes of the fraud, SG CIB undertook a more general examination of its organization and processes in order to define its target plan in terms of the management and prevention of operational risk. As a result, a program of reforms has been launched, inspired by industry best practices as well as by principles newly developed by SG CIB teams. It includes four areas for work:

- the redesigning of the organization of transaction handling, inspired by the principle of the product control model[1] with the aim of reinforcing the integration and cross-departmental cooperation of key procedures relating to the processing and accounting treatment of transactions;

- the creation of an inter-departmental body responsible for trading security whose assignment will consist, notably, of ensuring the quality of all control measures as a whole, both in terms of design and day-to-day functioning. Within this department, one team will be particularly dedicated to the prevention of fraud;

- significant investments in security for information technology, both in terms of securing applications and technical infrastructure and in the management of accounts and authorizations, reinforced authentication systems and detection of anomalies;

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[1] This type of model aims to produce, in an independent manner, financial and accounting earnings generated by market activities and to put in place consistency controls allowing an understanding of the earnings of a given desk in relation to transactions it handles.

- a campaign to raise staff consciousness, focused on a more formal definition of the roles and responsibilities of each person, in addition to training programs on the subject of fraud prevention and rogue trading.

17. These projects, which have already been launched, will for the most part be completed during the first half of 2009, although investment in information technology will continue into 2010.

18. These two aspects of SG CIB's response to the lessons learned from the fraud today require the work of nearly 200 persons and represent an investment that will be in excess of EUR 100 million over two years.

19. The PwC report highlights the mobilization of SG CIB and the Group in order to launch the major program of change and reform described above, which aims to establish a balance between the urgent need to improve the robustness of the system of internal controls and the progressive implementation of new organizational or governance structures providing SG CIB with the inter-departmental coordination, responsiveness and adaptability necessary for its activities. The relevance of these projects is reinforced by the inclusion of workstreams dealing with weaknesses which already existed within the organization in the area of information technology security, suspense items, unreconciled transactions and operations carried out manually. In addition to these projects, a project for changing attitudes is underway, with a view to reestablishing a better balance between Front Offices and support and control services, strengthened by the provision of greater resources, improved independence and authority.

Conclusion: the keys to success

20. The Special Committee adopts the assessment of PwC, according to which the program for the reinforcement of the controls over market activities, taken in its entirety, addresses the issues identified in the diagnosis of the weaknesses revealed in the aftermath of this fraud and is of strategic importance for SG CIB and the Group. The Special Committee has noted the achievements of the program identified by PwC as of April 30, 2008, three months after the discovery of the fraud, and the important deadline of June 30, 2008 for the effective implementation of the first additional controls.

21. The Special Committee shares PwC's analysis in relation to the key factors of the success of the program implemented by SG CIB under the direction of the General Management. In particular, the Special Committee considers that its success must be evaluated in terms of the short term improvements in the efficiency of internal controls; the quality of their implementation; and the ability to make the process sustainable by means of structural measures. These aims are ambitious and the future workload is considerable, taking into account the technical difficulties of many of the measures and of the complexity of the organization and activities of SG CIB, as well as the restrictions imposed by the current information technology architecture. The capacity of the information technology department to respond to all of the demands will be a determining factor in the program's success. More generally, the Bank must mobilize high levels of expert human resources in numerous support and control positions. The Bank will therefore have to recruit, train and integrate experienced employees. Further, the complete success of the transformation program launched relies on the capacity of SG CIB and of the central control services to propagate amongst all employees a culture of responsibility, discipline and mutual respect. The Committee adopts all of PwC's recommendations in these areas.

22. The Special Committee considers that, in order for success to be guaranteed, the management of the program must be supervised from the very highest level and that, as recommended by PwC, on the one hand the program's management structure must be provided with extensive powers and means, and that, on the other hand, the transformation plan management structure, already put in place within SG CIB, must be extended to cover all of the relevant central services of the Group and involve General Management. This management must be accompanied by very strict monitoring, ensured up until the completion of the program via formal quarterly reviews in order to validate progress made in relation to all actions and giving rise to periodic progress reports to the Board of Directors. The Special Committee recommends that this monitoring should be carried out by PwC from the third quarter of 2008 until mid-2009, *i.e.* up until the date at which it will be possible to verify the completion of the remediation plan; this role would then be taken over by the Bank's internal audit structures. The Special Committee moreover considers that monitoring should be carried out, on behalf of the Board of Directors, by the Audit Committee.

23. The Special Committee indeed considers that the time has now come to bring its own assignment to an end; this assignment, designed from the start to be temporary, is now completed with the publication of this report and of the conclusions, firstly, of the General Inspection department and, secondly, of PwC. The causes and size of the trading losses discovered in January 2008 have been completely identified, measures have been put in place or are underway in order to avoid the occurrence of any new incidents of the same type, and the findings of the investigations have been made public. Finally, throughout this whole period, the Committee has ensured that the information disclosed by the Bank accurately reflected the findings of the investigations, and that the business was properly managed in the best interests of the company, its shareholders, clients and employees.

II. CHAPTER 10: FINANCIAL INFORMATION

2.1 PRUDENTIAL RATIO MANAGEMENT

Since the last update to the reference document, filed on May 16th 2008, Societe Generale has issued two dated subordinated bonds in the form of variable-rate private placements indexed on 15-year CMS, totaling EUR 379.4 million.

On May 22nd, the Group also issued EUR 1 billion of fixed-rate undated deeply subordinated notes.

III. CHAPTER 12: PERSON RESPONSIBLE FOR THE UPDATE TO THE REGISTRATION DOCUMENT

3.1 PERSON RESPONSIBLE FOR THE UPDATE TO THE REGISTRATION DOCUMENT

M. Frédéric OUDEA, Chief Executive Officer of Societe Generale

3.2 CERTIFICATION OF THE PERSON RESPONSIBLE FOR THE UPDATE TO THE REGISTRATION DOCUMENT

Having taken all reasonable care to ensure that such is the case, I hereby certify that the information set out in the present update to the 2008 Registration Document is, to the best of my knowledge, true and there are no omissions that could impair its meaning.

I have received a completion letter from the Auditors stating that they have audited the information contained in this registration document and its updates A01 and A02.

The historical financial data presented in the 2008 registration document has been discussed in the Statutory Auditors' reports found on pages 266 to 267 and 330 to 331 of the 2008 registration document and those enclosed by reference for financial years 2005 and 2006, found on pages 215 to 216 of the 2006 Registration Document and on pages 246 to 247 and 301 to 302 of the 2007 registration document. The Statutory Auditors' reports on the 2007 parent company financial and consolidated financial statements, on 2006 parent company financial statements and on 2005 consolidated financial statements contain remarks.

Paris, May 30th 2008

M. Fréderic OUDEA
Chief Executive Officer, Societe Generale

3.3 PERSONS RESPONSIBLE FOR THE AUDIT OF THE FINANCIAL STATEMENTS

STATUTORY AUDITORS

Name: Cabinet Ernst & Young Audit
represented by Mr Philippe Peuch-Lestrade
Address: Faubourg de l'Arche – 11, allée de l'Arche, 92037 Paris, La Défense
Date of first appointment: April 18, 2000
Term of mandate: six fiscal years
End of current mandate: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31, 2011.

Name: Société Deloitte et Associés
represented by Mr José-Luis Garcia
Address: 185, avenue Charles-De-Gaulle – BP 136, 92524 Neuilly-sur-Seine cedex
Date of first appointment: April 18, 2003
Term of mandate: six fiscal years
End of current mandate: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31, 2011.

SUBSTITUTE STATUTORY AUDITORS

Name: Mr Robert Gabriel GALET
Address: Faubourg de l'Arche – 11, allée de l'Arche, 92037 Paris, La Défense
Date of appointment: May 30, 2006
Term of mandate: six fiscal years

Name: Mr Alain PONS
Address: 185, avenue Charles-De-Gaulle – BP 136, 92524 Neuilly-sur-Seine cedex
Date of nomination: April 18, 2003
Term of mandate: six fiscal years

IV. CHAPTER 13: CROSS-REFERENCE TABLE

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Frankfurt am Main, 13 June 2008

ISSUER

Société Générale Effekten GmbH
Neue Mainzer Straße 46 - 50
60311 Frankfurt am Main
Germany

gez.: A. Oswald (Achim Oswald)

gez.: (Marita Fiedler)

GUARANTOR

Société Générale
29, boulevard Haussmann
F-75009 Paris
France

gez.: A. Oswald (Achim Oswald)

gez.: (Marita Fiedler)

Anlage 5

Third Supplement vom 02. September 2008 zu dem Debt Issuance Programme Prospectus vom 05. Mai 2008

Third Supplement dated 2nd September 2008
to the BASE PROSPECTUS dated 5th May 2008

SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH

(incorporated with limited liability under the laws of the Federal Republic of Germany)

as Issuer

(acting in its own name but for the account of Société Générale)

and

SOCIÉTÉ GÉNÉRALE

(incorporated with limited liability under the laws of France)

as Guarantor

Debt Issuance Programme for the Issue of Notes

This third Supplement (the "**Supplement**") to the base prospectus dated 5th May 2008 in its version after the first supplement dated 26th May 2008 and the second supplement dated 13th June 2008 (together the "**Base Prospectus**") constitutes a supplement pursuant to Sec. 16 para. 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) and is prepared in connection with the Debt Issuance Programme (the "**Programme**") established by Société Générale Effekten GmbH (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of their knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Pursuant to Sec. 16 para. 3 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*), investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within two working days after the publication of the supplement, to withdraw their corresponding declarations, provided that the relevant contract has not yet been fulfilled. The withdrawal does not have to state any reason and has to be declared in text form to the person to which the relevant investor has declared the offer to purchase the offered securities. To comply with the time limit, dispatch in good time is sufficient.

ARRANGER
Société Générale

DEALER
Société Générale

Contents

I. IMPORTANT NOTICE

The purchase of securities which have been issued under this Supplement in connection with the Base Prospectus involves various risks which may have a negative effect on the performance of the Securities. Prior to an investment in the Securities, potential investors are advised to read this Supplement and the Base Prospectus completely and to consult, if necessary, legal, tax and other advisers. If one or more of the risks occur, this may result in material and sustained decreases in the price of the Securities or, in the worst case, in a total loss of the capital invested by the investor.

The Securities described in this Supplement and the Base Prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") but are nevertheless subject to certain requirements under U.S. tax law. Apart from certain exceptions, the Securities may not be offered, sold or delivered within the United States of America or to a U.S. person.

II. REASONS FOR THE SUPPLEMENT

Société Générale has published an English translation of the third update to the 2008 Registration Document of Société Générale.

For these reasons, Société Générale and Société Générale Effekten GmbH hereby announce the following amendments to the Base Prospectus.

III. AMENDMENTS TO THE BASE PROSPECTUS

Amendments to page 210 (Description of Société Générale):

On page 210 of the Base Prospectus after the section “D. Second Update to the 2008 Registration Document” the following new section shall be inserted:

“E. Third Update to the 2008 Registration Document

Société Générale has published the following English translation of the third update to the 2008 Registration Document, the original of which was filed with the French Securitities Regulator, AMF (Autorité des Marchés Financiers) on 7th August, 2008 (the “**Translation of Third Update to the 2008 Registration Document**”).”

After the previous insertion the information which is attached to this Supplement as Appendix shall be inserted.

APPENDIX

TRANSLATION OF THIRD UPDATE TO THE 2008 REGISTRATION DOCUMENT

(This appendix is attached with its original paging and contains blank pages)

A French corporation with share capital of EUR 738.409.055
Head office: 29 boulevard Haussmann 75009 PARIS
552 120 222 R.C.S. PARIS

THIRD UPDATE TO THE 2008 REGISTRATION DOCUMENT

Registration document filed with the AMF (French Securities Regulator)
on March 3rd 2008 under No. D.08-0084
The first update was filed with the AMF (French Securities Regulator) on March 16th 2008
under No. D.08-0084-A01
The second update was filed with the AMF (French Securities Regulator) on May 30th 2008
under No. D.08-0084-A02

This document is a full translation of the original French text.

The original update was filed with the AMF (French Securities Regulator) on August 7th 2008 under No. D.08-0084-A03.
Only the French version is legally binding.

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UPDATE OF THE 2008 REGISTRATION DOCUMENT BY CHAPTER

Interim Financial Report

In compliance with article 212-13 of the AMF (French Securities Regulator) General Regulation, the present update contains the information of the Interim Financial Report referred to in article L. 451-1-2 of the French Monetary and Financial Code.

This Financial Report is comprised of the following information:
- Consolidated financial statements at June 30th, 2008: pages 70 to 115;
- Half-yearly activities report: pages 9 to 37; pages 46 to 50
- Statement of the person responsible: page 145;
- Statutory Auditors' Report on the 2008 Interim Financial Information: pages 116 to 117.

Rankings: the sources for all references to rankings are given explicitly,
where they are not, rankings are based on internal sources.

I. CHAPTER 2: GROUP STRATEGY AND BUSINESSES

1.1 EVENTS SUBSEQUENT TO THE SUBMISSION OF THE SECOND UPDATE

1.1.1 *PRESS RELEASE DATED JUNE 5TH 2008*: STATE BANK OF INDIA AND SOCIETE GENERALE SECURITIES SERVICES FORM A JOINT VENTURE IN SECURITIES SERVICES IN INDIA.

State Bank of India (SBI) and Societe Generale Securities Services (SGSS), part of Societe Generale Group, have announced a joint venture which will offer securities services in India. SBI and SG will hold 65% and 35% respectively of the equity in the new company.

The new company, SBI SG Custodial Services*, will be based in Mumbai and offer a range of services to both foreign and domestic investors, covering custody, depository, fund administration, registration and transfer agent services.

SBI will become the first public sector bank in India to enter the custody services market. The joint venture will leverage SBI's strength in the Indian financial sector. SGSS will contribute its recognized experience and best practices as a leading global custodian providing securities services worldwide. Societe Generale will also help channel foreign institutional investor business to the JV and offer global custody facilities to eligible Indian clients of the JV.

"The JV's unique selling point will be state of the art service delivery, with total focus on rendering world class service to all major players be they Foreign Institutional Investors, Financial Intermediaries or Asset Management Companies. The fact that the Company is not a part of a Bank will enable it to concentrate on service delivery in the area of Custody, Fund Administration and various Securities services in order to ensure that the best of practices are followed and customer satisfaction ensured," said Mr Deepak Chawla, Deputy Managing Director, Corporate Strategy & New Business, SBI.

Mr Alain Closier, Global Head of Societe Generale Securities Services, said, "The Indian Securities Services market has grown rapidly over the last 2-3 years and the formation of the JV with SBI is part of SGSS's strategy to cover the emerging markets, especially the Indian sub-continent, and offer world class services."

Mr Deepak Chawla said that apart from the growing interest in India among foreign institutional investors, the recent regulations permitting Indian mutual funds to invest abroad is likely to open an annual opportunity aggregating USD 7 billion of Indian investments abroad. The JV will be well poised to tap this opportunity.

SBI has had a successful asset management Joint Venture, SBI Fund Management, with Societe Generale Asset Management since 2004. This deal further strengthens the excellent partnership between the two banking groups.

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*Subject to regulatory approval

1.1.2 *PRESS RELEASE DATED JUNE 17TH 2008:* ROCKEFELLER & CO. AND SG PRIVATE BANKING ANNOUNCE GLOBAL ALLIANCE. SG PRIVATE BANKING PURCHASES EQUITY STAKE IN ROCKEFELLER FINANCIAL SERVICES.

Rockefeller Financial Services, Inc., the parent company of Rockefeller & Co., Inc., a leading global wealth management firm, and SG Private Banking, the global wealth management arm of France's Societe Generale, today announced a global alliance. Under this alliance, Rockefeller & Co. and SG Private Banking, as independent companies, will work together to share areas of expertise and jointly serve the financial needs of ultra high net worth individuals and family offices around the world. Both companies will also continue their own ongoing business activities.

As part of this global alliance, SG Private Banking has purchased a minority equity interest in Rockefeller Financial Services, the parent company of Rockefeller & Co. Under the terms of the agreement, James S. McDonald, President and Chief Executive Officer of Rockefeller & Co., will join the Executive Committee of SG Private Banking, while Daniel Truchi, Chief Executive Officer of SG Private Banking and Marc I. Stern, Chairman of Societe Generale Global Investment Management and Services for North America, will join Rockefeller & Co.'s 11-member Board of Directors.

1.1.3 *PRESS RELEASE DATED JUNE 17TH 2008:* SOCIETE GENERALE ANNOUNCES THAT IT HAS SOLD ITS ENTIRE 7.8% STAKE IN OMAN BASED BANKMUSCAT TO THE ROYAL COURT AFFAIRS OF OMAN.

Societe Generale will continue to expand under the Societe Generale brand in the Sultanate of Oman and the Gulf region which the bank sees as a key growth area. Societe Generale has recently opened two branches in the Dubai International Financial Center which will act as a regional hub. Societe Generale also maintains a subsidiary in Bahrain and a representative office in the United Arab Emirates. The Group will further develop its coverage of Corporates and Financial Institutions leveraging on its Corporate & Investment Banking, Asset Management and Securities Services expertise and expand its Private Banking activities.

1.1.4 *PRESS RELEASE DATED JUNE 19TH 2008:* SOGECAP: EMBEDDED VALUE 2007.

SOGECAP, the life insurance subsidiary of SOCIETE GENERALE, is publishing its Embedded Value and New Business Value results for the first time. These results are calculated in line with the principles of the CFO Forum and using a market consistent approach. They correspond to all SOGECAP activities in France, including those of the ORADEA-VIE partnership.

Alain de Saint-Martin, Chairman and CEO of SOGECAP said: "the Embedded Value of SOGECAP grew in 2007 despite a difficult economic climate. Activity in 2007 proved strong, with the ratio of New Business Value to the present value of premiums coming in at a highly satisfactory 2.3%".

Summary of results at December 31, 2007

Adjusted net asset value (ANAV)	EUR 1,199m
Certainty Equivalent Present Value of Future Profits	EUR 2,540m
Time value of financial options and guarantees	EUR -272m
Cost of capital and non-financial risks	EUR -266m
Embedded Value (EV)	EUR 3,201m
New Business Value (NBV)	EUR 202m
NBV / present value of premiums[1]	2.3%
NBV / APE[2]	23.1%

B&W Deloitte certified SOGECAP's Embedded Value calculations as at December 31, 2007. The actuarial firm reviewed the methodology applied, notably its compliance with the applicable principles of the CFO Forum on December 31, 2007, the assumptions used and the results of the calculations. Its full opinion is given in the detailed report entitled SOGECAP-Embedded Value 2007 appended hereto.

Embedded Value, which is the discounted value of the in force policies, stood at €3,201m at the end of 2007, for a net position of € 1,236m in the consolidated financial statements of SOCIETE GENERALE. The surplus value not integrated in the equity of SOCIETE GENERALE therefore amounted to approximately € 2bn.

The return on Embedded Value stood at 10.2% (ratio between the operating margin and Embedded Value at end 2006).

The New Business Value (NBV), i.e. the value of activity generated in 2007, stood at €202m for operations in France, namely 2.3% of the present value of premiums.

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[1] Present value of premiums generated by activity in 2007 (including future scheduled premiums) is EUR 8,780m.

[2] APE: Annualized Premium Equivalent (10% of single premiums and flexible premiums, 100% of scheduled premiums) which amounts to EUR 874m.

Analysis of the change in Embedded Value between 2006 and 2007

In € millions	Adjusted net asset value	Value of in force business	Total
Embedded Value in 2006	**1,116**	**2,044**	**3,160**
Operating margin	189	133	323
Impact of economic environment	(13)	(176)	(189)
Dividend paid in 2007	(155)		(155)
Increase in capital	62		62
Embedded Value in 2007	**1,199**	**2,002**	**3,201**

The operating margin essentially corresponds to the value added by the 2007 new business, and the expected contribution from the existing business.

The economic environment had a negative impact on results (EUR -189m) following the increase in equity and interest-rate volatility, widening spreads and weak growth on the equity markets.

Embedded Value sensitivities

An analysis of the main sensitivities to market variation revealed changes of no more or less than 5% in Embedded Value at the end of 2007.

	In EUR millions	as a % of value
Increase in interest rates of 100 bp	(156)	-4.9%
Decrease in interest rates of 100 bp	127	+4.0%
Decrease in equities of 10%	(144)	-4.5%
Increase in interest-rate volatility of 25%	(17)	-0.5%
Increase in equity volatility of 25%	(72)	-2.2%
Increase in expenses of 10%	(54)	-1.7%
Decrease in lapse rates of 10%	89	+2.8%
Decrease in mortality rate of 5%	40	+1.3%

New Business Value sensitivities

	In EUR millions	as a % of value
Increase in interest rates of 100 bp	13	+6.6%
Decrease in interest rates of 100 bp	(27)	-13.5%
Increase in interest-rate volatility of 25%	(3)	-1.3%
Increase in equity volatility of 25%	(12)	-5.8%
Increase in expenses of 10%	(4)	-2.1%
Decrease in lapse rates of 10%	15	+7.6%
Decrease in mortality rate of 5%	5	+2.3%

II. CHAPTER 3: FACTS AND FIGURES

2.1 BREAKDOWN OF CAPITAL AND VOTING RIGHTS

	At June 30th, 2008		
	Number of shares	***% of capital***	***% of voting rights[1]****
Employees and former employees via the Group employee share ownership plan	41,928,937	7.10%	10.84%
Groupama	20,954,344	3.55%	5.14%
Meiji Yasuda Life Insurance	11,069,312	1.87%	3.37%
CDC	14,078,882	2.38%	3.01%
Fondazione CRT	6 428 567	1.09%	1.64%
Dexia	(2)	(2)	(2)
CNP	6,539,300	1.11%	1.22%
Buybacks	21,166,669	3.58%	3.22%
Treasury stock	8,987,016	1.52%	1.37%
Free float	453,797,817	76.82%	69.31%
Total		100.0%	100.0%
Number of outstanding shares		590,727,244	657,091,905

NB: the Group's by-laws stipulate that shareholders are obliged to notify the company whenever their holding of capital or voting rights exceeds an additional 0.50%, and as soon as the threshold of holding 1.5% of capital or voting rights is exceeded. At end-June, 2008, no other shareholder claimed to own over 1.5% of the Group's capital, with the exception of mutual funds and trading activities at financial institutions.

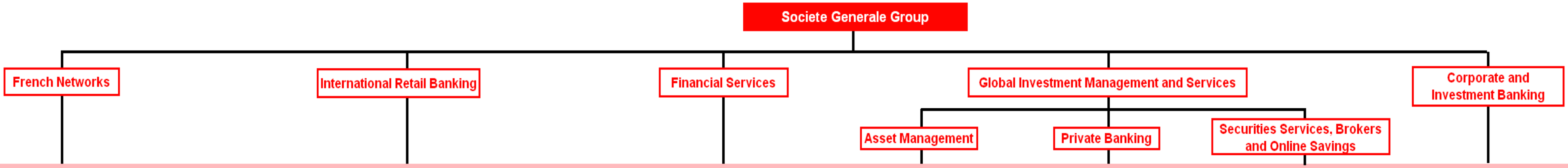
(1) Including double voting rights (article 14 of Societe Generale's by-laws).

(2) Shareholders with less than 1% of the capital and voting rights.

* As of 2006 and in accordance with article 223-11 of the General Regulation of the AMF, the total number of voting rights is calculated on the basis of all shares with voting rights attached.

III. CHAPTER 4: GROUP INTERIM MANAGEMENT REPORT

3.1 SOCIETE GENERALE GROUP MAIN ACTIVITIES



FRANCE

French Networks	International Retail Banking	Financial Services	Asset Management	Private Banking	Securities Services, Brokers and Online Savings	Corporate and Investment Banking
▶ Societe Generale* ▶ Crédit du Nord Group 80.0% ▶ Compagnie Generale d'Affacturage 100% ▶ Sogéfinancement 100% ▶ Sogéfimur 100% ▶ Sogelease France 100% ▶ Sogébail 50.6% ▶ Groupama Banque 20.0% ▶ SG Services 100% ▶ SG Capital Développement 100%	▶ Banque de Polynésie 72.1% ▶ Microcred 22.3% ▶ Societe Generale Calédonienne de Banque 90.1% ▶ Banque Française Commerciale Océan Indien 50.0% ▶ SG de Banque aux Antilles 100%	▶ Franfinance Group 100% ▶ CGI Group 99.9% ▶ ECS Group 100% ▶ Sogécap 100% ▶ Sogessur 65.0% ▶ Temsys 100%	▶ SG Asset Management Group (SGAM) 100%	▶ Societe Generale*	▶ Societe Generale* ▶ Newedge Group 50% ▶ Parel 100% ▶ Boursorama Group 55.8% ▶ Euro VL 98.2%	▶ Societe Generale* ▶ CALIF 100% ▶ SG Securities (Paris) SAS 100% ▶ Lyxor Asset Management 100% ▶ Gaselys 49.0% ▶ Orbeo 50.0% ▶ Généfimmo 100% ▶ Généfim 100% ▶ Sogéprom 100% ▶ SG Option Europe 100% ▶ Clickoptions 100% ▶ Societe Generale SCF 100%

EUROPE

French Networks	International Retail Banking	Financial Services	Asset Management	Private Banking	Securities Services, Brokers and Online Savings	Corporate and Investment Banking
	▶ SKB Banka *Slovenia* 99.7% ▶ BRD-SG Group *Romania* 58.3% ▶ SG Express Bank *Bulgaria* 97.9% ▶ Komercni Banka A.S. (KB) *Czech Republic* 60.4% ▶ General Bank of Greece *Grèce* 52.3% ▶ Banque SG Vostok *Russia* 100% ▶ SG Cyprus Ltd 51.0% ▶ Ohridska Banka ad Ohrid *Macedonia* 58.8% ▶ SG Banka SRBIJA *Serbia* 100% ▶ Podgoricka Banka *Montenegro* 86.7% ▶ Delta Credit *Russia* 100% ▶ Rosbank *Russia* 57.6% ▶ SG-Splitska Bank *Croatia* 99.8% ▶ Bank Republic *Georgia* 60.0% ▶ Mobiasbanca *Moldavia* 95.3% ▶ Banka Popullore *Albania* 75.0% ▶ Komercni Banka Bratislava *Slovakia* 60.4%	▶ ALD International Group 100% ▶ GEFA Group Germany 100% ▶ Fiditalia Spa *Italy* 100% ▶ SG Equipment Finance Group 100% ▶ Eurobank *Poland* 99.4% ▶ Rusfinance *Russia* 100% ▶ Hanseatic Bank Germany 75.0% ▶ SG Consumer Finance Group 100%	▶ SGAM Group Ltd *United Kingdom* 100% ▶ SG Russell Asset Management *Ireland* 50.0% ▶ SGAM Ireland 100% ▶ IKS *Czech Republic* 100%	▶ Societe Generale Bank & Trust Luxembourg (2) 100% ▶ SG Private Banking Suisse SA (1) 100% ▶ SG Private Banking (Belgique) 99.0% ▶ SG Hambros Bank Limited *United Kingdom* 100% ▶ SG Private Banking (Monaco) (1) 100%	▶ SGSS Spa *Italy* 100% ▶ Squaregrain *United Kingdom* 100% ▶ SGSS KAG *Germany* 98.2% ▶ EFS *Luxembourg* 99.2% Newedge Group Branches in: ▶ Frankfurt *Germany* ▶ Madrid *Spain* ▶ London *United Kingdom* Societe Generale* Branches in: ▶ Dublin *Ireland*	Societe Generale* Branches in: ▶ Milan *Italy* ▶ Frankfurt *Germany* ▶ Madrid *Spain* ▶ Londres *United Kingdom*

AFRICA - MIDDLE EAST

French Networks	International Retail Banking	Financial Services
	▶ SG Marocaine de Banques 53.0% ▶ SG de Banques en Côte d'Ivoire 68.2% ▶ Union Internationale de Banque *Tunisia* 52.3% ▶ SG de Banques au Cameroun 58.1% ▶ SG de Banque au Liban 19.0% ▶ National Societe Generale Bank *Egypt* 77.2% ▶ SG de Banque en Guinée 52.9% ▶ SG de Banques au Bénin 73.1% ▶ SG - SSB Limited *Ghana* 51.0% ▶ Societe Generale Mauritanie 51.0% ▶ BFV SG *Madagascar* 70.0% ▶ SG de Banques au Sénégal 59.3% ▶ SG Algérie 100% ▶ SG de Banques au Burkina 44.2% ▶ SG de Banque en Guinée Equatoriale 57.2% ▶ SG Tchadienne de Banque 55.2%	▶ Eqdom *Morocco* 53.0% ▶ La Marocaine Vie 87.1%

AMERICAS

Financial Services
▶ Banco Cacique S.A. *Brazil* 100% ▶ Banco Pecunia *Brazil* 70%

NORTH AMERICA

Asset Management	Private Banking	Securities Services, Brokers and Online Savings	Corporate and Investment Banking
▶ TCW Group Inc *United States* 100% ▶ SG Investment Management Corp *United States* 100%		▶ Newedge USA, LLC 50% ▶ Newedge Canada Inc 50% ▶ Newedge Financial Inc 50%	▶ SG Americas, Inc. *United States* 100% ▶ SG Americas Securities, LLC *United States* 100% ▶ SG Canada 100% ▶ Banco SG Brazil SA 100% Societe Generale* Branches in: ▶ New York *United States* ▶ Montréal *Canada*

ASIA - AUSTRALIA

Asset Management	Private Banking	Securities Services, Brokers and Online Savings	Corporate and Investment Banking
▶ SGAM Japon 100% ▶ SGAM Singapore 100% ▶ IBK-SGAM *Korea* 50.0% ▶ Fortune SGAM *China* 49.0%	▶ SG Private Banking (Japan) Ltd 100%	▶ Newedge Derivatives Singapore Pte Ltd 50% ▶ Newedge Broker Ltd 50% ▶ Newedge Broker Ltd, Taïwan Branch ▶ Newedge Japan Inc 50% ▶ Newedge Group, Hong Kong Branch ▶ Newedge Financial Singa 50%	▶ SG Securities Asia International Holdings Ltd (Hong-Kong) 100% ▶ SG Securities North Pacific, Tokyo Branch *Japan* 100% ▶ SG Asia (Hong-Kong) Ltd 100% ▶ SG Australia Holding Ltd 100% ▶ Lyxor Asset Management Japan Co Ltd 100% Societe Generale* Branches in: ▶ Singapore ▶ Tokyo *Japan* ▶ Hong Kong ▶ Sydney *Australia*

* Parent company

(1) Subsidiary of SGBT Luxembourg

(2) As well as its Private Banking activities, Societe Generale Bank & Trust Luxembourg also provides retail and corporate and investment banking services for its corporate customers

<u>Notes:</u>

-The percentages given indicate the share of capital held by the Societe Generale Group.

-Groups are listed under the geographivc region where they carry out their principal activities.

3.2 GROUP ACTIVITY AND RESULTS

The half year results at June 30th, 2007, presented for comparative purposes against the results of June 30th, 2008, have been adjusted for the accounting consequences of the fictitious operations recorded in 2007 and 2008 on unauthorized and concealed market activities discovered in January 2008. This information is presented in the appendix to the Group's interim management report. However, in order to provide more relevant information on the Group's performance, the figures in the Group's interim management report correspond to reported historic data. The comments are also based on these reported historic data.

Since the beginning of 2008, the global economy has been confronted with a quadruple shock:

- the property crisis in the United States, and now in the United Kingdom and Spain,
- the liquidity and financial crises,
- the soaring price of oil and food products,
- imbalances in exchange rate parities.

In a more difficult environment for banks, Societe Generale's broadly-based and internationally diversified portfolio of activities has shown more resilience. The Group derives a very significant proportion of its total revenues from Retail Banking and Financial Services (around 66% in H1 08, around 61% in 2007) and particularly from the French Networks which operate in a market with structurally lower exposure to the property shocks that are affecting some other countries. In Corporate and Investment Banking, the Group generates a large proportion of its revenues from equity activities which have been less affected by the crisis than fixed income or credit activities.

Commercial activity increased strongly in H1 08. This is reflected in revenue growth of +6.5%[*] vs. H1 07 for Retail Banking and Financial Services, and a solid performance at Corporate and Investment Banking's client-driven activities vs. a record H1 07 (-11.2%[(b)]). That said, the Group's results continue to be impacted by non-recurring items (representing total net banking income of EUR -1160 million for the period), some related to the application of IFRS (revaluation of financial liabilities and mark-to-market of CDS) and others to the dislocation of credit markets. In this regard, and in accordance with guidance from the Financial Stability Forum, Societe Generale is presenting a comprehensive disclosure of its exposure to assets at risk at June 30th, 2008. Lastly, within Asset Management, there were no new write-downs on dynamic money-market funds in the second quarter.
The Group's management, which has been strengthened as a result of the recent reorganization, can now focus its attention and efforts on further expanding the customer franchises, improving operating efficiency and enhancing risk control in a less favorable environment than previously.

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[*] When adjusted for changes in Group structure and at constant exchange rates

[(b)] All non-recurring items (affecting NBI, allocation to provisions, and net income from other assets) are presented in the appendix

In millions of euros	**H1 08**	**H1 07**	**Change**	
Net banking income	11,263	12,668	**-11.1%**	-14.0%*
Operating expenses	(7,862)	(7,515)	**+4.6%**	+2.2%*
Gross operating income	**3,401**	**5,153**	**-34.0%**	**-37.0%***
Net allocation to provisions	(985)	(378)	**x2.6**	x2.4*
Operating income	**2,416**	**4,775**	**-49.4%**	**-51.3%***
Net income from companies accounted for by the equity method	12	20	**-40.0%**	
Net income from other assets	641	30	**NM**	
Income tax	(951)	(1,332)	**-28.6%**	
Net income before minority interests	2,118	3,493	**-39.4%**	
Minority interests	378	318	**+18.9%**	
Net income	**1,740**	**3,175**	**-45.2%**	**-45.1%***
Cost/income ratio	69.8%	59.3%		
Average allocated capital	27,235	23,498	**+15.9%**	
ROE after tax	**12.3%**	**26.7%**		

Excl. Euronext capital gain	**H1 08**	**H1 07**	**Change**	
Net banking income	11,263	12,433	**-9.4%**	-12.3%*
Net income	1,740	2,935	**-40.7%**	-40.4%*

** When adjusted for changes in Group structure and at constant exchange rates*

Net banking income

Net banking income totaled EUR 11,263 million in H1, down -14.0%* (-11.1% in absolute terms) vs. H1 07.

All Retail Banking and Financial Services activities saw revenue growth vs. H1 07 (+1.4% after adjustment for changes in the PEL/CEL provision and the Euronext capital gain in 2007 for the French Networks, +17.9%* for International Retail Banking, +11.9%* for Financial Services). Global Investment Management and Services posted a -31.4%* drop in revenues vs. H1 07. This was due to Asset Management, which continues to be confronted with a difficult environment. Private Banking and Securities Services posted increased revenues (excluding Euronext capital gain and after adjustment for the Fimat /Newedge structure effect). Corporate and Investment Banking continued to enjoy dynamic activities, but the division was adversely affected by EUR -1.2 billion of non-recurring items. Overall, revenues were down -42.3%* vs. H1 07.

Operating expenses

Operating expenses rose +2.2%* (+4.6% in absolute terms) vs. H1 07. The increase reflects the Group’s continuing investment in retail banking, financial services and private banking.

Societe Generale’s cost to income ratio increased to 69.8%% (vs. H1 07, which represented an exceptionally low comparative base at 59.3%). The Group’s C/I ratio automatically increased due to the effect of non-recurring items.

Operating income

Gross operating income for H1 (EUR 3,401 million) was down -37.0%* (-34.0% in absolute terms) vs. H1 07.

The Group's cost of risk (EUR 985 million in H1 08, i.e. 56bp) rose over the first half, primarily as a result of precautionary provisions on a few specific Corporate and Investment Banking accounts. The increase does not reflect a sector or structure deterioration of the credit portfolio.

Operating income for H1 amounted to EUR 2,416 million, down -51.3%***** vs. H1 07 (-49.4% in absolute terms).

Net income

After tax and minority interests, Group net income for H1 came to EUR 1,740 million, down -45.1%* (-45.2% at constant structure) vs. H1 07. The Group's ROE after tax stood at 12.3% in H1 08.

The numerous non-recurring items recorded by the Group in H1 (these are detailed in the appendix) had an impact of EUR -1,160 million on revenues and EUR 840 million on pre-tax income. When adjusted for these items, the Group's ROE after tax is around 15.6%, testifying to the resilience of the Group's portfolio of activities in an environment of serious crisis.

H1 08 earnings per share amounts to EUR 3.17.

3.3 SUMMARY OF RESULTS AND PROFITABILITY BY CORE BUSINESS

In millions of euros	French Networks		International Retail Banking		Financial Services		Global Investment Management & Services		Corporate & Investment Banking		Corporate Centre		Group	
	H1 08	**H1 07**	**H1 08**	**H1 07**	**H1 08**	**H1 07**	**H1 08**	**H1 07**	**H1 08**	**H1 07**	**H1 08**	**H1 07**	**H1 08**	**H1 07**
Net banking income	3,493	3,525	2,328	1,623	1,599	1,333	1,467	2,035	2,226	4,024	150	128	11,263	12,668
Operating expenses	(2,307)	(2,271)	(1,343)	(963)	(883)	(716)	(1,317)	(1,326)	(1,955)	(2,193)	(57)	(46)	(7,862)	(7,515)
Gross operating income	**1,186**	**1,254**	**985**	**660**	**716**	**617**	**150**	**709**	**271**	**1,831**	**93**	**82**	**3,401**	**5,153**
Net allocation to provisions	(180)	(156)	(166)	(111)	(247)	(170)	(2)	(6)	(389)	60	(1)	5	(985)	(378)
Operating income	**1,006**	**1,098**	**819**	**549**	**469**	**447**	**148**	**703**	**(118)**	**1,891**	**92**	**87**	**2,416**	**4,775**
Net income from companies accounted for by the equity method	1	1	5	19	5	(5)	0	0	6	8	(5)	(3)	12	20
Net income from other assets	2	4	10	21	(1)	1	1	0	4	0	625	4	641	30
Income tax	(343)	(375)	(173)	(142)	(143)	(150)	(35)	(219)	64	(507)	(321)	61	(951)	(1,332)
Net income before minority interests	666	728	661	447	330	293	114	484	(44)	1,392	391	149	2,118	3,493
Minority interests	26	32	231	135	9	8	7	19	3	5	102	119	378	318
Net income	**640**	**696**	**430**	**312**	**321**	**285**	**107**	**465**	**(47)**	**1,387**	**289**	**30**	**1,740**	**3,175**
Cost/income ratio	66.0%	64.4%	57.7%	59.3%	55.2%	53.7%	89.8%	65.2%	87.8%	54.5%	38.0%	35.9%	69.8%	59.3%
Average allocated capital	6,822	6,060	2,389	1,749	4,079	3,621	1,463	1,261	6,029	5,517	6,453 *	5,290*	27,235	23,498
ROE after tax	**18.8%**	**23.0%**	**36.0%**	**35.7%**	**15.7%**	**15.7%**	**14.6%**	**73.8%**	**NM**	**50.3%**	**NM**	**NM**	**12.3%**	**26.7%**

** Calculated as the difference between total Group capital and capital allocated to the core businesses*

FRENCH NETWORKS

In millions of euros	H1 08	H1 07	Change
Net banking income	3,493	3,525	**-0.9%**
Operating expenses	(2,307)	(2,271)	**+1.6%**
Gross operating income	**1,186**	**1,254**	**-5.4%**
Net allocation to provisions	(180)	(156)	**+15.4%**
Operating income	**1,006**	**1,098**	**-8.4%**
Net income from companies accounted for by the equity method	1	1	**NM**
Net income from other assets	2	4	**NM**
Income tax	(343)	(375)	**-8.5%**
Net income before minority interests	666	728	**-8.5%**
Minority interests	26	32	**-18.8%**
Net income	**640**	**696**	**-8.0%**
Cost/income ratio	66.0%	64.4%	
Average allocated capital	6,822	6,060	**+12.6%**
ROE after tax	**18.8%**	**23.0%**	

Excl. PEL/CEL and Euronext capital gain	H1 08	H1 07	Change
Net banking income	3,499	3,449	**+1.4%**
Net income	644	652	**-1.2%**

The environment in H1 08 was not particularly favorable to retail banking in France, in light of the ongoing crisis in the financial markets, the slowdown in economic growth and the higher remuneration of regulated savings.

That said, the activity and revenues of Societe Generale Group's French networks proved highly resilient, testifying to the soundness of their customer bases.

The number of net personal current accounts for **individual customers** rose by 44,700 units, representing an increase of more than 120,000 accounts year-on-year (+2.0% vs. end-June 2007).

Against a backdrop of high short-term rates, outstanding balance sheet savings rose +2.5% vs. H1 07.
Life insurance was the main driver of financial savings inflow, with healthy new business (EUR 4.4 billion).
New housing loan business remained at a high level (EUR 7.8 billion in H1 08) and the trend (-4.1% in H1 08 vs. H1 07) compares favorably with the market trend.

Activity in the **business customer** segment expanded strongly in H1 08 (compared to H1 07), with a sustained high rate of new relationships with prime SMEs, a 7.3% increase in outstanding deposits and 16.9% growth in outstanding loans, including +17.2% for investment financing.

At the same time, synergies leveraging between retail banking in France and Corporate and Investment Banking, in the form of added value products and services for SMEs and local governments, resulted in a 28% increase in revenues derived from these activities in H1 08 vs. H1 07.

Total net banking income for the French Networks rose +1.4% vs. H1 07 (excluding the PEL/CEL provision and the Euronext capital gain).

Interest income was 2.6% higher than in H1 07 (excluding the effect of the PEL/CEL provision), with the impact of rate increases on savings accounts in August 2007 and again in February 2008 offset by the rise in outstanding deposits and loans.

Commission income was stable vs. H1 07. Service commissions were up +4.1%, due primarily to increased activity with business customers. However, financial commissions were down -10.4%, reflecting the decline in new life insurance business, mutual fund outstandings and stock market transactions in a deteriorated market environment.

Operating expenses rose +1.6% in H1 08 vs. H1 07.

As a result, the cost to income ratio (excluding the effect of the PEL/CEL provision) was 65.9% in H1 08 (+0.1 pt vs. H1 07 when restated for the Euronext capital gain).

The net cost of risk increased slightly to 28bp vs. 27bp in H1 07.

The French Networks' contribution to Group net income totaled EUR 640 million, or -1.2% vs. H1 07 (excluding Euronext capital gain and excluding PEL/CEL provision).

ROE after tax (excluding the effect of the PEL/CEL provision) stood at 18.9%, vs. 21.5% (excluding Euronext capital gain) in H1 07.

INTERNATIONAL RETAIL BANKING

In millions of euros	H1 08	H1 07	Change	
Net banking income	2,328	1,623	**+43.4%**	+17.9%*
Operating expenses	(1,343)	(963)	**+39.5%**	+11.3%*
Gross operating income	**985**	**660**	**+49.2%**	**+27.4%***
Net allocation to provisions	(166)	(111)	**+49.5%**	+0.9%*
Operating income	**819**	**549**	**+49.2%**	**+32.7%***
Net income from companies accounted for by the equity method	5	19	**NM**	
Net income from other assets	10	21	**-52.4%**	
Income tax	(173)	(142)	**+21.8%**	
Net income before minority interests	661	447	**+47.9%**	
Minority interests	231	135	**+71.1%**	
Net income	**430**	**312**	**+37.8%**	**+35.2%***
Cost/income ratio	57.7%	59.3%		
Average allocated capital	2,389	1,749	**+36.6%**	
ROE after tax	**36.0%**	**35.7%**		

** When adjusted for changes in Group structure and at constant exchange rates*

International Retail Banking produced a very solid performance in H1 08, with revenues up +17.9%* vs. H1 07 (+43.4% in absolute terms).

This fine performance reflects the quality of the Group's positioning in relation to its retail banking activities, vindicating its strategic decisions. Whereas most of the retail banking markets are affected by the current financial crisis, albeit to varying degrees, the markets in which the Group operates continue to prove resilient and still reveal significant growth potential. As a result, around two-thirds of International Retail Banking's total revenues[1] in H1 08 originated from the following operations:

- The Czech Republic, where Komercni Banka (third largest domestic bank) continues to produce strong commercial performances on the back of the expansion of its network (+53 branches opened between 2003 and 2007) and the acquisition of Modra Pyramida in 2006,
- Russia, a country where Societe Generale started up its retail banking operation in 2003 and where it continues to expand its platform using organic and external growth,
- Romania, where BRD, the country's leading retail banking network, continues to expand,
- Egypt, where NSGB is ranked No. 2 among the country's private banks,
- Morocco, where the Group is also a major player via SGMA, the country's fourth largest private bank.

To support this expansion, headcount increased by more than 2,900 year-on-year and at constant structure. At end-June 2008, the total headcount was 58,000. 330 new branches have been opened since June 2007 at constant structure (taking the total network to more than 3,580).

The number of individual customers has risen by more than 807,000 at constant structure since end-June 2007, or +9.7% in one year.

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[1] Excluding the effect of integrating Rosbank

Over the same period, deposits and loans increased by respectively +10.7%* and +31.0%* for individual customers, and by +14.2%* and +28.0%* for business customers.

H1 revenues totaled EUR 2,328 million, up 17.9%* (+43.4% in absolute terms).

H1 operating expenses increased +7%* excluding network development costs, and +11.3%* (+39.5% in absolute terms) including these costs. The C/I ratio was lower at 57.7% (vs. 59.3% in H1 07).

As a result, H1 gross operating income grew +27.4%* vs. H1 07 (+49.2% in absolute terms).

The cost of risk (52bp) was up 3 points vs. H1 07 as a result of the integration of Rosbank. Excluding this structure effect, the figure was down (41bp) in H1 08.

The division's contribution to Group net income was up 35.2%* (+37.8% in absolute terms) vs. H1 07, at EUR 430 million.

ROE after tax stood at 36.0% in H1 (vs. 35.7% in H1 07).

FINANCIAL SERVICES

In millions of euros	H1 08	H1 07	Change	
Net banking income	1,599	1,333	**+20.0%**	+11.9%*
Operating expenses	(883)	(716)	**+23.3%**	+13.0%*
Gross operating income	**716**	**617**	**+16.0%**	**+10.7%***
Net allocation to provisions	(247)	(170)	**+45.3%**	+25.4%*
Operating income	**469**	**447**	**+4.9%**	**+5.1%***
Net income from companies accounted for by the equity method	5	(5)	**n/s**	
Net income from other assets	(1)	1	**n/s**	
Income tax	(143)	(150)	**-4.7%**	
Net income before minority interests	330	293	**+12.6%**	
Minority interests	9	8	**+12.5%**	
Net income	**321**	**285**	**+12.6%**	**+13.3%***
Cost/income ratio	55.2%	53.7%		
Average allocated capital	4,079	3,621	**+12.6%**	
ROE after tax	**15.7%**	**15.7%**		

** When adjusted for changes in Group structure and at constant exchange rates*

The **Financial Services** division comprises Specialised Financing (consumer credit, equipment finance, operational vehicle leasing and fleet management, IT leasing and management), Life and Non-Life Insurance.

Specialised Financing continued to enjoy strong and controlled expansion in countries with strong potential, through consumer credit and leasing offerings.

New **consumer credit** business and outstandings enjoyed dynamic growth in H1 08 vs. H1 07, with increases of respectively +17.6%* +16.1%*, driven mainly by activity in Russia and Poland. Outstandings totaled EUR 20.0 billion at June 30th 2008.

As for **equipment finance**, new financing[1] by the business line increased by +12.2%* vs. H1 07. In Germany, its main market, new financing grew strongly in H1 (+17.3%* vs. H1 07). The other operations in Europe continue to enjoy healthy growth, with in particular growth of +41.1%* in the Czech Republic and +24.9%* in Poland in H1 08 vs. H1 07.
SG Equipment Finance's outstandings[1] rose +8.8%* (vs. H1 07) to EUR 18.3 billion at June 30th 2008.

In **operational vehicle leasing and fleet management**, ALD Automotive is No. 2 in Europe with a fleet under management totaling 758,455 vehicles at end-June 2008 (+9.3%* vs. end-June 2007). ALD continues to grow in countries with strong potential such as Brazil (x3.9), India (x2.5) and Russia (x2) and has upheld its leading position in its two main markets, France and Germany (respectively +5.4%* and +6.9%* vs. end-June 2007).

Specialised Financing revenues were up +12.8%* (+22.6% in absolute terms) vs. H1 07, and resulted in net banking income of EUR 1,342 million. The increase of 12.6%* in operating expenses (+24.2% in absolute terms) in H1, reflects ongoing development investments. Gross operating income rose to EUR 551 million in H1 2008, up +13.1%* (+20.3% in absolute terms) compared with the same period in 2007.

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[1] Excluding factoring

The increase in the net cost of risk to 110bp (vs. 88 bp in H1 07) can be attributed to the growth in consumer credit, particularly in emerging countries (integration of the Brazilian subsidiaries and change in the mix) where margins easily cover the net cost of risk.

Life insurance was affected by a less buoyant market in H1 08. Gross new inflows were EUR 4.7 billion for the first half. The proportion of unit-linked policies amounted to 15.3% in H1 08. Total life insurance revenues were up +7.7%* in H1 08 vs. H1 07.

The Financial Services division generated total operating income for H1 of EUR 469 million, up +5.1%* (+4.9% in absolute terms). The H1 contribution to Group net income was up +13.3%* (+12.6% in absolute terms) compared with the same period last year, at EUR 321 million.
ROE after tax stood at 15.7% in H1 08 (stable vs. H1 07).

GLOBAL INVESTMENT MANAGEMENT AND SERVICES

In millions of euros	H1 08	H1 07	Change	
Net banking income	1,467	2,035	**-27.9%**	-31.4%**
Operating expenses	(1,317)	(1,326)	**-0.7%**	+5.5%**
Gross operating income	**150**	**709**	**-78.8%**	**-87.1%****
Net allocation to provisions	(2)	(6)	**-66.7%**	-125.0%**
Operating income	**148**	**703**	**-78.9%**	**-86.9%****
Net income from other assets	1	0	**NM**	
Income tax	(35)	(219)	**-84.0%**	
Net income before minority interests	114	484	**-76.4%**	
Minority interests	7	19	**-63.2%**	
Net income	**107**	**465**	**-77.0%**	**-84.7%****
Cost/income ratio	89.8%	65.2%		
Average allocated capital	1,463	1,261	**+16.0%**	

Excl. Euronext capital gain	H1 08	H1 07	Change	
Net banking income	1,467	1,870	**-21.6%**	-23.8%**
Net income	107	354	**-69.8%**	-79.4%**

** When adjusted for changes in Group structure and at constant exchange rates*

(b): Excluding non-recurring items in Appendix 4 (i.e. "Euronext capital gain" for SGSS)

Global Investment Management and Services comprises asset management (Societe Generale Asset Management), private banking (SG Private Banking), Societe Generale Securities & Services (SG SS) and online savings (Boursorama).

The division produced mixed results. Asset Management continued to see funds outflow in the dynamic money market funds segment, albeit to a lesser extent than in the last 3 quarters. Dynamic money market funds now have a low level of outstanding assets and high liquidity as a result of asset disposals in 2007 and H1 08. Meanwhile, Private Banking and Securities Services produced satisfactory commercial performances.

The division's assets under management totaled EUR 381.4 billion at end-June 2008 vs. EUR 467.2 billion at end-June 2007. This was due to the decline in the equity markets, an unfavorable exchange rate effect, and outflow of funds in Asset Management. These amounts do not include the assets managed by Lyxor Asset Management (EUR 71.6 billion at June 30th 2008), whose results are consolidated in the Equities business line.

Overall, the division generated net banking income in H1 (EUR 1,467 million) which was down -23.8%**(b) (-27.9% in absolute terms) vs. H1 07. Operating income was down -82.5%**(b) (-78.9% in absolute terms) vs. H1 07. The division's H1 contribution to Group net income (EUR 107 million) was down -79.4%**(b) (-77.0% in absolute terms) vs. H1 07, due primarily to the impact of the financial crisis on asset management activities.

[**] Excluding Fimat and Newedge (effect of change in structure: Societe Generale has consolidated 50% of Newedge on a proportional basis since Q1 08. This constitutes a smaller entity than the 100% of Fimat consolidated until end-2007)

Asset Management

In millions of euros	H1 08	H1 07	Change	
Net banking income	246	685	**-64.1%**	-68.2%*
Operating expenses	(405)	(438)	**-7.5%**	-5.6%*
Gross operating income	**(159)**	**247**	**NM**	**NM**
Net allocation to provisions	0	0	**NM**	NM
Operating income	**(159)**	**247**	**NM**	**NM**
Net income from other assets	0	0	**NM**	
Income tax	52	(84)	**NM**	
Net income before minority interests	(107)	163	**NM**	
Minority interests	(7)	4	**NM**	
Net income	**(100)**	**159**	**NM**	
Cost/income ratio	164.6%	63.9%		
Average allocated capital	375	290	**+29.3%**	

** When adjusted for changes in Group structure and at constant exchange rates*

SGAM recorded a limited net outflow of EUR -10.0 billion in H1 2008. Assets managed by SGAM totaled EUR 309.2 billion at end-June 2008, vs. EUR 393.4 billion a year earlier. The decline was due to negative exchange rate (EUR -19.3 billion), market (EUR -34.7 billion) and cumulative outflow.

Given the Group's intention to ensure the liquidity of its dynamic money market products, in the interest of all unit holders, and reduce the sensitivity of assets under management, SGAM continued to repurchase assets and recorded losses and write-downs of EUR 274 million in Q1 08. Net banking income for H1 was down -68.2%* (-64.1% in absolute terms) vs. H1 07, as a result, among other things, of the decline in commissions in an unfavorable market.

H1 operating expenses fell -5.6%* vs. H1 07 (-7.5% in absolute terms).

Gross operating income was EUR -159 million vs. EUR 247 million. The contribution to Group net income was EUR -100 million (EUR 159 million in H1 07).

Private Banking

In millions of euros	**H1 08**	**H1 07**	**Change**	
Net banking income	417	389	**+7.2%**	+8.1%*
Operating expenses	(266)	(244)	**+9.0%**	+10.5%*
Gross operating income	**151**	**145**	**+4.1%**	**+4.2%***
Net allocation to provisions	(2)	(1)	**NM**	NM
Operating income	**149**	**144**	**+3.5%**	**+3.5%***
Net income from other assets	0	0	**n/s**	
Income tax	(34)	(32)	**+6.3%**	
Net income before minority interests	115	112	**+2.7%**	
Minority interests	5	6	**-16.7%**	
Net income	**110**	**106**	**+3.8%**	**+3.8%***
Cost/income ratio	63.8%	62.7%		
Average allocated capital	496	403	**+23.1%**	

** When adjusted for changes in Group structure and at constant exchange rates*

H1's good commercial and financial performance provided further evidence of the quality of SG Private Banking's customer franchise. The business line continued to expand with, in particular, the decision to enter into a global alliance with Rockefeller Financial Services & Co, a prominent player in private banking in North America.
New inflow amounted to EUR 2.4 billion. Assets under management totaled EUR 72.2 billion at end-June 2008, vs. EUR 73.8 billion a year earlier (due solely to unfavorable market and exchange rate effects).

Private Banking's H1 net banking income (EUR 417 million) rose +8.1%* vs. H1 07 (+7.2% in absolute terms) with a high gross margin.

Operating expenses increased +10.5%* (+9.0% in absolute terms), as a result of continued commercial investments in all these businesses' target markets.

At EUR 151 million, gross operating income was up +4.2%* in H1 07 (+4.1% in absolute terms). The contribution to Group net income (EUR 110 million) was up 3.8%* (the same in absolute terms).

Societe Generale Securities Services (SG SS), Brokers and online savings

In millions of euros	H1 08	H1 07	Change	
Net banking income	804	961	**-16.3%**	-16.1%**
Operating expenses	(646)	(644)	**+0.3%**	+16.3%**
Gross operating income	**158**	**317**	**-50.2%**	**-55.6%****
Net allocation to provisions	0	(5)	**NM**	NM
Operating income	**158**	**312**	**-49.4%**	**-53.9%****
Net income from other assets	1	0	**NM**	
Income tax	(53)	(103)	**-48.5%**	
Net income before minority interests	106	209	**-49.3%**	
Minority interests	9	9	**+0.0%**	
Net income	**97**	**200**	**-51.5%**	**-56.8%****
Cost/income ratio	80.3%	67.0%		
Average allocated capital	592	568	**+4.2%**	

** When adjusted for changes in Group structure and at constant exchange rates*

SGSS' business volumes in H1 08 were higher than in H1 07. The business line continued its international expansion, particularly in emerging countries, notably through its new securities services JV with State Bank of India.

Securities Services saw its assets under custody and assets under administration increase by respectively +5.9% and +21.9% vs. end-June 2007, mainly on the back of the acquisition of Capitalia's securities activities and the migration of Pioneer funds under the agreement with Unicredit. At end-June 2008, assets under custody totaled EUR 2,733 billion and assets under administration EUR 495 billion.

Newedge enjoyed buoyant business in H1 08 with 823 million trades executed and 906 million contracts cleared.

In an environment marked by the sharp decline in stock market indices, the number of orders executed by **Boursorama** fell -14% vs. H1 07. Outstanding online savings totaled EUR 4.1 billion at end-June 2008. Lastly, Boursorama's banking offering in France continues to enjoy real success with more than 10,300 accounts opened in H1 08, taking the total number of bank accounts to approximately 70,600 at end-June 2008.

H1 net banking income increased +16.3%**(b) vs. H1 07 (-16.3%[1] in absolute terms).

H1 operating expenses were up 16.3%** (+0.3% in absolute terms).

As a result, gross operating income for Societe Generale Securities Services (SG SS), Brokers and online savings (Boursorama) rose +16.3%**(b) in H1 08. The contribution to Group net income was 27.3%**(b) higher in H1 08 than in H1 07.

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[1] In addition to the restatement related to the Euronext capital gain recorded in Q2 07, it should be noted that any interpretation of the changes in the results of SGSS, Brokers and Online Savings is affected by the change in structure related to the consolidation of Newedge. Societe Generale has consolidated 50% of Newedge on a proportional basis since Q1 08. This constitutes a smaller entity than the 100% of Fimat consolidated until end-2007.

****** Excluding Fimat and Newedge

CORPORATE AND INVESTMENT BANKING

In millions of euros	H1 08	H1 07	Change	
Net banking income	2,226	4,024	**-44.7%**	-42.3%*
o.w. Financing & Advisory	*892*	*803*	***+11.1%***	*+16.8%**
o.w.Fixed Income, Currencies & Commodities	*(103)*	*1,109*	***NM***	*NM*
o.w. Equities	*1,437*	*2,112*	***-32.0%***	*-29.8%**
Operating expenses	(1,955)	(2,193)	**-10.9%**	-7.1%*
Gross operating income	**271**	**1,831**	**-85.2%**	**-84.5%***
Net allocation to provisions	(389)	60	**NM**	NM
Operating income	**(118)**	**1,891**	**NM**	**NM**
Net income from companies accounted for by the equity method	6	8	**-25.0%**	
Net income from other assets	4	0	**NM**	
Impairment losses on goodwill	0	0	**NM**	
Income tax	64	(507)	**NM**	
Net income before minority interests	(44)	1,392	**NM**	
Minority interests	3	5	**-40.0%**	
Net income	**(47)**	**1,387**	**NM**	**NM**
Cost/income ratio	87.8%	54.5%		
Average allocated capital	6,029	5,517	**+9.3%**	
ROE after tax	**n/s**	**50.3%**		

Excl. Euronext capital gain	H1 08	H1 07	Change	
Net banking income	2,226	3,990	**-44.2%**	-41.8%*
Net income	(47)	1,364	**NM**	NM

** When adjusted for changes in Group structure and at constant exchange rates*

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorized and concealed market activities. The restated data appear in Appendix 3. However, in order to provide more relevant information on Corporate and Investment Banking's performance, the figures correspond to reported historic data. The comments are also based on these reported historic data.
(b): Excluding non-recurring items in the Appendix.

Corporate and Investment Banking's net banking income amounted to EUR 2,226 million in H1 08 (-44.7% in absolute terms vs. H1 07). 2007 and 2008 data (and the corresponding changes) include non-recurring items(b) resulting mainly from a market environment affected by the substantial volatility of credit spreads and the continued deterioration of some asset classes. Comments on revenue trends are based on numbers which exclude these non-recurring items to allow a better assessment of the underlying trends in the division's businesses. However, data relating to operating income and contribution to Group net income include these non-recurring items(b).

Therefore, the division's restated H1 net banking income totaled EUR 3,418(b) million, down -10.1%*(b) vs. H1 07, which benefited from a very benign market environment.
The first half was characterized both by dynamic client-driven activities (especially in the second quarter) and the good performance of Corporate and Investment Banking's trading activities despite challenging market conditions. As a result, client-driven revenues totaled EUR 2,348 million compared with the record level of EUR 2,643 million in H1 07. Note that there was a sharp increase in client-driven revenues (totaling EUR 1,333 million) in Q2 08 against the previous quarter (+31.3% vs. Q1 08), primarily on the back of dynamic flow product sales.

In a bear market environment, **Equities** activities produced a robust performance, demonstrating that Societe Generale's leading global franchise remains unscathed by the recent turmoil. Business volumes with institutional clients were solid, flow product market shares remained strong (25.2% on ETFs at June 30th 2008) and Lyxor enjoyed substantial new inflows (EUR +5.8 billion in H1 08). Trading activities posted very satisfactory results, illustrating the solidity of the platform, particularly for arbitrage activities, despite the more stringent constraints imposed by the reinforcement of stress tests put in place following the fraud detected at the beginning of the year.
The Equities business posted H1 revenues of EUR 1,305(b) million (-35.7%*(b) vs. H1 07).

The **Fixed Income, Currencies & Commodities** businesses enjoyed a strong first half, with revenues of EUR 1,426(b) million in H1 08, up by +40.1%*(b) vs. H1 07. The first half confirmed the very healthy position of client-driven activities where net banking income was up +14.8% vs. H1 07 (and up a significant +34.3% vs. Q1 08), underpinned in particular by dynamic activity for flow products. Trading activities produced a satisfactory performance(b) in a difficult environment with, in particular, a good performance in flow trading.

Financing & Advisory revenues totaled EUR 687(b) million in H1 08, down -9.4%*(b) vs. H1 07. Hence, whereas volumes in the leveraged financing market remained lower than in H1 07, commodity and infrastructure financing confirmed their sound activity levels. H1 contributions were strong in these two segments which account for approximately one-third of the business line's revenues and in which Corporate and Investment Banking has developed recognized expertise (illustrated by awards for "*Best Global Commodities House*" and "*Best Project Finance House in Western Europe, Central & Eastern Europe and Africa"* from Euromoney in July 2008). In addition, Corporate and Investment Banking has upheld its good positioning in European fixed income markets, ranking No. 5 in euro bond issues, with a 6.0% market share in H1 08.

Operating expenses for Corporate and Investment Banking were -7.1%* lower than in H1 07.

The division recorded EUR +389 million of credit risk expenses in H1 08 (due to precautionary provisions on several specific operations at Corporate and Investment Banking in Q1 08) vs. a EUR -60 million write-back in H1 07.

Operating income, taking into account the non-recurring items that affected the division, EUR -118 million in H1 08. Corporate and Investment Banking's contribution to Group net income amounted to EUR -47 million in H1 08.

CORPORATE CENTER

In millions of euros	**H1 08**	**H1 07**
Net banking income	150	128
Operating expenses	(57)	(46)
Gross operating income	**93**	**82**
Net allocation to provisions	(1)	5
Operating income	**92**	**87**
Net income from companies accounted for by the equity method	(5)	(3)
Net income from other assets	625	4
Impairment losses on goodwill	0	0
Income tax	(321)	61
Net income before minority interests	391	149
Minority interests	102	119
Net income	**289**	**30**

The **Corporate Center** recorded gross operating income in H1 of EUR 93 million (vs. EUR 82 million the previous year). The increase includes:

- the disposal of BankMuscat booked as equity portfolio income. At June 30th 2008, the IFRS net book value of the industrial equity portfolio, excluding unrealized capital gains, amounted to EUR 0.9 billion, representing market value of EUR 1.0 billion.
- The impact of the revaluation of Crédit du Nord’s liabilities (EUR +44 million).

In the first half, the Corporate Center also booked under net income from other assets a capital gain (EUR 602 million before tax) following the merger of Fimat to create the new entity Newedge. The Group registered goodwill of EUR 420 million on the transaction, which limited the consequences of the capital gain on Tier One.

METHODOLOGY

1- Reported 2007 historic quarterly results have been restated: corrections in respect of the fictitious operations recorded on unauthorized and concealed market activities uncovered in January 2008.

The quarterly results at March 31st 2007, June 30th 2007, September 30th 2007 and December 31st 2007, presented for comparative purposes, have been adjusted to restate the accounting consequences of the fictitious operations recorded in 2007 and 2008 on unauthorized and concealed market activities discovered in January 2008. This information is presented in Appendix 3. However, in order to provide more relevant information on the Group's performance, the figures in this document correspond to reported historic data. The comments are also based on these reported data.

2- The interim consolidated results at June 30th 2008 and the comparative information established for this purpose are reviewed by the Statutory Auditors. They were approved by the Board of Directors on August 4th 2008

The financial information presented for the six-month period ended June 30th 2008 has been prepared in accordance with IFRS (International Financial Reporting Standards) as adopted in the European Union on June 30th 2008. In particular, the Group's summarized interim consolidated financial statements have been prepared and are presented in accordance with IAS 34 "Interim Financial Reporting".

3- Group ROE is calculated on the basis of average Group shareholders' equity under IFRS excluding (i) unrealized or deferred capital gains or losses booked directly under shareholders' equity excluding conversion reserves, (ii) deeply subordinated notes, (iii) undated subordinated notes recognized as shareholders' equity, and deducting (iv) interest to be paid to holders of deeply subordinated notes and of the reclassified, undated subordinated notes. The net income used to calculate ROE excludes interest, net of tax impact, to be paid to holders of deeply subordinated notes for the period and, as of 2006, to the holders of reclassified, undated subordinated notes (i.e. EUR 69 million in H1 2008 and EUR 83 million in 2007 vs. EUR 33 million in H1 2007).

4- Earnings per share is the ratio of (i) net income for the period after deduction (as of 2005) of the interest, net of tax, to be paid to holders of deeply subordinated notes (EUR 55 million in H1 2008 and EUR 22 million in H1 2007) and, as of 2006, the interest, net of tax, to be paid to holders of undated subordinated notes which were reclassified from debt to shareholders' equity (EUR 14 million in H1 2008 vs. EUR 11 million in H1 2007) and (ii) the average number of shares outstanding excluding treasury shares, but taking into account (a) trading shares held by the Group, and (b) shares held under the liquidity contract.

5- Net assets are comprised of Group shareholders' equity, excluding (i) deeply subordinated notes (EUR 4.3 billion), undated subordinated notes previously recognized as debt (EUR 0.8 billion) and (ii) interest to be paid to holders of deeply subordinated notes and undated subordinated notes, but reinstating the book value of trading shares held by the Group and shares held under the liquidity contract. The number of shares used to calculate book value per share is the number outstanding at June 30th 2008, excluding treasury shares but including (a) trading shares held by the Group and (b) shares held under the liquidity contract.

RESTATEMENT OF FICTITIOUS OPERATIONS RECORDED ON UNAUTHORIZED AND CONCEALED MARKET ACTIVITIES

Comparative income statement at June 30th, 2008

(in millions of euros)	H1 07 Restated	H1 08	Chge
GROUP			
Net banking income	12,668	11,263	-1,405
Operating expenses	-7,515	-7,862	-347
Gross operating income	*5,153*	*3,401*	*-1,752*
Net allocation to provisions	*-378*	*-985*	*-607*
Operating income excluding net gains or losses on unauthorised and concealed market activities	*4,775*	*2,416*	*-2,359*
Net loss on unauthorised and concealed market activities	-2,161	0	2,161
Operating income including net gains or losses on unauthorised and concealed market activities	2,614	2,416	-198
Net income from other assets	*30*	*641*	*611*
Net income from companies accounted for by the equity method	*20*	*12*	*-8*
Impairment losses on goodwill	*0*	*0*	*0*
Income tax	*-588*	*-951*	*-363*
Net income before minority interests	*2,076*	*2,118*	*42*
o.w. minority interests	*318*	*378*	*60*
Net income	*1,758*	*1,740*	*-18*
Average allocated capital	23,111	27,235	
ROE after tax	14.9%	12.3%	

Reported 2007 historic quarterly results restated for the fictitious operations recorded on unauthorized and concealed market activities

	2007							
(in millions of euros)	Q1		Q2		Q3		Q4	
	Reported	Restated	Reported	Restated	Reported	Restated	Reported	Restated
Corporate and Investment Banking								
Net banking income	1,947	1,947	2,077	2,077	1,159	1,159	-661	-661
Operating expenses	-1,081	-1,081	-1,112	-1,112	-743	-743	-489	-489
Gross operating income	*866*	*866*	*965*	*965*	*416*	*416*	*-1,150*	*-1,150*
Net allocation to provisions	29	29	31	31	-9	-9	5	5
Operating income excluding net gains or losses on unauthorised and concealed market activities	*895*	*895*	*996*	*996*	*407*	*407*	*-1,145*	*-1,145*
Net loss on unauthorised and concealed market activities	0	-97	0	-2,064	0	2,524	*-4,911*	-5,274
Operating income including net gains or losses on unauthorised and concealed market activities	*895*	*798*	*996*	*-1,068*	*407*	*2,931*	*-6,056*	*-6,419*
Net income from other assets	1	1	-1	-1	2	2	24	24
Net income from companies accounted for by the equity method	6	6	2	2	6	6	5	5
Impairment losses on goodwill	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Income tax	-233	-200	-274	428	-101	-959	2,109	2,232
Net income before minority interests	*669*	*605*	*723*	*-639*	*314*	*1,980*	*-3,918*	*-4,158*
o.w. minority interests	3	3	2	2	4	4	0	0
Net income	*666*	*602*	*721*	*-641*	*310*	*1,976*	*-3,918*	*-4,158*
Corporate Centre								
Net banking income	36	36	92	92	38	38	154	154
Operating expenses	-14	-14	-32	-32	-16	-16	-32	-32
Gross operating income	*22*	*22*	*60*	*60*	*22*	*22*	*122*	*122*
Net allocation to provisions	0	0	5	5	-1	-1	-17	-17
Operating income	*22*	*22*	*65*	*65*	*21*	*21*	*105*	*105*
Net loss on unauthorised and concealed	0	0	4	4	-1	-1	-16	-16
Net income from companies accounted for by the equity method	-1	-1	-2	-2	-1	-1	-2	-2
Impairment losses on goodwill	0	0	0	0	0	0	0	0
Income tax	16	16	45	54	33	22	-211	-209
Net income before minority interests	*37*	*37*	*112*	*121*	*52*	*41*	*-124*	*-122*
o.w. minority interests	57	57	62	62	59	59	44	44
Net income	*-20*	*-20*	*50*	*59*	*-7*	*-18*	*-168*	*-166*
GROUP								
Net banking income	6,046	6,046	6,622	6,622	5,375	5,375	3,880	3,880
Operating expenses	-3,698	-3,698	-3,817	-3,817	-3,374	-3,374	-3,416	-3,416
Gross operating income	*2,348*	*2,348*	*2,805*	*2,805*	*2,001*	*2,001*	*464*	*464*
Net allocation to provisions	*-192*	*-192*	*-186*	*-186*	*-226*	*-226*	*-301*	*-301*
Operating income excluding net gains or losses on unauthorised and concealed market activities	*2,156*	*2,156*	*2,619*	*2,619*	*1,775*	*1,775*	*163*	*163*
Net loss on unauthorised and concealed market activities	0	-97	0	-2,064	0	2,524	*-4,911*	-5,274
Operating income including net gains or losses on unauthorised and concealed market activities	2,156	2,059	2,619	555	1,775	4,299	*-4,748*	-5,111
Net income from other assets	*24*	*24*	*6*	*6*	*-3*	*-3*	*13*	*13*
Net income from companies accounted for by the equity method	*11*	*11*	*9*	*9*	*12*	*12*	*12*	*12*
Impairment losses on goodwill	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Income tax	*-613*	*-580*	*-719*	*-8*	*-484*	*-1,353*	*1,534*	*1,659*
Net income before minority interests	*1,578*	*1,514*	*1,915*	*562*	*1,300*	*2,955*	*-3,189*	*-3,427*

IMPACT OF NON-RECURRING ITEMS ON PRE-TAX PROFITS IN H1 07 AND H1 08

	EUR m	H1 07	H1 08
Non-recurring items in NBI	**French Networks**	**36**	**-**
	Euronext capital gain	36	-
	Global Investment Management and Securities	**165**	**-274**
	Asset Management	**-**	**- 274**
	Liquidity support provided to certain funds	-	- 274
	Private Banking	**1**	**-**
	Euronext capital gain	1	-
	SG SS, Brokers and Online Savings	**164**	**-**
	Euronext capital gain at SG SS	159	-
	Euronext capital gain at Fimat	5	-
	Corporate and Investment Banking	**54**	**- 1,192**
	Equities	**21**	**132**
	Euronext capital gain at SG CIB	34	-
	Revaluation of financial liabilities + Own shares	- 13	132
	Fixed Income, Currencies and Commodities	**27**	**- 1,529**
	Revaluation of financial liabilities	-	244
	Losses and write-downs on exotic credit derivatives	24	- 789
	Write-down of unhedged CDOs	- 42	- 370
	Write-down of monolines	-	- 301
	Write-down of RMBS	- 37	- 58
	Write-down of European ABS sold by SGAM	-	- 250
	Write-down/Reversal of SIV PACE	-	- 5
	ICE capital gain	82	-
	Financing and Advisory	**6**	**205**
	MtM value of CDS	6	242
	Write-down/Reversal of Non IG transactions in underwriting	-	- 37
	Corporate Centre	**-**	**306**
	Revaluation of financial liabilities at Crédit du Nord	-	44
	Capital gain on Muscat	-	262
	Total impact on GROUP NBI	**255**	**- 1,160**
Net alloc. to provisions	**Corporate and Investment Banking**	**-**	**- 282**
	Allocations to a few accounts	-	- 282
Net gain on other assets	**Corporate Centre**	**-**	**602**
	Capital gain on Fimat	-	602
Total impact on GROUP		**255**	**- 840**

3.4 CAPITAL BASE

At June 30th 2008, Group shareholders' equity totaled EUR 35.6 billion[1] and net asset value per share EUR 54.62, including EUR 0.18 of unrealized capital gains.

The Group repurchased 0.9 million shares in H1 08. At end-June, the Group held 30.2 million treasury shares (representing 5.1% of the capital) excluding shares held for trading purposes. The Group completed the hedging of the bonus share plan implemented in Q1 08. However, in order to maintain its high solvency levels, the Group will not proceed to cancel the dilution resulting from the 2008 global employee share ownership plan (7.5 million shares) and the 2008 stock option plan implemented in H1 (2.2 million options).

Basel I risk-weighted assets (EUR 364.7 billion) increased +15.0% between June 30th 2007 and June 30th 2008. The Group's Basel II risk-weighted assets stood at EUR 340.4 billion.

As a result, the Basel I Tier One ratio stood at 8.1% at June 30th 2008 (including 6.5% for Core Tier One) after deducting the dividend provision calculated on the assumption of a 45% payout ratio. The Tier One ratio was 8.2% at the same date based on the new Basel II standards.

The Group is rated AA- by S&P and Fitch, and Aa2 by Moody's.

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[1] This figure includes notably (i) EUR 1.0 billion for the issue of deeply subordinated notes in January 2005, EUR 1.425 billion for issues in April and December 2007 and EUR 1.9 billion for issues in May and June 2008, EUR 0.8 billion of undated subordinated notes and (ii) EUR 0.1 billion of unrealized capital gains.

3.5 SIGNIFICANT NEW PRODUCTS OR SERVICES

In accordance with Societe Generale Group's innovation strategy, numerous new products were launched in the first half of 2008, the most significant of which are listed below:

Business division	New product or service	
2008		
French Networks	Collection Cards	Societe Generale launched eight ranges of collection cards. In addition to the normal services that come with a traditional card, they also allow customers to choose an original design which expresses their personality and their tastes. Three collections also offer original services: "Affinity" cards: Every time one of the 14 cards in this collection is used for a payment, 5 eurocentimes are paid to one of a selection of 7 possible charities. "Cartes pour elles". A new generation of bank cards specifically deigned for women and offering original services: insurance covering theft of a handbag, and a 24/24 domestic assistance service for up to EUR 300 per year covering the call-out and labor of a specialist in solving household problems. The "So Music" card: Societe Generale and Universal Music France were at the centre of a world exclusive with the first co-branded card combing a banking offer and music-based extra-bank services. So Music offers unlimited legal downloads.
International Retail Banking	Geniki Bank - Banka Popullore (Greece/Albania) passbook	This is a joint passbook launched in a partnership between our Greek (Geniki) and Albanian (Banka Popullore) subsidiaries for Albanian non-residents living in Greece, with EUR 1 charged for money transfers.
	A broadband Internet offer in Lebanon (SGBL)	Societe Generale au Liban, in collaboration with one of the leading broadband Internet providers in Lebanon, Wise, is offering special deals on ADSL targeted at young people. The offer consists of a reduced monthly subscription and free invoicing to the bank.
	T-Mobile/KB co-branded card in the Czech Republic	Komerçni Banka and telephone operator T-Mobile launched a unique product in the Czech credit card market. The T-mobile Bonus card is deigned for customers with a T-mobile contract in association with the T-Mobile-Bonus loyalty program. Benefits for holders include a free overdraft for a maximum of 76 days.
Asset Management	Darwin Diversifieds	Societe Generale launched a new range of 5 multi-management funds, called Darwin Diversifieds. They offer a novel and reactive management technique that adapts to market fluctuations in the euro zone. They aim to capture capital gains in equity bull markets and amortize the impact of bear markets.
Private Banking	New partnership	A partnership was announced between SG Private Banking and Rockefeller Financial Services & Co., one of the leading wealth managers for family offices and UHNWI. The two players will pool their expertise in order to offer respective services for very wealthy individuals and families around the world.
Securities Services	A new clearing service	SGSS launched a new service designed to meet specific clearing requirements for foreign players involved in distance intervention on the Athens stock exchange and covering after market transactions, financing, liquidity management and other value-added services.
Financial Services	SG Gestion privée Vie évolution	Sogecap launched the ''SG Gestion privée Vie évolution'' contract, a new life insurance contract giving access to the full diversity of the financial markets and management techniques, as well as to the expertise of SG Private Banking Funds Research specialists for the selection of the best investment supports.

Business division	New product or service	
2008		
Corporate and Investment Banking	SGI Global Carbon	Launch of SGI-Global Carbon, a new equity index based on companies offering the lowest carbon intensity, providing a unique reference index enabling investors to choose companies with low carbon intensity in industrial sectors for their equity allocation.
	Speedway	A new offer for investors providing them with a full capital guarantee and exposure on promising but highly volatile assets such as emerging market equity derivatives, or niche topics (environment, renewable energies, infrastructure, etc.) – with attractive maturities (from 3 years).
	SGI Bond Optimised Sharpe Strategy (BOSS)	A range of innovative indices designed to replicate the development of an optimised international bond strategy. The range used a quantitative trading model developed by teams at Societe Generale specialised in rate derivative products. The aim of the model is to generate, under the constraint of risk limits, overperformance against traditional bond strategies.
	Lyxor Hedge Funds	Lyxor launched a new range of 16 investable indices aimed at offering investors direct access to the hedge funds universe. The 'Lyxor Hedge Indices' are investable and weighted according to assets under management in Lyxor funds. They are spread over the main, hedge fund strategies and benefit from a level of transparency, risk and weekly liquidity.

NB: the comprehensive list of new products and services is available on the website www.socgen.com

3.6 MAJOR INVESTMENTS

Business division	Description of the investment
At June 30th, 2008	
International Retail Banking	Acquisition of a majority stake in Rosbank, Russia's leading privately-owned banking network. Societe Generale has a 57.6% stake in Rosbank following the exercise of its purchase option on 30% of the capital in February 2008 and the launch of a takeover bid for 7.6% of capital in May.
Financial Services	Acquisition of Ikar Bank, a Ukrainian consumer credit specialist.
Asset Management	Acquisition of an additional 1.6% stake in the capital of TCW.
Private Banking	Acquisition of 100% of Canadian Wealth Management. Acquisition of a minority stake in Rockefeller Financial Services in the USA.
Securities Services, Brokers and Online savings	Acquisition of 100% of Capitalia's securities services activity in Italy. Creation of Newedge, a world leader in brokerage services. Newedge is owned 50/50 by Societe Generale and Calyon, and was created by the merger of Fimat and Calyon Financial.

Business division	Description of the divestment
At June 30th, 2008	
International Retail Banking	Disposal of Societe Generale Group's entire stake (7.8%) in the capital of BankMuscat (Sultanate of Oman).

3.7 EVENTS AFTER THE CLOSE ON JUNE 30TH 2008

3.7.1 *PRESS RELEASE OF JULY 1ST, 2008*: SG HAMBROS ACQUIRES ABN AMRO'S PRIVATE BANKING ACTIVITIES IN GIBRALTAR

SG Hambros Bank (Gibraltar) Limited ("SG Hambros"), part of SG Private Banking, has acquired 100% of the Gibraltar-based private banking business of ABN AMRO Bank N.V.

The agreement was signed on 26th June 2008 and is expected to become effective in early September 2008. The deal follows SG Hambros Bank Limited's acquisition of ABN AMRO's London-based activities in December 2007.

SG Hambros is thus further strengthening its presence in Gibraltar, making it one of the leading private banking players in the jurisdiction.

This type of deal is part of the strategy of SG Private Banking, which is developing its activities through both internal and external growth in key wealth management markets.

3.7.2 *PRESS RELEASE OF JULY 3RD, 2008*: THROUGH THE ACQUISITION OF PEMA, SG EQUIPMENT FINANCE TAKES POSITION ON THE TRUCK RENTAL WITH SERVICES MARKET

SG Equipment Finance announces the acquisition of 100 % of PEMA GmbH, a truck and trailer rental company which owns a fleet of 15,000 vehicles. The transaction, which was signed on July 3rd is subject to approval by the European Commission.

PEMA, founded in 1976 with its head office in Herzberg, Germany, is one of the forerunners in the rental of trucks and trailers with services such as maintenance and repair of the vehicles. PEMA employs 500 people, serves approximately 4,000 customers and achieved a net profit of 22 M€ in 2007. An extended network of 26 contact offices allows PEMA to offer its services in eight European countries: Belgium, the Czech Republic, Denmark, Germany, Poland, Romania, Slovakia and Switzerland. The fleet size has been doubled in the last four years. The need for greater financial flexibility by transport companies should allow this activity to continue to grow rapidly.

SG Equipment Finance is a European leader for equipment and vendor finance. Present in 23 countries worldwide through an extensive network of more than 100 branches, SG Equipment Finance has financed new investment worth EUR 10 billion in 2007 and manages more than EUR 22 billion assets. The group serves approximately 170,000 clients in the transport, industrial equipment and high-tech markets, of which more than 60,000 are located in Germany.

3.7.3 *PRESS RELEASE OF AUGUST 5TH, 2008*: SOCIETE GENERALE ACQUIRES 15% OF SOUTH-EAST ASIA BANK (SEABANK) IN VIETNAM

Societe Generale announces the acquisition of 15% of Vietnam's South-East Asia Bank (SeABank). The transaction has been approved by the State Bank of Vietnam (SBV).

Created in March 1994, SeABank is one of the most dynamic private commercial banks in Vietnam. Headquartered in Hanoi, SeABank has a network of 55 branches and transaction offices covering the country's principal economic centers. As its foreign strategic partner, Societe Generale will work with SeABank to continue its development and make it a reference bank in the high-potential Vietnamese market.

Vietnam, with its young population (58% of its 84 million inhabitants are less than 30 years old) and dynamic, sustainable growth (average 8% per year from 2003 to 2007), is a highly attractive market for retail banking business.

3.8 IMPLEMENTATION OF THE BASEL II REFORM (*UNAUDITED DATA*)

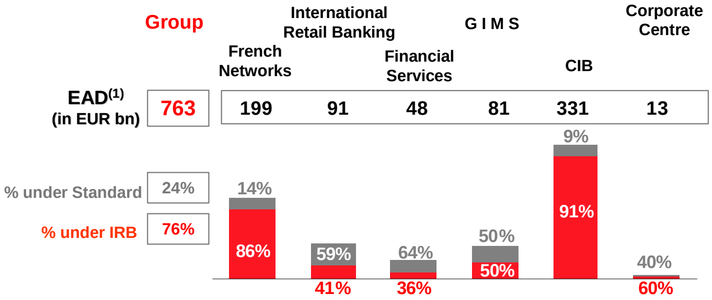
3.8.1 APPLICATION OF THE BASEL II REFORM

- **Extracts from the presentation of June 25th, 2008: Application of the Basel II reform**

Implementation of the reform at Société Générale (1/2)

- **Pillar 1: application of advanced methods**
  - Credit risk at March 31, 2008
    - Over 75% of EAD(1) processed under IRB
  - Market risk at March 31, 2008
    - Minor changes in measurement
  - Operational risk at March 31, 2008
    - Entities representing 90% of Group NBI processed using AMA

IRB processing *(as a %)* of EAD(1) (in EUR bn) at March 31, 2008



➡ Net reduction of -5.3% of “Basel II/Basel I” risk-weighted assets at March 31, 2008 despite the integration of operational risk

Impact of Basel II on risk-weighted assets at March 31, 2008 (in EUR bn)

	Basel I	Basel II	Change Basel II / Basel I	
Credit	334.5	273.3	-18.3%	↘
Market	13.2	13.5	+2.3%	➡
Operational	-	42.3	NM	New
Total	347.7	329.1	-5.3%	

(1) EAD: exposure at default

Implementation of the reform at Société Générale (2/2)

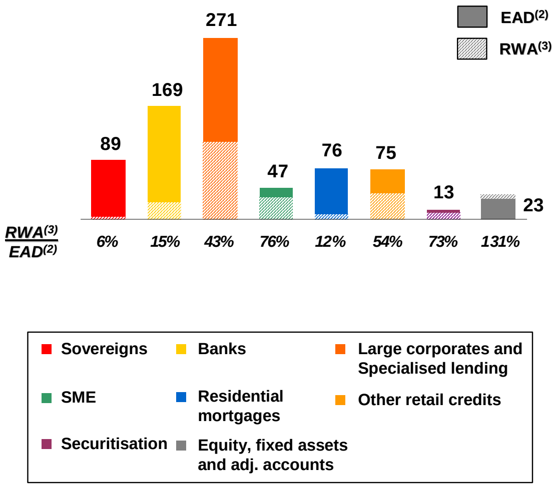
- **Pillar 2: a review of the capital management under Basel II is planned by the regulator for the end of 2008**
- **Pillar 3: the publication of information compliant with Basel II requirements in the 2009 Registration Document**
  - Financial communication in 2008 of both Basel I and Basel II figures
    - Quarterly publication in 2008 of the impact of the reform on risk-weighted assets (RWA), return on equity at the core businesses, and prudential ratios
  - Registration Document published in the first quarter of 2009
    - Publication of comprehensive information in chapter 9 “Risk Management”

Decrease in Group RWA as a result of the good quality of the portfolio ratings

- **Most "institutional and corporate"(1) portfolios are rated Investment Grade**
  - 72%* of "large corporates" portfolio
  - 97%* of "banks" portfolio
- **The weighting rate of the "residential mortgages" portfolio reflects its low risk profile**
  - French Networks: fall in weighting from 39%* (Basel I) to 7%* (Basel II)

↳ **Average Group "RWA(3)/EAD(2)" weighting at March 31st, 2008: 36%**

Breakdown by Basel portfolio* (in EUR bn)



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* At March 31st, 2008

(1) Sovereigns, Banks and Large corporates (Sales > EUR 50m)

(2) EAD: exposure at default

(3) RWA: risk-weighted assets

Consequences of the implementation of Basel II by core business

- **The main changes**
  - French Networks
    - Significant reduction linked to housing loans
  - International Retail Banking
    - A substantial percentage of assets processed using the standard method
  - Financial Services
    - Positive impact of quality of clients and collateral effects
  - GIMS
    - Positive impact linked to the decline in RWA at Private Banking
  - Corporate and Investment Banking
    - Positive impact on the quality of the portfolio but less advantageous prudential processing of hedging transactions

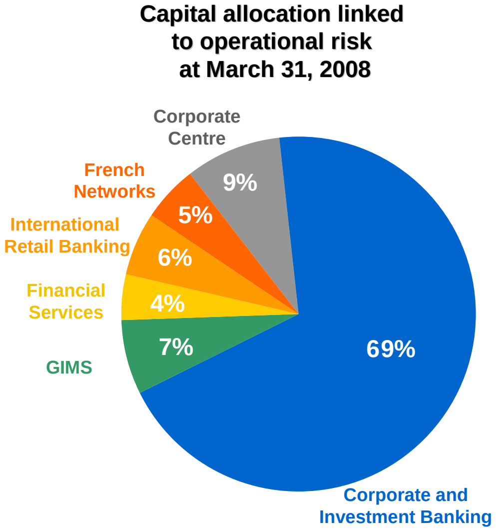
Credit risk-weighted assets at March 31, 2008 (in EUR bn)

	Basel I	Basel II	Change Basel II / Basel I
French Networks	117.4	72.1	-38.6%
International Retail Banking	58.6	58.2	-0.5%
Financial Services	43.1	33.4	-22.6%
GIMS	24.2	21.6	-10.9%
Corporate and Investment Banking	80.4	82.8	+3.0%
Corporate Centre	10.8	5.2	-51.6%
Group total	334.5	273.3	-18.3%

“AMA” entities representing 90% of Group NBI

- **Société Générale’s “AMA” structure**
  - An “Operational Risk” function in place across the Group
  - Analysis of operational risk profiles based on:
    - Regrouping operational losses
    - Risk and control self-assessment and Permanent Supervision measures
    - Analysis of worst-case loss scenarios
    - Internal model
  - Ongoing reinforcement of governance and control structure following the fraud

- **Integration of the fraud into the capital allocation for operational risk***


Capital allocation linked to operational risk at March 31, 2008

Group capital allocation: EUR 3.4bn
RWA equivalent: EUR 42.3bn

* Model approved by the French Banking Commission

Consequences of the application of Basel II by core business

Risk-weighted assets at March 31, 2008 (in EUR bn)

	Basel I	Basel II				Change Basel II / Basel I
		Credit	Market	Operational	Total	
French Networks	117.7	72.1	0.3	2.1	74.5	-36.7%
International Retail Banking	58.6	58.2	0.0	2.5	60.7	3.7%
Financial Services	43.1	33.4	0.0	1.8	35.2	-18.5%
GIMS	25.9	21.6	1.9	3.0	26.5	+2.2%
Corporate and Investment Banking	91.3	82.8	11.0	29.2	123.0	+34.7%
Corporate Centre	11.1	5.2	0.3	3.7	9.2	-16.4%
Group total	347.7	273.3	13.5	42.3	329.1	-5.3%

Tier One ratio under Basel II

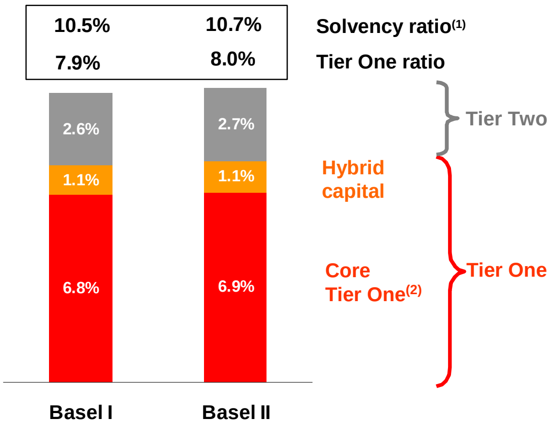
- **Main differences in calculation:**
  - Capital deduction*:
    - -32bp vs. Basel I Tier One ratio
  - New measurement of RWA
    - +43bp vs. Basel I Tier One ratio

↳ 11bp improvement in the Tier One ratio

- **Limited proportion of hybrid capital in the Tier One ratio of approximately 14% at March 31, 2008**

Solvency / Tier One ratios at March 31, 2008

$$\text{Ratio} = \frac{\text{Capital - Deductions}}{\text{Risks (credit + market + operational)}}$$



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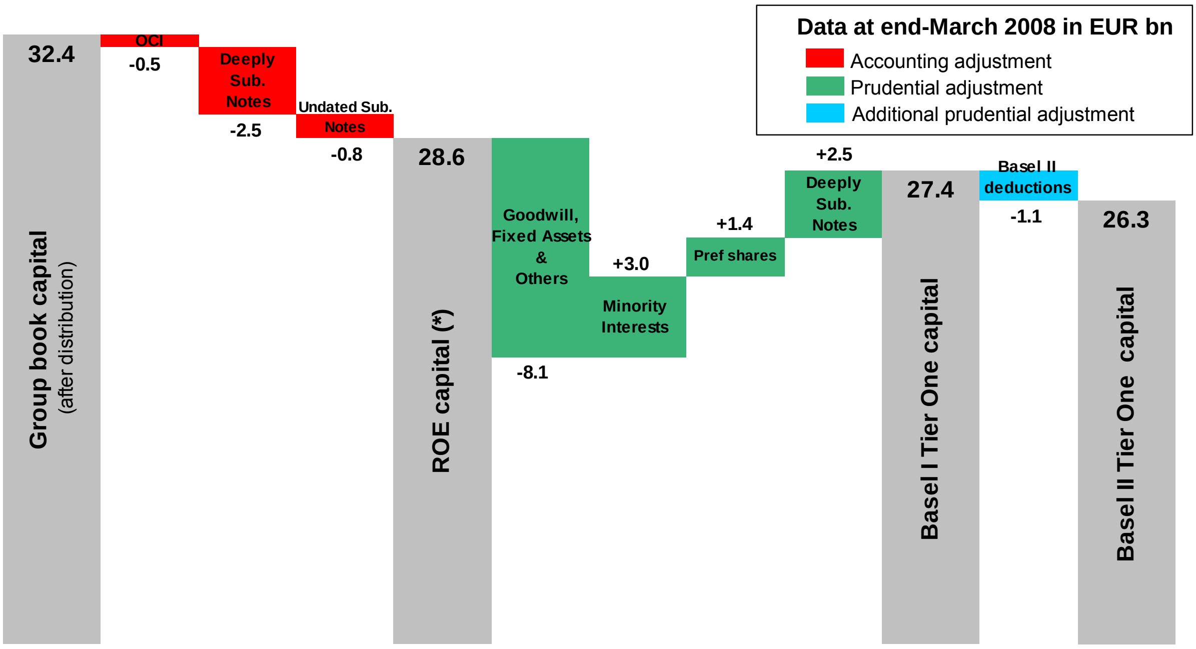
* Prorata deduction of deeply subordinated notes and preferred shares
(1) Solvency ratio: Tier 1 + Tier 2 + other deductions
(2) Core Tier One: Tier One capital incl. minority interests

Effective cost of commercial risk Basel I / Basel II

- **The cost of commercial risk, which has been calculated until now using RWA by core business, will now be calculated using EAD, resulting in a change in the bp figures.**

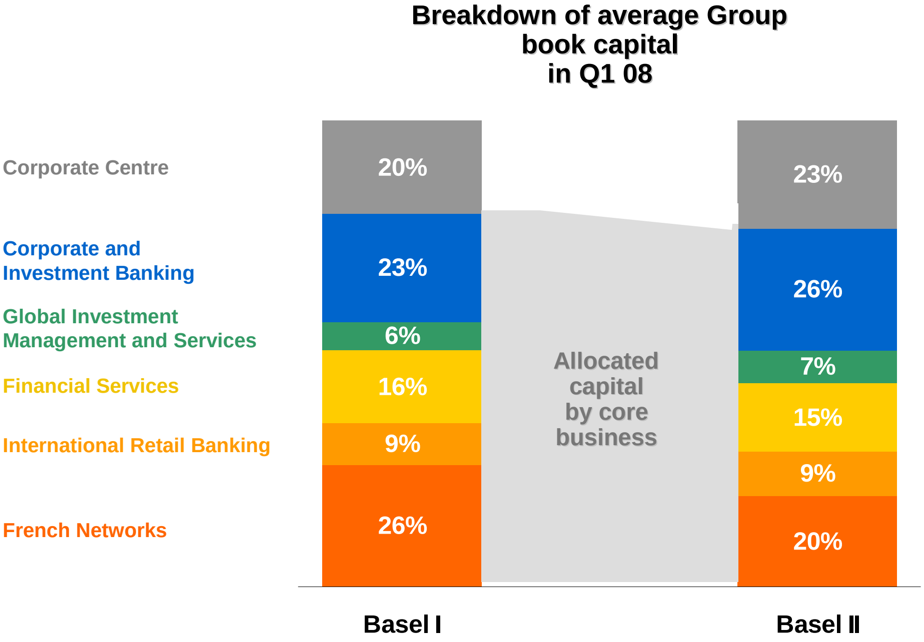
	Q1 08 Net Alloc. to Prov. in EUR m	CWA in EUR bn	Basel II assets: EAD in EUR bn	bp under Cooke in Q1 08	New bp reference under Basel II Q1 08
French Networks	87	117	199	28bp	17bp
International Retail Banking	88	59	91	61bp	39bp
Financial Services	113	43	48	105bp	93bp
CIB	312	81	331	156bp	38bp
GIMS/Corporate Centre	-2	35	94	NM	NM
Total	598	335	763	71bp	31bp

Calculation of Capital and the Tier One ratio under Basel II



(*) Data at the end of the period; ROE is calculated based on the average capital at the end of the period

Continuation of capital allocation policy



3.8.2 BASEL II AT JUNE 30TH, 2008

- **Extracts from the presentation of August 5th, 2008: First half and second quarter 2008 results (and Supplements)**

First-half Basel II/Basel I comparison

In EUR m

	French Networks		International Retail Banking		Financial Services		Global Investment Management & Services		Corporate & Investment Banking		Corporate Centre		Group	
	Basel II H1 08	Basel I H1 08	**Basel II H1 08**	Basel I H1 08	**Basel II H1 08**	Basel I H1 08	**Basel II H1 08**	Basel I H1 08	**Basel II H1 08**	Basel I H1 08	**Basel II H1 08**	Basel I H1 08	**Basel II H1 08**	Basel I H1 08
Net banking income	**3,454**	3,493	**2,331**	2,328	**1,592**	1,599	**1,469**	1,467	**2,255**	2,226	**162**	150	**11,263**	11,263
Operating expenses	**(2,307)**	(2,307)	**(1,343)**	(1,343)	**(883)**	(883)	**(1,317)**	(1,317)	**(1,955)**	(1,955)	**(57)**	(57)	**(7,862)**	(7,862)
Gross operating income	1,147	1,186	988	985	709	716	152	150	300	271	105	93	3,401	3,401
Net allocation to provisions	**(180)**	(180)	**(166)**	(166)	**(247)**	(247)	**(2)**	(2)	**(389)**	(389)	**(1)**	(1)	**(985)**	(985)
Operating income	967	1,006	822	819	462	469	150	148	(89)	(118)	104	92	2,416	2,416
Net income from companies accounted for by the equity method	**1**	1	**5**	5	**5**	5	**0**	0	**6**	6	**(5)**	(5)	**12**	12
Net income from other assets	**2**	2	**10**	10	**(1)**	(1)	**1**	1	**4**	4	**625**	625	**641**	641
Impairment losses on goodwill	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0
Income tax	**(330)**	(343)	**(174)**	(173)	**(141)**	(143)	**(36)**	(35)	**54**	64	**(324)**	(321)	**(951)**	(951)
Net income before minority interests	**640**	666	**663**	661	**325**	330	**115**	114	**(25)**	(44)	**400**	391	**2,118**	2,118
Minority interests	**26**	26	**231**	231	**9**	9	**7**	7	**3**	3	**102**	102	**378**	378
Net income	614	640	432	430	316	321	108	107	(28)	(47)	298	289	1,740	1,740
Average allocated capital	**5,061**	6,822	**2,522**	2,389	**3,781**	4,079	**1,561**	1,463	**7,325**	6,029	**6,985***	6,453*	**27,235**	27,235
ROE after tax	24.3%	18.8%	34.3%	36.0%	16.7%	15.7%	13.8%	14.6%	NM	NM	NM	NM	12.3%	12.3%

*** Calculated as the difference between total Group capital and capital allocated to the core businesses**

Quarterly Basel II/Basel I comparison

In EUR m

	French Networks		International Retail Banking		Financial Services		Global Investment Management & Services		Corporate & Investment Banking		Corporate Centre		Group	
	Basel II Q2 08	Basel I Q2 08	**Basel II Q2 08**	Basel I Q2 08	**Basel II Q2 08**	Basel I Q2 08	**Basel II Q2 08**	Basel I Q2 08	**Basel II Q2 08**	Basel I Q2 08	**Basel II Q2 08**	Basel I Q2 08	**Basel II Q2 08**	Basel I Q2 08
Net banking income	**1,732**	1,754	**1,214**	1,212	**820**	824	**869**	870	**685**	663	**264**	261	**5,584**	5,584
Operating expenses	**(1,146)**	(1,146)	**(694)**	(694)	**(455)**	(455)	**(663)**	(663)	**(954)**	(954)	**(45)**	(45)	**(3,957)**	(3,957)
Gross operating income	586	608	520	518	365	369	206	207	(269)	(291)	219	216	1,627	1,627
Net allocation to provisions	**(93)**	(93)	**(78)**	(78)	**(134)**	(134)	**(2)**	(2)	**(77)**	(77)	**(3)**	(3)	**(387)**	(387)
Operating income	493	515	442	440	231	235	204	205	(346)	(368)	216	213	1,240	1,240
Net income from companies accounted for by the equity method	**1**	1	**1**	1	**8**	8	**0**	0	**1**	1	**(4)**	(4)	**7**	7
Net income from other assets	**1**	1	**13**	13	**(1)**	(1)	**1**	1	**7**	7	**14**	14	**35**	35
Impairment losses on goodwill	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0
Income tax	**(169)**	(176)	**(95)**	(94)	**(70)**	(71)	**(60)**	(60)	**171**	177	**(209)**	(208)	**(432)**	(432)
Net income before minority interests	**326**	341	**361**	360	**168**	171	**145**	146	**(167)**	(183)	**17**	15	**850**	850
Minority interests	**13**	13	**122**	122	**4**	4	**8**	8	**3**	3	**56**	56	**206**	206
Net income	313	328	239	238	164	167	137	138	(170)	(186)	(39)	(41)	644	644
Average allocated capital	**5,139**	7,015	**2,655**	2,503	**3,842**	4,144	**1,321**	1,421	**7,993**	6,145	**8,083***	7,805*	**29,033**	29,033
ROE after tax	24.4%	18.7%	36.0%	38.0%	17.1%	16.1%	41.5%	38.8%	NM	NM	NM	NM	8.6%	8.6%

*** Calculated as the difference between total Group capital and capital allocated to the core businesses**

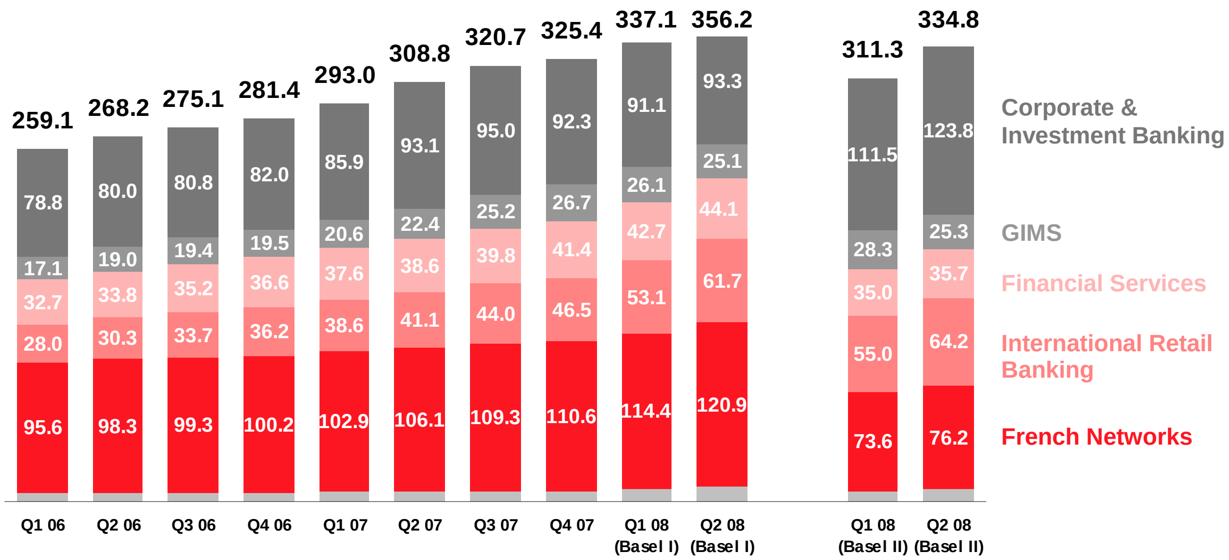
Consequences of the implementation of Basel II by core business

Risk-weighted assets at June 30, 2008 (in EUR bn)

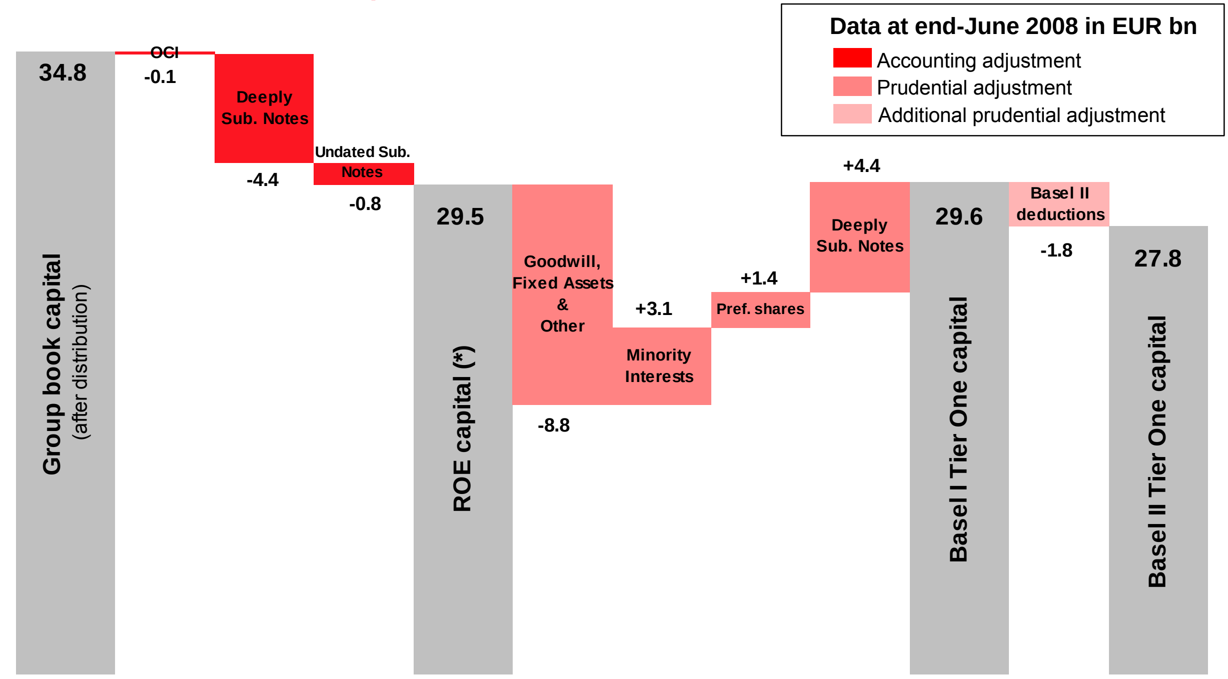
	Basel I	Basel II				Change Basel II / Basel I
		Credit	Market	Operational	Total	
French Networks	124.0	75.6	0.2	2.1	77.9	-37.2%
International Retail Banking	64.8	64.2	1.1	2.5	67.8	+4.6%
Financial Services	45.1	34.5	0.0	1.8	36.3	-19.5%
Global Investment Management and Services	24.2	19.3	1.8	3.0	24.1	-0.5%
Corporate and Investment Banking	95.4	81.8	13.5	29.2	124.5	+30.5%
Corporate Centre	11.2	5.9	0.3	3.7	9.9	-11.8%
Group total	364.7	281.2	16.9	42.3	340.4	-6.7%

Change in risk-weighted assets (Basel I & II)

Average credit risk equivalent in EUR bn



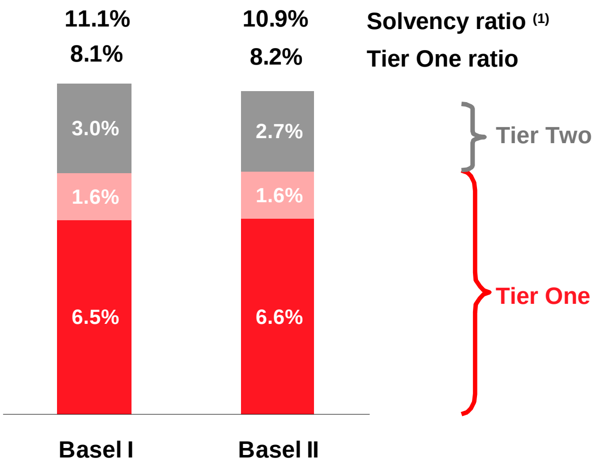
Calculation of ROE Capital and the Tier One ratio



(*) Data at the end of the period; ROE is calculated based on the average capital at the end of the period

Financial structure

Tier One ratio at June 30th, 2008*



* Calculated on the basis of a pay-out ratio of 45%
(1) Solvency ratio: Tier One + Tier Two + other deductions
(2) Core Tier One: Tier One capital - hybrid capital

3.9 ANALYSIS OF THE CONSOLIDATED BALANCE SHEET

Assets (in billions of euros)	**30.06.2008**	31.12.2007	% change
Cash, due from central banks	**11.6**	11.3	2%
Financial assets at fair value through profit or loss	**473.3**	490.0	-3%
Hedging derivatives	**4.2**	3.7	12%
Available-for-sale financial assets	**85.5**	87.8	-3%
Non-current assets held for sale	**0.0**	14.2	-100%
Due from banks	**84.5**	73.1	16%
Customer loans	**322.4**	305.2	6%
Lease financing and similar agreements	**27.9**	27.0	3%
Revaluation differences on portfolios hedged against interest rate risk	**(0.9)**	(0.2)	NM
Held-to-maturity financial assets	**2.3**	1.6	42%
Tax assets and other assets	**43.8**	39.0	12%
Tangible, intangible assets and other	**21.3**	19.1	11%
Total	**1,075.9**	1,071.8	0%

Liabilities (in billions of euros)	**30.06.2008**	31.12.2007	% change
Due to central banks	**0.9**	3.0	-71%
Financial liabilities at fair value through profit or loss	**357.1**	340.7	5%
Hedging derivatives	**4.3**	3.9	13%
Liabilities directly associated with non-current assets classified as held for sale	**0.0**	15.1	-100%
Due to banks	**112.9**	131.9	-14%
Customer deposits	**277.2**	270.7	2%
Securitized debt payables	**149.8**	138.1	9%
Revaluation differences on portfolios hedged against interest rate risk	**(0.6)**	(0.3)	81%
Tax liabilities and other liabilities	**54.0**	48.4	12%
Underwriting reserves of insurance companies	**66.3**	68.9	-4%
Provisions	**2.0**	8.7	-77%
Subordinated debt	**11.7**	11.5	2%
Shareholders' equity	**35.6**	27.2	31%
Minority interests	**4.7**	4.0	16%
Total	**1,075.9**	1,071.8	0%

Main changes in the consolidated balance sheet

At June 30, 2008, the Group's consolidated balance sheet totaled EUR 1,075.9 billion, up EUR 4.1 billion (+0.4%) vs. the figure at December 31, 2007 (EUR 1,071.8 billion). Changes in the dollar, sterling, yen and Czech koruna exchange rate have impacted the balance sheet by respectively EUR -18.7 billion, EUR -2.5 billion, EUR -0.3 billion and EUR +2.7 billion.

The main changes in scope impacting the consolidated balance sheet and occurring during first six months of the year consist of:

- The full integration of Rosbank since January 1, 2008, following the exercise by the Group of its call option at the end of 2007. At February 13, 2008, it owned 50% plus one share. Following this majority stake, the Group launched a mandatory offer to minority shareholders, in accordance with Russian legislation. Since May 12, 2008, following the end of this offer, Societe Generale has a 57.57% stake.
- The regrouping of the brokerage activities of Fimat and Calyon Financial in Newedge, consolidated by proportionate consolidation.
- At SGAM, a fund was fully consolidated after the Group guaranteed its liquidity. Five funds which were consolidated at December 31, 2007 were removed from the scope of consolidation as their liquidity is now guaranteed independently.

Main changes in the consolidated balance sheet

Financial assets at fair value booked through profit and loss (EUR 473.3 billion at June 30, 2008) fell EUR -16,7 billion (-3.4%) vs. December 31, 2007, including a EUR -11.3 billion dollar effect and a EUR +0.9 billion scope effect. This decrease is primarily due to the rise in trading derivatives which were up EUR +52.3 billion including EUR +27.4 billion on credit derivatives, EUR +16.9 billion on interest rate instruments and EUR +7.3 billion on commodity instruments. The trading portfolio fell by EUR -65.9 billion including EUR -24.5 billion for the equity portfolio, EUR -22.1 billion for the bond portfolio, EUR -15.5 billion for other financial assets (including EUR -14 billion securities purchased under resale agreements) and EUR -3.7 billion for the portfolio of public bills. The portfolio of financial assets measured using fair value option decreased by EUR -3.1 billion.

Financial liabilities at fair value booked through profit and loss (EUR 357.1 billion at June 30, 2008) increased EUR 16.4 billion (+4.9%) vs. December 31, 2007, including a EUR -5.7 dollar effect. This increase is due to the progression in trading derivatives which were up EUR +49.4 billion including EUR +17.1 billion EUR on interest rate instruments, EUR +23.5 billion on credit derivatives and EUR +6.2 billion on commodity instruments. Trading liabilities fell by EUR -27 billion including EUR -6.1 billion on securities issued, EUR -13 billion in respect of debts on borrowed securities, EUR -1.6 billion on securities sold short and EUR -6.3 billion on other financial liabilities (including EUR -5.9 billion on securities purchased under resale agreements). Financial liabilities measured using fair value option fell by EUR -6 billion.

Non-current assets and liabilities intended for sale decreased respectively by EUR -14.2 billion and EUR -15.1 billion and can be attributed principally to the booking in these items of 50% of the assets and liabilities of Fimat at December 31, 2007.

Due from banks stood at EUR 84.5 billion at June 30, 2008, including securities purchased under resale agreements, representing a rise of EUR 11.4 billion (+15.6%) vs. December 31, 2007, including a EUR -2 billion dollar effect and a EUR +2.5 billion scope effect. This increase mainly reflects the increase in overnight and other deposits and loans (EUR +3.3 billion) as well as the sharp increase securities purchased under resale agreements (EUR +8.3 billion).

Due to banks, including securities sold under resale agreements, amounted to EUR 112.9 at June 30, 2008, representing a decrease of EUR -19 billion (-14.4%) vs. December 31, 2007, including a EUR -3.9 billion dollar effect. This decrease mainly reflects the substantial decline in term deposits (EUR -20.8 billion), the fall in overnight deposits (EUR -4.7 billion) as well as the increase in securities sold under repurchase agreements (EUR +6.7 billion).

Customer loans, including securities purchased under resale agreements, amounted to EUR 322.4 billion at June 30, 2008, representing an increase of EUR 17.2 billion (+5.7%), vs. December 31, 2007 including a EUR -2.8 billion dollar effect and a EUR +7.4 billion scope effect.

This increase mainly reflects the following:

- growth in short-term loans (EUR +9.2 billion),
- increased housing loan issuance (EUR +5.8 billion),
- a rise in equipment loans (EUR +3.7 billion),
- an increase in other loans (EUR +2 billion).

Customer deposits, including securities sold under repurchase agreements, amounted to EUR 277.2 billion at June 30, 2008, representing an increase of EUR 6.5 billion (+2.5%), vs. December 31, 2007 including a EUR -3.7 billion dollar effect and a EUR +8.4 billion scope effect. This increase mainly reflects the increase the rise in other demand deposits (EUR +8.2 billion, including EUR +5.9 from financial customers) and the increase in term deposits (EUR +2.7 billion). However, securities sold under repurchase agreements fell EUR -4.7 billion.

Debts represented by a security totaled EUR 149.8 billion at June 30, 2008. They increased EUR 11.7 billion (+8.6%) vs. December 31, 2007; including a EUR -4.6 billion dollar effect and a EUR +2.2 billion scope effect. Most of the increase (EUR +10.1 billion) relates to interbank market securities and negotiable debt securities which totaled EUR 140.1 billion.

Group shareholders' equity stood at EUR 35.6 billion at June 30, 2008 vs. EUR 27.2 billion at December 31, 2007, mainly reflecting the following:

- net income for the first half of 2008: EUR +1.7 billion,
- capital increase in the first half of 2008: EUR +5.8 billion
- variation in treasury stock: EUR +0.7 billion
- equity instrument issues: EUR +1.9 billion
- the dividend payment in respect of the 2007 financial year: EUR -0.5 billion.

After taking into account minority interests (EUR 4.7 billion), total shareholders' equity amounted to EUR 40.2 billion at June 30, 2008.

This represented a B.I.S. ratio of 11.09% at June 30, 2008. The Tier One ratio stood at 8.11% of risk-weighted assets (EUR 365 billion) under Basel I.

The Group's debt situation

The Group's debt policy reflects its refinancing requirements and is based on two major objectives. On the one hand, the Group actively seeks to diversify its sources of refinancing in order to guarantee its stability: at June 30th, 2008, customer deposits (including securities transactions) and insurance deposits accounted for EUR 349.8bn (i.e. 32.5% of the Group's liabilities), while debt instruments, interbank deposits and funds generated through the refinancing of securities portfolios amounted to EUR 418.6bn (i.e. 38.9% of the Group's liabilities). The balance of refinancing requirements was met through a combination of shareholders' equity, derivatives, and other financial accounts and provisions. On the other hand, the Group manages the maturity and currency composition of its debt with a view to controlling its liquidity mismatch risk and minimizing its structural exposure to currency risk.

3.10 PROPERTY AND EQUIPMENT

The gross book value of Societe Generale Group’s tangible fixed assets amounted to EUR 19.4bn at June 30, 2008. This figure essentially comprises land and buildings (EUR 3.6 billion), assets rented out by specialized financing companies (EUR 10.4 billion) and other tangible assets (EUR 4.7 billion).

The gross book value of the Group’s investment property amounted to EUR 583 million at June 30, 2008.

The net book value of tangible fixed assets and investment property amounted to EUR 12.7 billion, representing just 1.18% of the consolidated balance sheet at June 30, 2008. Due to the nature of the Group’s activities, the weighting of property and equipment in overall assets is low.

The Group is currently constructing a new high-rise building located next to its administrative headquarters at La Défense. These premises will house a number of departments currently based at other sites across Paris.

3.11 MAIN RISKS AND UNCERTAINTIES OVER THE NEXT 6 MONTHS

Societe Generale Group continues to be subject to the usual risks and the risks inherent to its business as mentioned in chapter 9 of the registration document.

Moreover, the combination of the financial crisis in place since the summer of 2007, which was triggered by the serious crisis in the US residential property sector, and the increase in commodity prices (especially oil) is still generating effects that are likely to accentuate economic slowdown in the United States and Europe. This environment is likely to weigh on the conditions in which the Group’s banking activity is carried out.

3.12 TRANSACTIONS BETWEEN RELATED PARTIES

No significant new transaction between related parties was concluded during the first half of 2008.

IV. CHAPTER 5: CORPORATE GOVERNANCE

4.1. COMPOSITION OF THE BOARD OF DIRECTORS AT JUNE 30TH, 2008

On June 1st, 2008, Mr Gérard REVOLTE submitted his resignation from his mandate as a director elected by employees, for personal reasons.

In accordance with article 7 of the By-laws, he is replaced by Mr Patrick DELICOURT until the end of Mr REVOLTE's current mandate in 2009.

4.2. REMUNERATION, OPTIONS AND FREE SHARES

4.2.1. Remuneration of chief executive officers

Annual remuneration

At the start of 2007, the Board of Directors decided, at the proposal of the Compensation Committee, to review the different elements used to quantify this variable remuneration as of financial year 2007. The aim of the Board was to not only make this remuneration more objective by introducing criteria that compare Societe Generale's performance with those of its main competitors, but also more variable and incentivizing by allowing for a stronger correlation (both upwards and downwards) between this remuneration and the average performance of the Group's key competitors.

The remuneration structure for chief executive officers is now as follows:

1. a basic salary which may be revised in line with market practices;
2. a performance-linked component, equivalent to the percentage of the basic salary set annually by the Board of Directors when closing the Group's full-year accounts. The Board of Directors has set this performance-linked component based on two elements:
   - a quantitative component, which since 2007 has been based on the comparative performance of Societe Generale Group and a selection of 14 other large European banks, which is measured by the annual variation in earnings per share (EPS). The performance-linked bonus tied to this indicator may vary between 0% and 140% of the basic salary, with the floor corresponding to a change in EPS of less than at least 15 points compared to the average, and the ceiling corresponding to a change in excess of at least 25 points; a change equal to the average corresponds to a rate of 50%. In the event of a particularly low, or even negative change in EPS, the amount generated by this scale may be lowered by the Board;
   - a qualitative component, which remains based on the key objectives underpinning the success of the company's strategy, that are set ahead of the financial year and are measured using relevant indicators. The variable remuneration linked to this component may vary between 0 and 100% of the basic salary.

Any attendance fees paid by Societe Generale or by companies outside the Group of which they are directors to the company's chief executive officers are then deducted from the performance-linked bonus.

Since 2006, the annual fixed remuneration of Societe Generale's Chairman is set at EUR 1,250,000 while the fixed and variable remuneration of Mr Citerne is equal to 60% of that of the Chairman and that of Mr Alix is equal to 40% of that of the Chairman.

The Chairman and chief executive officers have their own company car.

When the Board of Directors modified corporate governance on May 12, 2008, the remuneration of the new chief executive officers was established as follows:

- The fixed remuneration of Societe Generale's Chairman is set at EUR 700,000; his variable remuneration is equivalent to a percentage of his fixed remuneration, set annually by the Board of Directors when closing the Group's full-year accounts, and which may vary between 0% and 60% of the basic salary, depending on the objectives fixed by the Board of Directors and the Group's performances.
- The fixed remuneration of Societe Generale's Chief Executive Officer is EUR 850,000; the fixed remuneration of Mr CITERNE and Mr ALIX, Deputy chief executive officers, is unchanged at EUR 750,000 and EUR 500,000 respectively; the fixed remuneration of Mr CABANNES, Deputy chief executive officer, is EUR 400.000; the variable remuneration of the Chief Executive Officer and the Deputy chief executive officers is determined using the regulations which in place previously and described on page 80 of the 2008 Registration document.

Benefits awarded after the end of the directors' mandates

On May 12, 2008, Mr BOUTON terminated the employment contract held prior to his initial appointment as a chief executive officer. His rights to the supplementary pension plan for senior group managers as an employee prior to his initial appointment as a chief executive officer were established at this date and will be liquidated when he asserts his pension rights by the French Social Security. He has acquired no new rights to the supplementary pension plan since his appointment as Chairman. Accordingly, at May 12, 2008, Mr Bouton's pension rights to be covered by the company equated to 58.2% of his basic salary for 2007.

The situation for Mr CITERNE and Mr ALIX with regards to benefits awarded after the end of the directors' mandates has not changed from the situation described on pages 80 and 81 of the 2008 Registration document.

Mr OUDEA and Mr CABANNES retain the benefits of the supplementary pension plan for senior group managers to which they were entitled as employees before their initial appointment as chief executive officers. This additional plan, implemented in 1991, entitles its beneficiaries, upon the liquidation of their pension rights by the French Social Security, to a pension payment equal to the sum of the following:

- The average over the last 10 years of service of the fraction of guaranteed annual remunerations exceeding the B Tranche of the AGIRC pension scheme plus variable remuneration not exceeding 5% of the fixed remuneration,
- The rate equal to the ratio of the number of years of service at Societe Generale is 60.

The C Tranche pension from AGIRC obtained through their service at Societe Generale is deducted from this global pension.

However, the supplementary allocation paid by Societe Generale cannot be inferior to one third of the full-time service of B Tranche AGIRC points obtained by the individual in question since his appointment to the senior executive category at Societe Generale.

The aforementioned rights are subordinated to the presence of the employee in the company when the pension is liquidated.

Remuneration paid for 2007

For 2007, the Chairman and Chief Executive Officers of Societe Generale Group's basic salary amounted to EUR 1,250,000. As regards his performance-linked bonus, the Board of Directors decided at a meeting on January 30, 2008, to not award a bonus to Messrs Bouton and Citerne, as a result of the exceptional fraud uncovered in January 2008. The Board also decided at the same meeting not to pay any Societe Generale attendance fees for 2007.

The performance-linked bonus of Mr Alix for 2007, decided by the Board of Directors at a meeting on April 14th, 2008, amounted to EUR 500,000 to which the Board decided to add an exceptional bonus of EUR 100,000 reflecting the very strong performance of the retail bank which he supervises.

Change in remuneration since 2005

The remuneration allocated to the Company's chief executive officers for each year over the last three years is as follows:

	2005				**2006**				**2007**			
	Basic salary	PLB*	Total	o.w. SG **	Basic salary	PLB*	Total	o.w. SG **	Basic salary	PLB*	Total	o.w. SG **
Mr BOUTON	1.00	2.30	3.30	3.18	1.25	2.18	3.43	3.3	1.25	0	1.25	1.25
Mr CITERNE	0.60	1.27	1.87	1.87	0.75	1.31	2.06	2.00	0.75	0	0.75	0.75
Mr ALIX(1)					0.13	0.22	0.35	0.35	0.50	0.6	1.10	1.10
Total	**1.60**	**3.57**	**5.17**	**5.05**	**2.13**	**3.71**	**5.84**	**5.65**	**2.50**	**0.60**	**3.10**	**3.10**

(1) For the period after which he was appointed chief executive officer. The performance-linked bonus of Mr. Alix for 2007 was decided by the Board of Directors on April 14th, 2008.

* This amount includes attendance fees paid by Societe Generale and those paid by companies outside the Group. The performance-linked bonuses paid are equal to the bonuses set by the Board of Directors minus these attendance fees.

** Total remuneration paid by the Group excluding any attendance fees paid by companies outside the Group.

4.2.2. Stock-option plans and free shares 2008

Societe Generale stock option plans at 30/06/2008 with an indication of options awarded to Executive Committee members in office at the time of their allocation

Options vested				Options exercisable as of	Shares transfer-able as of	Expiration date of options	Options exercised					Options cancelled	Options outstanding at June 30, 2008	Unit value IFRS 2 (*)	Potential dilutive effect
Allocation date	Strike price	Number of beneficiaries	Number of options				in 2004	in 2005	in 2006	in 2007	in 2008				
Ordinary shares															
12/01/01	65,56 €.	258	**3 124 671**	12/01/04	12/01/05	11/01/08	44,250	1,117,434	1,138,411	579,196	34,080	211,300	0		
o.w. Executive Committee		9	*744 847*				*0*	*261,500*	*351,077*	*32,270*	*0*				
16/01/02	62,08 €.	1 092	**3 614 262**	16/01/05	16/01/06	15/01/09	180	460,095	1,625,947	451,223	43,562	283,693	749,562	17.33	
o.w. Executive Committee		9	*314 103*				*0*	*28,500*	*148,214*	*34,250*	*5,000*				
22/04/03	51,65 €.	1 235	**4 030 221**	22/04/06	22/04/07	21/04/10	0	1,500	1,057,563	1,254,209	62,226	188,159	1,466,564	13.23	
o.w. Executive Committee		9	*332 911*				*0*	*0*	*24,538*	*105,096*	*0*				
14/01/04	69,53 €.	1 550	**4 071 706**	14/01/07	14/01/08	13/01/11	0	0	2,000	666,150	53,961	101,540	3,248,055	14.92	
o.w. Executive Committee		9	*472 437*				*0*	*0*	*0*	*0*	*0*				
13/01/05	74,50 €.	1 767	**4 397 150**	13/01/08	13/01/09	12/01/12		0	4,000	0	49,340	142,257	4,201,553	12.82	
o.w. Executive Committee		9	*471 680*					*0*	*0*	*0*	*0*				
18/01/06	104,85 €.	1 065	**1 650 054**	18/01/09	18/01/10	17/01/13			2,174	0	0	53,634	1,594,246	16.63	
o.w. Executive Committee		*9*	*465 105*						*0*	*0*	*0*				
25/04/06	121,52 €	143	**147 525**	25/04/09	25/04/10	25/04/13			0	0	0	14,899	132,626	20.89	
o.w. Executive Committee		*0*	*0*						*0*	*0*	*0*				
19/01/07	130,30 €	1 076	**1 165 286**	19/01/10	19/01/11	18/01/14				0	0	22,220	1,143,066	25.24	
o.w. Executive Committee		*11*	*351 037*							*0*	*0*				
18/09/07	117,41 €	159	**129 375**	18/09/10	18/09/11	17/09/14				0	0	2,213	127,162	24.68	
o.w. Executive Committee		*0*	*0*							*0*	*0*				
21/03/08	67,08 €	563	**1 121 681**	21/03/11	21/03/12	20/03/15					0	0	1,121,681	16.57	0.19%
o.w. Executive Committee		*10*	*84 000*								*0*				
Conditional shares (TSR)															
19/01/07	130,30 €	3	**180 000**	19/01/10	19/01/11	18/01/14				0	0	0	180,000	13.06	
o.w. Executive Committee		*3*	*180 000*							*0*	*0*				
Conditional shares (EPS)															
21/03/08	67,08 €	1 267	**1 021 239**	21/03/11	21/03/12	20/03/15					0	0	1,021,239	13.72	0.17%
o.w. Executive Committee		*10*	*84 000*								*0*				
Conditional shares (TSR)															
21/03/08	67,08 €	2	**66 000**	21/03/11	21/03/12	20/03/15					0	0	66,000	6.35	0,01%
o.w. Executive Committee		*2*	*66 000*								*0*				
Total:			**24 719 170**				**44,430**	**1,579,029**	**3,830,095**	**2,950,778**	**243,169**	**1,019,915**	**15,051,754**		
o.w. Executive Committee			***3 566 120***				***0***	***290,000***	***523,829***	***171,616***	***5,000***				**0.37%**

NB: In 2001 and 2008, awards were made in the form of stock subscription awards. From 2002 to 2007, they took the form of stock purchase options. The strike price corresponds to the average market price of the Societe Generale share during the twenty trading days preceding the Board of Directors' meeting at which it was decided to award the options.

(*) Value used to determine the expense recognized under IFRS 2, calculated using a binomial model taking into account trends in exercising options noted at Societe Generale.

Societe Generale free shares at 30/06/2008 with an indication of free shares awarded to Executive Committee members in office at the time of their allocation.

Shares awarded			Final acquisition as of	Shares transferable as of	Shares acquired			Shares cancelled	Shares outstanding at June 30, 2008	Unit value IFRS 2 (*)
Date of award	Number of beneficiaries	Number of rights			in 2006	in 2007	in 2008			
Jan 18, 2006	2,058	388,112	March 31, 08	March 31, 10	120	0	332,441	55,551	0	91.47
Jan 18, 2006	2,058	386,930	March 31, 09	March 31, 11	120	0	69	27,187	359,554	86.24
Sub-total 2006 plan		**775,042**			**240**	**0**	**332,510**	**82,738**	**359,554**	
o.w. Executive Committee (on the two dates)	***6***	***8,718***								
Jan 19, 2007	2,801	441,035	March 31, 09	March 31, 11		235	55	14,557	426,188	112.98
Jan 19, 2007	2,801	439,958	March 31, 10	March 31, 12		235	55	14,553	425,115	105.88
Sub-total 2007 plan		**880,993**				**470**	**110**	**29,110**	**851,303**	
o.w. Executive Committee (on the two dates)	***9***	***9,808***								
Ordinary rights										
March 21, 2008	3,595	1,342,960	March 31, 10	March 31, 12			0	0	1,342,960	53.13
March 21, 2008	3,595	1,342,959	March 31, 11	March 31, 13			0	0	1,342,959	49.62
o.w. Executive Committee (on the two dates)	*11*	*9,890*								
Conditional rights (EPS)										
March 21, 2008	1,954	149,494	March 31, 10	March 31, 12			0	0	149,494	51.61
March 21, 2008	1,954	149,494	March 31, 11	March 31, 13			0	0	149,494	41.09
o.w. Executive Committee (on the two dates)	*10*	*8,647*					0	0	2,984,907	
Sub-total 2008 plan		**2,984,907**								
o.w. Executive Committee (on the two dates)	***21***	***18,537***								
Total for the three plans		**4,640,942**			**240**	**470**	**332,620**	**111,848**	**4,195,764**	
o.w. Executive Committee		*37,063*								

(*)Value used to determine the expense recognized under IFRS 2.

5.1 SPECIFIC FINANCIAL INFORMATION - FSF RECOMMENDATIONS FOR FINANCIAL TRANSPARENCY

Unhedged CDOs exposed to the US residential mortgage sector

	CDO* super senior tranches		
In EUR m	Portfolio # 1	Portfolio # 2	Portfolio # 3
Gross exposure at 31/12/07	**1 401**	**1 736**	**1 717**
Gross exposure at 31/03/08 (1)	**1 293**	**1 608**	**1 494**
Grosss exposure at 30/06/08 (2)	**1 273**	**1 610**	**1 403**
Accounting portfolio	Trading	Trading	Trading
Underlying	mezzanine	high grade	mezzanine
Attachment point at 31/03/08 (3)	28%	15%	35%
Attachment point at 30/06/08 (3)	27%	10%	37%
At 30/06/08			
% of underlying subprime assets	90%	56%	74%
o.w. 2005 and earlier	*56%*	*21%*	*61%*
o.w. 2006	*33%*	*22%*	*7%*
o.w. 2007	*1%*	*13%*	*6%*
% of Mid-prime and Alt-A underlying assets	2%	7%	15%
% of Prime underlying assets	3%	15%	10%
% of other underlying assets	5%	22%	1%
Total loss of value and write-downs booked in the income statement (incl. Q2 08) (4)	**-596** (o.w. -13 in Q2 08)	**-783** (o.w. -21 in Q2 08)	**-241** (o.w. +14 in Q2 08)
% of total CDO write-downs at 30/06/08	**43%**	**45%**	**16%**
Net exposure at 30/06/08 (1)	**720**	**880**	**1 175**

*** Excluding a portfolio of CDO of RMBS written down and booked as AFS after reintermediation (PACE, etc.).**
At June 30th, 2008:
- total nominal amount of EUR 140m,
- weighted attachment point: 7.0%
- residual risk after write-down: EUR 42m.

(1) Exposure at the end of trading
(2) Changes in outstandings vs. 31/03/2008 are due to amortisations linked to early repayments on underlying assets.
(3) The change in the attachment points is due:
- positively, to early repayments at par
- negatively, to defaults of certain underlying assets
(4) Series of write-downs at the historical exchange rate for each quarter

Write-downs on assets of unhedged CDOs exposed to the US residential mortgage sector

Type of CDO assets	Gross nominal of underlying assets (EUR m)	Write-down of underlying assets (EUR m) (1)	% Write-down / Gross nominal of underlying assets	After write-down	
				Fair value of underlying assets (EUR m)	Structure of CDO
Prime	**533**	**-25**	**-5%**	**508**	**18%**
Mid-Prime	**492**	**-353**	**-72%**	**139**	**5%**
Subprime 2006 and 2007	**1,481**	**-1,421**	**-96%**	**60**	**2%**
Subprime 2005 and before	**2,631**	**-783**	**-30%**	**1,848**	**67%**
Tranches of CDOs	**313**	**-313**	**-100%**	**0**	**0%**
Others (Non RMBS)	**179**	**-30**	**-17%**	**149**	**5%**
Treasury	**71**	**0**	**0%**	**71**	**3%**
TOTAL	**5,700**	**-2,925**	**-51%**	**2,775**	**100%**

(1) Write-down of underlying assets corresponding to the sum of subordinated tranches and loss of value and write-downs on CDO tranches held.

Unhedged CDOs: valuation assumptions and sensitivities, comparison with the ABX indices

- **Cumulative loss rate**

	2005	2006	2007
Assumptions for cumulative Q4 07 losses	9.0%	23.0%	25.0%
Assumptions for cumulative Q1 08 losses	10.0%	25.0%	27.0%
Assumptions for cumulative Q2 08 losses	10.0%	25.0%	27.0%

Sensitivity		
+10% cumulative losses for each year of production	⇒	EUR -300m

  - Mid-primes and Alt-A: assumptions for losses amounting to $^{2}/_{3}$ of the assumptions used for underlying subprime assets
  - Primes: assumptions for losses amounting to 10% of the assumptions used for underlying subprime assets

- **100% write-down of CDO-type underlying assets**

- **Write-down rate: comparison of ABX indices**

	2005 production	2006 et 2007 production	
		A and above	BBB & below
Societe Generale	-34%	-96%	-100%
ABX indices	NM	-87%	-95%

- **Assumptions for total losses for the US residential mortgage market**
  - End 2007: around USD 350bn
  - At end-March and end-June 2008: around USD 385bn

Protection purchased to hedge exposure to CDOs and other assets

- **From monoline insurers**

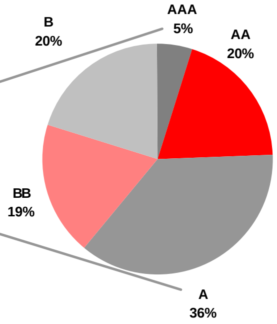
			At June 30th, 2008	
In EUR m	Gross notional amount of hedged instruments	Gross notional amount of protection purchased	Fair value of hedged instruments	Fair value of protection before value adjustments
Protection purchased from monolines				
Against CDOs (US residential mortgage market)	7,226	(1) 7,226	5,748	1,478
Against CDOs (excl. US residential mortgage market)	2,795	2,795	2,558	237
Against corporates credits (CLOs), structured and infrastructure finance	13,461	13,461	12,916	545
Other replacement risk				360
			Total	2,620

(1) o.w. EUR 3.8bn in underlying subprime assets (vintages: 2007: 3%, 2006: 18%, 2005 and before: 79%)

- **From other counterparts**
  - Fair value of protection purchased from other large financial institutions (only multiline insurers and international banks): EUR 436m corresponding almost entirely to hedges of CDOs of structured RMBS until the end of 2005.

Exposure to counterparty risk on monoline insurers
Hedging of CDOs and other assets

EUR bn	Dec 31 07	Mar 31 08	Jun 30 08
Fair value of protection before value adjustments*	1.9	2.4	2.6
Nominal amount of hedges purchased**	-0.6	-0.6	-0.8
Fair value of protection net of hedges and before value adjustments	1.3	1.8	1.8
Value adjustments for credit risk on monolines (booked on the protection)	-0.9	-1.1	-1.2
Residual exposure to counterparty risk on monolines	0.4	0.8	0.6



* Calculated using the same methodology as for non-insured assets and excluding ACA.

** The nominal of hedges purchased from bank counterparts has a EUR +340m Mark to Market impact at June 30, 2008, which is neutralised in the income statement.

The rating used is the lowest issued by Moody's or S&P (at June 30, 2008)

AAA: Assured Guaranty, FSA
AA: Ambac
A: Bluepoint, MBIA, Radian
BB: CIFG
B: FGIC, XL Capital

Exposure to CMBS(a)

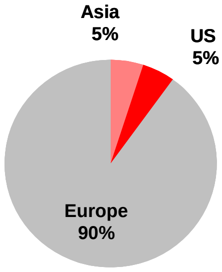
	Mar 31, 2008	Q2 08			June 30th, 2008			
EUR m	Net exposure(1)	Impact on income statement	Impact on equity	Other movements	Net exposure(1)	Gross exposure (2)	%AAA*	% AA & A*
Trading portfolio	1,135	- 12	-	- 39	1,084	1,200	43%	49%
o.w. assets sold or transferred by SGAM to Corporate and Investment Banking	*945*	*- 13*	*-*	*- 31*	*901*	*1,003*	*36%*	*58%*
AFS portfolio	343	2	- 3	1	343	370	75%	23%
o.w. assets sold or transferred by SGAM to the Corporate Centre	*261*	*2*	*- 3*	*5*	*267*	*283*	*69%*	*29%*
HTM portfolio *(assets sold or transferred by SGAM to the Corporate Centre)*	55	-	-	5	60	65	75%	25%
TOTAL	1,533	-10	-3	-33	1,487	1,635	51%	42%

(1) Net of hedging and loss of value

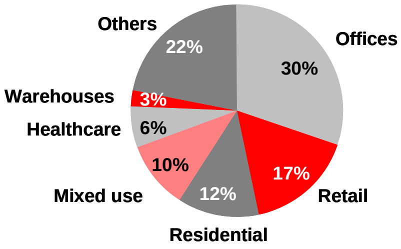
(2) Capital remaining of hedged assets

* As a % of remaining capital

90% of European underlying assets*



A well diversified portfolio*



(a): trading portfolio excl. "exotic credit portfolio" presented on page 12

Exposure to US residential mortgage market: residential loans and RMBS

- **Société Générale has no residential mortgage loan origination activity in the United States**

RMBS in the US (a)

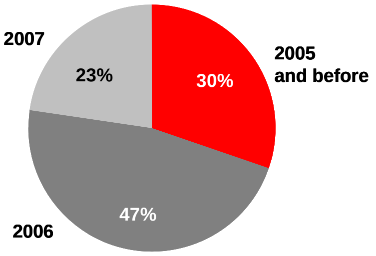
In EUR m	March 31, 08	Q2 08			June 30th, 2008			
	Net exposure(1)	Impact on income statement	Impact on equity	Other movements	Net exposure(1)	Gross exposure (2)	%AAA*	% AA & A*
Trading portfolio	190	- 15	-	-213	-38	438	31%	24%
AFS portfolio	575	2	-28	-33	516	721	71%	12%
HTM Portfolio	-	-	-	-	-	-	-	-
TOTAL	**765**	**- 13**	**-28**	**-246**	**478**	**1,159**	**56%**	**17%**

(1) Net of hedging and loss of value

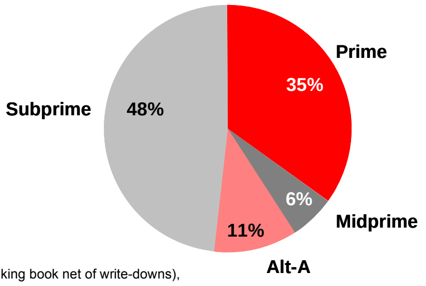
(2) Capital remaining of hedged assets

* As a % of remaining capital

Breakdown of subprime assets by vintage*



Breakdown of RMBS portfolio by type*



NB: Société Générale has a portfolio of mid-prime loans purchased from an originator who defaulted (EUR 276m in the banking book net of write-downs), and a warehousing position of prime loans in the form of a revrse repo (EUR 29m)

(a): trading portfolio excl. “exotic credit portfolio” presented on page 12

Exposure to residential mortgage markets in Spain and the UK

- **Société Générale has no residential mortgage loan origination activity in Spain or the UK**

RMBS “Spain”(a)

In EUR m	March 31, 08	Q2 08			June 30th, 2008			
	Net exposure(1)	Impact on income statement	Impact on equity	Other movements	Net exposure(1)	Gross exposure (2)	%AAA*	% AA & A*
Trading portfolio	428	- 6	-	- 4	418	476	74%	23%
o.w. assets sold or transferred by SGAM to Corporate and Investment Banking	*415*	*- 6*	*-*	*- 3*	*406*	*462*	*73%*	*23%*
AFS portfolio	222	3	- 4	- 12	209	228	100%	0%
o.w. assets sold or transferred by SGAM to the Corporate Centre	*218*	*3*	*- 4*	*- 10*	*207*	*220*	*99%*	*1%*
HTM portfolio *(o.w. assets sold or transferred by SGAM to the Corporate Centre)*	35	-	-	- 6	29	29	100%	0%
TOTAL	**685**	**-3**	**-4**	**-22**	**656**	**733**	**83%**	**15%**

RMBS “UK”(a)

In EUR m	March 31, 08	Q2 08			June 30th, 2008			
	Net exposure(1)	Impact on income statement	Impact on equity	Other movements	Net exposure(1)	Gross exposure (2)	%AAA*	% AA & A*
Trading portfolio	562	- 5	-	- 88	469	518	28%	61%
o.w. assets sold or transferred by SGAM to Corporate and Investment Banking	*552*	*- 4*	*-*	*- 85*	*463*	*511*	*28%*	*61%*
AFS portfolio	212	1	- 4	- 5	204	225	54%	34%
o.w. assets sold or transferred by SGAM to the Corporate Centre	*164*	*1*	*- 1*	*- 5*	*159*	*166*	*64%*	*33%*
HTM portfolio *(o.w. assets sold or transferred by SGAM to the Corporate Centre)*	22	-	-	- 1	21	22	23%	77%
TOTAL	**796**	**-4**	**-4**	**-94**	**694**	**766**	**35%**	**54%**

(1) Net of hedging and loss of value

(2) Capital remaining of hedged assets

* As a % of remaining capital

(a): trading portfolio excl. “exotic credit portfolio” presented on page 12

Commercial conduits (1/2)

Description of 6 commercial conduits sponsored by Societe Generale by type of asset

In EUR m	Total assets	Nationality of assets	Breakdown of assets							Contractual maturity of assets			Amount of CP issued	Rating of CP issued
			Auto loans	Trade receivables	Consumer loans	Equipment loans	Other loans	RMBS	CMBS (AAA)	0-6 months	6-12 months	> 12 months		
ANTALIS (France)	5,425	Europe [1]	15%	67%	0%	0%	3%	11% [2]	4%	67%	0%	33%	5,455	P-1 - A1+
BARTON (United States)	9,093	US (96%) Europe (4%)	37%	9%	31%	5%	18%	0%	0%	9%	19%	72%	9,120	P-1 - A1+
ASSET ONE (United States)	63	US	0%	0%	100%	0%	0%	0%	0%	0%	46%	54%	63	F-1 - A1
ACE Canada (Canada)	410	Canada	85%	0%	0%	15%	0%	0%	0%	0%	0%	100%	436	Not rated
ACE AUSTRALIA (Australia)	1,284	Australia	0%	0%	0%	10%	12%	78% [3]	0%	0%	0%	100%	1,161	P-1 - A1+
HOMES (Australia)	2,421	Australia	0%	0%	0%	0%	0%	100% [4]	0%	0%	0%	100%	2,448	P-1 - A1+
TOTAL	**18,696**		**24%**	**24%**	**15%**	**3%**	**10%**	**22%**	**1%**	**24%**	**9%**	**67%**	**18,683**	

() Country of issuance of the conduit

(1) 35.6% France - 16.1% Italy - 15.5% Germany - 12.6% Holland - 10.7% United Kingdom - 4.6% Spain - 4.8% Others
(2) 100% AAA
(3) 75% AAA - 25% AA
(4) 96% AAA - 4% AA

NB: the RMBS of conduits are rated, while the other underlying assets are retail assets with no external rating.

Commercial conduits (2/2)

Societe Generale's exposure at June 30th, 2008 as a sponsor of these conduits

In EUR m	Available liquidity line granted by Société Générale [1]	Letter of credit granted by Société Générale	Commercial Papers held by Société Générale
ANTALIS (France)	6,011	229	958
BARTON (United States)	11,881	208	0
ASSET ONE (United States)	67	29	0
ACE Canada (Canada)	66	0	33
ACE AUSTRALIA (Australia)	1,525	32	136
HOMES (Australia)	2,518	61	826
TOTAL	**22,068**	**559**	**1,953**

Conduits sponsored by third parties

- Total available liquidity lines[1]: EUR 1.1bn via 12 conduits
- Total Commercial Papers purchased: EUR 1.7bn via 12 conduits

(1) No liquidity line granted by Société Générale was drawn down in the first half of 2008

Exotic credit derivatives

- **Business portfolio linked to client-driven activity**
  - Securities indexed on ABS credit portfolios marketed to investors
  - Hedging of credit protection generated in SG's accounts by the purchase of the underlying ABS portfolio and the sale of indices
  - Dynamic hedge management based on changes in credit spreads by adjusting the portfolio of ABS held, positions on indices and the marketed securities
- **Net position as 5-yr equivalent: EUR -1.1bn**
  - Sale of securities
  - 97% of portfolio made up of A-rated securities and above

Net exposure as 5-yr long risk equivalent (in EUR m)

In EUR m	March 31st, 2008	June 30th, 2008
American ABS	**-2,333**	**-2,089**
RMBS (1)	-317	-264
o.w. Prime	212	287
o.w. Midprime	359	439
o.w. Subprime	-888	-990
CMBS (2)	-2,208	-2,011
Others	192	186
European ABS	**501**	**1,007**
RMBS (3)	41	475
o.w. UK	9	-3
o.w. Spain	21	227
o.w. others	11	251
CMBS (4)	348	411
Others	112	121
Total	**-1,832**	**-1,082**

(1) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 4.2bn (vs. EUR 4.6bn in Q1 08) o.w. EUR 1.3bn Prime (vs. EUR 1.4bn in Q1 08), EUR 2.1bn Midprime (vs. EUR 2.2bn in Q1 08) and EUR 0.8bn Subprime (vs. EUR 1bn in Q1 08)
(2) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 10.3bn (vs. EUR 10.8bn in Q1 08)
(3) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 1.5bn (vs. EUR 1.4bn in Q1 08) o.w. EUR 0.7bn (vs. EUR 0.6bn in Q1 08) in the UK and EUR 0.3bn (stable) in Spain
(4) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 0.8bn (vs. EUR 0.7bn in Q1 08)

Portfolio of assets transferred by SGAM or sold by SGAM funds

- **Excluding RMBS in the UK and Spain, and CMBS sold or transferred by SGAM included in the aforementioned exposures (pages 7,9 and 10)**

In EUR m	Portfolio of assets purchased by Corporate and Investment Banking (Trading)				Portfolio of assets purchased by the Corporate Centre (AFS or HTM)			
	March 31, 08	June 30, 08	% AAA*	% AA & A *	March 31, 08	June 30, 08	% AAA*	% AA & A *
Banking and Corporate bonds	2,596	1,658	3%	59%				
Other RMBS	714	565	60%	24%	526	494	85%	13%
Other ABS	570	474	47%	41%	581	561	82%	17%
CDO	534	507	48%	41%	361	381	79%	20%
CLO	1 025	986	36%	51%	763	733	79%	20%
Other	64	65	2%	19%				
Total	**5,503**	**4 255**			**2,231**	**2,169**		

* Calculation based on the remaining capital due

- **No new asset purchases in Q2 08**

Exposure to LBO financing (total final take and for sale) (1/2)

In EUR bn	Corporate and Investment Banking Jun 30, 08	French Networks 30-Jun-08
Final take		
Number of accounts	*107*	*45*
Commitments	2.6	1.0
Units for sale*		
Number of accounts	*11*	*4*
Commitments	1.1	0.1
Total	**3.7**	**1.1**

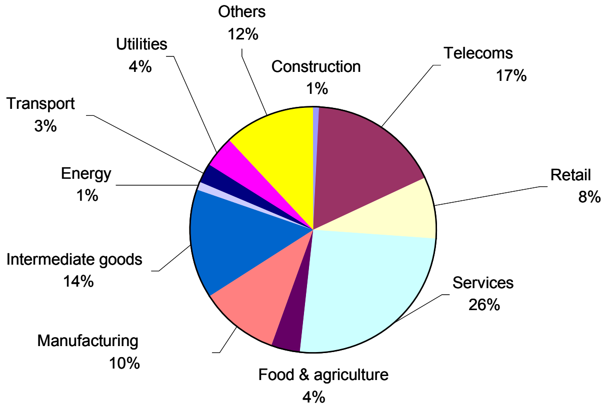
* o.w. units for syndication and residual units for sale in the secondary market

- **Corporate and Investment Banking**
  - Write-down stock of EUR 56m on units for sale marked at 92% on senior commitments and 87% on junior commitments
- **Main movements in Q2 08**
  - On the final take at Corporate and Investment Banking
    - Increases linked mainly to new, small-sized operations
    - Amortisation on a few operations
  - On units for sale at Corporate and Investment Banking
    - Reduction mainly due to repayments and amortisations of EUR 163m

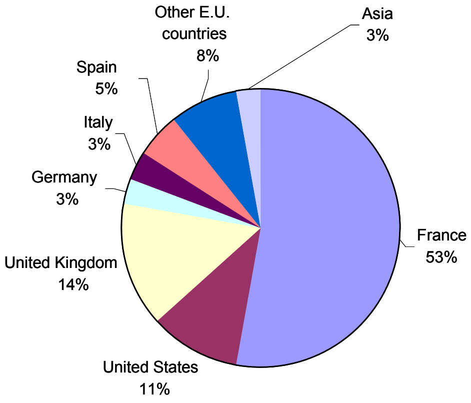
Exposure to LBO financing (total final take and for sale) (2/2)

EUR 4.8bn

Sector breakdown

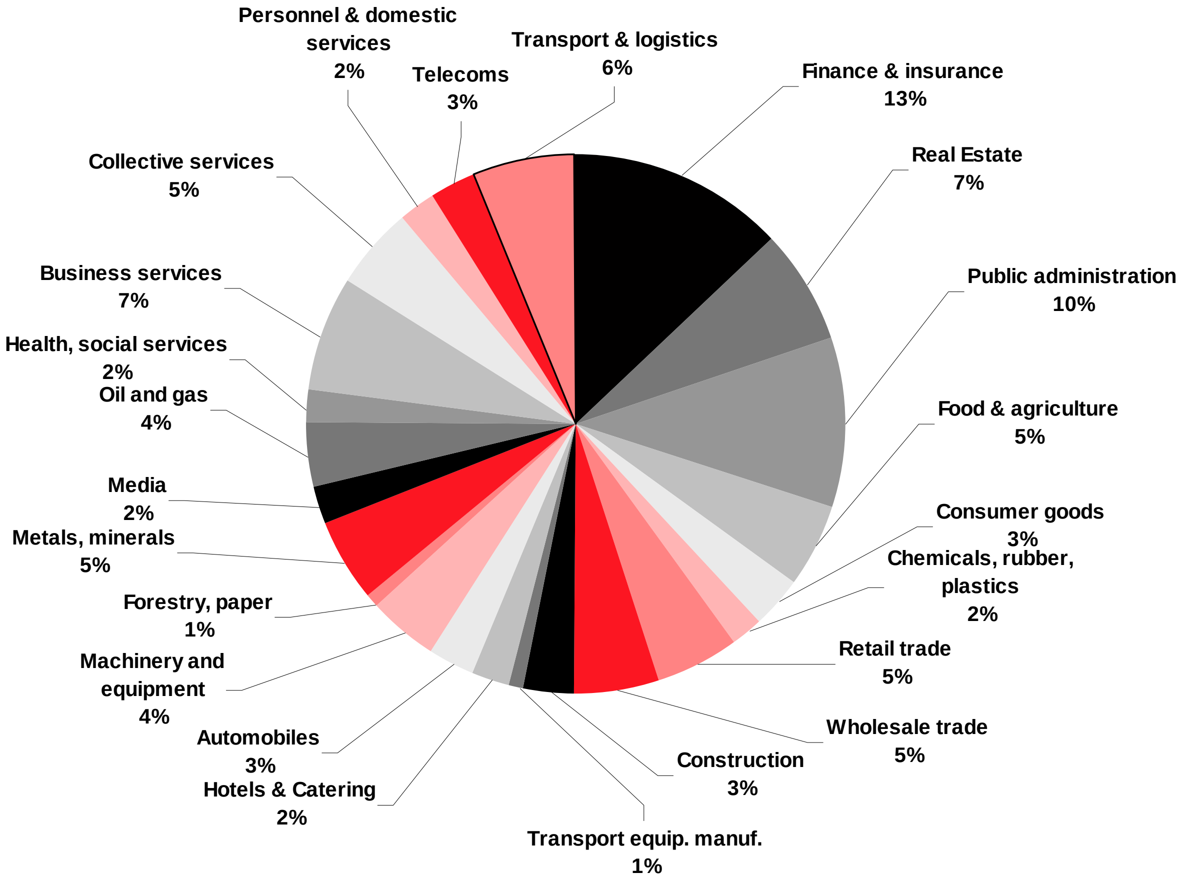


Geographic breakdown



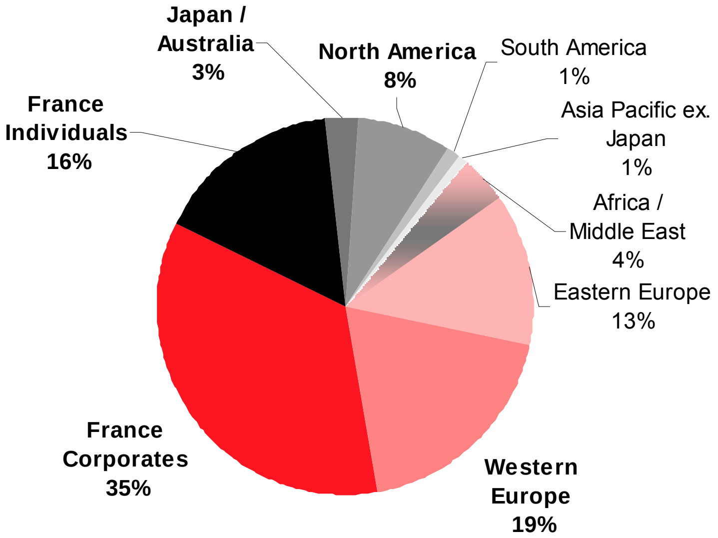
5.2 SECTOR BREAKDOWN OF THE SOCIETE GENERALE GROUP'S COMMITMENTS AT JUNE 30TH 2008

Corporate commitments (balance sheet and off-balance sheet loans, excluding individuals and repo transactions), at EUR 369 billion at June 30th 2008, break down as follows:

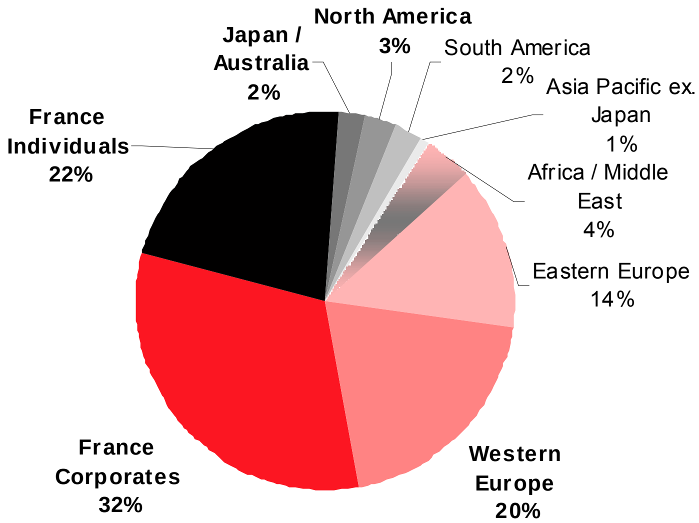


5.3 GEOGRAPHIC BREAKDOWN OF THE SOCIETE GENERALE GROUP'S COMMITMENTS AT JUNE 30TH 2008

Balance sheet and off-balance sheet, excluding repo transactions, individuals and corporates:
EUR 486 billion



Balance sheet, excluding repo individuals and corporates,
EUR 351 billion

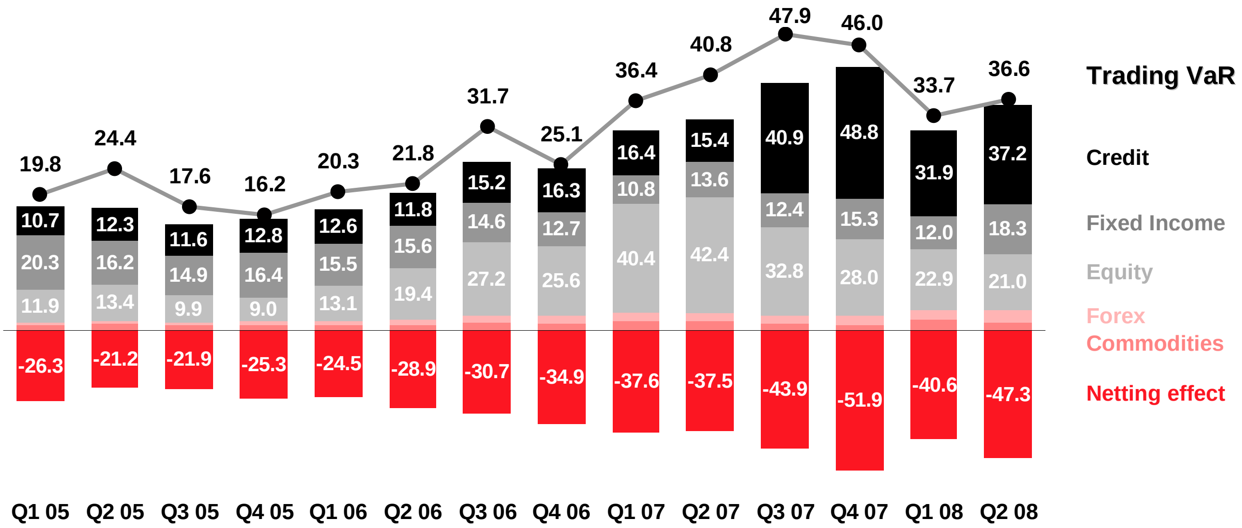


5.4 PROVISIONING OF DOUBTFUL LOANS

	31/12/2007	31/03/2008	30/06/2008
Customer loans (in EUR bn)	**326**	**339**	**351**
Doubtful loans (in EUR bn)	**11.4**	**12.5**	**13.0**
Doubtful loans/customer loans	**3.5%**	**3.7%**	**3.7%**
Provisions (in EUR bn)	**6.8**	**7.5**	**7.7**
Overall coverage ratio for doubtful loans	**59%**	**60%**	**59%**

5.5 CHANGE IN TRADING VAR

Quarterly average 99% Value at Risk (VaR), a composite indicator used to monitor the bank's daily risk exposure, notably for its trading activities, in millions of euros:



Since January 1st, 2007, the Group incorporates variations in equity volatility (in the place of variations in index volatility).

Since January 1st, 2008, the parameters for Credit VaR exclude positions on hybrid CDOs, which are now accounted for prudentially in the banking book.

5.6 LEGAL RISKS

■ In January 2008, Societe Generale became aware of a fraud committed by one of its traders. This trader has taken, fraudulently and outside his functions, huge positions that were fictitiously hedged on the futures markets on equity indices. Societe Generale was obliged to unwind without delay these positions in particularly unfavorable market conditions. Societe Generale has filed a criminal claim. Criminal investigations are being conducted and the trader has been put under investigation for forgery, use of forgery, fraudulent access to IT system and breach of trust. Societe Generale subsequently filed a civil claim in connection with the criminal case.

At the same time, an individual has served an action in the “Tribunal de grande instance” of Paris against Societe Generale for allegedly deflating the value of its stock by its alleged misconduct. The French Securities Regulator (AMF) initiated an investigation into SG stock market and financial report. The French “Commission Bancaire” launched an investigation.

As a result of its inspection, on July 3, 2008, the French “Commission Bancaire” fined Societe Generale 4 million euros for breaching regulatory provisions on internal control procedures (French Banking and Financial Regulatory Committee regulation No. 97-02). The Commission found the bank’s responsible but noted that Societe Generale has already taken significant steps towards remedying identified deficiencies, using both short-term and structural measures, as stated in the reports by the Special Committee appointed by the Board of Directors. Societe Generale accepts this sanction and has chosen not to appeal.

In the United State, Societe Generale has received a subpoena from the United States Attorney’s Office for the Eastern District of New York in Brooklyn seeking all documents relating to the trading activities of the aforementioned trader. Societe Generale is cooperating fully with this request. In March 2008, three class actions were filed separately at a federal court in New York by holders of ADRs (American Depository Receipts) who claim that Societe Generale, its Chairman and one of its American directors gave misleading information on the banks exposure to subprime mortgage market risk from August 1, 2005 to January 23, 2008 and on the effectiveness of internal control procedures. The American administrator is also accused of insider trading. Theses three class actions are in their preliminary stages. Societe Generale, its Chairman and the director intend to vigorously oppose the action.

■ By her order of July 20, 2006, a French investigating Magistrate indicted Societe Generale (corporate entity), its chairman and three other employees and sent them before the Paris criminal court for trial for “aggravated money laundering” in the so-called “Sentier” case. Charges against four other employees of the Bank under investigation have been withdrawn. This decision goes against the State prosecutor’s formal written demand for dismissal of the suit; he had asked for Societe Generale and all its executives or employees to be cleared on the grounds that there were insufficient charges against them following an investigation that had lasted over six years. Three other banks and more than 130 individuals, including executives and top management of these banks, have also been referred to the court to be judged.

Societe Generale’s behavior cannot be assimilated to a “deliberate” omission constitutive of money-laundering according to the judge: it has always been similar to other French banks’ practices with respect to the control of cheques and Societe Generale did not have sufficiently precise knowledge of the nature and identity of these networks nor of the origin of the funds to identify money-laundering networks or the indicted launderers and to take more effective measures than it did.

The question of the duties of banks with respect to verifying cheques concerns all banking institutions in France, as well as the regulatory authorities. At the request of the French Banking Federation, a new regulation issued by the Comité de la Réglementation Bancaire et Financière (Banking and Financial Regulatory Committee) came into force on April 26th, 2002 that imposed vigilance obligations in terms of cheques in order to fight against money-laundering.

The hearings took place at the “*Tribunal correctionnel*” from February 4 to July 4, 2008. The State prosecutor reiterated his position and asked for the case to be dismissed. No civil action for damages has been brought against Societe Generale. The sentence is expected on December 11, 2008.

VI. CHAPTER 10: FINANCIAL INFORMATION

6.1 CONSOLIDATED FINANCIAL STATEMENTS AND NOTES AT JUNE 30TH 2008

CONTENTS OF FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET

Assets

(In millions of euros)		*IFRS*		
		June 30, 2008	**December 31, 2007**	**June 30, 2007 ***
Cash, due from central banks		11,577	11,302	9,111
Financial assets measured at fair value through profit and loss	Note 4	473,329	489,959	574,825
Hedging derivatives	Note 5	4,154	3,709	4,301
Available-for-sale financial assets	Note 6	85,497	87,808	82,604
Non current assets held for sale		42	14,229	31
Due from banks	Note 7	84,502	73,065	74,279
Customers loans	Note 8	322,392	305,173	288,269
Lease financing and similar agreements		27,904	27,038	26,308
Revaluation differences on portfolios hedged against interest rate risk		(887)	(202)	(516)
Held-to-maturity financial assets		2,308	1,624	1,563
Tax assets		4,036	3,933	1,247
Other assets		39,752	35,000	42,359
Investments in subsidiaries and affiliates accounted for by the equity method		211	747	698
Tangible and intangible fixed assets		14,213	13,186	12,537
Goodwill	Note 9	6,895	5,191	4,692
Total		**1,075,925**	**1,071,762**	**1,122,308**

** Amounts including the 2007 net loss on unauthorized and concealed trading activities.*

Liabilities

(In millions of euros)		*IFRS* **June 30, 2008**	**December 31, 2007**	**June 30, 2007 ***
Due to central banks		859	3,004	4,373
Financial liabilities measured at fair value through profit and loss	Note 4	357,130	340,751	379,892
Hedging derivatives	Note 5	4,349	3,858	4,246
Non current liabilities held for sale		7	15,080	-
Due to banks	Note 10	112,891	131,877	164,682
Customer deposits	Note 11	277,269	270,662	286,683
Securitized debt payables	Note 12	149,866	138,069	117,268
Revaluation differences on portfolios hedged against interest rate risk		(611)	(337)	(490)
Tax liabilities		1,695	2,400	889
Other liabilities		52,297	46,052	49,888
Underwriting reserves of insurance companies	Note 13	66,276	68,928	67,962
Provisions	Note 13 Note 24	1,997	8,684	2,425
Subordinated debt		11,662	11,459	11,465
Total liabilities		**1,035,687**	**1,040,487**	**1,089,283**
SHAREHOLDERS' EQUITY				
Shareholders' equity, Group share				
Common stock		738	583	577
Equity instruments and associated reserves		15,871	7,514	6,926
Retained earnings		17,832	17,551	17,692
Net income		1,740	947	1,758
Sub-total		**36,181**	**26,595**	**26,953**
Unrealized or deferred capital gains or losses		(621)	646	1,759
Sub-total equity, Group share		**35,560**	**27,241**	**28,712**
Minority interests		4,678	4,034	4,313
Total equity		**40,238**	**31,275**	**33,025**
Total		**1,075,925**	**1,071,762**	**1,122,308**

** Amounts including the 2007 net loss on unauthorized and concealed trading activities.*

CONSOLIDATED INCOME STATEMENT

		IFRS	*IFRS*	*IFRS*
(In millions of euros)		**June 30, 2008**	**December 31, 2007**	**June 30, 2007 ***
Interest and similar income	Note 17	19,515	38,093	18,152
Interest and similar expense	Note 17	(16,151)	(35,591)	(17,078)
Dividend income		198	400	169
Fee income	Note 18	5,216	10,745	5,221
Fee expense	Note 18	(1,576)	(3,217)	(1,601)
Net gains or losses on financial transactions		3,426	10,252	7,190
o/w net gains or losses on financial instruments at fair value through profit and loss	Note 19	*3,170*	*9,307*	*6,659*
o/w net gains or losses on avalaible-for-sale financial assets	Note 20	*256*	*945*	*531*
Income from other activities		8,428	16,084	9,156
Expenses from other activities		(7,793)	(14,843)	(8,541)
Net banking income		**11,263**	**21,923**	**12,668**
Personnel expenses	Note 21	(4,520)	(8,172)	(4,617)
Other operating expenses		(2,934)	(5,348)	(2,516)
Amortization, depreciation and impairment of tangible and intangible fixed assets		(408)	(785)	(382)
Gross operating income		**3,401**	**7,618**	**5,153**
Cost of risk	Note 23	(985)	(905)	(378)
Operating income excluding net loss on unauthorized and concealed trading activities		**2,416**	**6,713**	**4,775**
Net loss on unauthorized and concealed trading activities	Note 24	-	(4,911)	(2,161)
Operating income including net loss on unauthorised and concealed trading activities		**2,416**	**1,802**	**2,614**
Net income from companies accounted for by the equity method		12	44	20
Net income/expense from other assets (1)		641	40	30
Impairment losses on goodwill		-	-	
Earnings before tax		**3,069**	**1,886**	**2,664**
Income tax	Note 25	(951)	(282)	(588)
Consolidated net income		**2,118**	**1,604**	**2,076**
Minority interests		378	657	318
Net income, Group share		**1,740**	**947**	**1,758**
Earnings per share	Note 26	**3.17**	**1.84**	**3.70**
Diluted earnings per share	Note 26	**3.15**	**1.82**	**3.65**

** Amounts including the 2007 net loss on unauthorized and concealed trading activities. For information, the net income Group share amounted to EUR 3,715 million as at June 2007.*

(1) *When creating Newedge, a gain of EUR 602 million was realized on the sale of 50% of the Fimat shares owned by the Group.*

CHANGES IN SHAREHOLDERS' EQUITY

	Capital and associated reserves			Consolidated reserves	Unrealized or deferred capital gains or losses								
(In millions of euros)	Common stock	Equity instruments and associated reserves	Elimination of treasury stock	Retained earnings	Translation reserves	Change in fair value of assets available for sale	Change in fair value of hedging derivatives	Tax impact	**Shareholders' equity, Group share**	Minority interests [5]	Unrealized or deferred capital gains or losses, minority interests	**Shareholders' equity, Minority interests**	**Total consolidated shareholders' equity**
Shareholders' equity at December 31,2006	**577**	**8,154**	**(1,860)**	**19,994**	**48**	**2,355**	**28**	**(242)**	**29,054**	**4,166**	**212**	**4,378**	**33,432**
Increase in common stock		17							17				17
Elimination of treasury stock			(968)	66					(902)				(902)
Issuance of equity instruments		1,481		18					1,499				1,499
Equity component of share-based payment plans		102							102				102
2007 Dividends paid				(2,359)					(2,359)	(272)		(272)	(2,631)
Effect of acquisitions and disposals on minority interests				(18)					(18)	(62)		(62)	(80)
Sub-total of changes linked to relations with shareholders	***-***	***1,600***	***(968)***	***(2,293)***		***-***	***-***	***-***	***(1,661)***	***(334)***	***-***	***(334)***	***(1,995)***
Change in value of financial instruments and fixed assets having an impact on equity						131	(49)		82		(19)	(19)	63
Change in value of financial instruments and fixed assets recognized in income						(518)	(5)		(523)		(10)	(10)	(533)
Tax impact on change in value on financial instruments and fixed assets having an impact on equity or recognized in income								67	67				67
2007 Adjusted net income for the period				1,758					1,758	318		318	2,076
Sub-total	***-***	***-***	***-***	***1,758***		***(387)***	***(54)***	***67***	***1,384***	***318***	***(29)***	***289***	***1,673***
Change in equity of associates and joint ventures accounted for by the equity method													
Translation differences and other changes				(9)	(56)				(65)		(20)	(20)	(85)
Sub-total	***-***	***-***	***-***	***(9)***	***(56)***	***-***	***-***	***-***	***(65)***	***-***	***(20)***	***(20)***	***(85)***
Adjusted shareholders' equity at June 30, 2007	**577**	**9,754**	**(2,828)**	**19,450**	**(8)**	**1,968**	**(26)**	**(175)**	**28,712**	**4,150**	**163**	**4,313**	**33,025**
Increase in common stock	6	513							519				519
Elimination of treasury stock			(636)	(20)					(656)				(656)
Issuance of equity instruments		600		26					626				626
Equity component of share-based payment plans		111							111				111
2007 Dividends paid				(38)					(38)	(27)		(27)	(65)
Effect of acquisitions and disposals on minority interests				(109)					(109)	(537)		(537)	(646)
Sub-total of changes linked to relations with shareholders	***6***	***1,224***	***(636)***	***(141)***		***-***	***-***	***-***	***453***	***(564)***	***-***	***(564)***	***(111)***
Change in value of financial instruments and fixed assets having an impact on equity						(345)	122		(223)		4	4	(219)
Change in value of financial instruments and fixed assets recognized in income						(423)	5		(418)		(2)	(2)	(420)
Tax impact on change in value on financial instruments and fixed assets having an impact on equity or recognized in income								23	23				23
2007 Adjusted net income for the period				(811)					(811)	339		339	(472)
Sub-total	***-***	***-***	***-***	***(811)***		***(768)***	***127***	***23***	***(1,429)***	***339***	***2***	***341***	***(1,088)***
Change in equity of associates and joint ventures accounted for by the equity method													
Translation differences and other changes					(495)				(495)		(56)	(56)	(551)
Sub-total	***-***	***-***	***-***	***-***	***(495)***	***-***	***-***	***-***	***(495)***	***-***	***(56)***	***(56)***	***(551)***
Shareholders' equity at December 31, 2007	**583**	**10,978**	**(3,464)**	**18,498**	**(503)**	**1,200**	**101**	**(152)**	**27,241**	**3,925**	**109**	**4,034**	**31,275**
Increase in common stock [1]	155	5,679							5,834				5,834
Elimination of treasury stock [2]			704	(8)					696				696
Issuance of equity instruments [3]		1,877		34					1,911				1,911
Equity component of share-based payment plans [4]		97							97				97
2008 Dividends paid [3]				(501)					(501)	(293)		(293)	(794)
Effect of acquisitions and disposals on minority interests [6] [7]				(188)					(188)	526		526	338
Sub-total of changes linked to relations with shareholders	***155***	***7,653***	***704***	***(663)***		***-***	***-***	***-***	***7,849***	***233***	***-***	***233***	***8,082***
Change in value of financial instruments and fixed assets having an impact on equity						(1,132)	(20)		(1,152)		(9)	(9)	(1,161)
Change in value of financial instruments and fixed assets recognized in income						(220)			(220)				(220)
Tax impact on change in value on financial instruments and fixed assets having an impact on equity or recognized in income								322	322				322
2008 Net income for the period				1,740					1,740	378		378	2,118
Sub-total	***-***	***-***	***-***	***1,740***		***(1,352)***	***(20)***	***322***	***690***	***378***	***(9)***	***369***	***1,059***
Change in equity of associates and joint ventures accounted for by the equity method													
Translation differences and other changes [8]				(3)	(217)				(220)		42	42	(178)
Sub-total	***-***	***-***	***-***	***(3)***	***(217)***	***-***	***-***	***-***	***(220)***	***-***	***42***	***42***	***(178)***
Shareholders' equity at June 30, 2008	**738**	**18,631**	**(2,760)**	**19,572**	**(720)**	**(152)**	**81**	**170**	**35,560**	**4,536**	**142**	**4,678**	**40,238**

(1) At June 30, 2008, Société Générale's fully paid-up capital amounted to EUR 738,409,055.00 and was made up of 590,727,244 shares with a nominal value of EUR 1.25.

During the first semester 2008, Société Générale operated several capital increases of EUR 155 million with EUR 5 679 million of issuing premiums :

. EUR 0.1 million resulting from the exercise by employees of stock options granted by the Board of Directors, with EUR 2 million issuing premiums,

. EUR 145.8 million for the capital increase using preferred subscription rights, with EUR 5,395 million issuing premiums. The EUR 109 million expenses linked to the capital increase were deducted from the amount of the issuing premium,

. EUR 9.3 million subscribed by employees under the Employee Share Ownership Plan, with EUR 391 million of issuing premiums.

(2) At June 30, 2008, the Group held 33,200,366 of its own shares as treasury stock, for trading purposes or for the active management of shareholders' equity, representing 5.62% of the capital of Société Générale.

The amount deducted by the Group from its net book value for equity instruments (shares and derivatives) came to EUR 2,760 million, including EUR 257 million for shares held for trading purposes.

The change in treasury stock over the first semester 2008 breaks down as follows :

In millions of euros	Transaction-related activities	Buybacks and active management of Shareholders' equity	Total
Disposals net of puchases	541	163	704
	541	163	704
Capital gains net of tax on treasury shares and treasury share derivatives, booked under shareholders' equity	1	(17)	(16)
Related dividends, removed from consolidated results	-	8	8
	1	(9)	(7)

(3) Société Générale has issued two super subordinated loans, one in May, 2008 amounting to EUR 1,000 million and another one in June, 2008 amounting to GBP 700 million.

In view of the discretionary nature of their remuneration, all super subordinated loans are classified in shareholders' equity.

The EUR 12 million expenses and premiums linked to the issuance of the super subordinated loans in GBP were deducted from the amount of the issuing premium.

Movements related to the super subordinated loans and the undated subordinated notes including retained earnings are detailed below:

In millions of euros	Super subordinated Notes	Undated Subordinated Notes	Total
Tax savings on the remuneration to be paid to shareholders, and booked under reserves	27	7	34
Remuneration paid booked under dividends (2008 Dividends paid line)*	67	33	100

* The payment made to super subordinated loans and undated subordinated notes holders is included in 2008 distribution taken on retained earnings (EUR 501 million as of June 2008)

(4) Share-based payments settled in equity instruments during first semester 2008 amounted to EUR 97 million, including EUR 22,5 million for the stock option plans, EUR 42 million for the free shares attribution plan and EUR 32,5 million for Global Employee Share Ownership Plan.

(5) In 1997, Société Générale issued USD 800 million of preferred shares in the United States via its subsidiary Socgen Real Estate Company LLC. Those preferred shares were reimbursed at the end of 2007.

In 2000, Société Générale issued a further EUR 500 million via its subsidiary SG Capital Trust, and USD 425 million via SG Americas in 2001.

In 2003, Société Générale issued a further EUR 650 million of preferred shares in the United States via SG Capital Trust III.

As of January 1, 2005, due to the adoption of IAS 32&39 and in view of the discretionary nature of their remuneration, preferred shares were reclassified from debt to Minority Interests, in the amount of EUR 2,049 million.

At June 30, 2008, preferred shares amounted to EUR 1,420 million.

(6) In compliance with the accounting principles indicated in note 1, transactions relative to minority interests were treated for accounting purposes as equity transactions. Accordingly:

- capital gains and losses on the disposal of fully-consolidated subsidiaries which do not lead to a loss of exclusive control are booked under shareholders' equity;
- additional goodwill linked to buyback commitments granted to minority shareholders in fully-consolidated subsidiaries and minority interest buybacks following the acquisition of exclusive control are booked under shareholders' equity.

In the balance sheet, net income attributable to the minority interests of shareholders holding a put option on their Group shares was allocated to consolidated reserves.

Adjustments details as at June 30, 2008 :

Gains on sales cancellation	0
Minority interests buybacks not subject to any put option	(198)
Transactions and variations of value on put options granted to minority shareholders	(2)
Net income attributable to the minority interests of shareholders holding a put option on their Group shares allocated to consolidated reserves.	12
Total	(188)

(7) Movements booked in the amount of EUR 526 million under minority interest reserves correspond to :

. EUR 568 million to the global intregration of Rosbank after the exercise of the call option on 30% +2 shares of Rosbank's capital.

. EUR -89 million to the acquisition of the 7,57% of Rosbank's minority shareholders, result of the obligatory offer to minority shareholders launched after Société Générale took up its majority stake in Rosbank.

. EUR 58 million to the decrease of the interest rate of SG Group in Boursorama with the term of two thirds of the put options sold to Hodefi for CaixaBank acquisition.

. EUR -12 million to the reclassification of net income attributable to the minority interests of shareholders with a put option on their Group shares from minority interest reserves to consolidated reserves.

(8) The variation in Group translation differences for the first semester 2008 amounted to EUR -217 million. This variation was mainly due to the decrease of the US dollar against the euro (EUR -163 million), the Rouble (EUR -80 million), the Pound Sterling (EUR -48 million), the Corean Won (EUR -30 million), the Canadian dollar (EUR -27 million) and to the increase of the Tcheque Krone against the euro (EUR 127 million).

The variation in translation differences attributable to Minority interests amounted to EUR +42 million. This was mainly due to the increase of the Tcheque Krone against the euro (EUR 80 million). Therefore, the variation is reduced by the decrease of the US dollar against the euro (EUR -19 million), the Rouble (EUR -10 million), the Egyptian pound (EUR -3 million) and the Leu (EUR -3 million).

CASH FLOW STATEMENT

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007 ***
NET CASH INFLOW (OUTFLOW) RELATED TO OPERATING ACTIVITIES			
Net income (I)	**2,118**	**1,604**	**2,076**
Amortization expense on tangible fixed assets and intangible assets	1,279	2,383	1,165
Depreciation and net allocation to provisions	(337)	5,120	4,374
Allocation to provisions for the loss linked to the closing of unauthorized and concealed trading activities positions	(6,382)	6,382	0
Net income/loss from companies accounted for by the equity method	(12)	(44)	(20)
Deferred taxes	(157)	(2,219)	142
Net income from the sale of long term available for sale assets and subsidiaries	(860)	(954)	(516)
Change in deferred income	(13)	(338)	40
Change in prepaid expenses	(162)	181	(180)
Change in accrued income	(956)	(575)	(240)
Change in accrued expenses	(214)	90	297
Other changes	3,595	1,457	803
Non-monetary items included in net income and others adjustments (not including income on financial instruments measured at fair value through P&L) (II)	**(4,219)**	**11,483**	**5,865**
Income on financial instruments measured at fair value through P&L (1) (III)	**(3,170)**	**(9,307)**	**(6,659)**
Interbank transactions	(29,070)	(457)	28,917
Customers transactions	(15,786)	(35,792)	(3,547)
Transactions related to other financial assets and liabilities	47,594	44,573	(22,254)
Transactions related to other non financial assets and liabilities	(1,934)	(996)	(1,631)
Net increase / decrease in cash related to operating assets and liabilities (IV)	**804**	**7,328**	**1,485**
NET CASH INFLOW (OUTFLOW) RELATED TO OPERATING ACTIVITIES (A) = (I) + (II) + (III) + (IV)	**(4,467)**	**11,108**	**2,767**
NET CASH INFLOW (OUTFLOW) RELATED TO INVESTMENT ACTIVITIES			
Net cash inflow (outflow) related to acquisition and disposal of financial assets and long-term investments	(330)	438	235
Tangible and intangible fixed assets	(1,586)	(3,546)	(1,530)
NET CASH INFLOW (OUTFLOW) RELATED TO INVESTMENT ACTIVITIES (B)	**(1,916)**	**(3,108)**	**(1,295)**
NET CASH INFLOW (OUTFLOW) RELATED TO FINANCING ACTIVITIES			
Cash flow from/to shareholders (2)	7,614	(2,182)	(2,034)
Other net cash flows arising from financing activities	980	6	276
NET CASH INFLOW (OUTFLOW) RELATED TO FINANCING ACTIVITIES (C)	**8,594**	**(2,176)**	**(1,758)**
NET INFLOW (OUTFLOW) IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	**2,211**	**5,824**	**(286)**
CASH AND CASH EQUIVALENTS			
Cash and cash equivalents at start of the year			
Net balance of cash accounts and accounts with central banks	8,320	5,175	5,175
Net balance of accounts, demand deposits and loans with banks	6,368	3,689	3,689
Cash and cash equivalents at end of the year (3)			
Net balance of cash accounts and accounts with central banks	10,718	8,320	4,738
Net balance of accounts, demand deposits and loans with banks	6,181	6,368	3,840
NET INFLOW (OUTFLOW) IN CASH AND CASH EQUIVALENTS	**2,211**	**5,824**	**(286)**

** Amounts including the 2007 net loss on unauthorized and concealed trading activities.*

(1) *Income on financial instruments measured at fair value through P&L includes realized and unrealized income.*

(2) *o/w two super subordinated loans issued in May (EUR 1,000 million) and June (GBP 700 million), (see Note "Changes in Shareholder's equity").*

(3) *Including EUR 1 779 million related to Rosbank as of 06.30.2008.*

Note 1

Accounting principles

The condensed interim consolidated financial statements for the Société Générale Group ("the Group") for the 6 month period ending June 30, 2008 were prepared and are presented in accordance with IAS 34 "Interim Financial Reporting". The accompanying notes therefore relate to significant items for the period and should be read in conjunction with the audited consolidated financial statements for the year ending December, 31 2007 included in the Registration document for the year 2007.

The consolidated financial statements are presented in euros.

Use of estimates

Some of the figures booked in these condensed interim consolidated financial statements are based on estimates and assumptions made by the Management. This applies in particular to the fair value assessment of financial instruments and the valuation of goodwill, intangible assets, impairment of assets and provisions. Actual future results may differ from these estimates.

Accounting principles and methods

In preparing the condensed interim consolidated financial statements, the Group applied the same accounting principles and methods as for its year-end 2007 consolidated financial statements, which were drawn up in accordance with IFRS as adopted by the European Union and described in Note 1 to the 2007 consolidated financial statements, "Significant accounting principles".

As described in the Note 1 mentioned here before, the Group, when preparing the 2007 consolidated financial statements, has considered that for the purpose of a fair presentation of its financial situation at December 31, 2007, it was more appropriate to record under a separate caption in consolidated income for the 2007 financial year a provision for the total cost of the unauthorized and concealed trading activities uncovered on January 19 and 20, 2008. This provision has been reversed through the income statement during the first half of 2008 just when the cost related to the unwinding of these activities was recorded as expense (cf. note 24).
June 30, 2007 comparative figures shown in the consolidated balance sheet, in the consolidated income statement, in the changes in shareholders' equity, in the cash-flow statement and in the related notes have been adjusted for the accounting consequences of the fictitious transactions recorded in 2007 under these unauthorized and concealed activities.

Accounting standards and interpretations to be applied by the Group in the future

In addition to the standards and interpretations mentioned in Note 1 to the 2007 consolidated financial statements under the paragraph *Accounting standards and interpretations to be applied by the Group in the future,* some accounting standards have been published by the IASB during the first half of 2008 which have not been yet adopted by the European Union as of June 30, 2008. These standards are required to be applied from January 1, or July 1, 2009 or from their future adoption by the European Union and therefore they are not yet applied by the Group :

- Revised IFRS 3 « Business combinations» and revised IAS 27 « Consolidated and separate financial statements »

These revised standards, published by the IASB on January 10, 2008, will only be mandatory for financial years beginning after July 1, 2009. They will prospectively modify the accounting treatment for acquisitions and disposals of consolidated subsidiaries.

- Amendment to IFRS 2 « Share-based payment »

This amendment, published by the IASB on January 17, 2008, shall only be mandatory for financial years beginning after January 1, 2009. It clarifies the accounting treatment for suspensions or changes in contribution to Employee Share Purchase Plans which are then considered as cancellations.

- Amendments to IAS 32 « Financial instruments : presentation » and IAS 1 « Presentation of financial statements »

These amendments, published by the IASB on February 14, 2008, will only be mandatory for financial years beginning after January 1, 2009. They explains the accounting classification of puttable financial instruments and obligations arising on liquidation.

- « Improvements to IFRSs »

These improvements, published by the IASB on May 22, 2008, are a collection of minor amendments to various existing standards. They will only be mandatory for financial years beginning after January 1, 2009.

- Amendments to IFRS 1 « First-time adoption of IFRS » and IAS 27 « Consolidated and separate financial statements »

These amendments, published by the IASB on May 22, 2008, will only be mandatory for financial years beginning after January 1, 2009 and will then have to be applied by first-time adopters only.

Furthermore, two interpretations previously published by the IASB are required to be applied from January 1, 2008. But since they are not yet adopted by the European Union on June 30, 2008, these interpretations have not been applied by the Group :

- IFRIC 12 “Service concession arrangements”

This interpretation, published by the IASB on November 30, 2006 is required to be applied from January 1, 2008. It explains the concession accounting treatment. This interpretation does not apply to Group operations and will consequently have no effect on its net income or shareholders’ equity .

- IFRIC 14 “The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction”

This interpretation published by the IASB on July 4, 2007, shall only be mandatory for financial years beginning after January 1, 2008. It clarifies the accounting treatment for the effect of any statutory or contractual funding requirements when a surplus in a pension plan can be recognized. In the future, it should consequently have no effect on net income or shareholders’ equity of the Group.

Absence of seasonality

As the Group’s activities are neither seasonal not cyclical in nature, its first half results were not affected by any seasonal or cyclical factors.

CNC recommended format for banks’ summary financial statements

As the IFRS accounting framework does not specify a standard model, the format used for the summary financial statements is consistent with the format proposed by the French Standard Setter, the CNC, under recommendation 2004 R 03 of October 27, 2004.

Note 2

Changes in consolidation scope and business combinations

1. Consolidation scope

As at June 30, 2008, the Group's consolidation scope includes 890 companies:

742 fully consolidated companies;

107 proportionately consolidated companies;

41 companies accounted for by the equity method.

The consolidation scope includes entities that have a significant impact on the Group's consolidated financial statements. It means companies which balance sheet exceeds 0.02% of the Group's one, for full or proportionate consolidation, or companies in which the equity held by the Group exceeds 0.10% of the consolidated Group's total equity. These criteria do not apply to sub-consolidated subsidiaries.

The main changes to the consolidation scope at June 30, 2008, compared with the scope applicable for the accounts at June 30, 2007 and December 31, 2007 are as follows:

- In the first half of 2008:
  - Newedge, company resulting from the merger between Fimat and Calyon Financial brokerage activities, is now proportionately consolidated.
  - In December 20th, 2007, the Group has exercised its call options on 30% plus 2 shares of Rosbank company. On February 13th, 2008, the Group held 50 % plus 1 share. Following this event and according to the Russian law, the Group had to launch a takeover bid for minority interests. Since May 12th, 2008– official end of the offer –, Societe Generale holds 57,57% of the Company and since January 1st, 2008, Rosbank is fully consolidated – so far it was consolidated using the equity method –.
  - Through Societe Generale Securities Services Spa, the Group bought the Capitalia securities services activities in Italy.
  - The Group Canadian Wealth Management was fully consolidated.
  - In SGAM activities, one fund has been fully consolidated as the Group maintained its liquidity. In the same time, five others funds – consolidated since December 2007 – have been removed from the scope, because their liquidity is now maintained by independent companies.
  - The stake in TCW was increased to 100%, i.e. a 1.60% increase compared to December 31st, 2007 after the exercise of call options by the Group. As a reminder, the remaining shares held by employees included deferred call and put options exercisable in 2007 and 2008. The exercise prices were dependent on future performance.

- The stake in SG Private Banking Suisse (ex. CBG) was increased to 100%, i.e. a 22.38% increase compared to December 31st, 2007 due to minority shareholders who have exercised their put options.
- The stake in Boursorama decreased from 75.43% to 62.35% following the term of two thirds of the put options sold to Hodefi for CaixaBank acquisition.

- During the second half of 2007:
  - Banco Pecunia, which is 70%-owned by the Group, was fully consolidated through the holding GALO SA.
  - Fimat Japan acquired Himawari CX Inc's wholesale commodities business, a Japanese commodity futures commission merchant.
  - At the end of September 2007, the Group acquired a further 50% of Locatrent, bringing its stake to 100%. At the end of December, Locatrent and Axus Italiana merged.
  - The Group consolidated ALD USA (ex. Ultea), using the equity method.
  - SG Group increased its stake in the capital of Fortune Fund Management to 49%. Fortune Fund Management is now proportionately consolidated.
  - Buchanan Street Advisors, 49.89%-owned by the Group, was fully consolidated.
  - Banka Popullore, which is 75%-owned by the Group, was fully consolidated.
  - Banco Cacique SA was fully consolidated by the holding Trancoso Participaçoes Ltda (wholly-owned by Banco SG Brasil).
  - PACE, (Premier Asset Collateralised Entity), *Structured Investment Vehicle*, was fully consolidated (100%) further to its refinancing.
  - On Vista AG, which is 46.01%-owned by the Group, was fully consolidated.
  - Société Générale took, through EuroVL, 100% stake in the capital of Pioneer Investments Funds Services, which was fully consolidated.
  - The Group's stake in Compagnie Financière de Bourbon was increased from 49% to 100% at the end of December 2007. Compagnie Financière de Bourbon is now fully consolidated.
  - Société Générale, through SG Hambros, acquired the London-based private banking business ABN AMRO Bank N.V.
  - Seven SGAM funds were fully consolidated as they were refinanced by the Group.

2. Business combinations

The main business combinations established by the Group in the first half of 2008 are presented below.

Acquisition of a 37.57% stake in Rosbank giving the Group exclusive control with a 57.57% interest

Société Générale, with 20% minus 1 share in the Russian bank Rosbank since September 2006, exercised its call option on 30% + 2 shares on February 13th, 2008, as announced on December 20th, 2007.
With 50% + 1 share, Société Générale, now majority shareholder of Rosbank, launched a mandatory offer to minority interests as required by Russian law. Once the mandatory offer had closed on May 12th, 2008, Société Générale held 57.57% of Rosbank share capital.

On a buoyant banking market, the eighth-largest economic power worldwide and a population of 142 million inhabitants, this operation represents a strategic acquisition for the Group. With 600 branches, Rosbank is the leading private bank branch network in Russia, recording 3 million individual customers and 60,000 small business customers. It also holds a strong position in commercial banking, with a portfolio of approximately 7,000 corporate clients. Rosbank benefits from nationwide coverage (90% of cities with populations of over 500,000), in particular in high-growth regions such as Siberia and the Far East.
Since 2004, Rosbank has enjoyed annual growth in outstanding loans of approximately 40%. Société Générale plans to pursue this rapid growth strategy over the next few years, primarily focusing on developing its retail banking business and expanding its branch network and robust commercial banking franchise.
This acquisition makes Société Générale one of the leading banks in Russia. Société Générale is already active on this market in retail banking and individual financial services (BSGV, Delta Credit and Rusfinance) with about 10,000 employees and nearly 1.5 million Corporate and Investment Banking clients.

At the acquisition date, Rosbank's identifiable assets and liabilities were booked at fair value, mainly comprised of amounts due from banks and customer loans (EUR 10,353 million), trading securities (EUR 522 million), fixed assets (EUR 272 million), customer deposits and amounts due to banks (EUR 8,566 million), debt securities (EUR 1,224 million) and subordinated debt (EUR 185 million).

The temporary goodwill booked in the Group's consolidated financial statements is presented below:

In millions	
Acquisition price	1,691
Acquisition expenses	15
Subtotal	1,706
Fair value of net assets acquired by the Group (50%)	527
Goodwill *	1,179

* booked using the fixing rate EUR/RUB as at December,31st 2007. This goodwill amounts to EUR 1,126 millions considering the variation of the conversation rate during the first semester 2008.

Rosbank was consolidated using the equity method at 20% until December 31st, 2007, and is now fully consolidated from January 1st, 2008.

Rosbank contributed EUR 81 million to the first half 2008 consolidated net income.

Newedge: joint venture between Crédit Agricole and Société Générale brokers

Newedge, created on January 2nd, 2008, is the brokerage subsidiary jointly owned (50/50) by Crédit Agricole and Societe Generale resulting from the merger of Calyon Financial and Fimat.

Societe Generale brought 100% of its stake in Fimat and received 50% of the shares of the new group, Newedge. The temporary goodwill linked to the operation came out at EUR 425 million accounting for acquisition expenses and the gain on sale amounts to EUR 602 million.

With a dominant position in its core business – Futures Commission Merchant (FCM) – Newedge ranks among the 5 worldwide leaders in execution and clearing on the 10 largest stock exchanges. Building on its international network of 25 offices in 17 countries, Newedge offers its clients clearing and execution services for options and futures on financial and commodities products as well as for OTC rate products, currency products, equities and commodities. Newedge also offers a range of added-value services such as prime brokerage, asset financing, an electronic trading and order routing platform, cross margining, centralized client portfolio processing and reporting. Newedge provides its institutional clients with access to over 70 equities and derivatives markets throughout the world.

At the acquisition date, Calyon Financial's identifiable assets and liabilities were temporarily booked at fair value. They mainly consist of amounts due from banks (EUR 20,335 million), financial assets listed at fair value through profit and loss (EUR 3,015 million), brokerage guarantee deposits and funds (EUR 1,418 million), amounts due to banks (EUR 19,856 million) and client guarantee deposits (EUR 3,563 million).

The temporary goodwill booked in the Group's consolidated financial statements is presented below:

In millions of euros	
Acquisition price	630
Acquisition expenses	10
Subtotal	640
Fair value of net assets acquired by the Group (50%)	215
Goodwill	425

Newedge has been consolidated by the proportionate method at 50% since January, 1st 2008.

Newedge contributed EUR 24 million to consolidated net income in the first half of 2008.

Note 3
FINANCIAL INSTRUMENTS LINKED TO THE US RESIDENTAIL MORTGAGE EXPOSURE

The last four quarters were affected by a crisis involving all financial instruments related to the residential mortgage market in the United States.

An ad hoc structure was created in the Risk Department to indentify and assess the positions and transactions at risk to this market.
Following the gradual deterioration in the market environment, Société Générale Group was impacted mainly on:

- its RMBS (Residential Mortgage Backed Securities) trading positions,
- its positions on super senior tranches of RMBS CDOs (Collateralised Debt Obligations),
- its exposure to the counterparty risk on monoline insurers.

1. RMBS (Residential Mortgage Backed Securities)

For positions relative to bonds whose underlyings are subprime risks on US residential mortgage exposure, it has became difficult since the second half of 2007 to establish reliable prices on all securities individually.

In these conditions, the valuation technique was based on using observable prices on benchmark indices, in particular the ABX Index (valuation based on observable market data). A weighted-average life was determined for the various ABX Indices and RMBS investments held in portfolio, including default, recovery, and pre-payment scenarios. The implied credit spread of the indices was subsequently determined based on their prices.

Each RMBS bond was valued using the credit spread of its reference index (same vintage, same rating). The average credit quality of the bonds within our portfolio has been compared to the quality of the 20 bonds composing the reference ABX index, any potential difference is taken into account by adjusting the ABX level. Reserves for illiquidity and model uncertainty are added to this methodology.

The subprime RMBS portfolio has been widely hedged through acquisition of protection on ABX indexes or sold. During the first half of 2008, the RMBS trading portfolio has generated a loss of EUR 58 million recorded in *Net Banking Income (EUR – 325 million on December 31, 2007); after depreciation and hedging, there is no residual exposure.*

After inclusion of the US RMBS underlyings in the Available for sale portfolio, the Group net exposure on June 30 2008 amounts to EUR 478 million.

2. CDO (Collateralized Debt Obligations) tranches of RMBS

The valuation of super senior CDO tranches of RMBS was not based on observable transactions but was carried out using parameters that were neither observable nor listed on an active market.

Societe Generale's approach focuses on the valuation of individual mortgage pools underlying structured bonds to estimate the fundamental value of RMBS bonds, and consequently of CDO tranches, using a credit stress testing prospective scenario, as opposed to a mark-to-market approach.

Four key variables are used to value mortgage pools: the probability of default, the loss given default, the pre-payment speed and the timing of default. These key variables are revised and when needed, adjusted every quarter since the third quarter of 2007 in order to reflect changes in the economic environment, such as the delinquency and default rates home price appreciation, and observed losses experience.

To complete the valuation of CDO tranches, all non-RMBS positions were written down as follows: 100% for junior CDO tranches and 30% for other non-CDO assets. All losses calculated using this methodology were all taken upfront . The input of this calculation was then compared to the implied write-downs from ABX index.

Additional write-downs were taken so as to reflect the illiquidity of the relevant tranches.

On the whole, the valuations obtained each quarter are consistent with the valuation levels of benchmark ABX indices for this type of exposure where the comparison was appropriate (2006 and 2007 subprime vintage).

On June 30, 2008, the gross exposure to super senior CDO tranches amounted to EUR 4.3 billion (EUR 4.85 billion on the December 31, 2007) . Concerning this position, write-downs recorded in the first half of 2008 amounted to EUR -370 million and negatively affected bonds and other debt instruments at fair value through profit and loss booked on the assets side of the consolidated balance sheet. On June 30, 2008 , the net exposure to CDO tranches was EUR 2.8 billion (EUR 3.6 billion on December 31, 2007).

Cumulative losses on CDO subprime assets and sensitivity analysis :

	2005	2006	2007		Impact on NBI
Assumptions on cumulative losses for Q4-07	9,0%	23,0%	25,0%	⇨	EUR - 1 250 m for 2007
Assumptions on cumulative losses for H1-08	10,0%	25,0%	27,0%	⇨	EUR - 370 m on H1 2008

Total US residential real estate loss assumptions : approximately USD 385 billion at June 30, 2008, approximately 350 billion at the end of 2007 .

3. Counterparty risk exposure to monoline insurers

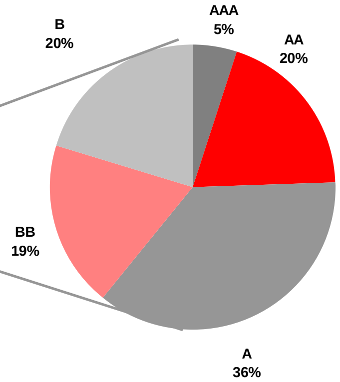
The relevant exposures are included under financial assets at fair value through profit or loss. The fair value of the Group's exposures to monoline insurers that have granted credit enhancements on assets notably including underlying US real estate takes account of the deterioration in the estimated counterparty risk on these players.

These factors led the Group to book write-downs in 2007 totaling EUR -900 million recorded in the income statement under *Net banking income*. This adjustment of valuation of credit derivative is recorded in the balance sheet under *Financial instrument at faire value through profit and loss*. The amount of these write-downs has been based on an analysis of each of the insured assets (under the assumption of immediate default by all monoline insurers that insure these assets), notably consistent with our risk valuation models used for the underlying assets of unhedged CDO portfolios with an underlying US real estate, and was set on the basis of the management's best estimates.

On June 30, 2008 these write-downs have been revised upwards of EUR 301 million .

Counterparty risk exposure to "monolines" (default scenario for all Société Générale Group counterparty monoline insurers) on June 30, 2008.

Bn EUR	**2007-12-31**	**2008-06-30**
Gross counterparty exposure before value adjustement *	**1,9**	**2,6**
Notional amount of the bought hedges **	**-0,6**	**-0,8**
Fair value of the proctection net of hedging before value adjustement	**1,3**	**1,8**
Credit risk value adjustments on monoline insurers **(recording concerning the protection)**	**-0,9**	**-1,2**
Net residual counterparty risk exposure to monoline insurers	**0,4**	**0,6**



The selected rating is the the lowest of Moody's or S&P on June 30, 2008.

* Based on valuation methodologies consistent with those applied for uninsured assets and excluding ACA

** the notional amount of the hedges bought from banking counterparties has a Mark to Market effect of EUR 340 m on June30, 2008 neutralized in Profit and Loss .

Because of the credit spread changes during the first half of the year, partially balanced with the definitive reimbursements of some underlying instruments , the valuation of the gross counterparty risk exposure to "monolines" of Societe Generale Group has raised from EUR 1,9 billion at December 31, 2007 to EUR 2,6 billion at June 30, 2008 .
Because of the bought of additional protections (CDS issued by banking counterparties), the guarantee is EUR 0.6 millions on June 30, 2008 (EUR 0.8 million on December 31, 2007).

NOTE 4
FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT AND LOSS

	June 30, 2008				December 31, 2007 *				June 30, 2007 *
(In millions of euros)	Valuation established using prices published in an active market	Valuation technique based on observable market data	Valuation not based on market data	Total	Valuation established using prices published in an active market	Valuation technique based on observable market data	Valuation not based on market data	Total	Total
ASSETS									
Trading portfolio									
Treasury notes and similar securities	34,685	1,018	-	35,703	37,903	1,551	**-**	39,454	50,448
Bonds and other debt securities [1]	25,280	35,578	29,726	90,584	45,446	65,389	1,860	112,695	107,341
Shares and other equity securities [2]	67,659	2,700	7	70,366	89,004	5,897	3	94,904	134,235
Other financial assets	564	42,882	-	43,446	231	58,670	**-**	58,901	109,577
Sub-total trading assets	**128,188**	**82,178**	**29,733**	**240,099**	**172,584**	**131,507**	**1,863**	**305,954**	**401,601**
o/w securities on loan				*8,406*				*14,811*	*18,109*
Financial assets measured using fair value option through P&L									
Treasury notes and similar securities	51	666	-	717	52	659	-	711	692
Bonds and other debt securities	7,955	819	2	8,776	8,941	278	3	9,222	9,032
Shares and other equity securities [2]	16,290	1,216	522	18,028	19,173	1,957	-	21,130	22,218
Other financial assets	31	3,723	-	3,754	45	2,549	733	3,327	2,636
Sub-total of financial assets measured using fair value option through P&L	**24,327**	**6,424**	**524**	**31,275**	**28,211**	**5,443**	**736**	**34,390**	**34,578**
o/w securities on loan				-				-	-
Interest rate instruments	**672**	**77,349**	**1,281**	**79,302**	**589**	**61,066**	**668**	**62,323**	**65,912**
Firm instruments									
Swaps				62,226				49,782	54,715
FRA				521				229	150
Options									
Options on organized markets				232				360	192
OTC options				10,706				8,112	7,051
Caps, floors, collars				5,617				3,840	3,804
Foreign exchange instruments	**376**	**19,613**	**16**	**20,005**	**55**	**16,031**	**28**	**16,114**	**13,520**
Firm instruments				17,067				14,448	11,751
Options				2,938				1,666	1,769
Equity and index instruments	**2,043**	**25,841**	**1,788**	**29,672**	**749**	**31,390**	**961**	**33,100**	**33,842**
Firm instruments				2,565				2,970	2,164
Options				27,107				30,130	31,678
Commodity instruments	**1,807**	**22,043**	**1,059**	**24,909**	**2,761**	**14,254**	**546**	**17,561**	**16,023**
Firm instruments-Futures				19,182				11,829	9,564
Options				5,727				5,732	6,459
Credit derivatives	**-**	**42,822**	**4,164**	**46,986**	**-**	**18,400**	**1,210**	**19,610**	**8,451**
Other forward financial instruments	**330**	**289**	**462**	**1,081**	**131**	**118**	**658**	**907**	**898**
On organized markets				429				323	311
OTC				652				584	587
Sub-total trading derivatives	**5,228**	**187,957**	**8,770**	**201,955**	**4,285**	**141,259**	**4,071**	**149,615**	**138,646**
Total financial instruments measured at fair value through P&L	**157,743**	**276,559**	**39,027**	**473,329**	**205,080**	**278,209**	**6,670**	**489,959**	**574,825**
Total financial instruments measured at fair value through P&L as at June 30, 2007*	**322,951**	**244,710**	**7,164**	**574,825**					

** Amounts adjusted with respect to the published financial statements.*

[1] *The increase of the "Bonds and other debt securities" classified under the category "Valuation not based on market data" is explained by changes in valuation conditions of financial instruments during the first semester 2008.*

[2] *Including UCITS.*

NOTE 4 (continued)

FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT AND LOSS

	June 30, 2008				December 31, 2007 *				June 30, 2007
(In millions of euros)	Valuation established using prices published in an active market	Valuation technique based on observable market data	Valuation not based on market data	Total	Valuation established using prices published in an active market	Valuation technique based on observable market data	Valuation not based on market data	Total	Total
LIABILITIES									
Trading portfolio									
Securitized debt payables	-	21,118	22,367	43,485	-	25,025	24,546	49,571	45,100
Amounts payable on borrowed securities	51	29,357	2,467	31,875	28	42,814	2,034	44,876	88,761
Bonds and other debt instruments sold short	3,228	138	-	3,366	3,637	405	-	4,042	5,141
Shares and other equity instruments sold short	5,890	106	-	5,996	6,790	112	-	6,902	8,065
Other financial liabilities	679	49,052	602	50,333	37	56,265	388	56,690	60,621
Sub-total trading liabilities [3]	**9,848**	**99,771**	**25,436**	**135,055**	**10,492**	**124,621**	**26,968**	**162,081**	**207,688**
Interest rate instruments	**267**	**80,039**	**6,407**	**86,713**	**417**	**61,881**	**7,338**	**69,636**	**72,756**
Firm instruments									
Swaps				68,572				56,034	60,406
FRA				534				186	159
Options									
Options on organized markets				247				391	113
OTC options				10,327				7,929	6,969
Caps, floors, collars				7,033				5,096	5,109
Foreign exchange instruments	**772**	**16,766**	**6**	**17,544**	**247**	**14,287**	**10**	**14,544**	**11,202**
Firm instruments				14,810				12,967	9,914
Options				2,734				1,577	1,288
Equity and index instruments	**1,907**	**31,949**	**2,433**	**36,289**	**10,420**	**24,397**	**3,473**	**38,290**	**42,782**
Firm instruments				2,461				2,118	1,323
Options				33,828				36,172	41,459
Commodity instruments	**3,813**	**17,707**	**1,712**	**23,232**	**1,138**	**15,860**	**1**	**16,999**	**15,838**
Firm instruments-Futures				18,124				11,599	9,443
Options				5,108				5,400	6,395
Credit derivatives	**-**	**39,776**	**2,145**	**41,921**	**-**	**16,669**	**1,778**	**18,447**	**8,601**
Other forward financial instruments	**183**	**1,508**	**60**	**1,751**	**27**	**72**	**-**	**99**	**995**
On organized markets				197				32	302
OTC				1,554				67	693
Sub-total trading derivatives	**6,942**	**187,745**	**12,763**	**207,450**	**12,249**	**133,166**	**12,600**	**158,015**	**152,174**
Sub-total of financial liabilities measured using fair value option through P&L [3] [4]	**565**	**11,084**	**2,976**	**14,625**	**380**	**18,189**	**2,086**	**20,655**	**20,030**
Total financial instruments measured at fair value through P&L	**17,355**	**298,600**	**41,175**	**357,130**	**23,121**	**275,976**	**41,654**	**340,751**	**379,892**
Total financial instruments measured at fair value through P&L as at June 30, 2007	**93,515**	**238,367**	**48,010**	**379,892**					

FINANCIAL LIABILITIES MEASURED USING FAIR VALUE OPTION THROUGH P&L

(In millions of euros)	June 30, 2008			December 31, 2007		
	Fair value	Amount repayable at maturity	Difference between fair value and amount repayable at maturity	Fair value	Amount repayable at maturity	Difference between fair value and amount repayable at maturity
Total of financial liabilities measured using fair value option through P&L [3] [4]	**14,625**	**15,341**	**(716)**	**20,655**	**21,374**	**(719)**
Total of financial liabilities measured using fair value option through P&L as at June 30, 2007	**20,030**	**20,430**	**(400)**			

** Amounts adjusted with respect to the published financial statements.*

[3] *The variation in fair value attributable to the Group's own credit risk is EUR 438 million.*

[4] *Mainly indexed EMTNs.*

NOTE 5
HEDGING DERIVATIVES

	June 30, 2008		December 31, 2007		June 30, 2007	
(In millions of euros)	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Fair value hedge						
Interest rate instruments						
Firm instruments						
Swaps	3,301	3,956	2,789	3,413	3,201	3,737
Forward Rate Agreements (FRA)	-	-	-	-	-	-
Options						
Options on organized markets	-	-	-	-	-	-
OTC options	74	-	82	-	86	-
Caps, floors, collars	276	-	256	-	325	-
Foreign exchange instruments						
Firm instruments						
Currency financing swaps	85	76	93	56	35	83
Forward foreign exchange contracts	37	23	76	75	145	141
Equity and index instruments						
Equity and stock index options	27	3	7	19	59	1
Cash-flow hedge						
Interest rate instruments						
Firm instruments						
Swaps	351	290	401	293	450	279
Foreign exchange instruments						
Firm instruments						
Currency financing swaps	-	-	-	-	-	1
Forward foreign exchange contracts	3	1	5	2	-	4
Total	**4,154**	**4,349**	**3,709**	**3,858**	**4,301**	**4,246**

NOTE 6
AVAILABLE FOR SALE FINANCIAL ASSETS

	June 30, 2008				December 31, 2007				June 30, 2007
(In millions of euros)	**Valuation is established using prices published in an active market**	**The valuation technique based on observable market data**	**Valuation not based on market data**	**Total**	**Valuation established using prices published in an active market**	**The valuation technique based on observable market data**	**Valuation not based on market data**	**Total**	**Total**
Current assets									
Treasury notes and similar securities	10,567	853	158	**11,578**	7,716	1,525	71	**9,312**	**8,515**
o/w related receivables				**154**				**155**	**134**
o/w provisions for impairment				**(25)**				**(25)**	**(25)**
Bonds and other debt securities	53,390	9,634	373	**63,397**	58,195	8,086	904	**67,185**	**63,404**
o/w related receivables				**993**				**862**	**358**
o/w provisions for impairment				**(94)**				**(57)**	**(7)**
Shares and other equity securities (1)	5,620	361	500	**6,481**	5,290	494	1,013	**6,797**	**5,152**
o/w related receivables				**-**				**1**	**1**
o/w impairment losses				**(176)**				**(121)**	**(54)**
Sub-total	**69,577**	**10,848**	**1,031**	**81,456**	**71,201**	**10,105**	**1,988**	**83,294**	**77,071**
Long-term equity investments	1,492	451	2,098	**4,041**	2,135	222	2,157	**4,514**	**5,533**
o/w related receivables				**9**				**5**	**2**
o/w impairment losses				**(466)**				**(475)**	**(543)**
Total available for sale financial assets	**71,069**	**11,299**	**3,129**	**85,497**	**73,336**	**10,327**	**4,145**	**87,808**	**82,604**
o/w securities on loan				3				5	4
Total available for sale financial assets as at 06.30.2007	**66,311**	**11,959**	**4,334**	**82,604**					

NOTE 7
DUE FROM BANKS

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Deposits and loans			
Demand and overnights			
Current accounts	19,830	19,165	17,587
Overnight deposits and loans and others	7,327	4,038	2,290
Loans secured by overnight notes	23	26	23
Term			
Term deposits and loans (1)	21,733	22,613	20,206
Subordinated and participating loans	633	693	631
Loans secured by notes and securities	165	55	97
Related receivables	311	340	355
Gross amount	**50,022**	**46,930**	**41,189**
Depreciation			
- Depreciation for individually impaired loans	(33)	(35)	(37)
- Depreciation for groups of homogenous receivables	(110)	(116)	(138)
Revaluation of hedged items	(6)	(1)	(16)
Net amount (2)	**49,873**	**46,778**	**40,998**
Securities purchased under resale agreements	34,629	26,287	33,281
Total	**84,502**	**73,065**	**74,279**

(1) At June 30, 2008, the amount of receivables with incurred credit risk is EUR 37 million compared with EUR 43 million at December 31, 2007.

(2) The entities acquired during the first semester 2008 had a total impact of EUR 2,527 million on amounts due from banks.

NOTE 8
CUSTOMER LOANS

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Customer loans			
Trade notes	12,328	11,437	10,707
Other customer loans [(1)]	288,046	266,862	247,534
– *Short-term loans*	*97,691*	*88,531*	*82,901*
– *Export loans*	*6,273*	*5,712*	*5,489*
– *Equipment loans*	*55,318*	*51,586*	*46,234*
– *Housing loans*	*83,263*	*77,477*	*72,386*
– *Other loans*	*45,501*	*43,556*	*40,524*
Overdrafts	20,460	18,704	19,038
Related receivables	1,626	1,467	1,394
Gross amount	**322,460**	**298,470**	**278,673**
Depreciation			
- Depreciation for individually impaired loans	(7,174)	(6,272)	(6,234)
- Depreciation for groups of homogeneous receivables	(843)	(785)	(870)
Revaluation of hedged items	(83)	(6)	(182)
Net amount (2)	**314,360**	**291,407**	**271,387**
Loans secured by notes and securities	253	309	862
Securities purchased under resale agreements	7,779	13,457	16,020
Total amount of customer loans	**322,392**	**305,173**	**288,269**

(1) *At June 30, 2008, the amount of receivables with incurred credit risk is EUR 12,211 million compared with EUR 10,713 million as at December 31, 2007.*

(2) *Entities acquired during the first semester 2008 had a EUR 7,436 million impact on net customer loans.*

NOTE 9
GOODWILL AFFECTED BY BUSINESS UNIT

(In millions of euros)	FRENCH NETWORKS	INTERNATIONAL RETAIL BANKING	FINANCIAL SERVICES	CORPORATE AND INVESTMENT BANKING	GLOBAL INVESTMENT MANAGEMENT AND SERVICES			CORPORATE CENTRE	GROUP TOTAL
					Asset Management	Private Banking	SGSS and Online Savings		
Gross book value at December 31, 2007	**53**	**2,408**	**1,200**	**64**	**470**	**271**	**725**	**-**	**5,191**
Acquisitions and other increases	-	1,128	-	-	1	13	495	-	1,637
Disposals and other decreases	-		(2)	-	-	-	(28)		(30)
Change	-	114	21	(3)	(31)	1	(5)	-	97
Gross value at June 30, 2008	**53**	**3,650**	**1,219**	**61**	**440**	**285**	**1,187**	**-**	**6,895**
Impairment of goodwill at December 31, 2007	-	-	-	-	-	-	-	-	-
Impairment losses	-	-	-	-	-	-	-	-	-
Impairment of goodwill at June 30, 2008	-	-	-	-	-	-	-	-	-
Net goodwill at December 31, 2007	53	2,408	1,200	64	470	271	725	-	5,191
Net goodwill at June 30, 2008	**53**	**3,650**	**1,219**	**61**	**440**	**285**	**1,187**	**-**	**6,895**

Cash-generating units (CGU) are the most accurate measurement units used by management to measure return on investment in a particular activity. The Group divides its activities into 12 cash-generating units, which is consistent with the management of the Group by core business lines. The recoverable value of a cash-generating unit is calculated by the most appropriate method, notably by discounting cash flows by cash-generating unit rather than by individual legal entity.

As at June 30, 2008, the Group retained the following Cash Generating Units (CGU) :

CGU	BUSINESS UNIT
International Retail Banking - European Union and Pre-European Union	International Retail Banking
Other International Retail Banking	International Retail Banking
Crédit du Nord	French Networks
Société Générale network	French Networks
Insurance Financial Services	Financial Services
Individual financial services	Financial Services
Company financial services	Financial Services
Car renting Financial Services	Financial Services
Corporate and Investment Banking	Corporate and Investment Banking
SGSS and Online Savings	SGSS and Online Savings
Asset management	Asset management
Private banking	Private Banking

Breakdown of main sources of goodwill by CGU
(In millions of euros)

Entities	Goodwill (net book value at 06.30.2008)	Allocation (CGU)
Rosbank	1,126	Other International Retail Banking
Komercni Banka	940	International Retail Banking - European Union and Pre-European Union
Splitska Banka	779	International Retail Banking - European Union and Pre-European Union
Newedge	425	SGSS and Online Savings
SGSS Spa (ex. 2S Banka)	395	SGSS and Online Savings
TCW Group Inc	368	Asset management
MIBank*	347	International Other Retail Banking
Trancoso Participaçoes Ltda. (Banco Cacique)	254	Individual Financial Services
Eurobank	195	Individual Financial Services
SG Private Banking (Suisse) SA	174	Private Banking
Gefa Bank	155	Company Financial Services
Modra Pyramida	141	International Retail Banking - European Union and Pre-European Union
Hanseatic Bank	131	Individual Financial Services
On Vista	85	SGSS and Online Savings

* Goodwill booked in NSGB since the merger.

NOTE 10
DUE TO BANKS

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Demand and overnight deposits			
Demand deposits and current accounts	13,649	13,828	13,747
Overnight deposits and borrowings and others	11,747	16,274	34,899
Sub-total	**25,396**	**30,102**	**48,646**
Term deposits			
Term deposits and borrowings	63,797	75,757	91,940
Borrowings secured by notes and securities	328	9,211	7,203
Sub-total	**64,125**	**84,968**	**99,143**
Related payables	648	705	841
Revaluation of hedged items	(133)	(83)	(118)
Securities sold under repurchase agreements	22,855	16,185	16,170
Total (1)	**112,891**	**131,877**	**164,682**

(1) *Entities acquired during the first semester 2008 had a EUR 433 million impact on amounts due to banks.*

NOTE 11
CUSTOMER DEPOSITS

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Regulated savings accounts			
Demand	33,762	32,234	31,381
Term	17,195	18,211	18,720
Sub-total	**50,957**	**50,445**	**50,101**
Other demand deposits			
Businesses and sole proprietors	45,105	44,549	45,261
Individual customers	34,983	34,696	33,979
Financial customers	30,490	24,556	35,688
Others	12,162	10,696	13,026
Sub-total	**122,740**	**114,497**	**127,954**
Other term deposits			
Businesses and sole proprietors	33,993	27,546	28,723
Individual customers	25,429	22,252	19,418
Financial customers	10,064	14,820	18,870
Others	9,357	11,498	13,074
Sub-total	**78,843**	**76,116**	**80,085**
Related payables	1,339	1,278	1,254
Revaluation of hedged items	(54)	4	(33)
Total customer deposits (1)	**253,825**	**242,340**	**259,361**
Borrowings secured by notes and securities	197	338	163
Securities sold to customers under repurchase agreements	23,247	27,984	27,159
Total	**277,269**	**270,662**	**286,683**

(1) *Entities acquired during the first semester 2008 accounted for EUR 8,417 million in customer deposits.*

NOTE 12
SECURITIZED DEBT PAYABLES

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Term savings certificates	2,875	2,607	3,018
Bond borrowings	5,836	4,302	5,056
Interbank certificates and negotiable debt instruments	140,117	130,061	107,965
Related payables	1,063	1,099	1,270
Sub-total	**149,891**	**138,069**	**117,309**
Revaluation of hedged items	(25)	-	(41)
Total	**149,866**	**138,069**	**117,268**

NOTE 13
PROVISIONS AND DEPRECIATIONS

Assets depreciations

(In millions of euros)	Assets depreciations at December 31, 2007	Impairment losses	Reversals available	**Net impairment losses**	Reversals used	Currency and scope effects	**Assets depreciations at June 30, 2008**
Banks	35	-	(2)	**(2)**	(2)	2	33
Customer loans	6,272	2,009	(902)	**1,107**	(361)	156	7,174
Lease financing and similar agreements	269	112	(77)	**35**	(14)	3	293
Groups of homogenous receivables	901	90	(120)	**(30)**	-	85	956
Available-for-sale assets (1)	678	168	(97)	**71**	-	12	761
Others (1)	260	63	(59)	**4**	(7)	(8)	249
Total	**8,415**	**2,442**	**(1,257)**	**1,185**	**(384)**	**250**	**9,466**

(1) *Including a net allocation of EUR 18 million for identified risks.*

Provisions

The change in provisions can be analysed as follows:

(In millions of euros)	Provisions at December 31, 2007	Allocations	Write-backs available	**Net allocation**	Write-backs used	Effect of discounting	Currency and scope effects	**Provisions at June 30, 2008**
Provisions for off-balance sheet commitments to customers	105	41	(40)	**1**	-	-	6	**112**
Provisions for employee benefits	836	76	(107)	**(31)**	-	-	(27)	**778**
Provisions for tax adjustments	674	121	(62)	**59**	(324)	1	(7)	**403**
Other provisions (2) (3)	7,069	45	(41)	**4**	(6,390)	1	20	**704**
o/w Provision for loss on unauthorized and concealed trading activities (see note 24)	*6,382*	-	-	**-**	*(6,382)*	-	-	**-**
Total	**8,684**	**283**	**(250)**	**33**	**(6,714)**	**2**	**(8)**	**1,997**

(2) *Including a EUR 2 million net allocation for net cost of risk*

(3) *The Group's other provisions include EUR 84 million of PEL/CEL provisions at December 31, 2007 and EUR 90 million at June 30, 2008 i.e. a combined net allocation of EUR 6 million over the first semester 2008 for Societe Generale France Network and for Crédit du Nord.*

The consequences, as assessed on June 30, 2008, of those disputes and tax risks that are liable to have or have recently had a significant impact on the financial position of the Group, its activities or results have been taken into account in the Group's financial statements.

Underwriting reserves of insurance companies

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Underwriting reserves for unit-linked policies	18,263	21,789	22,776
Life insurance underwriting reserves (4)	47,729	46,869	44,949
Non-life insurance underwriting reserves	284	270	237
Total	**66,276**	**68,928**	**67,962**
Attributable to reinsurers	285	303	309
Underwriting reserves of insurance companies net of the part attributable to reinsurers	**65,991**	**68,625**	**67,653**

(4) o/w provisions for deferred profit sharing debtor as at June 30, 2008 : EUR 1,973 million.
o/w provisions for deferred profit sharing creditor as at December 31, 2007: EUR 857 million and as at June 30, 2007 : EUR 1,096 million.

NOTE 14
COMMITMENTS

A. Commitments granted and received

Commitments granted

(In millions of euros)	June 30, 2008	December 31, 2007 *	June 30, 2007
Loan commitments			
To banks	14,071	13,840	47,989
To customers (1)			
Issuance facilities	188	38	47
Confirmed credit lines	138,548	133,914	157,388
Others	2,451	2,460	2,273
Guarantee commitments			
On behalf of banks	4,430	7,407	2,661
On behalf of customers (1) (2)	59,425	58,335	55,970
Securities commitments			
Securities to deliver	58,571	41,031	86,236

Commitments received

(In millions of euros)	June 30, 2008	December 31, 2007	June 30, 2007
Loan commitments			
From banks	47,763	24,254	20,375
Guarantee commitments			
From banks	57,944	53,677	59,557
Other commitments (3)	68,785	60,133	51,382
Securities commitments			
Securities to be received	58,702	42,400	80,882

(1) As at June 30, 2008, credit lines and guarantee commitments granted to securization vehicles and other special purpose vehicles amounted to EUR 23.2 billion and EUR 0.6 billion respectively.

(2) Including capital and performance guarantees given to the holders of units in mutual funds managed by entities of the Group.

(3) Including guarantees granted by government and official agencies and other guarantees granted by customers for EUR 29.6 billion as at June 30, 2008 and EUR 34.1 billion as at December 31, 2007. The remaining balance mainly corresponds to securities and assets assigned as guarantee.

B. Forward financial instrument commitments (notional amounts)

(In millions of euros)	June 30, 2008		December 31, 2007		June 30, 2007 *	
	Trading transactions	Hedging transactions	Trading transactions	Hedging transactions	Trading transactions	Hedging transactions
Interest rate instruments						
Firm transactions						
Swaps	6,642,816	213,759	6,345,931	202,337	6,622,917	204,327
Interest rate futures	1,369,307	158	1,244,166	-	1,848,593	-
Options	*3,243,897*	*10,588*	*3,473,469*	*12,682*	*2,846,676*	*13,893*
Foreign exchange instruments						
Firm transactions	*962,772*	*17,015*	*834,864*	*24,900*	*807,344*	*35,622*
Options	*464,035*	-	*354,186*	-	*316,602*	-
Equity and index instruments						
Firm transactions	*298,966*	-	*275,766*	-	*339,575*	-
Options	*960,307*	*227*	*842,302*	*207*	*861,823*	*207*
Commodity instruments						
Firm transactions	*172,758*	-	*165,919*	-	*173,296*	-
Options	*113,464*	-	*122,445*	-	*184,622*	-
Credit derivatives	2,173,220	-	2,175,336	-	1,623,546	-
Other forward financial instruments	7,794	-	19,301	-	12,122	-

** Amounts adjusted with respect to the published financial statements.*

Securitization transactions

The Societe Generale Group carries out securitization transactions on behalf of customers or investors, and as such provides credit enhancement and liquidity facilities to the securitization vehicles.

There were 6 non-consolidated vehicles (Barton, Antalis, Asset One, Homes, ACE Australia, ACE Canada) structured by the Group on behalf of customers or investors. Total assets held by these vehicles and financed through the issuance of commercial papers amounted to EUR 18.8 billion as at June 30, 2008 (EUR 19.3 billion as at December 31, 2007).

The non-controlling situation of the Group over these vehicules is regularly assessed using the consolidation criteria applicable to special purpose entities. As at June 30, 2008, none of these vehicles is consolidated as far as the Group does not control them and is neither exposed to the majority of the related risks and rewards.

The default risk on the assets held by these vehicles is borne by the transferors of the underlying receivables or by third parties. The Société Générale Group provides an additional guarantee as a credit enhancement through the issuance of letters of credit in the amount of EUR 0.56 billion (EUR 0.6 billion as at December 31, 2007). Furthermore, the Group has granted these vehicles short-term loan facilities in the amount of EUR 23.2 billion at this date (EUR 27.7 billion as at December 31, 2007).

NOTE 15
BREAKDOWN OF ASSETS AND LIABILITIES BY TERM TO MATURITY

Maturities of financial assets and liabilities

(In millions of euros at June 30, 2008)	**Less than 3 months [1]**	**3 months to 1 year**	**1-5 years**	**More than 5 years**	**Total**
ASSETS					
Cash, due from central banks	11,577				**11,577**
Financial assets measured at fair value through profit and loss	326,998	118,127	11,728	16,476	**473,329**
Hedging derivatives	4,154	-	-	-	**4,154**
Available for sale financial assets	8,889	13,631	15,944	47,033	**85,497**
Due from banks	65,445	7,528	10,917	612	**84,502**
Customer loans	79,482	42,217	111,729	88,964	**322,392**
Lease financing and similar agreements	3,009	5,652	13,751	5,491	**27,903**
Revaluation differences on portfolios hedged against interest rate risk	(887)	-	-	-	**(887)**
Held to maturity financial assets	96	131	734	1,347	**2,308**
Total Assets	**498,763**	**187,286**	**164,803**	**159,923**	**1,010,775**
LIABILITIES					
Due to central banks	859				**859**
Financial liabilities measured at fair value through profit and loss	288,093	30,250	19,496	19,291	**357,130**
Hedging derivatives	4,349	-	-	-	**4,349**
Due to banks	97,031	7,841	4,766	3,253	**112,891**
Customer deposits	230,650	15,108	21,740	9,771	**277,269**
Securitized debt payables	91,992	33,564	16,719	7,589	**149,864**
Revaluation differences on portfolios hedged against interest rate risk	(611)	-	-	-	**(611)**
Total Liabilities	**712,363**	**86,763**	**62,721**	**39,904**	**901,751**

[1] *As a convention, derivatives are classified as having a maturity of less than three months.*

NOTE 16
FOREIGN EXCHANGE TRANSACTIONS

(In millions of euros)	**June 30, 2008**		**December 31, 2007**		**June 30, 2007 ***	
	Assets	**Liabilities**	**Assets**	**Liabilities**	**Assets**	**Liabilities**
EUR	640,295	653,327	592,147	599,332	621,947	621,437
USD	247,055	257,254	282,285	295,430	295,656	308,901
GBP	29,509	28,228	34,125	31,919	40,910	39,514
JPY	21,114	19,578	28,358	27,567	39,980	37,845
AUD	22,596	21,203	21,322	19,641	19,344	16,607
CZK	26,614	25,996	20,930	21,905	18,469	19,722
RON	6,218	6,795	5,587	6,173	5,721	6,107
RUB	12,819	9,846	1,290	1,083	674	639
Other currencies	69,705	53,698	85,718	68,712	79,607	71,536
Total	**1,075,925**	**1,075,925**	**1,071,762**	**1,071,762**	**1,122,308**	**1,122,308**

** Amounts adjusted with respect to the published financial statements.*

NOTE 17
INTEREST INCOME AND EXPENSE

(In millions of euros)	June 30, 2008	December 31, 2007	June 30, 2007
Transactions with banks	**2,603**	**6,897**	**3,391**
Demand deposits and interbank loans	1,552	3,231	1,536
Securities purchased under resale agreements and loans secured by notes and securities	1,051	3,666	1,855
Transactions with customers	**9,851**	**17,414**	**8,044**
Trade notes	503	719	507
Other customer loans	8,490	14,509	6,453
Overdrafts	604	1,122	508
Securities purchased under resale agreements and loans secured by notes and securities	254	1,064	576
Transactions in financial instruments	**6,115**	**12,121**	**5,972**
Available for sale financial assets	1,632	3,686	1,432
Held to maturity financial assets	51	106	35
Securities lending	46	33	143
Hedging derivatives	4,386	8,296	4,362
Finance leases	**946**	**1,661**	**745**
Real estate finance leases	212	375	183
Non-real estate finance leases	734	1,286	562
Total interest income	**19,515**	**38,093**	**18,152**
Transactions with banks	**(3,560)**	**(10,072)**	**(4,872)**
Interbank borrowings	(2,752)	(7,218)	(3,612)
Securities sold under resale agreements and borrowings secured by notes and securities	(808)	(2,854)	(1,260)
Transactions with customers	**(5,122)**	**(11,976)**	**(5,570)**
Regulated savings accounts	(764)	(1,234)	(591)
Other customer deposits	(3,580)	(8,813)	(4,085)
Securities sold under resale agreements and borrowings secured by notes and securities	(778)	(1,929)	(894)
Transactions in financial instruments	**(7,467)**	**(13,538)**	**(6,635)**
Securitized debt payables	(2,946)	(4,965)	(2,200)
Subordinated and convertible debt	(325)	(603)	(294)
Securities borrowing	(185)	(121)	(42)
Hedging derivatives	(4,011)	(7,849)	(4,099)
Other interest expense	**(2)**	**(5)**	**(1)**
Total interest expense [1]	**(16,151)**	**(35,591)**	**(17,078)**
Including interest income from impaired financial assets	172	263	120

[1] These expenses include the refinancing cost of financial instruments measured at fair value through P&L, which is classified in net gain or loss (note 19). As far as income and expenses booked in the income statement are classified by type of instrument rather than by purpose, the net income generated by the activities on financial instruments measured at fair value through P&L must be assessed as a whole.

NOTE 18
FEE INCOME AND EXPENSE

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Fee income from			
Transactions with banks	73	122	83
Transactions with customers	1,415	2,610	1,256
Securities transactions	379	815	388
Primary market transactions	85	177	105
Foreign exchange transactions and financial derivatives	550	1,406	643
Loan and guarantee commitments	254	521	255
Services	2,336	4,902	2,398
Others	124	192	93
Total fee income	**5,216**	**10,745**	**5,221**
Fee expense on			
Transactions with banks	(100)	(239)	(99)
Securities transactions	(308)	(523)	(246)
Foreign exchange transactions and financial derivatives	(397)	(1,083)	(625)
Loan and guarantee commitments	(118)	(219)	(111)
Others	(653)	(1,153)	(520)
Total fee expense	**(1,576)**	**(3,217)**	**(1,601)**

NOTE 19

NET GAINS OR LOSSES ON FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH P&L

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Net gain/loss on non-derivative financial assets held for trading	(6,833)	16,331	11,848
Net gain/loss on financial assets measured using fair value option	(145)	419	182
Net gain/loss on non-derivative financial liabilities held for trading	127	(12,103)	(7,749)
Net gain/loss on financial liabilities measured using fair value option	555	(259)	(98)
Net gain/loss on derivative instruments	10,020	4,439	1,737
Net income from hedging instruments / fair value hedge	17	(443)	
Revaluation of hedged items attributable to hedged risks	16	470	
Ineffective portion of cash flow hedge	-	2	
Net gain/loss on foreign exchange transactions	(587)	451	739
Total(1)	**3,170**	**9,307**	**6,659**

(1) As far as income and expenses booked in the income statement are classified by type of instrument rather than by purpose, the net income generated by the activities on financial instruments measured at fair value through P&L must be assessed as a whole. It should be noted that the income shown here does not include the refinancing cost of these financial instruments, which is shown among interest expense and interest income.

Amount remaining to be booked in profit and loss relative to financial assets and liabilities at fair value through profit or loss whose fair value is determined using valuation techniques which are not based on market data.

The remaining amount to be registered in the income statement resulting from the difference between the transaction price and the amount which would be established at this date using valuation techniques, minus the amount registered in the income statement after initial recognition in the accounts, breaks down as follows:

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Remaining amount to be registered in the income statement as at January, 1st	**1,048**	**1,069**	**1,069**
Amount generated by new transactions within the period	**378**	**978**	**589**
Amount registered in the income statement within the period	**(403)**	**(999)**	**(499)**
Depreciation	(284)	(738)	(387)
Switch to observable parameters	(40)	(86)	(12)
Expired or terminated	(68)	(153)	(97)
Translation differences	(11)	(22)	(3)
Remaining amount to be registered in the income statement	**1,023**	**1,048**	**1,159**

NOTE 20

NET GAINS OR LOSSES ON AVAILABLE FOR SALE FINANCIAL ASSETS

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Current activities			
Gains on sale	97	201	88
Losses on sale	(101)	(177)	(72)
Impairment losses on variable income securities	(80)	(70)	-
Capital gain on the disposal of available-for-sale financial assets, after payment of profit-sharing to policy holders (insurance business)	77	62	-
Sub-total	**(7)**	**16**	**16**
Long-term equity investments			
Gains on sale (1)	298	1,030	571
Losses on sale	(2)	(51)	(45)
Impairment losses on variable income securities	(33)	(50)	(11)
Sub-total (2)	**263**	**929**	**515**
Total	**256**	**945**	**531**

(1) The capital gain from the sale of the Group's stake in Bank Muscat amounts to EUR 262 million in the first half of 2008.

(2) The net capital gain from the exchange of Euronext for NYSE shares and subsequent sale of shares in the new merged company was EUR 235 million as 1st semester 2007.

NOTE 21
PERSONNEL EXPENSES

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Employee compensation (1)	(3,237)	(5,813)	(3,301)
Social security charges and payroll taxes (1)	(588)	(989)	(559)
Retirement expenses - defined contribution plans	(268)	(539)	(313)
Retirement expenses - defined benefit plans	(44)	(58)	(34)
Other social security charges and taxes	(203)	(361)	(200)
Employee profit sharing and incentives	(180)	(412)	(210)
Total	**(4,520)**	**(8,172)**	**(4,617)**
(1) *o/w variable remuneration*	(789)	(1,503)	(1,262)

	June 30, 2008	**December 31, 2007***	**June 30, 2007***
Average headcount			
- France	56,354	56,621	56,093
- Outside France	97,501	73,479	66,730
Total	**153,855**	**130,100**	**122,823**

** Amounts adjusted with respect to the published financial statements.*

NOTE 22
SHARE BASED PAYMENT PLANS

1. Expenses recorded in the income statement

(In millions of euros)	**June 30, 2008**			**December 31, 2007**			**June 30, 2007**		
	Cash settled plans	**Equity settled plans**	**Total plans**	**Cash settled plans**	**Equity settled plans**	**Total plans**	**Cash settled plans**	**Equity settled plans**	**Total plans**
Net expenses from stock purchase plans		32.7	**32.7**		73.8	**73.8**		36.9	**36.9**
Net expenses from stock option and free share plans	59.5	66.3	**125.8**	105.2	119.2	**224.4**	5.9	61.5	**67.4**

2. Main characteristics of new plans granted in the first half of 2008

Equity settled plans for Group employees for the half year ended June 30, 2008 are briefly described below :

Issuer	**Societe Generale**
Year of grant	**2008**
Type of plan	**stock option**
Shareholders agreement	05.30.2006
Board of Directors decision	03.21.2008
Number of stock-options granted	2,208,920
Contractual life of the options granted	7 years
Settlement	Societe Generale shares
Vesting period	03.21.2008 - 03.31.2011
Performance conditions	yes[1]
Resignation from the Group	forfeited
Redundancy	forfeited
Retirement	maintained
Death	maintained for 6 months
Share price at grant date (in EUR) (average of 20 days prior to grant date)	67.08
Discount	0%
Exercise price	67.08
Options exercised	0
Options forfeited at June 30, 2008	3.985
Options outstanding at June 30, 2008	2,204,935
Number of shares reserved at June 30, 2008	-
Share price of shares reserved (in EUR)	-
Total value of shares reserved (in millions of EUR)	-
First authorized date for selling the shares	03.21.2012
Delay for selling after vesting period	1 year
Fair value (% of the share price at grant date)	24%
Valuation method used to determine the fair value	Monte-Carlo

Issuer	**Societe Generale**
Year of grant	**2008**
Type of plan	**free shares**
Shareholders agreement	05.30.2006
Board of Directors decision	03.21.2008
Number of free shares granted	2,984,907
Settlement	Societe Generale shares
Vesting period	03.21.2008 - 03.31.2010 03.21.2008 - 03.31.2011
Performance conditions	yes[1]
Resignation from the Group	forfeited
Redundancy	forfeited
Retirement	maintained
Death	maintained for 6 months
Share price at grant date (in EUR)	61.33
Shares forfeited at June 30, 2008	897
Shares outstanding at June 30, 2008	2,984,010
Number of shares reserved at June 30, 2008	2,984,010
Share price of shares reserved (in EUR)	106.44
Total value of shares reserved (in EUR million)	318
First authorized date for selling the shares	03.31.2012 03.31.2013
Delay for selling after vesting period	2 years
Fair value (% of the share price at grant date)	vesting period 2 years: 87% vesting period 3 years: 81%
Valuation method used to determine the fair value	Arbitrage

[1] : Conditions of performance are described in the corporate governance chapter.

3. Information on other plans

3.1 GRANT OF SOCIETE GENERALE DISCOUNTED SHARES

As part of the Group employee shareholding policy, Societe Generale offered on the 03/21/08 to employees of the Group to subscribe to a reserved capital increase at a share price of EUR 53.67, with a discount of 20% of the average of the 20 Societe Generale share prices before this date.

Number of shares subscribed has been 7,456,403, representing a 2008 expense of EUR 65.2 million (32.6 on June 30th) for the Group taking into account the qualified 5-year holding period.
The valuation model used, which complies with the recommendation of the National Accounting Council on the accounting treatment of company savings plans, compares the gain the employee would have obtained if he had been able to sell the shares immediately and the notional cost that the 5-year holding period represents to the employee.

This notional 5-year holding period cost is valuated as the net cost of the Société Générale shares cash purchase financed by a non affected and non revolving 5-years credit facilities and by a forward sale of these same 5 years maturity shares.

The main market parameters to valuate these 5-year holding period cost at the subscription date are :
- average SG share price retained for the subscription period: EUR 73.57
- risk-free interest rate : 4.06%
- interest rate of a non-affected 5-years falicites credit applicable to market actors which are benefiting of non-transferable shares: 7.57%

These 5-year holding period cost, hence valuated represents 15.2% of the fixing cost of Societe Generale share as at subscription date.

3.2 STOCK-OPTION PLANS GRANTED BY BOURSORAMA

In June 2008, Boursorama set up a stock-option & free shares plan, settled in Boursorama shares, for employees of companies within its consolidation scope.
Under this plan:
- 1,027,104 options with a life of 7 years were granted to employees with a vesting period of 3 years.
- 173,641 free shares were granted to employees with a the vesting period of 2 and 3 years.

The payement of this plan will be proceed in Boursorama shares.
The stock options were valued using the Black & Scholes method.
The valuation model used for free shares is similar to the one used by Societe Generale.

NOTE 23
COST OF RISK

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Counterparty risk			
Net allocation to impairment losses	(1,002)	(808)	(379)
Losses not covered	**(56)**	**(231)**	**(62)**
- losses on bad loans	(43)	(126)	(50)
- losses on other risks	(13)	(105)	(12)
Amounts recovered	**75**	**143**	**52**
- amounts recovered on provisioned loans	71	136	50
- amounts recovered on other risks	4	7	2
Other risks			
Net allocation to other provisions	(2)	(9)	11
Total	**(985)**	**(905)**	**(378)**

NOTE 24

Net loss on unauthorized and concealed trading activities

When preparing the 2007 consolidated financial statements, the Group has considered that for the purpose of a fair presentation of its financial situation at December 31, 2007, it was more appropriate to record under a separate caption in consolidated income for the 2007 financial year a provision for the total cost of the unauthorized and concealed activities uncovered on January 19 and 20, 2008.

As explained in Note 40 to the 2007 consolidated financial statements, and in order to provide more relevant information for understanding its financial performance in 2007, the Group has then decided to present the total net loss related to the unwinding of the directional positions pursuant to these unauthorized and concealed activities under a separate caption of the consolidated income statement entitled “Net loss on unauthorized and concealed trading activities”.

During the first half of 2008, the cost related to the unwinding of these activities was recorded as an expense and classified in the income statement under the caption mentioned here before. At the same time, the provision recorded in consolidated income for the 2007 financial year has been reversed through the income statement under the same caption.

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Net gains on financial instruments at fair value through profit and loss on unauthorized and concealed trading activities		1,471	(2,161)
Allowance expense on provision for the total cost of the unauthorized and concealed trading activites		(6,382)	
Reversal gain on provision for the total cost of the unauthorized and concealed trading activites	6,382		
Covered losses on unauthorized and concealed trading activities	(6,382)		
Total	**0**	**(4,911)**	**(2,161)**

Allowance expense at the end of 2007 has created a deferred tax asset of EUR 2,197 million recorded as a gain in the consolidated income for 2007. This deferred tax asset has been derecognized during the first half of 2008 when the provision was reversed. The final loss thus recorded has been deducted from the 2008 financial year tax return, creating a tax save of EUR 2,197 million on June 30, 2008.

NOTE 25
INCOME TAX

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007 ***
Current taxes	(1,108)	(2,501)	(446)
Deferred taxes	157	2,219	(142)
Total taxes(1)	**(951)**	**(282)**	**(588)**

(1) Reconciliation of the difference between the Group's normative tax rate and its effective tax rate:

	June 30, 2008	**December 31, 2007 ***	**June 30, 2007 ***
Income before tax and net income from companies accounted for by the equity method (in millions of euros)	3,057	1,842	2,644
Normal tax rate applicable to French companies (including 3.3% tax contributions)	34.43%	34.43%	34.43%
Permanent differences	9.37%	15.82%	4.04%
Differential on items taxed at reduced rate	-4.96%	-13.03%	-5.52%
Tax rate differential on profits taxed outside France	-4.45%	-8.86%	-4.10%
Impact of non-deductible losses and use of tax losses carry-forward	-3.29%	-13.04%	-6.62%
Group effective tax rate	**31.10%**	**15.32%**	**22.23%**

** Amounts adjusted with respect to the published financial statements.*

The current income tax expense at June 30, 2007 was reduced by EUR 744 million due to net loss on unauthorized and concealed trading activities.

NOTE 26
EARNINGS PER SHARE

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007***
Net income, Group Share (1)	1,740	947	1,758
Net attributable income to shareholders (1)	1,671	858	1,719
Weighted average number of shares outstanding (2)	526,659,927	465,547,728	465,161,541
Earnings per share (in EUR)	**3.17**	**1.84**	**3.70**

(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007***
Net income, Group Share (1)	1,740	947	1,758
Net attributable income to shareholders (1)	1,671	858	1,719
Weighted average number of shares outstanding (2)	526,659,927	465,547,728	465,161,541
Average number of shares used to calculate dilution	3,407,211	5,860,094	6,079,852
Weighted average number of shares used to calculate diluted net earnings per share	530,067,138	471,407,822	471,241,393
Diluted earnings per share (in EUR)	**3.15**	**1.82**	**3.65**

** Amounts adjusted with respect to the published financial statements.*

For information, the earnings per share and diluted earnings excluding the net loss on unauthorized and concealed trading activities of EUR 3,221 million after tax as at December 31, 2007 and EUR 1,417 million after tax as at June 31, 2007, are shown below :

(In millions of euros)	**December 31, 2007**	**June 30, 2007**
Net income, Group Share (1)	*4,167*	*3,175*
Net attributable income to shareholders (1)	*4,078*	*3,136*
Weighted average number of shares outstanding (2)	*465,547,728*	*465,161,541*
Earnings per share without the net loss on unauthorized and concealed trading activities (in EUR)	***8.76***	***6.74***

(In millions of euros)	**December 31, 2007**	**June 30, 2007**
Net income, Group Share (1)	*4,167*	*3,175*
Net attributable income to shareholders (1)	*4,078*	*3,136*
Weighted average number of shares outstanding (2)	*465,547,728*	*465,161,541*
Average number of shares used to calculate dilution	*5,860,094*	*6,079,852*
Weighted average number of shares used to calculate diluted net earnings per share	*471,407,822*	*471,241,393*
Diluted earnings per share without the net loss on unauthorized and concealed trading activities (in EUR)	***8.65***	***6.66***

(1) The difference reflects interest after tax paid to holders of super subordinated loans and undated subordinated notes. It includes the issuance fees paid over the period to external parties and the accrued expenses related to the super

(2) Excluding treasury shares

NOTE 27
SECTOR INFORMATION BY BUSINESS LINE

	French Network			International Retail Banking			Financial Services		
(in millions of euros)	June 30, 2008	December 31, 2007	June 30, 2007	June 30, 2008	December 31, 2007	June 30, 2007	June 30, 2008	December 31, 2007	June 30, 2007
Net banking income	3,493	7,058	3,525	2,328	3,444	1,623	1,599	2,838	1,333
Operating Expenses [1]	(2,307)	(4,566)	(2,271)	(1,343)	(1,986)	(963)	(883)	(1,526)	(716)
Gross operating income	**1,186**	**2,492**	**1,254**	**985**	**1,458**	**660**	**716**	**1,312**	**617**
Cost of risk	(180)	(329)	(156)	(166)	(204)	(111)	(247)	(374)	(170)
Operating income excluding net loss on unauthorized and concealed trading activities	**1,006**	**2,163**	**1,098**	**819**	**1,254**	**549**	**469**	**938**	**447**
Net loss on unauthorized and concealed trading activities	-	-	-	-	-	-	-	-	-
Operating income including net loss on unauthorised and concealed trading activities	**1,006**	**2,163**	**1,098**	**819**	**1,254**	**549**	**469**	**938**	**447**
Net income from companies accounted for by the equity method	1	2	1	5	36	19	5	(7)	(5)
Net income/expense from other assets	2	4	4	10	28	21	(1)	1	1
Impairment of goodwill	-	-	-	-	-	-	-	-	-
Earnings before tax	**1,009**	**2,169**	**1,103**	**834**	**1,318**	**589**	**473**	**932**	**443**
Income tax	(343)	(736)	(375)	(173)	(320)	(142)	(143)	(315)	(150)
Net income before minority interests	**666**	**1,433**	**728**	**661**	**998**	**447**	**330**	**617**	**293**
Minority interests	26	58	32	231	312	135	9	17	8
Net income, Group share	**640**	**1,375**	**696**	**430**	**686**	**312**	**321**	**600**	**285**

	Global Investment Management and Services								
	Asset Management			Private Banking			SGSS and Online Savings		
(In millions of euros)	June 30, 2008	December 31, 2007	June 30, 2007	June 30, 2008	December 31, 2007	June 30, 2007	June 30, 2008	December 31, 2007	June 30, 2007
Net banking income	246	1,119	685	417	823	389	804	1,799	961
Operating Expenses [1]	(405)	(841)	(438)	(266)	(531)	(244)	(646)	(1,336)	(644)
Gross operating income	**(159)**	**278**	**247**	**151**	**292**	**145**	**158**	**463**	**317**
Cost of risk	-	(4)	-	(2)	(1)	(1)	-	(36)	(5)
Operating income excluding net loss on unauthorized and concealed trading activities	**(159)**	**274**	**247**	**149**	**291**	**144**	**158**	**427**	**312**
Net loss on unauthorized and concealed trading activities	-	-	-	-	-	-	-	-	-
Operating income including net loss on unauthorised and concealed trading activities	**(159)**	**274**	**247**	**149**	**291**	**144**	**158**	**427**	**312**
Net income from companies accounted for by the equity method	-	-	-	-	-	-	-	-	-
Net income/expense from other assets	-	(6)	-	-	-	-	1	-	-
Impairment of goodwill	-	-	-	-	-	-	-	-	-
Earnings before tax	**(159)**	**268**	**247**	**149**	**291**	**144**	**159**	**427**	**312**
Income tax	52	(91)	(84)	(34)	(63)	(32)	(53)	(141)	(103)
Net income before minority interests	**(107)**	**177**	**163**	**115**	**228**	**112**	**106**	**286**	**209**
Minority interests	(7)	8	4	5	13	6	9	18	9
Net income, Group share	**(100)**	**169**	**159**	**110**	**215**	**106**	**97**	**268**	**200**

[1] *Including depreciation.*

NOTE 27 (continued)

SECTOR INFORMATION BY BUSINESS LINE

(In millions of euros)	Corporate and Investment Banking			Corporate Center			Société Générale Group		
	June 30, 2008	December 31, 2007	June 30, 2007*	June 30, 2008	December 31, 2007	June 30, 2007*	June 30, 2008	December 31, 2007	June 30, 2007*
Net banking income [2]	2,226	4,522	4,024	150	320	128	11,263	21,923	12,668
Operating Expenses [1]	(1,955)	(3,425)	(2,193)	(57)	(94)	(46)	(7,862)	(14,305)	(7,515)
Gross operating income	**271**	**1,097**	**1,831**	**93**	**226**	**82**	**3,401**	**7,618**	**5,153**
Cost of risk	(389)	56	60	(1)	(13)	5	(985)	(905)	(378)
Operating income excluding net loss on unauthorized and concealed trading activities	**(118)**	**1,153**	**1,891**	**92**	**213**	**87**	**2,416**	**6,713**	**4,775**
Net loss on unauthorized and concealed trading activities	-	(4,911)	(2,161)	-	-	-	-	(4,911)	(2,161)
Operating income including net loss on unauthorised and concealed trading activities	**(118)**	**(3,758)**	**(270)**	**92**	**213**	**87**	**2,416**	**1,802**	**2,614**
Net income from companies accounted for by the equity method	6	19	8	(5)	(6)	(3)	12	44	20
Net income/expense from other assets	4	26	-	625	(13)	4	641	40	30
Impairment of goodwill	-	-	-	-	-	-	-	-	-
Earnings before tax	**(108)**	**(3,713)**	**(262)**	**712**	**194**	**88**	**3,069**	**1,886**	**2,664**
Income tax	64	1,501	228	(321)	(117)	70	(951)	(282)	(588)
Net income before minority interests	**(44)**	**(2,212)**	**(34)**	**391**	**77**	**158**	**2,118**	**1,604**	**2,076**
Minority interests	3	9	5	102	222	119	378	657	318
Net income, Group share	**(47)**	**(2,221)**	**(39)**	**289**	**(145)**	**39**	**1,740**	**947**	**1,758**

[1] *Including depreciation.*

[2] *Breakdown of the Net Banking Income by business for the Corporate and Investment Banking :*

Financing and Advisory	*892*	*1,859*	*803*
Fixed Income, Currencies and Commodities	*(103)*	*(885)*	*1,109*
Equities	*1,437*	*3,548*	*2,112*
Others	*-*	*-*	*-*
Total Net Banking Income	***2,226***	***4,522***	***4,024***

** Amounts adjusted with respect to the published financial statements.*

NOTE 27 (continued)

SECTOR INFORMATION BY BUSINESS LINE

	French Networks			International Retail Banking			Financial services			Corporate and Investment Banking		
(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007 ***
Sector assets	167,838	160,987	151,782	82,989	64,156	57,335	116,275	115,949	112,833	601,567	614,278	694,545
Sector liabilities (1)	120,507	118,063	116,336	71,935	58,007	52,807	75,332	76,941	75,675	642,720	650,144	722,158

	Global Investment Management and Services											
	Asset Management			Private Banking			SGSS and Online Savings			Division total		
(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Sector assets	14,063	30,403	27,923	18,152	18,943	20,405	51,293	45,249	39,676	83,508	94,595	88,004
Sector liabilities (1)	12,994	21,332	19,918	25,545	27,899	27,916	71,066	68,805	58,133	109,605	118,036	105,967

	Corporate Center			Societe Generale Group		
(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007 ***	**June 30, 2008**	**December 31, 2007**	**June 30, 2007 ***
Sector assets	23,748	21,797	17,809	1,075,925	1,071,762	1,122,308
Sector liabilities (1)	15,588	19,296	16,340	1,035,687	1,040,487	1,089,283

(1) Sector liabilities correspond to total liabilities except equity.

** Amounts adjusted with respect to the published financial statements.*

NOTE 27 (continued)

SECTOR INFORMATION BY GEOGRAPHICAL REGION

Geographical breakdown of net banking income

	France			Europe			Américas		
(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Net interest and similar income	1,295	733	242	1,843	2,862	1,215	24	(1,150)	(391)
Net fee income	2,199	4,186	2,099	971	1,854	913	247	1,011	404
Net income/(expense) from financial transactions	3,092	7,361	4,256	(220)	859	914	335	1,085	1,429
Other net operating income	301	628	256	359	740	395	(34)	(136)	(32)
Net banking income	**6,887**	**12,908**	**6,853**	**2,953**	**6,315**	**3,437**	**572**	**810**	**1,410**

	Asia			Africa			Oceania			Total		
(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Net interest and similar income	30	(156)	(119)	341	633	306	29	(20)	(10)	3,562	2,902	1,243
Net fee income	68	194	73	146	259	122	9	24	9	3,640	7,528	3,620
Net income/(expense) from financial transactions	168	734	446	33	56	30	18	157	115	3,426	10,252	7,190
Other net operating income	1	5	-	8	5	(3)	-	(1)	(1)	635	1,241	615
Net banking income	**267**	**777**	**400**	**528**	**953**	**455**	**56**	**160**	**113**	**11,263**	**21,923**	**12,668**

Geographical breakdown of balance sheet items

	France			Europe			Americas			Asia		
(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007 ***	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**
Sector assets	721,106	673,182	711,766	182,679	191,886	197,390	119,756	140,941	142,476	13,171	25,357	34,848
Sector liabilities (1)	687,719	648,140	686,379	177,765	187,217	192,913	119,589	141,049	140,829	12,764	24,976	34,493

	Africa			Oceania			Total		
(In millions of euros)	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007**	**June 30, 2008**	**December 31, 2007**	**June 30, 2007 ***
Sector assets	16,851	16,570	15,214	22,362	23,826	20,614	1,075,925	1,071,762	1,122,308
Sector liabilities (1)	15,626	15,446	14,231	22,224	23,659	20,438	1,035,687	1,040,487	1,089,283

(1) Sector liabilities correspond to total liabilities except equity.

** Amounts adjusted with respect to the published financial statements.*

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SOCIETE GENERALE

Statutory auditor's review report on the first half-year financial information for 2008

Period from January 1, 2008 to June 30, 2008

This is a free translation into English of the statutory auditor's review report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders

In our capacity as statutory auditors and in accordance with articles L. 232-7 of the French Commercial Code (Code de commerce) and L. 451-1-2 III of the French Monetary and Financial Code (Code monétaire et financier), we hereby report to you on:

- our review of the accompanying condensed half-yearly consolidated financial statements of Societe Generale, for the period from January 1, 2008 to June 30, 2008, and
- the verification of the information contained in the interim management report.

These condensed half-yearly consolidated financial statements are the responsibility of the Board of Directors. Our role is to express a conclusion on these financial statements based on our review.

1. Conclusion on the financial statements

We conducted our review in accordance with professional standards applicable in France. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently can only provide moderate assurance that the financial statements, taken as a whole, do not contain any material misstatements. This level of assurance is less than can be obtained from an audit.

Based on our review, nothing has come to our attention that causes us to believe that these condensed half-yearly consolidated financial statements are not prepared in all material respects in accordance with IAS 34 – IFRS as adopted by the European Union applicable to Interim financial information.

Without qualifying the conclusion expressed above, we remind you of the accounting treatment of the net loss on unauthorized and concealed market activities uncovered in January 2008 described in notes 1 and 24 to the condensed half-yearly consolidated financial statements, which also describe the measures applied to present the comparative information as of and for the period ended June 30, 2007.

2. Specific verification

We have also verified the information provided in the interim management report in respect of the half-yearly financial statements that were the object of our review.

We have nothing to report on the fairness and consistency of this information with the condensed half-yearly financial statements.

Paris - La Défense and Neuilly-sur-Seine, August 7, 2008

The Statutory auditors

French original signed by

ERNST & YOUNG Audit	DELOITTE & Associés
Represented by	*Represented by*
Philippe PEUCH-LESTRADE	José-Luis GARCIA

6.3 SECOND QUARTER 2008 RESULTS *(Press release dated August 5th 2008)*

Second quarter

- **Revenues: -18.9%* vs. Q2 07**
  - **+2.2% vs. Q2 07 excluding the effect of non-recurring items(b) (EUR -917m in Q2 08 and EUR +261m in Q2 07)**
- **Cost of risk: 43 bp**
- **Operating income: EUR 1,240m**
- **Group net income: EUR 644m**

First half results: Positive commercial momentum maintained despite a challenging environment

- **Revenues: -14.0%* vs. H1 07**
  - **+0.1% vs. H1 07 excluding the effect of non-recurring items(b) (EUR -1,160m in H1 08 and EUR +255m in H1 07)**
- **Positive commercial momentum**
  - **NBI of Retail Banking and Financial Services: +6.5%* vs. H1 07**
  - **NBI of Corporate and Investment Banking's client-driven activities: EUR 2.3bn (vs. record level in H1 07: EUR 2.6bn)**
- **Cost/income ratio: 69.8%**
- **Group ROE after tax: 12.3%**
  - **ROE of 15.6% excluding non-recurring items(b)**
- **Basel I Tier One Ratio at June 30th 2008: 8.1%**

(a) Reported 2007 historic quarterly results have been restated for the fictitious operations recorded on unauthorized and concealed market activities

The quarterly results at March 31st 2007, June 30th 2007, September 30th 2007 and December 31st 2007, presented for comparative purposes, have been adjusted to restate the accounting consequences of the fictitious operations recorded in 2007 and 2008 on unauthorized and concealed market activities discovered in January 2008. This information is presented in Appendix 3. However, in order to provide more relevant information on the Group's performance, the figures in this document correspond to reported historic data. The comments are also based on these reported data.

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* When adjusted for changes in Group structure and at constant exchange rates.

(b): All non-recurring items (affecting NBI, cost of risk and net income from other assets) are presented in Appendix 4

At the meeting of August 4th 2008, the Board of Directors of Societe Generale approved the financial statements for the second quarter and first half of 2008. The Group generated net income of EUR 1.7 billion in H1. Frédéric Oudéa, the Group's CEO, stated: "During a H1 2008 marked by a crisis on an exceptional scale, Societe Generale's performance reflects the robustness of its portfolio of activities. The Group's core activities, Retail Banking and Financial Services, continued to grow, Global Investment Management and Services made a positive contribution to net income, and Corporate and Investment Banking generated very good business volumes in H1. Societe Generale will take advantage of the quality of its customer franchises, its solid capital position and the commitment of all its employees to pursue its strategy despite an environment that is likely to remain difficult".

1. GROUP CONSOLIDATED RESULTS

In EUR million	Q2 08	Q2 07 [(a)]	Change Q2/Q2	H1 08	H1 07[(a)]	Change H1/H1
Net banking income	**5,584**	**6,622**	**-15.7%**	**11,263**	**12,668**	**-11.1%**
On a like-for-like basis*			***-18.9%***			***-14.0%***
Operating expenses	**-3,957**	**-3,817**	**+3.7%**	**-7,862**	**-7,515**	**+4.6%**
On a like-for-like basis*			***+1.0%***			***+2.2%***
Gross operating income	**1,627**	**2,805**	**-42.0%**	**3,401**	**5,153**	**-34.0%**
On a like-for-like basis*			***-45.2%***			***-37.0%***
Operating income	**1,240**	**2,619**	**-52.7%**	**2,416**	**4,775**	**-49.4%**
On a like-for-like basis*			***-54.5%***			***-51.3%***
Net income	**644**	**1,744**	**-63.1%**	**1,740**	**3,175**	**-45.2%**

	Q2 08	Q2 07 [(a)]	H1 08	H1 07 [(a)]
Group ROE after tax	**8.6%**	**29.0%**	**12.3%**	**26.7%**
Business line ROE after tax	**12.9%**	**36.3%**	**14.0%**	**34.5%**

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorised and concealed market activities. The restated data appear in Appendix 3. However, in order to provide more relevant information on the Group's performance, the figures correspond to reported historic data. The comments are also based on these reported historic data.

The global economy has been confronted with a quadruple shock since the beginning of 2008:

- the property crisis in the United States, and now in the United Kingdom and Spain,
- the liquidity and financial crises,
- the soaring price of oil and food products,
- imbalances in exchange rate parities.

Against this backdrop, short- and medium-term growth forecasts for the United States, United Kingdom and the major western European countries have been revised downwards, although France and Germany should prove more resilient than others. However, emerging countries – particularly those with commodity reserves – continue to enjoy dynamic economic activity in contrast to the sluggishness experienced in the developed countries.

In a more difficult environment for banks, Societe Generale's broadly-based portfolio of activities and geographical positioning make it more resilient. The Group generates a very significant proportion of its total revenues from Retail Banking and Financial Services (around 66% in H1 08, around 61% in 2007) and particularly from the French Networks (which operate in a market with structurally little exposure to the property shocks that are affecting some other countries). In Corporate and

Investment Banking, the Group generates a large proportion of its revenues from equity activities which have been less affected by the crisis than fixed income or credit activities.

Commercial activity increased strongly in Q2 08. This is reflected in revenue growth of +5.0%* vs. Q2 07 for Retail Banking and Financial Services, and 31.3%(b) growth in the net banking income of Corporate and Investment Banking's client-driven activities vs. Q1 08. That said, the Group's results continue to be impacted by non-recurring items (representing total net banking income of EUR -917 million), some related to the application of IFRS (revaluation of financial liabilities and mark-to-market of CDS) and others to the dislocation of credit markets. In accordance with guidance from the Financial Stability Forum, Societe Generale is presenting this quarter a comprehensive disclosure of its exposure to assets at risk. Lastly, within Asset Management, no new write-downs were recorded on dynamic money market funds during the quarter. The Group's management, which has been strengthened as a result of the recent reorganisation, can now focus its attention and efforts on further expanding the customer franchises, improving operating efficiency and enhancing risk control in a less favourable environment than previously.

Net banking income

Q2 08 net banking income totalled EUR 5,584 million, down -18.9%* (-15.7% in absolute terms) vs. Q2 07.

All Retail Banking and Financial Services activities saw revenue growth vs. Q2 07 (+0.9% after adjustment for changes in the PEL/CEL provision and the Euronext capital gain in 2007 for the French Networks, +14.2%* for International Retail Banking, +11.4%* for Financial Services). Global Investment Management and Services posted a -22.9%* drop in revenues vs. Q2 07. This was due to Asset Management, which continues to be confronted with a difficult environment. As expected, Asset Management recorded no new write-downs in Q2. Private Banking and Securities Services posted increased revenues (excluding Euronext capital gain and after adjustment for the Fimat /Newedge structure effect). The second quarter saw confirmation of Corporate and Investment Banking's dynamic client-driven activities, but the division was adversely affected by EUR -1.2 billion of non-recurring items. Overall, its revenues were down -66.6%* vs. Q2 07.

Net banking income totalled EUR 11,263 million in H1, down -14.0%* (-11.1% in absolute terms) vs. H1 07.

Operating expenses

Operating expenses rose +1.0%* (+3.7% in absolute terms) vs. Q2 07. The increase reflects the Group's continuing investment in retail banking, financial services and private banking.

Societe Generale's cost to income ratio increased to 70.9% (vs. Q2 07, which represented an exceptionally low comparative base at 57.6%).

The Group's C/I ratio was 69.8% in H1 2008 vs. 59.3% a year earlier.

The Group's C/I ratio automatically increased in both Q2 and H1 due to the effect of non-recurring items.

Operating income

The Group’s Q2 gross operating income totalled EUR 1,627 million (-45.2%* vs. Q2 07), with a EUR 1,411 million contribution from the businesses. Gross operating income for H1 (EUR 3,401 million) was down -37.0%* (-34.0% in absolute terms) vs. H1 07.

The Group’s cost of risk (EUR 387 million in Q2 08) returned to a level of 43 bp after rising in Q1 2008 primarily as a result of precautionary provisions on a few specific Corporate and Investment Banking accounts. The cost of risk remained at a low level for the French Networks (28 bp), with the Group observing no significant deterioration in its customers’ solvency. When adjusted for the effect of integrating Rosbank, the cost of risk for International Retail Banking was a modest 35 bp. With Rosbank, it stood at 49 bp and remains below the Group’s anticipated level for the business (60-80 bp). The rise in the cost of risk to 120 bp for Financial Services can be attributed to structure effects and the growth of consumer credit outstandings in emerging countries.

The Group’s Q2 operating income totalled EUR 1,240 million, down -54.5%* vs. Q2 07 (-52.7% in absolute terms).

Operating income for H1 amounted to EUR 2,416 million, down -51.3%* vs. H1 07 (-49.4% in absolute terms).

Net income

After tax (the Group’s effective tax rate was 33.9% in Q2) and minority interests, Group net income for Q2 08 came to EUR 644 million (-63.8%* vs. Q2 07 or -63.1% in absolute terms). The Group’s Q2 ROE after tax was 8.6%.

Group net income for H1 came to EUR 1,740 million, down -45.1%* (-45.2% at constant structure) vs. H1 07. The Group’s ROE after tax stood at 12.3% in H1 08. The numerous non-recurring items recorded by the Group in H1 (these are detailed in Appendix 4) had an impact of EUR -1,160 million on revenues and EUR 840 million on net income (before tax). When adjusted for these items, the Group’s ROE after tax is around 15.6%, testifying to the resilience of the Group’s portfolio of activities in an environment of serious crisis.

H1 08 earnings per share amounts to EUR 3.17.

2. THE GROUP'S FINANCIAL STRUCTURE

At June 30th 2008, Group shareholders' equity totalled EUR 35.6 billion[1] and net asset value per share EUR 54.62, including EUR 0.18 of unrealised capital gains.

The Group repurchased 0.8 million shares in Q2 08 (0.9 million in H1 08). At end-June, the Group held 30.2 million treasury shares (representing 5.1% of the capital) excluding shares held for trading purposes. The Group completed the hedging of the bonus share plan implemented in Q1 08. However, in order to maintain its high solvency levels, the Group will not proceed to cancel the dilution resulting from the 2008 global employee share ownership plan (7.5 million shares) and the 2008 stock option plan implemented in Q1 (2.2 million options).

Basel I risk-weighted assets (EUR 364.7 billion) increased +15.0% between June 30th 2007 and June 30th 2008. The Group's Basel II risk-weighted assets stood at EUR 340.4 billion, up +3.4% vs. March 31st 2008.

As a result, the Basel I Tier One ratio stood at 8.1% at June 30th 2008 (including 6.5% for Core Tier One) after deducting the dividend provision calculated on the assumption of a 45% payout ratio. The Tier One ratio was 8.2% at the same date (including 6.6% for Core Tier One) based on the new Basel II standards.

The Group is rated AA- by S&P and Fitch, and Aa2 by Moody's.

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[1] This figure includes notably (i) EUR 1.0 billion for the issue of deeply subordinated notes in January 2005, EUR 1.425 billion for issues in April and December 2007 and EUR 1.9 billion for issues in May and June 2008, EUR 0.8 billion of undated subordinated notes and (ii) EUR 0.1 billion of unrealised capital gains.

3. FRENCH NETWORKS

In EUR million	Q2 08	Q2 07	Change Q2/Q2	H1 08	H1 07	Change H1/H1
Net banking income	**1,754**	**1,789**	**-2.0%**	**3,493**	**3,525**	**-0.9%**
NBI excl. PEL/CEL, Euronext			*+0.9%*			*+1.4%*
Operating expenses	**-1,146**	**-1,126**	**+1.8%**	**-2,307**	**-2,271**	**+1.6%**
Gross operating income	**608**	**663**	**-8.3%**	**1,186**	**1,254**	**-5.4%**
GOI excl. PEL/CEL, Euronext			*-0.7%*			*+1.2%*
Net allocation to provisions	**-93**	**-78**	**+19.2%**	**-180**	**-156**	**+15.4%**
Operating income	**515**	**585**	**-12.0%**	**1,006**	**1,098**	**-8.4%**
Net income	**328**	**369**	**-11.1%**	**640**	**696**	**-8.0%**
Net income excl. PEL/CEL, Euronext			*-3.2%*			*-1.2%*

	Q2 08	Q2 07	H1 08	H1 07
ROE after tax	**18.7%**	**24.0%**	**18.8%**	**23.0%**

The environment in Q2 08 was not particularly favourable to retail banking in France, in light of the ongoing crisis in the financial markets, the slowdown in economic growth and the higher remuneration of regulated savings.

That said, the activity and revenues of Societe Generale Group's French networks proved highly resilient, testifying to the soundness of their customer bases.

The number of net personal current accounts for **individual customers** rose by 23,100 units, representing an increase of more than 120,000 accounts year-on-year (+2.0% vs. end-June 2007).

Outstanding balance sheet savings rose +1.8% in Q2 08 vs. Q2 07 to an average of EUR 69.3 billion.
Life insurance was the main driver of financial savings inflow, with healthier new business (EUR 2.3 billion) compared to peers (-4.1% vs. Q2 07 compared with -8.1% for bancassureurs) and consisting, as in the case of its peers, predominantly of with-profit policies.
New housing loan business remained at a high level (EUR 4.1 billion in Q2 08) and the trend (-4.1% in H1 08 vs. H1 07) compares favourably with the market trend. In total, individual customer loan outstandings grew by +9.8% vs. Q2 07.

Activity in the case of **business customers** expanded strongly in Q2 08 (compared to Q2 07), with a sustained high rate of new relationships with prime SMEs, a 10.2% increase in outstanding deposits and 18.2% growth in outstanding loans, including +18.8% for investment financing.

At the same time, synergies leveraging between retail banking in France and Corporate and Investment Banking, in the form of added value products and services for SMEs and local governments, resulted in a 28% increase in revenues derived from these activities in Q2 08 vs. Q2 07.

Total net banking income for the French Networks (excluding the PEL/CEL provision and the EUR + 36 million Euronext capital gain in Q2 07) rose +0.9%.

Interest income was 2.6% higher than in Q2 07 (excluding the effect of the PEL/CEL provision), with the impact of rate increases on savings accounts in August 2007 and again in February 2008 offset by the rise in outstanding deposits and loans.

At the same time, commission income was lower (-1.0% vs. Q2 07). Service commissions were up +3.7%, due primarily to increased activity with business customers. However, financial commissions were down -13.5%, reflecting the decline in new life insurance business, mutual fund outstandings and stock market transactions in a deteriorated market environment.

Net banking income for H1 was up +1.4% vs. H1 07 (excluding the PEL/CEL provision and Euronext capital gain).

Meanwhile, operating expenses rose +1.8% in Q2 08 vs. Q2 07, representing a total increase of +1.6% January 1st compared with H1 07.

As a result, the cost to income ratio (excluding the effect of the PEL/CEL provision) was 65.3% in Q2 08 (+0.6 pt vs. Q2 07 when restated for the Euronext capital gain).

The net cost of risk increased slightly to 28 bp vs. 27 bp in Q2 07 and remained stable vs. Q1 08.

The French Networks' contribution to Group net income totalled EUR 328 million in Q2 08, down -3.2% vs. Q2 07 (excluding Euronext capital gain and excluding PEL/CEL provision). The figure for H1 was EUR 640 million, or -1.2% vs. H1 07 (excluding Euronext capital gain and excluding PEL/CEL provision).

ROE after tax (excluding the effect of the PEL/CEL provision) stood at 18.8% in Q2 08 vs. 22.2% in Q2 07 (restated for the Euronext capital gain). H1 ROE after tax (excluding the effect of the PEL/CEL provision) reached 18.9%, vs. 21.5% (excluding Euronext capital gain) in H1 07.

Against the backdrop of higher regulated rates and a deteriorated financial market, the Group now expects 2008 revenue growth of between 1% and 2% (excluding the effect of the PEL/CEL provision and the Euronext capital gain) for the French Networks.

4. INTERNATIONAL RETAIL BANKING

In EUR million	Q2 08	Q2 07	Change Q2/Q2	H1 08	H107	Change H1/H1
Net banking income	**1,212**	**860**	**+40.9%**	**2,328**	**1,623**	**+43.4%**
On a like-for-like basis*			***+14.2%***			***+17.9%***
Operating expenses	**-694**	**-498**	**+39.4%**	**-1,343**	**-963**	**+39.5%**
On a like-for-like basis*			***+8.2%***			***+11.3%***
Gross operating income	**518**	**362**	**+43.1%**	**985**	**660**	**+49.2%**
On a like-for-like basis*			***+22.4%***			***+27.4%***
Net allocation to provisions	**-78**	**-53**	**+47.2%**	**-166**	**-111**	**+49.5%**
Operating income	**440**	**309**	**+42.4%**	**819**	**549**	**+49.2%**
On a like-for-like basis*			***+27.5%***			***+32.7%***
Net income	**238**	**168**	**+41.7%**	**430**	**312**	**+37.8%**

	Q2 08	Q2 07	H1 08	H107
ROE after tax	**38.0%**	**37.4%**	**36.0%**	**35.7%**

International Retail Banking produced a very solid performance in H1 08: revenues were up +17.9%* vs. H1 07[1] (+43.4% in absolute terms[2]). International Retail Banking accounted for nearly 21% of Group revenues in H1 and its contribution to the Group's gross operating income amounted to EUR 985 million, gradually approaching the French Networks' contribution.

This fine performance reflects the quality of the Group's positioning in relation to its retail banking activities, vindicating its strategic decisions. Whereas most of the retail banking markets are affected by the current financial crisis, albeit to varying degrees, the markets in which the Group operates continue to prove resilient and still reveal significant growth potential. As a result, around two-thirds of International Retail Banking's total revenues[3] in H1 08 originated from the following operations:

- The Czech Republic, where Komercni Banka (third largest local bank) continues to produce strong commercial performances on the back of the expansion of its network (+53 branches opened between 2003 and 2007) and the acquisition of Modra Pyramida in 2006,
- Russia, a country where Societe Generale started up its retail banking operation in 2003 and where it continues to expand its platform using organic and external growth,
- Romania, where BRD, the country's leading retail banking network, continues to expand,
- Egypt, where NSGB is ranked No. 2 among the country's private banks,
- Morocco, where the Group is also a major player via SGMA, the country's fourth largest private bank.

To support this expansion, headcount increased by more than 2,900 year-on-year and at constant structure. At end-June 2008, the total headcount was 58,000. 330 new branches have been opened since June 2007 at constant structure (taking the total network to more than 3,580).

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[1] Structure effects: integration of Albania and Crédical in Q4 07
[2] Mainly due to the integration of Rosbank
[3] Excluding the effect of integrating Rosbank

The number of individual customers has risen by more than 807,000 at constant structure since end-June 2007, or +9.7% in one year.

Over the same period, deposits and loans increased by respectively +10.7%* and +31.0%* for individual customers, and by +14.2%* and +28.0%* for business customers.

Q2 revenues totalled EUR 1,212 million, up 14.2%* (+40.9% in absolute terms).

Operating expenses increased at a moderate rate (+8.2%*, +39.4% in absolute terms[1]) in Q2 08. The increase is limited to +5.1%* if branch network development costs are excluded. Against this backdrop, the Q2 08 C/I ratio continued to improve and stood at 57.3% (vs. 57.9% in Q2 07).

H1 operating expenses increased +7%* excluding network development costs, and +11.3%* (+39.5% in absolute terms[1]) including these costs. The C/I ratio was lower at 57.7% (vs. 59.3% in H1 07).

As a result, Q2 gross operating income increased significantly vs. Q2 07 (up 22.4%* at EUR 518 million and +43.1% in absolute terms[1]). H1 gross operating income grew +27.4%* vs. H1 07 (+49.2% in absolute terms[1]).

The cost of risk was stable at 49 bp in Q2 08 (48 bp in Q2 07). The figure is lower (35 bp) excluding Rosbank.

The division's contribution to Group net income totalled EUR 238 million, up 38.9%* vs. Q2 07 (+41.7% in absolute terms). The contribution to net income was up 35.2%* (+37.8% in absolute terms) in H1 vs. H1 07, at EUR 430 million.

ROE after tax stood at 38.0% in Q2 (37.4% in Q2 07). It stood at 36.0% in H1 (vs. 35.7% in H1 07).

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[1] Mainly due to the integration of Rosbank

5. FINANCIAL SERVICES

In EUR million	Q2 08	Q2 07	Change Q2/Q2	H1 08	H1 07	Change H1/H1
Net banking income	**824**	**688**	**+19.8%**	**1,599**	**1,333**	**+20.0%**
On a like-for-like basis*			***+11.4%***			***+11.9%***
Operating expenses	**-455**	**-372**	**+22.3%**	**-883**	**-716**	**+23.3%**
On a like-for-like basis*			***+13.3%***			***+13.0%***
Gross operating income	**369**	**316**	**+16.8%**	**716**	**617**	**+16.0%**
On a like-for-like basis*			***+9.2%***			***+10.7%***
Net allocation to provisions	**-134**	**-86**	**+55.8%**	**-247**	**-170**	**+45.3%**
Operating income	**235**	**230**	**+2.2%**	**469**	**447**	**+4.9%**
On a like-for-like basis*			***+1.7%***			***+5.1%***
Net income	**167**	**147**	**+13.6%**	**321**	**285**	**+12.6%**

	Q2 08	Q2 07	H1 08	H1 07
ROE after tax	**16.1%**	**16.0%**	**15.7%**	**15.7%**

The **Financial Services** division comprises Specialised Financing (consumer credit, equipment finance, operational vehicle leasing and fleet management, IT leasing and management), Life and Non-Life Insurance.

Specialised Financing continued to enjoy strong and controlled expansion in countries with strong potential, through consumer credit and leasing offerings. In Q2 2008, Specialised Financing's net banking income rose +13.0%* vs. Q2 07 (+12.8%* vs. H1 07), with the contribution of activities outside France amounting to 77.8% of the total (vs. 72.8% in Q2 07).

Consumer credit's development strategy in countries with strong potential is based on three core principles: (i) entrepreuneurial development or small acquisitions (entailing no significant goodwill), (ii) adapting the product offering to local customers' requirements and market constraints, and (iii) pro-active risk management (scoring, active monitoring of loans in arrears). In France, Italy, Germany (more mature economies where market shares are more firmly entrenched), the Group is systematically looking for commercial or banking partners that will enable it to enhance customer outreach. Hence, in France, the Banque Postale has chosen to enter into exclusive negotiations with Societe Generale Group following a tender offer. This is expected to lead to the setting up of a joint company specialising in consumer credit.

New **consumer credit** business and outstandings enjoyed dynamic growth in Q2 08 vs. Q2 07, with increases of respectively +22.2%* (+17.6%* vs. H1 07) and +16.1%*, driven mainly by activity in Russia and Poland. Outstandings totalled EUR 20.0 billion at June 30th 2008.

As for **equipment finance**, new financing[1] by the business line increased by +12.9%* vs. Q2 07 (+12.2%* vs. H1 07). In Germany, its main market, new financing grew strongly in both Q2 (+21.4%* vs. Q2 07) and H1 (+17.3%* vs. H1 07). The other operations in Europe continue to enjoy healthy growth, with in particular growth of +27.9%* in the Czech Republic and +23.2%* in Poland in Q2 08 vs. Q2 07.

SG Equipment Finance's outstandings[1] rose +8.8%* (vs. Q2 07) to EUR 18.3 billion at June 30th 2008.

In operational vehicle leasing and fleet management, ALD Automotive is No. 2 in Europe with a fleet under management totalling 758,455 vehicles at end-June 2008 (+9.3%* vs. end-June 2007). ALD continues to grow in countries with strong potential such as Brazil (x 3.9), India (x 2.5) and Russia (x 2) and has upheld its leading position in its two main markets, France and Germany (respectively +5.4%* and +6.9%* vs. end-June 2007).

Specialised Financing revenues were up +13.0%* (+23.1% in absolute terms) vs. Q2 07, amounting to EUR 699 million at end of Q2 08. The increase was +12.8%* in H1 (+22.6% in absolute terms) vs. H1 07 and resulted in net banking income of EUR 1,342 million. The increase of 13.5%* in operating expenses (+23.6% in absolute terms) in Q2 and +12.6%* in H1 (+24.2% in absolute terms), reflects ongoing development investments. Gross operating income rose to EUR 290 million in Q2 2008, up +12.3%* (+22.4% in absolute terms) compared with the same period in 2007. At EUR 551 million, the figure for H1 08 was 13.1%* higher (+20.3% in absolute terms) than in H1 07.

The increase in the net cost of risk to 120 bp (vs. 88 bp in Q2 07) can be attributed to the growth in consumer credit, particularly in emerging countries (integration of the Brazilian subsidiaries and change in the mix) where margins easily cover the net cost of risk.

Life insurance was affected by a less buoyant market in H1 08. Gross new inflows were nevertheless up +6.0%* at EUR 2.4 billion in Q2 08 vs. Q2 07. The proportion of unit-linked policies amounted to 15.2% in Q2 08. Total life insurance revenues were up +2.7%* in Q2 vs. Q2 07, and +7.7%* in H1 vs. H1 07.

The **Financial Services** division generated total operating income for Q2 of EUR 235 million, up +1.7%* (+2.2% in absolute terms) vs. Q2 07. The H1 increase was +5.1%* (+4.9% in absolute terms) to EUR 469 million. The contribution to Group net income amounted to EUR 167 million in Q2 08, up +12.2%* (+13.6% in absolute terms) vs. Q2 07. The H1 contribution to Group net income was up +13.3%* (+12.6% in absolute terms) compared with the same period last year, at EUR 321 million.

ROE after tax stood at 16.1% in Q2 08 and 15.7% in H1 08 (stable vs. Q2 07 and H1 07).

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[1] Excluding factoring

6. GLOBAL INVESTMENT MANAGEMENT AND SERVICES

In EUR million	Q2 08	Q2 07	Change Q2/Q2	H1 08	H1 07	Change H1/H1
Net banking income	**870**	**1,116**	**-22.0%**	**1,467**	**2,035**	**-27.9%**
On a like-for-like basis**			*-22.9%*			*-31.4%*
On a like-for-like basis** excl. Euronext CG			*-6.3%*			*-23.8%*
Operating expenses	**-663**	**-677**	**-2.1%**	**-1,317**	**-1,326**	**-0.7%**
On a like-for-like basis**			*+3.6%*			*+5.5%*
Operating income	**205**	**434**	**-52.8%**	**148**	**703**	**-78.9%**
On a like-for-like basis**			*-55.5%*			*-86.9%*
On a like-for-like basis** excl. Euronext CG			*-26.0%*			*-82.5%*
Net income	**138**	**289**	**-52.2%**	**107**	**465**	**-77.0%**
Net income excl. Euronext CG			*-22.5%*			*-69.8%*
o.w. Asset Management	39	77	*-49.4%*	-100	159	*NM*
Private Banking	51	53	*-3.8%*	110	106	*+3.8%*
SG SS, Brokers & Online Savings	48	159	*-69.8%*	97	200	*-51.5%*

In EUR billion	Q2 08	Q2 07	H1 08	H1 07
Net new money over period	**-0.7**	**17.5**	**-7.6**	**36.4**
Assets under management **(at end of period)**	**381**	**467**	**381**	**467**

(b): Excluding non-recurring items in Appendix 4 (i.e. “Euronext capital gain” for SGSS)

Global Investment Management and Services comprises asset management (Societe Generale Asset Management), private banking (SG Private Banking), Societe Generale Securities & Services (SG SS) and online savings (Boursorama).

The division produced mixed results. Asset Management continued to see funds outflow in the dynamic money market funds segment, albeit to a lesser extent than in the last 3 quarters. Dynamic money market funds now have a low level of outstanding assets and high liquidity as a result of asset disposals during previous quarters. The division recorded no additional write-down on dynamic money market funds in Q2 08. Meanwhile, Private Banking and Securities Services produced satisfactory commercial performances.

The division’s assets under management totalled EUR 381.4 billion at end-June 2008 vs. EUR 467.2 billion at end-June 2007. This was due to the decline in the equity markets, an unfavourable exchange rate effect, and the outflow of funds in Asset Management. These amounts do not include the assets managed by Lyxor Asset Management (EUR 71.6 billion at June 30th 2008), whose results are consolidated in the Equities business line.

Overall, the division generated net banking income down -6.3%** (b) (-22.0% in absolute terms) at EUR 870 million in Q2 08 vs. Q2 07. Revenues in H1 (EUR 1,467 million) were down -23.8%**(b) (-27.9% in absolute terms) vs. H1 07. Operating income was down -26.0%**(b) (-52.8% in absolute terms) vs. Q2 07 and -82.5%**(b) (-78.9% in absolute terms) vs. H1 07. The contribution to Group net income totalled EUR 138 million in Q2 08, down -24.4%**(b) (-52.2% in absolute terms) vs. Q2 07. The division's H1 contribution to Group net income (EUR 107 million) was down -79.4%**(b) (-77.0% in absolute terms) vs. H1 07, due primarily to the impact of the financial crisis on asset management activities.

Asset management

SGAM recorded a limited net outflow of EUR -2.7 billion in Q2 2008, which breaks down as follows: EUR -2.3 billion on dynamic money market funds, EUR -0.7 billion on bonds (including EUR -1.6 billion for CDOs), EUR -2.6 billion on other alternative and diversified investments, EUR +1.6 billion on traditional money market funds and EUR +1.3 billion on equity products.

The net outflow in H1 amounted to EUR -10.0 billion. Assets managed by SGAM totalled EUR 309.2 billion at end-June 2008, vs. EUR 393.4 billion a year earlier. The decline was due to negative exchange rate (EUR -19.3 billion), market (EUR -34.7 billion) and cumulative outflow effects.

Q2 net banking income was down -24.8%* (-23.5% in absolute terms) vs. Q2 07, with a gross margin (34 points) lower than in Q2 07 primarily on the back of a drop in performance fees. Net banking income for H1 was down -68.2%* (-64.1% in absolute terms) vs. H1 07, as a result of losses booked in Q1 2007 relating to sales of riskier assets and the decline in commissions in an unfavourable market.

Operating expenses were lower in Q2 (-7.5%* and -9.7% in absolute terms vs. Q2 07). H1 operating expenses also fell -5.6%* vs. H1 07 (-7.5% in absolute terms).

Gross operating income was down -57.0%* in Q2 08 vs. Q2 07 (-49.6% in absolute terms) at EUR 60 million. The contribution to Group net income (EUR 39 million in Q2 08) was down -56.8%* vs. Q2 07 (-49.4% in absolute terms). The figure for H1 was EUR -100 million (EUR 159 million in H1 07) given the write-downs recorded in Q1 08.

Private banking

Q2's good commercial and financial performance provided further evidence of the quality of SG Private Banking's customer franchise. The business line continued to expand with, in particular, the decision to enter into a global alliance with Rockefeller Financial Services & Co, a prominent player in private banking in North America.

New inflow amounted to EUR 2.0 billion in Q2 2008 (or 11% of assets on an annualised basis), a similar amount to Q2 07 (EUR 2.3 billion) and much higher than in Q1 08 (EUR 0.4 billion). Assets under management totalled EUR 72.2 billion at end-June 2008, vs. EUR 73.8 billion a year earlier (due solely to unfavourable market and exchange rate effects).

Private Banking's Q2 net banking income (EUR 203 million) rose +3.6%* vs. Q2 07 (+2.5% in absolute terms) with a high gross margin of 113 basis points. H1 net banking income (EUR 417 million) was 8.1%* higher than in H1 07 (+7.2% in absolute terms).

****** Excluding Fimat and Newedge (effect of change in structure: Societe Generale has consolidated 50% of Newedge on a proportional basis since Q1 08. This therefore constitutes a smaller entity than the 100% of Fimat consolidated until end-2007)

Operating expenses increased +7.4%* vs. Q2 07 (+5.6% in absolute terms), as a result of continued commercial investments in all these businesses' target markets. H1 operating expenses rose +10.5%* (+9.0% in absolute terms).

At EUR 70 million, gross operating income was down -2.8%* in Q2 08 vs. Q2 07 (-2.8% in absolute terms). The contribution to Group net income (EUR 51 million) fell -3.8%* in Q2 08 vs. Q2 07 (-3.8% in absolute terms). Private Banking's H1 contribution (EUR 110 million) was up 3.8%* (the same in absolute terms).

Societe Generale Securities Services (SG SS), Brokers and online savings (Boursorama)

SGSS' business volumes were higher in Q2 08 (and in H1 08). The business line continued its international expansion, particularly in emerging countries, by setting up a securities services JV with State Bank of India.

Securities services saw its assets under custody and assets under administration increase by respectively +5.9% and +21.9% vs. end-June 2007, mainly on the back of the acquisition of Capitalia's securities activities and the migration of Pioneer funds under the agreement with Unicredit. At end-June 2008, assets under custody totalled EUR 2,733 billion and assets under administration EUR 495 billion.

Newedge enjoyed buoyant business in Q2 2008 with 394 million trades executed and 442 million contracts cleared.

In an environment marked by the sharp decline in stock market indices, the number of orders executed by **Boursorama** fell 16% vs. Q2 07 (down -14% in H1 08 vs. H1 07). Outstanding online savings totalled EUR 4.1 billion at end-June 2008. Lastly, Boursorama's banking offering in France continues to enjoy real success with more than 4,500 accounts opened in Q2 08 (more than 10,300 in H1 08), taking the total number of bank accounts to approximately 70,600 at end-June 2008.

Net banking income for SGSS, Brokers and Online Savings rose +11.7%**(b) vs. Q2 07 (-29.7% in absolute terms[1]). H1 net banking income increased +16.3%**(b) vs. H1 07 (-16.3% in absolute terms[1]).

Operating expenses increased +15.4%** (+0.3% in absolute terms) vs. Q2 07. H1 operating expenses were up 16.3%** (+0.3% in absolute terms).

As a result, gross operating income for Societe Generale Securities Services (SG SS), Brokers and online savings (Boursorama) rose +1.6%** (b) in Q2 08. The contribution to Group net income was 11.8%** (b) higher in Q2 08 than in Q2 07 and 27.3%** (b) higher in H1 08 than in H1 07.

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[1] In addition to the restatement related to the Euronext capital gain recorded in Q2 07, it should be noted that any interpretation of the changes in the results of SGSS, Brokers and Online Savings is affected by the change in structure related to the consolidation of Newedge. Societe Generale has consolidated 50% of Newedge on a proportional basis since Q1 08. This therefore constitutes a smaller entity than the 100% of Fimat consolidated until end-2007.

****** Excluding Fimat and Newedge

7. CORPORATE AND INVESTMENT BANKING

In EUR million	Q2 08	Q2 07 (a)	Change Q2/Q2	H1 08	H1 07 (a)	Change H1/H1
Net banking income	**663**	**2,077**	**-68.1%**	**2,226**	**4,024**	**-44.7%**
On a like-for-like basis*			***-66.6%***			***-42.3%***
Financing and Advisory	**-88**	**449**	**NM**	**892**	**803**	**+11.1%**
Fixed Income, Currencies and Commodities	**48**	**584**	**-91.8%**	**-103**	**1,109**	**NM**
Equities	**703**	**1,044**	**-32.7%**	**1,437**	**2,112**	**-32.0%**
Operating expenses	**-954**	**-1,112**	**-14.2%**	**-1,955**	**-2,193**	**-10.9%**
On a like-for-like basis*			***-9.9%***			***-7.1%***
Gross operating income	**-291**	**965**	**NM**	**271**	**1,831**	**-85.2%**
On a like-for-like basis*			***NM***			***-84.5%***
Net allocation to provisions	**-77**	**31**	**NM**	**-389**	**60**	**NM**
Operating income	**-368**	**996**	**NM**	**-118**	**1,891**	**NM**
On a like-for-like basis*			***NM***			***NM***
Net income	**-186**	**721**	**NM**	**-47**	**1,387**	**NM**

	Q2 08	Q2 07 (a)	H1 08	H1 07 (a)
ROE after tax	**NM**	**50.3%**	**NM**	**50.3%**

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorised and concealed market activities. The restated data appear in Appendix 3. However, in order to provide more relevant information on Corporate and Investment Banking's performance, the figures correspond to reported historic data. The comments are also based on these reported historic data.

(b): Excluding non-recurring items in Appendix 4.

Corporate and Investment Banking's net banking income amounted to EUR 663 million in Q2 08 (-68.1% in absolute terms vs. Q2 07). 2007 and 2008 data (and the corresponding changes) include non-recurring items(b) resulting mainly from a market environment affected by the substantial volatility of credit spreads and the continued deterioration of some asset classes. Comments on revenue trends are based on numbers which exclude these non-recurring items to allow a better assessment of the underlying trends in the division's businesses. However, data relating to operating income and contribution to Group net income include these non-recurring items(b).

Therefore, the division's restated Q2 net banking income totalled EUR 1,886(b) million, i.e. a limited -1.9%*(b) decline vs. Q2 07. Net banking income for H1 08 came to EUR 3,418(b) million, down -10.1%*(b) vs. H1 07, which benefited from a very benign market environment.

The second quarter was characterised both by dynamic client-driven activities and the good performance of Corporate and Investment Banking's trading activities despite challenging market conditions. As a result, client-driven revenues posted the third best historic performance, with EUR 1,333 million in Q2 08 (+31.3% vs. Q1 08, -6.7% vs. Q2 07), primarily on the back of dynamic flow product sales. Corporate and Investment Banking's client-driven revenues in H1 08 totalled EUR 2,348 million compared with the record level of EUR 2,643 million in H1 07.

In a bear market environment, Equities activities produced a robust performance, demonstrating that Societe Generale's leading global franchise remains unscathed by the recent turmoil. Business volumes with institutional clients were solid, flow product market shares remain strong (25.2% on ETFs at June 30th 2008) and Lyxor enjoyed substantial new inflows (EUR +5.8 billion in H1 08). Trading activities posted very satisfactory results, particularly for arbitrage activities, despite the limit on stress tests put in place following the fraud detected at the beginning of the year, thus illustrating the excellence of Societe Generale's trading platform.
The Equities business posted revenues of EUR 771(b) million in Q2 08 (-22.3%*(b) vs. Q2 07 and +44.4%*(b) vs. Q1 08). H1 net banking income came to EUR 1,305(b) million (-35.7%*(b) vs. H1 07).

The Fixed Income, Currencies & Commodities businesses enjoyed a strong quarter, with revenues of EUR 709(b) million, or a 36.6%*(b) increase vs. Q2 07 and a 1.1%(b) decline vs. Q1 08. Net banking income totalled EUR 1,426(b) million in H1 08. Q2 08 confirmed the very healthy position of client-driven activities where net banking income was up +11.4% vs. Q2 07 and up +34.3% vs. Q1 08, underpinned in particular by dynamic activity for flow products (+36.2% vs. Q2 07 and +9.9% vs. Q1 08) and structured products. Trading activities produced a satisfactory performance in a difficult environment with, in particular, a good performance in flow trading and the negligible impact of Euro yield curve inversion in June.

Financing & Advisory revenues totalled EUR 406(b) million, a limited -1.5%*(b) decline vs. Q2 07 and a 44.5% (b) increase vs. Q1 08. Net banking income came to EUR 687(b) million in H1 08, down -9.4%*(b) vs. H1 07, reflecting the contrasting activity levels in various markets. Hence, whereas volumes in the leveraged financing market remained lower than in H1 07, commodity and infrastructure financing confirmed their sound activity levels. Q2 contributions were strong in these two segments which account for approximately one-third of the business line's revenues and in which Corporate and Investment Banking has developed recognised expertise (illustrated by awards for "*Best Global Commodities House*" and "*Best Project Finance House in Western Europe, Central & Eastern Europe and Africa"* from Euromoney in July 2008). In addition, Corporate and Investment Banking has upheld its good positioning in European fixed income markets, ranking No. 5 in euro bond issues, with a 6.0% market share in H1 08 (vs. 5.0% in Q1 08).

Operating expenses for Corporate and Investment Banking were 9.9%* lower than in Q2 07.

The division recorded EUR +77 million of provision expenses in Q2 08 vs. a EUR -31 million write-back in Q2 07.

Operating income, taking into account the non-recurring items that affected the division, totalled EUR -368 million in Q2 08 and EUR -118 million in H1 08. Corporate and Investment Banking's contribution to Group net income amounted to EUR -186 million in Q2 08 and EUR -47 million in H1 08.

8. CORPORATE CENTRE

The Corporate Centre recorded gross operating income of EUR 216 million in Q2 2008 (vs. EUR 60 million in Q2 2007). The increase can be attributed to a combination of factors:

- A substantial increase in equity portfolio income, up from EUR 54 million in Q2 07 to EUR 259 million in Q2 08 as a result of the disposal of BankMuscat. At June 30th 2008, the IFRS net book value of the industrial equity portfolio, excluding unrealised capital gains, amounted to EUR 0.9 billion, representing market value of EUR 1.0 billion.
- The revaluation of Crédit du Nord's liabilities (EUR +44 million).

2008-2009 financial communication calendar

November 6th 2008	**Publication of third quarter 2008 results**
February 18th 2009	**Publication of fourth quarter and FY 2008 results**
May 7th 2009	**Publication of first quarter 2009 results**
August 5th 2009	**Publication of second quarter 2009 results**
November 4th 2009	**Publication of third quarter 2009 results**

APPENDIX 1: FIGURES AND QUARTERLY RESULTS BY CORE BUSINESS

CONSOLIDATED INCOME STATEMENT (in millions of euros)	**Second quarter**				**First half**			
	2008	**2007 (a)**	**Change Q2/Q2**		**2008**	**2007 (a)**	**Change H1/H1**	
Net banking income	5,584	6,622	-15.7%	-18.9%(*)	11,263	12,668	-11.1%	-14.0%(*)
Operating expenses	(3,957)	(3,817)	+3.7%	+1.0%(*)	(7,862)	(7,515)	+4.6%	+2.2%(*)
Gross operating income	**1,627**	**2,805**	**-42.0%**	**-45.2%(*)**	**3,401**	**5,153**	**-34.0%**	**-37.0%(*)**
Net allocation to provisions	(387)	(186)	x2.1	+82.5%(*)	(985)	(378)	x2.6	x2.4(*)
Operating income	**1,240**	**2,619**	**-52.7%**	**-54.5%(*)**	**2,416**	**4,775**	**-49.4%**	**-51.3%(*)**
Net income from other assets	35	6	NM		641	30	NM	
Net income from companies accounted for by the equity method	7	9	-22.2%		12	20	-40.0%	
Impairment losses on goodwill	0	0	NM		0	0	NM	
Income tax	(432)	(719)	-39.9%		(951)	(1,332)	-28.6%	
Net income before minority interests	**850**	**1,915**	**-55.6%**		**2,118**	**3,493**	**-39.4%**	
o.w. minority interests	206	171	+20.5%		378	318	+18.9%	
Net income	**644**	**1,744**	**-63.1%**		**1,740**	**3,175**	**-45.2%**	
Annualised Group ROE after tax (%)	8.6%	29.0%			12.3%	26.7%		
Tier One ratio at end of period	8.1%	7.6%			8.1%	7.6%		

(*) When adjusted for changes in Group structure and at constant exchange rates

NET INCOME AFTER TAX BY CORE BUSINESS (in millions of euros)	**Second quarter**			**First half**		
	2008	**2007 (a)**	**Change Q2/Q2**	**2008**	**2007 (a)**	**Change H1/H1**
French Networks	**328**	**369**	**-11.1%**	**640**	**696**	**-8.0%**
International Retail Banking	**238**	**168**	**+41.7%**	**430**	**312**	**+37.8%**
Financial Services	**167**	**147**	**+13.6%**	**321**	**285**	**+12.6%**
Global Investment Management & Services	**138**	**289**	**-52.2%**	**107**	**465**	**-77.0%**
o.w. Asset Management	39	77	-49.4%	(100)	159	NM
o.w. Private Banking	51	53	-3.8%	110	106	+3.8%
o.w. SG SS, Brokers & Online Savings	48	159	-69.8%	97	200	-51.5%
Corporate & Investment Banking	**(186)**	**721**	**NM**	**(47)**	**1,387**	**NM**
CORE BUSINESSES	**685**	**1,694**	**-59.6%**	**1,451**	**3,145**	**-53.9%**
Corporate Centre	**(41)**	**50**	**NM**	**289**	**30**	**NM**
GROUP	**644**	**1,744**	**-63.1%**	**1,740**	**3,175**	**-45.2%**

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorised and concealed market activities. The restated data are presented in Appendix 3.

QUARTERLY RESULTS BY CORE BUSINESSES

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2007 - IFRS (inc. IAS 32 & 39 and IFRS 4)				2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)			
(in millions of euros)	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
French Networks																
Net banking income	1,545	1,513	1,559	1,678	1,698	1,730	1,677	1,728	1,736	1,789	1,746	1,787	1,739	1,754		
Operating expenses	-1,093	-1,081	-1,054	-1,088	-1,130	-1,093	-1,084	-1,143	-1,145	-1,126	-1,108	-1,187	-1,161	-1,146		
Gross operating income	*452*	*432*	*505*	*590*	*568*	*637*	*593*	*585*	*591*	*663*	*638*	*600*	*578*	*608*		
Net allocation to provisions	-68	-67	-64	-85	-61	-71	-55	-88	-78	-78	-68	-105	-87	-93		
Operating income	*384*	*365*	*441*	*505*	*507*	*566*	*538*	*497*	*513*	*585*	*570*	*495*	*491*	*515*		
Net income from other assets	0	1	0	1	0	2	1	2	3	1	0	0	1	1		
Net income from companies accounted for by the equity method	0	1	0	0	0	1	0	1	0	1	0	1	0	1		
Income tax	-134	-129	-154	-177	-173	-192	-185	-169	-176	-199	-192	-169	-167	-176		
Net income before minority interests	*250*	*238*	*287*	*329*	*334*	*377*	*354*	*331*	*340*	*388*	*378*	*327*	*325*	*341*		
o.w. minority interests	12	11	11	11	13	14	12	13	13	19	14	12	13	13		
Net income	*238*	*227*	*276*	*318*	*321*	*363*	*342*	*318*	*327*	*369*	*364*	*315*	*312*	*328*		
Average allocated capital	4,897	5,063	5,208	5,375	5,547	5,702	5,756	5,806	5,965	6,155	6,335	6,456	6,631	7,015		
ROE after tax	19.4%	17.9%	21.2%	23.7%	23.1%	25.5%	23.8%	21.9%	21.9%	24.0%	23.0%	19.5%	18.8%	18.7%		
International Retail Banking																
Net banking income	541	572	576	656	641	669	695	781	763	860	871	950	1,116	1,212		
Operating expenses	-327	-341	-349	-402	-378	-395	-415	-456	-465	-498	-494	-529	-649	-694		
Gross operating income	*214*	*231*	*227*	*254*	*263*	*274*	*280*	*325*	*298*	*362*	*377*	*421*	*467*	*518*		
Net allocation to provisions	-28	-27	-29	-47	-48	-53	-47	-67	-58	-53	-44	-49	-88	-78		
Operating income	*186*	*204*	*198*	*207*	*215*	*221*	*233*	*258*	*240*	*309*	*333*	*372*	*379*	*440*		
Net income from other assets	8	-2	0	-1	9	-1	1	-2	20	1	-2	9	-3	13		
Net income from companies accounted for by the equity method	1	1	1	1	2	3	2	4	8	11	8	9	4	1		
Income tax	-54	-57	-55	-58	-58	-58	-59	-67	-64	-78	-82	-96	-79	-94		
Net income before minority interests	*141*	*146*	*144*	*149*	*168*	*165*	*177*	*193*	*204*	*243*	*257*	*294*	*301*	*360*		
o.w. minority interests	47	50	49	48	57	57	57	61	60	75	85	92	109	122		
Net income	*94*	*96*	*95*	*101*	*111*	*108*	*120*	*132*	*144*	*168*	*172*	*202*	*192*	*238*		
Average allocated capital	875	919	967	1,074	1,103	1,164	1,401	1,597	1,701	1,796	1,917	2,025	2,275	2,503		
ROE after tax	43.0%	41.8%	39.3%	37.6%	40.3%	37.1%	34.3%	33.1%	33.9%	37.4%	35.9%	39.9%	33.8%	38.0%		
Financial Services																
Net banking income	459	494	498	570	562	592	594	656	645	688	707	798	775	824		
Operating expenses	-250	-263	-268	-317	-304	-318	-321	-347	-344	-372	-375	-435	-428	-455		
Gross operating income	*209*	*231*	*230*	*253*	*258*	*274*	*273*	*309*	*301*	*316*	*332*	*363*	*347*	*369*		
Net allocation to provisions	-38	-49	-57	-55	-66	-60	-60	-87	-84	-86	-102	-102	-113	-134		
Operating income	*171*	*182*	*173*	*198*	*192*	*214*	*213*	*222*	*217*	*230*	*230*	*261*	*234*	*235*		
Net income from other assets	0	0	0	0	0	0	0	-1	0	1	0	0	0	-1		
Net income from companies accounted for by the equity method	0	0	0	-8	1	-3	-2	-10	-2	-3	-1	-1	-3	8		
Income tax	-60	-64	-59	-69	-67	-75	-74	-75	-73	-77	-78	-87	-72	-71		
Net income before minority interests	*111*	*118*	*114*	*121*	*126*	*136*	*137*	*136*	*142*	*151*	*151*	*173*	*159*	*171*		
o.w. minority interests	2	2	3	4	3	4	3	4	4	4	4	5	5	4		
Net income	*109*	*116*	*111*	*117*	*123*	*132*	*134*	*132*	*138*	*147*	*147*	*168*	*154*	*167*		
Average allocated capital	2,604	2,706	2,797	2,909	3,094	3,264	3,301	3,462	3,560	3,681	3,779	3,884	4,013	4,144		
ROE after tax	16.7%	17.1%	15.9%	16.1%	15.9%	16.2%	16.2%	15.3%	15.5%	16.0%	15.6%	17.3%	15.4%	16.1%		

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2007 - IFRS (inc. IAS 32 & 39 and IFRS 4)				2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Global Investment Management & Services																
Net banking income	602	608	640	734	769	775	767	884	919	1,116	854	852	597	870		
Operating expenses	-415	-435	-455	-547	-523	-552	-564	-659	-649	-677	-638	-744	-654	-663		
Gross operating income	*187*	*173*	*185*	*187*	*246*	*223*	*203*	*225*	*270*	*439*	*216*	*108*	*-57*	*207*		
Net allocation to provisions	0	-1	-1	-4	-3	-1	-1	-3	-1	-5	-2	-33	0	-2		
Operating income	*187*	*172*	*184*	*183*	*243*	*222*	*202*	*222*	*269*	*434*	*214*	*75*	*-57*	*205*		
Net income from other assets	0	0	0	0	0	0	0	-1	0	0	-2	-4	0	1		
Net income from companies accounted for by the equity method	0	0	0	0	1	-1	0	0	0	0	0	0	0	0		
Income tax	-58	-54	-56	-55	-75	-69	-65	-64	-83	-136	-64	-12	25	-60		
Net income before minority interests	*129*	*118*	*128*	*128*	*169*	*152*	*137*	*157*	*186*	*298*	*148*	*59*	*-32*	*146*		
o.w. minority interests	12	9	11	11	14	10	5	9	10	9	11	9	-1	8		
Net income	*117*	*109*	*117*	*117*	*155*	*142*	*132*	*148*	*176*	*289*	*137*	*50*	*-31*	*138*		
Average allocated capital	810	917	930	919	1,019	1,052	1,074	1,197	1,239	1,282	1,456	1,550	1,506	1,421		
ROE after tax	57.8%	47.5%	50.3%	50.9%	60.8%	54.0%	49.2%	49.5%	56.8%	90.2%	37.6%	12.9%	NM	38.8%		
o.w. Asset Management																
Net banking income	269	259	286	338	333	305	295	348	340	345	243	191	-18	264		
Operating expenses	-154	-163	-178	-220	-193	-196	-186	-230	-212	-226	-176	-227	-201	-204		
Gross operating income	*115*	*96*	*108*	*118*	*140*	*109*	*109*	*118*	*128*	*119*	*67*	*-36*	*-219*	*60*		
Net allocation to provisions	0	0	0	-2	0	0	0	1	0	0	0	-4	0	0		
Operating income	*115*	*96*	*108*	*116*	*140*	*109*	*109*	*119*	*128*	*119*	*67*	*-40*	*-219*	*60*		
Net income from other assets	0	0	0	0	0	0	0	-1	0	0	-2	-4	0	0		
Net income from companies accounted for by the equity method	0	0	0	0	1	-1	0	0	0	0	0	0	0	0		
Income tax	-39	-33	-36	-39	-47	-38	-38	-39	-43	-41	-22	15	72	-20		
Net income before minority interests	*76*	*63*	*72*	*77*	*94*	*70*	*71*	*79*	*85*	*78*	*43*	*-29*	*-147*	*40*		
o.w. minority interests	9	7	7	8	9	2	3	2	3	1	3	1	-8	1		
Net income	*67*	*56*	*65*	*69*	*85*	*68*	*68*	*77*	*82*	*77*	*40*	*-30*	*-139*	*39*		
Average allocated capital	287	327	307	272	287	293	276	265	277	302	404	502	450	301		
ROE after tax	93.4%	68.5%	84.7%	101.5%	118.5%	92.8%	98.6%	116.2%	118.4%	102.0%	39.6%	NM	NM	51.8%		
o.w. Private Banking																
Net banking income	127	129	135	149	164	164	156	174	191	198	201	233	214	203		
Operating expenses	-86	-90	-93	-107	-102	-106	-105	-121	-118	-126	-130	-157	-133	-133		
Gross operating income	*41*	*39*	*42*	*42*	*62*	*58*	*51*	*53*	*73*	*72*	*71*	*76*	*81*	*70*		
Net allocation to provisions	0	0	-1	0	-2	0	-1	-1	0	-1	0	0	-1	-1		
Operating income	*41*	*39*	*41*	*42*	*60*	*58*	*50*	*52*	*73*	*71*	*71*	*76*	*80*	*69*		
Net income from other assets	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*		
Net income from companies accounted for by the equity method	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Income tax	-9	-9	-7	-8	-14	-14	-12	-9	-17	-15	-17	-14	-18	-16		
Net income before minority interests	*32*	*30*	*34*	*34*	*46*	*44*	*38*	*43*	*56*	*56*	*54*	*62*	*62*	*53*		
o.w. minority interests	2	2	2	2	3	3	2	4	3	3	3	4	3	2		
Net income	*30*	*28*	*32*	*32*	*43*	*41*	*36*	*39*	*53*	*53*	*51*	*58*	*59*	*51*		
Average allocated capital	283	316	329	340	376	386	372	377	396	410	435	466	480	513		
ROE after tax	42.4%	35.4%	38.9%	37.6%	45.7%	42.5%	38.7%	41.4%	53.5%	51.7%	46.9%	49.8%	49.2%	39.8%		
o.w. SG SS, Brokers & Online Savings																
Net banking income	206	220	219	247	272	306	316	362	388	573	410	428	401	403		
Operating expenses	-175	-182	-184	-220	-228	-250	-273	-308	-319	-325	-332	-360	-320	-326		
Gross operating income	31	38	35	27	44	56	43	54	69	248	78	68	81	77		
Net allocation to provisions	0	-1	0	-2	-1	-1	0	-3	-1	-4	-2	-29	1	-1		
Operating income	31	37	35	25	43	55	43	51	68	244	76	39	82	76		
Net income from other assets	0	0	0	0	0	0	0	0	0	0	0	0	0	1		
Net income from companies accounted for by the equity method	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
Income tax	-10	-12	-13	-8	-14	-17	-15	-16	-23	-80	-25	-13	-29	-24		
Net income before minority interests	21	25	22	17	29	38	28	35	45	164	51	26	53	53		
o.w. minority interests	1	0	2	1	2	5	0	3	4	5	5	4	4	5		
Net income	20	25	20	16	27	33	28	32	41	159	46	22	49	48		
Average allocated capital	240	274	294	307	356	373	426	555	566	570	617	582	576	607		
ROE after tax	33.3%	36.5%	27.2%	20.8%	30.3%	35.4%	26.3%	23.1%	29.0%	111.6%	29.8%	15.1%	34.0%	31.6%		

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2007 [(a)] - IFRS (inc. IAS 32 & 39 and IFRS 4)				2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Corporate and Investment Banking																
Net banking income	1,550	1,233	1,496	1,418	1,957	1,832	1,521	1,688	1,947	2,077	1,159	-661	1,563	663		
Operating expenses	-843	-784	-853	-840	-1,066	-1,063	-831	-930	-1,081	-1,112	-743	-489	-1,001	-954		
Gross operating income	*707*	*449*	*643*	*578*	*891*	*769*	*690*	*758*	*866*	*965*	*416*	*-1,150*	*562*	*-291*		
Net allocation to provisions	47	22	32	44	19	35	23	16	29	31	-9	5	-312	-77		
Operating income excluding net loss on unauthorised and concealed market activities	*754*	*471*	*675*	*622*	*910*	*804*	*713*	*774*	*895*	*996*	*407*	*-1,145*	*250*	*-368*		
Net loss on unauthorised and concealed market activities	0	0	0	0	0	0	0	0	0	0	0	*-4,911*	0	0		
Operating income including net loss on unauthorised and concealed market activities	*754*	*471*	*675*	*622*	*910*	*804*	*713*	*774*	*895*	*996*	*407*	*-6,056*	*250*	*-368*		
Net income from other assets	0	0	1	-12	23	1	4	2	1	-1	2	24	-3	7		
Net income from companies accounted for by the equity method	4	6	-5	17	6	6	8	4	6	2	6	5	5	1		
Impairment losses on goodwill	0	-13	0	0	0	0	0	0	*0*	*0*	*0*	*0*	*0*	*0*		
Income tax	-257	-115	-170	-126	-293	-219	-197	-193	-233	-274	-101	2,109	-113	177		
Net income before minority interests	*501*	*349*	*501*	*501*	*646*	*592*	*528*	*587*	*669*	*723*	*314*	*-3,918*	*139*	*-183*		
o.w. minority interests	3	3	3	2	3	3	5	2	3	2	4	0	0	3		
Net income	*498*	*346*	*498*	*499*	*643*	*589*	*523*	*585*	*666*	*721*	*310*	*-3,918*	*139*	*-186*		
Average allocated capital	3,686	3,975	4,362	4,570	4,747	4,868	4,969	5,067	5,303	5,731	5,888	5,811	5,913	6,145		
ROE after tax	54.0%	34.8%	45.7%	43.7%	54.2%	48.4%	42.1%	46.2%	50.2%	50.3%	21.1%	NM	9.4%	NM		
Corporate and Investment Banking **(excl. Cowen)**																
Net income	1,494	1,195	1,441	1,359	1,879	1,776	1,517	1,688	1,947	2,077	1,159	-661	1,563	663		
Financing and Advisory	*348*	*330*	*354*	*456*	*308*	*396*	*416*	*439*	*354*	*449*	*375*	*681*	*980*	*-88*		
Fixed Income, Currencies and Commodities	*485*	*289*	*477*	*507*	*543*	*623*	*492*	*594*	*525*	*584*	*105*	*-2099*	*-151*	*48*		
Equities	*661*	*576*	*610*	*396*	*1028*	*757*	*609*	*655*	*1068*	*1044*	*679*	*757*	*734*	*703*		
Operating expenses	-791	-746	-794	-783	-997	-1,004	-824	-930	-1,081	-1,112	-743	-489	-1,001	-954		
Gross operating income	*703*	*449*	*647*	*576*	*882*	*772*	*693*	*758*	*866*	*965*	*416*	*-1,150*	*562*	*-291*		
Net allocation to provisions	47	22	32	44	19	35	23	16	29	31	-9	5	-312	-77		
Operating income excluding net loss on unauthorised and concealed market activities	*750*	*471*	*679*	*620*	*901*	*807*	*716*	*774*	*895*	*996*	*407*	*-1,145*	*250*	*-368*		
Net loss on unauthorised and concealed market activities	0	0	0	0	0	0	0	0	*0*	*0*	*0*	*-4,911*	*0*	*0*		
Operating income including net loss on unauthorised and concealed market activities	*750*	*471*	*679*	*620*	*901*	*807*	*716*	*774*	*895*	*996*	*407*	*-6,056*	*250*	*-368*		
Net income from other assets	0	0	1	-12	23	1	4	2	1	-1	2	24	-3	7		
Net income from companies accounted for by the equity method	4	6	-5	17	6	6	8	4	6	2	6	5	5	1		
Impairment losses on goodwill	0	-13	0	0	0	0	0	0	*0*	*0*	*0*	*0*	*0*	*0*		
Income tax	-256	-115	-171	-125	-290	-219	-199	-193	-233	-274	-101	2,109	-113	177		
Net income before minority interests	*498*	*349*	*504*	*500*	*640*	*595*	*529*	*587*	*669*	*723*	*314*	*-3,918*	*139*	*-183*		
o.w. minority interests	3	3	3	2	3	3	5	2	3	2	4	0	0	3		
Net income	*495*	*346*	*501*	*498*	*637*	*592*	*524*	*585*	*666*	*721*	*310*	*-3,918*	*139*	*-186*		
Average allocated capital	3,677	3,965	4,353	4,561	4,738	4,860	4,963	5,065	5,303	5,731	5,888	5,811	5,913	6,145		
ROE after tax	53.8%	34.9%	46.0%	43.7%	53.8%	48.7%	42.2%	46.2%	50.2%	50.3%	21.1%	NM	9.4%	NM		
Corporate Centre																
Net banking income	53	38	102	31	144	111	12	-66	36	92	38	154	-111	261		
Operating expenses	-57	7	-37	-64	-11	-68	2	-54	-14	-32	-16	-32	-12	-45		
Gross operating income	*-4*	*45*	*65*	*-33*	*133*	*43*	*14*	*-120*	*22*	*60*	*22*	*122*	*-123*	*216*		
Net allocation to provisions	14	7	-1	7	-3	-2	6	-2	0	5	-1	-17	2	-3		
Operating income	*10*	*52*	*64*	*-26*	*130*	*41*	*20*	*-122*	*22*	*65*	*21*	*105*	*-121*	*213*		
Net income from other assets	158	0	-1	-5	2	2	-3	2	0	4	-1	-16	611	14		
Net income from companies accounted for by the equity method	0	0	0	0	0	-3	0	-2	-1	-2	-1	-2	-1	-4		
Impairment losses on goodwill	0	0	0	-10	0	0	0	-18	0	0	0	0	0	0		
Income tax	56	52	11	52	29	-2	62	45	16	45	33	-211	-113	-208		
Net income before minority interests	*224*	*104*	*74*	*11*	*161*	*38*	*79*	*-95*	*37*	*112*	*52*	*-124*	*376*	*15*		
o.w. minority interests	61	46	49	54	55	58	61	41	57	62	59	44	46	56		
Net income	*163*	*58*	*25*	*-43*	*106*	*-20*	*18*	*-136*	*-20*	*50*	*-7*	*-168*	*330*	*-41*		

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorised and concealed market activities. The restated data are presented in Appendix 3.

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				**2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)**				**2007 $^{(a)}$ - IFRS (inc. IAS 32 & 39 and IFRS 4)**				**2008 - IFRS (inc. IAS 32 & 39 and IF**		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3
GROUP															
Net banking income	4,750	4,458	4,871	5,087	5,771	5,709	5,266	5,671	6,046	6,622	5,375	3,880	5,679	5,584	
Operating expenses	-2,985	-2,897	-3,016	-3,258	-3,412	-3,489	-3,213	-3,589	-3,698	-3,817	-3,374	-3,416	-3,905	-3,957	
Gross operating income	*1,765*	*1,561*	*1,855*	*1,829*	*2,359*	*2,220*	*2,053*	*2,082*	*2,348*	*2,805*	*2,001*	*464*	*1,774*	*1,627*	
Net allocation to provisions	*-73*	*-115*	*-120*	*-140*	*-162*	*-152*	*-134*	*-231*	*-192*	*-186*	*-226*	*-301*	*-598*	*-387*	
Operating income excluding net loss on unauthorised and concealed market activities	*1,692*	*1,446*	*1,735*	*1,689*	*2,197*	*2,068*	*1,919*	*1,851*	*2,156*	*2,619*	*1,775*	*163*	*1,176*	*1,240*	
Net loss on unauthorised and concealed market activities	0	0	0	0	0	0	0	0	0	0	0	*-4,911*	0	0	
Operating income including net loss on unauthorised and concealed market activities	1,692	1,446	1,735	1,689	2,197	2,068	1,919	1,851	2,156	2,619	1,775	*-4,748*	1,176	1,240	
Net income from other assets	*166*	*-1*	*0*	*-17*	*34*	*4*	*3*	*2*	*24*	*6*	*-3*	*13*	*606*	*35*	
Net income from companies accounted for by the equity method	*5*	*8*	*-4*	*10*	*10*	*3*	*8*	*-3*	*11*	*9*	*12*	*12*	*5*	*7*	
Impairment losses on goodwill	*0*	*-13*	*0*	*-10*	*0*	*0*	*0*	*-18*	*0*	*0*	*0*	*0*	*0*	*0*	
Income tax	*-507*	*-367*	*-483*	*-433*	*-637*	*-615*	*-518*	*-523*	*-613*	*-719*	*-484*	*1,534*	*-519*	*-432*	
Net income before minority interests	*1,356*	*1,073*	*1,248*	*1,239*	*1,604*	*1,460*	*1,412*	*1,309*	*1,578*	*1,915*	*1,300*	*-3,189*	*1,268*	*850*	
o.w. minority interests	*137*	*121*	*126*	*130*	*145*	*146*	*143*	*130*	*147*	*171*	*177*	*162*	*172*	*206*	
Net income	*1,219*	*952*	*1,122*	*1,109*	*1,459*	*1,314*	*1,269*	*1,179*	*1,431*	*1,744*	*1,123*	*-3,351*	*1,096*	*644*	
Average allocated capital	15,771	16,412	17,083	17,759	18,437	19,454	20,482	22,054	23,268	23,727	24,324	23,413	25,436	29,033	
ROE after tax	30.8%	23.1%	26.1%	24.8%	31.5%	26.8%	24.6%	21.2%	24.4%	29.0%	18.0%	NM	16.5%	8.6%	

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorised and concealed market activities. The restated data are presented in Appendix 3.

APPENDIX 2: METHODOLOGY

1- Reported 2007 historic quarterly results have been restated: corrections in respect of the fictitious operations recorded on unauthorised and concealed market activities uncovered in January 2008.
The quarterly results at March 31st 2007, June 30th 2007, September 30th 2007 and December 31st 2007, presented for comparative purposes, have been adjusted to restate the accounting consequences of the fictitious operations recorded in 2007 and 2008 on unauthorised and concealed market activities discovered in January 2008. This information is presented in Appendix 3. However, in order to provide more relevant information on the Group's performance, the figures in this document correspond to reported historic data. The comments are also based on these reported data.

2- The interim consolidated results at June 30th 2008 and the comparative information established for this purpose are reviewed by the Statutory Auditors. They were approved by the Board of Directors on August 4th 2008
The financial information presented for the six-month period ended June 30th 2008 has been prepared in accordance with IFRS (International Financial Reporting Standards) as adopted in the European Union on June 30th 2008. In particular, the Group's summarised interim consolidated financial statements have been prepared and are presented in accordance with IAS 34 "Interim Financial Reporting".

3- Group ROE is calculated on the basis of average Group shareholders' equity under IFRS excluding (i) unrealised or deferred capital gains or losses booked directly under shareholders' equity excluding conversion reserves, (ii) deeply subordinated notes, (iii) undated subordinated notes recognised as shareholders' equity, and deducting (iv) interest to be paid to holders of deeply subordinated notes and of the reclassified, undated subordinated notes. The net income used to calculate ROE excludes interest, net of tax impact, to be paid to holders of deeply subordinated notes for the period and, as of 2006, to the holders of reclassified, undated subordinated notes (i.e. EUR 23 million in Q2 2008 and EUR 83 million in 2007 vs. EUR 22 million in Q2 2007).

4- Earnings per share is the ratio of (i) net income for the period after deduction (as of 2005) of the interest, net of tax, to be paid to holders of deeply subordinated notes (EUR 20 million in Q2 2008 and EUR 15 million in Q2 2007) and, as of 2006, the interest, net of tax, to be paid to holders of undated subordinated notes which were reclassified from debt to shareholders' equity (EUR 14 million in Q2 2008 vs. EUR 11 million in Q2 2007) and (ii) the average number of shares outstanding excluding treasury shares, but taking into account (a) trading shares held by the Group, and (b) shares held under the liquidity contract.

5- Net assets are comprised of Group shareholders' equity, excluding (i) deeply subordinated notes (EUR 4.3 billion), undated subordinated notes previously recognised as debt (EUR 0.8 billion) and (ii) interest to be paid to holders of deeply subordinated notes and undated subordinated notes, but reinstating the book value of trading shares held by the Group and shares held under the liquidity contract. The number of shares used to calculate book value per share is the number outstanding at June 30th 2008, excluding treasury shares but including (a) trading shares held by the Group and (b) shares held under the liquidity contract.

APPENDIX 3: FICTITIOUS OPERATIONS RECORDED ON UNAUTHORISED AND CONCEALED MARKET ACTIVITIES HAVE BEEN RESTATED

3.1 Comparative income statement for Q2 and H1

(in millions of euros)	Q2 07 Restated	Q2 08	Chge	H1 07 Restated	H1 08	Chge
GROUP						
Net banking income	6,622	5,584	-1,038	12,668	11,263	-1,405
Operating expenses	-3,817	-3,957	-140	-7,515	-7,862	-347
Gross operating income	*2,805*	*1,627*	*-1,178*	*5,153*	*3,401*	*-1,752*
Net allocation to provisions	*-186*	*-387*	*-201*	*-378*	*-985*	*-607*
Operating income excluding net gains or losses on unauthorised and concealed market activities	*2,619*	*1,240*	*-1,379*	*4,775*	*2,416*	*-2,359*
Net loss on unauthorised and concealed market activities	-2,064	0	2,064	-2,161	0	2,161
Operating income including net gains or losses on unauthorised and concealed market activities	555	1,240	685	2,614	2,416	-198
Net income from other assets	*6*	*35*	*29*	*30*	*641*	*611*
Net income from companies accounted for by the equity method	*9*	*7*	*-2*	*20*	*12*	*-8*
Impairment losses on goodwill	*0*	*0*	*0*	*0*	*0*	*0*
Income tax	*-8*	*-432*	*-424*	*-588*	*-951*	*-363*
Net income before minority interests	*562*	*850*	*288*	*2,076*	*2,118*	*42*
o.w. minority interests	*171*	*206*	*35*	*318*	*378*	*60*
Net income	*391*	*644*	*253*	*1,758*	*1,740*	*-18*
Average allocated capital	22,986	29,033		23,111	27,235	
ROE after tax	6.4%	8.6%		14.9%	12.3%	

3.2 Reported 2007 historic quarterly results have been restated for the fictitious operations recorded on unauthorised and concealed market activities

	2007							
(in millions of euros)	Q1		Q2		Q3		Q4	
	Reported	Restated	Reported	Restated	Reported	Restated	Reported	Restated
Corporate and Investment Banking								
Net banking income	1,947	1,947	2,077	2,077	1,159	1,159	-661	-661
Operating expenses	-1,081	-1,081	-1,112	-1,112	-743	-743	-489	-489
Gross operating income	*866*	*866*	*965*	*965*	*416*	*416*	*-1,150*	*-1,150*
Net allocation to provisions	29	29	31	31	-9	-9	5	5
Operating income excluding net gains or losses on unauthorised and concealed market activities	*895*	*895*	*996*	*996*	*407*	*407*	*-1,145*	*-1,145*
Net loss on unauthorised and concealed market activities	0	-97	0	-2,064	0	2,524	*-4,911*	-5,274
Operating income including net gains or losses on unauthorised and concealed market activities	*895*	*798*	*996*	*-1,068*	*407*	*2,931*	*-6,056*	*-6,419*
Net income from other assets	1	1	-1	-1	2	2	24	24
Net income from companies accounted for by the equity method	6	6	2	2	6	6	5	5
Impairment losses on goodwill	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Income tax	-233	-200	-274	428	-101	-959	2,109	2,232
Net income before minority interests	*669*	*605*	*723*	*-639*	*314*	*1,980*	*-3,918*	*-4,158*
o.w. minority interests	3	3	2	2	4	4	0	0
Net income	*666*	*602*	*721*	*-641*	*310*	*1,976*	*-3,918*	*-4,158*
Corporate Centre								
Net banking income	36	36	92	92	38	38	154	154
Operating expenses	-14	-14	-32	-32	-16	-16	-32	-32
Gross operating income	*22*	*22*	*60*	*60*	*22*	*22*	*122*	*122*
Net allocation to provisions	0	0	5	5	-1	-1	-17	-17
Operating income	*22*	*22*	*65*	*65*	*21*	*21*	*105*	*105*
Net loss on unauthorised and concealed	0	0	4	4	-1	-1	-16	-16
Net income from companies accounted for by the equity method	-1	-1	-2	-2	-1	-1	-2	-2
Impairment losses on goodwill	0	0	0	0	0	0	0	0
Income tax	16	16	45	54	33	22	-211	-209
Net income before minority interests	*37*	*37*	*112*	*121*	*52*	*41*	*-124*	*-122*
o.w. minority interests	57	57	62	62	59	59	44	44
Net income	*-20*	*-20*	*50*	*59*	*-7*	*-18*	*-168*	*-166*
GROUP								
Net banking income	6,046	6,046	6,622	6,622	5,375	5,375	3,880	3,880
Operating expenses	-3,698	-3,698	-3,817	-3,817	-3,374	-3,374	-3,416	-3,416
Gross operating income	*2,348*	*2,348*	*2,805*	*2,805*	*2,001*	*2,001*	*464*	*464*
Net allocation to provisions	*-192*	*-192*	*-186*	*-186*	*-226*	*-226*	*-301*	*-301*
Operating income excluding net gains or losses on unauthorised and concealed market activities	*2,156*	*2,156*	*2,619*	*2,619*	*1,775*	*1,775*	*163*	*163*
Net loss on unauthorised and concealed market activities	0	-97	0	-2,064	0	2,524	*-4,911*	-5,274
Operating income including net gains or losses on unauthorised and concealed market activities	2,156	2,059	2,619	555	1,775	4,299	*-4,748*	-5,111
Net income from other assets	*24*	*24*	*6*	*6*	*-3*	*-3*	*13*	*13*
Net income from companies accounted for by the equity method	*11*	*11*	*9*	*9*	*12*	*12*	*12*	*12*
Impairment losses on goodwill	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Income tax	*-613*	*-580*	*-719*	*-8*	*-484*	*-1,353*	*1,534*	*1,659*
Net income before minority interests	*1,578*	*1,514*	*1,915*	*562*	*1,300*	*2,955*	*-3,189*	*-3,427*

APPENDIX 4: IMPACT OF NON-RECURRING ITEMS ON PRE-TAX PROFITS

	EUR m	Q1 07	Q2 07	Q1 08	Q2 08	H1 07	H1 08
Non-recurring items in NBI	**French Networks**	**-**	**36**	**-**	**-**	**36**	**-**
	Euronext capital gain	-	36	-	-	36	-
	Global Investment Management and Securities	**-**	**165**	**-274**	**-**	**165**	**-274**
	Asset Management	**-**	**-**	**- 274**	**-**	**-**	**- 274**
	Liquidity support provided to certain funds	-	-	- 274	-	-	- 274
	Private Banking	**-**	**1**	**-**	**-**	**1**	**-**
	Euronext capital gain	-	1	-	-	1	-
	SG SS, Brokers and Online Savings	**-**	**164**	**-**	**-**	**164**	**-**
	Euronext capital gain at SG SS	-	159	-	-	159	-
	Euronext capital gain at Fimat	-	5	-	-	5	-
	Corporate and Investment Banking	**- 6**	**60**	**31**	**- 1,223**	**54**	**- 1,192**
	Equities	**1**	**20**	**200**	**- 68**	**21**	**132**
	Euronext capital gain at SG CIB	-	34	-	-	34	-
	Revaluation of financial liabilities + Own shares	1	- 14	200	- 68	- 13	132
	Fixed Income, Currencies and Commodities	**1**	**26**	**- 868**	**- 661**	**27**	**- 1,529**
	Revaluation of financial liabilities	-	-	323	- 79	-	244
	Losses and write-downs on exotic credit derivatives	14	10	- 417	- 372	24	- 789
	Write-down of unhedged CDOs	- 5	- 37	- 350	- 20	- 42	- 370
	Write-down of monolines	-	-	- 203	- 98	-	- 301
	Write-down of RMBS	- 8	- 29	- 43	- 15	- 37	- 58
	Write-down of European ABS sold by SGAM	-	-	- 166	- 84	-	- 250
	Write-down/Reversal of SIV PACE	-	-	- 12	7	-	- 5
	ICE capital gain	-	82	-	-	82	-
	Financing and Advisory	**- 8**	**14**	**699**	**- 494**	**6**	**205**
	MtM value of CDS	- 8	14	743	- 501	6	242
	Write-down/Reversal of Non IG transactions in underwriting	-	-	- 44	7	-	- 37
	Corporate Centre	**-**	**-**	**-**	**306**	**-**	**306**
	Revaluation of financial liabilities at Crédit du Nord	-	-	-	44	-	44
	Capital gain on Muscat	-	-	-	262	-	262
	Total impact on GROUP NBI	**- 6**	**261**	**- 243**	**- 917**	**255**	**- 1,160**
Net alloc. to provisions	**Corporate and Investment Banking**	**-**	**-**	**- 282**	**-**	**-**	**- 282**
	Allocations to a few accounts	-	-	- 282	-	-	- 282
Net gain on other assets	**Corporate Centre**	**-**	**-**	**602**	**-**	**-**	**602**
	Capital gain on Fimat	-	-	602	-	-	602
	Total impact on GROUP	**- 6**	**261**	**77**	**- 917**	**255**	**- 840**

6.4 PRUDENTIAL RATIO MANAGEMENT

As part of prudential ratio management, the Group carried out the private placement of subordinated lower Tier Two bonds totaling EUR 2,105 million as well as two deeply subordinated non-innovative Tier One issues, one of which was euro-denominated (EUR 1 billion) and one which was in pound sterling (GBP 700 million).

6.5 INFORMATION ON COMMON STOCK

6.5.1 *PRESS RELEASE DATED JULY 3RD 2008*: GLOBAL EMPLOYEE SHARE OWNERSHIP PROGRAM 2008: RESULTS OF THE 21ST EMPLOYEE RESERVED CAPITAL INCREASE

For the past 21 years, Societe Generale has provided its staff the possibility of purchasing shares in the company at preferential rates, and the staff has thus become the Group's main shareholder.

Every year, the capital increase opens to new French subsidiaries and international entities under the terms of the Global Employee Share Ownership Program. In 2008, some 10,000 additional employees were able to subscribe to shares for the very first time.

The 2008 operation, proposed at a share price of EUR 53.67, took place between 15 April and 6 May 2008. In all, 68,000 employees and former employees subscribed to the plan, representing an investment of €400.2 million, representing 7.46 million shares, the second largest capital increase reserved for employees in terms of the sums invested, since the plan was first launched.

The results of the 2008 share program confirm the staff's goal to remain a significant shareholder in the Group's capital. More than 75,000 employees and former employees worldwide are now Societe Generale shareholders, accounting for 7.1% of the Group's share capital at end-June 2008 (approximately EUR 2.5 billion to date).

The program has provided Societe Generale employees with the opportunity to confirm their confidence in the company's strengths and development strategy.

Changes in common stock

Operations	Date of record or completion	Change in number of shares	Total number of shares after operations	Common stock (in EUR)	Change in common stock resulting from operation (as a %)
For information purposes, figures at 13.03.2007	*14.03.2007*		*583,270,841*	*729,088,551.25*	
Augmentation de capital Plan d'épargne 2008	24.06.2008	7 456 403	590,727,244	738,409,055	1.28

VII. CHAPTER 12: PERSON RESPONSIBLE FOR UPDATING THE REGISTRATION DOCUMENT AND INTERIM FINANCIAL REPORT

7.1 PERSON RESPONSIBLE FOR UPDATING THE REGISTRATION DOCUMENT AND INTERIM FINANCIAL REPORT

Mr Fréderic OUDEA, Chief Executive Officer of Societe Generale

7.2 STATEMENT OF THE PERSON RESPONSIBLE FOR UPDATING THE REGISTRATION DOCUMENT AND INTERIM FINANCIAL REPORT

I hereby certify, having taken all reasonable measures to this effect, that the information contained in the present update of the 2008 Registration document is, to the best of my knowledge, in accordance with the facts and that it makes no omission likely to affect its import.

I certify, to the best of my knowledge, that the accounts for the first half have been prepared in accordance with applicable accounting standards and give a fair view of the assets, liabilities and financial position and profit or loss of the Company and all the undertakings included in the consolidation, and that the interim management report presents a fair review of the important events that have occurred during the first six months of the financial year, their impact on the accounts, major related-parties transactions, and a description of the principal risks and uncertainties for the remaining six months of the financial year.

I have received a completion letter from the Statutory Auditors a letter stating that they have audited the information contained in the present update about the Group's financial position and accounts and that they have read the updated documents A-01, A-02 and A-03 in their entirety.

The historical financial information presented in the 2008 Registration document has been discussed in the Statutory Auditors' reports found on pages 266 to 267 and 330 to 331 of the 2008 Registration document, and those enclosed by reference for financial years 2005 and 2004, found on pages 215 to 216 of the 2006 Registration document and on pages 246 to 247 and 301 to 302 of the 2007 Registration document. The Statutory Auditors' reports on the 2007 parent company financial and consolidated financial statements, on 2006 parent company financial statements and on 2005 consolidated financial statements contain remarks.

Paris August 7, 2008

Mr Fréderic OUDEA
Chief Executive Officer of Societe Generale

7.3 PERSONS RESPONSIBLE FOR THE AUDIT OF THE FINANCIAL STATEMENTS

STATUTORY AUDITORS

Name: Cabinet Ernst & Young Audit
represented by Philippe Peuch-Lestrade
Address: Faubourg de l'Arche - 11, allée de l'Arche - 92037 Paris - La Défense
Date of first appointment: April 18th 2000
Term of mandate: 6 fiscal years
End of current mandate: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31st 2011.

Name: Société Deloitte et Associés
represented by José-Luis Garcia
Address: 185, avenue Charles-de-Gaulle - B.P. 136 - 92524 Neuilly-sur-Seine Cedex
Date of first appointment: April 18th 2003
Term of mandate: 6 fiscal years
End of current mandate: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31st 2011.

SUBSTITUTE STATUTORY AUDITORS

Name: Robert Gabriel Galet
Address: Faubourg de l'Arche - 11, allée de l'Arche - 92037 Paris - La Défense
Date of first appointment: May 30th, 2006
Term of mandate: 6 fiscal years

Name: Alain Pons
Address: 185, avenue Charles-de-Gaulle - B.P. 136 - 92524 Neuilly-sur-Seine Cedex
Date of first appointment: April 18th 2003
Term of mandate: 6 fiscal years

VIII. CHAPTER 13: CROSS-REFERENCE TABLE

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Frankfurt am Main, 2 September 2008

ISSUER

Société Générale Effekten GmbH
Neue Mainzer Straße 46 - 50
60311 Frankfurt am Main
Germany

gez.:

gez.:

GUARANTOR

Société Générale
29, boulevard Haussmann
F-75009 Paris
France

gez.:

gez.:

Anlage 6

Fourth Supplement vom 02. Dezember 2008 zu dem Debt Issuance Programme Prospectus vom 05. Mai 2008

Fourth Supplement dated 2nd December 2008
to the BASE PROSPECTUS dated 5th May 2008

SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH

(incorporated with limited liability under the laws of the Federal Republic of Germany)

as Issuer

(acting in its own name but for the account of Société Générale)

and

SOCIÉTÉ GÉNÉRALE

(incorporated with limited liability under the laws of France)

as Guarantor

Debt Issuance Programme for the Issue of Notes

This fourth Supplement (the "**Supplement**") to the base prospectus dated 5th May 2008 in its version after the first supplement dated 26th May 2008, the second supplement dated 13th June 2008 and the third supplement dated 2nd September 2008 (together the "**Base Prospectus**") constitutes a supplement pursuant to Sec. 16 para. 1 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) and is prepared in connection with the Debt Issuance Programme (the "**Programme**") established by Société Générale Effekten GmbH (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of their knowledge (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Pursuant to Sec. 16 para. 3 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*), investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within two working days after the publication of the supplement, to withdraw their corresponding declarations, provided that the relevant contract has not yet been fulfilled. The withdrawal does not have to state any reason and has to be declared in text form to the person to which the relevant investor has declared the offer to purchase the offered securities. To comply with the time limit, dispatch in good time is sufficient.

ARRANGER
Société Générale

DEALER
Société Générale

Contents

I. IMPORTANT NOTICE

The purchase of securities which have been issued under this Supplement in connection with the Base Prospectus involves various risks which may have a negative effect on the performance of the Securities. Prior to an investment in the Securities, potential investors are advised to read this Supplement and the Base Prospectus completely and to consult, if necessary, legal, tax and other advisers. If one or more of the risks occur, this may result in material and sustained decreases in the price of the Securities or, in the worst case, in a total loss of the capital invested by the investor.

The Securities described in this Supplement and the Base Prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") but are nevertheless subject to certain requirements under U.S. tax law. Apart from certain exceptions, the Securities may not be offered, sold or delivered within the United States of America or to a U.S. person.

II. REASONS FOR THE SUPPLEMENT

Société Générale has published an English translation of the fourth update to the 2008 Registration Document of Société Générale. The interim financial information of Société Générale Effekten GmbH as of 30th June 2008 is available.

For these reasons, Société Générale and Société Générale Effekten GmbH hereby announce the following amendments to the Base Prospectus.

III. AMENDMENTS TO THE BASE PROSPECTUS

1. Amendments to the “Documents incorporated by Reference” (page 2):

On page 2 of the Base Prospectus, the seventh row “Significant changes in the Financial Position or Trading Position of the Issuer” in the table under the headline “Comparative table of documents incorporated by reference” shall be deleted.

2. Amendments to the “Description of Société Générale Effekten GmbH” (page 209):

2.1 On page 209 of the Base Prospectus the section below the headline “DESCRIPTION OF SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH” will be replaced as follows:

“A. Comparative table of documents incorporated by reference

Please refer to “comparative table of documents incorporated by reference” in the section “Documents Incorporated By Reference” for a description of Société Générale Effekten GmbH. In addition, please see under section B below for any updated information.

B. Updated Information

1. Selected Financial Information of the Issuer

The following selected financial information of Société Générale Effekten GmbH has been derived from the interim financial statements of Société Générale Effekten GmbH as of 30th June 2008 and 30th June 2007 which have been prepared in accordance with German accounting principles (unaudited).

Information on Results of Operations

	30th June 2008 EUR	30th June 2007 EUR	+/- EUR
Income from options and certificates	7,963,938,767.85	3,384,909,010.00	4,579,029,757.85
Expenses from options and certificates	-7,963,938,767,85	-3,384,909,010.00	-4,579,029,757.85
Operating performance	0	0	0
Other operating income	979,466.69	702,385.01	277,081.68
Personnel expenses	-94,553.73	-52,805.66	-41,748.07
Other operating expenses	-841,038.91	-616,132.44	-224,906.47
Operating result	43,874.05	33,446.91	10,427.14
Financial result	12,700.70	-7,171.62	19,872.32
Earnings before income taxes	56,574.75	26,275.29	30,299.46
Income taxes	-17,640.23	-10,549.53	-7,090.70

Net income for the mid-year	38,934.52	15,725.76	23,208.76

Composition of Assets, Equity and Liabilities

Assets	30th June 2008 EUR	30th June 2007 EUR	+/- EUR
Receivables	46,745,655,916.25	20,216,473,935.07	26,529,181,981.18
Other assets	15,862,063,800.21	14,928,595,407.50	933,468,392.71
Cash and cash equivalents	0.00	75,505.52	-75,505.52
	62,607,719,716.46	35,145,144,848.09	27,462,574,868.37

Capital	EUR	EUR	EUR
Equity	320,384.39	203,995.56	116,388.83
Accruals	350,459.00	55,468.00	294,991.00
Liabilities	62,607,048,873.07	35,144,885,384.53	27,462,163,488.54
	62,607,719,716.46	35,145,144,848.09	27,462,574,868.37

2. Significant Changes in the Financial Position or Trading Position of the Issuer

Since 30 June 2008, no significant changes in the financial or trading position of the Issuer have occurred.

3. Interim financial information as of 30th June 2008 (unaudited)”

2.2 After the previous insertion the information attached to this Supplement as Appendix 1 shall be inserted.

3. Amendments to the “Description of Société Générale” (page 210):

On page 210 of the Base Prospectus after the section “E. Third Update to the 2008 Registration Document” the following new section shall be inserted:

“F. Fourth Update to the 2008 Registration Document

Société Générale has published the following English translation of the fourth update to the 2008 Registration Document, the original of which was filed with the French Securitities Regulator, AMF (*Autorité des Marchés Financiers*) on 6th November 2008 (the “**Translation of Fourth Update to the 2008 Registration Document**”).”

After the previous insertion the information which is attached to this Supplement as Appendix 2 shall be inserted.

APPENDIX 1

INTERIM FINANCIAL STATEMENTS OF THE ISSUER AS OF 30 JUNE 2008 (GERMAN COMMERCIAL LAW – *HANDELSGESETZBUCH*)

SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH, FRANKFURT AM MAIN, GERMANY

BALANCE SHEET as of June 30, 2008

ASSETS	June 30, 2008 EUR	Dec. 31, 2007 EUR
A. CURRENT ASSETS		
I. Receivables and other assets		
1. Receivables from affiliated companies		
a) from the investment of issue proceeds	44,052,561,488.50	39,834,688,798.00
- thereof due in more than one year: EUR 7.395.317.026,50 (prior year: EUR 15.084.543.141,00)		
b) Other receivables	834,542.75	1,054,704.14
- thereof due in more than one year: EUR 0,00 (prior year: EUR 0,00)		
2. Other assets	15,862,063,800.21	13,329,618,971.29
- thereof due in more than one year: EUR 10.794.162.164,78 (prior year: EUR 9.583.004.420,19)		
	59,915,459,831.46	53,165,362,473.43
II. Cash on hand, Bundesbank balances, bank balances and checks	0.00	0.00
B. TRUST ASSETS		
Receivables	2,692,259,885.00	2,572,883,225.00
- thereof due in more than one year: EUR 2.336.411.740,00 (prior year: EUR 2.459.742.140,00)		
	62,607,719,716.46	55,738,245,698.43

EQUITY AND LIABILITIES	June 30, 2008 EUR	Dec 31, 2007 EUR
A. Equity		
I. Capital stock	25,564.59	25,564.59
II. Profit carryforward	255,885.28	162,705.21
III. Net income for the year	38,934.52	93,180.07
	320,384.39	281,449.87
B. ACCRUALS		
I. Accruals for pensions and similar obligations	56,191.00	53,033.00
II. Tax accruals	6,000.00	41,158.00
III. Other accruals	288,268.00	212,003.00
	350,459.00	306,194.00
C. LIABILITIES		
I. Liabilities from certificates issued	44,052,561,488.50	39,834,688,798.00
- thereof due in less than one year: EUR 36.657.244.462,00 (prior year: EUR 24.750.145.658,00)		
II. Trade payables	0.00	48,568.51
- thereof due in less than one year: EUR 0,00 (prior year: EUR 48.568,51)		
III. Amounts owed to affiliated companies	160,969.93	414,598.77
- thereof due in less than one year: EUR 160.969,93 (prior year: EUR 414.598,77)		
IV. Other liabilities	15,862,066,529.64	13,329,622,864.28
- thereof due in less than one year: EUR 5.067.901.635,43 (prior year: EUR 3.746.618.444,12)		
- thereof taxes: EUR 2.729,43 (prior year EUR 2.988,68)		
	59,914,788,988.07	53,164,774,829.56
D. TRUST LIABILITIES		
Certificates issued	2,692,259,885.00	2,572,883,225.00
- thereof due in less than one year: EUR 355.848.145,00 (prior year: EUR 113.141.085,00)		
	62,607,719,716.46	55,738,245,698.43

SOCIÉTÉ GÉNÉRALE EFFEKTEN GMBH

FRANKFURT AM MAIN, GERMANY

INCOME STATEMENT

FOR THE PERIOD FROM JANUARY 1, 2008 TO JUNE 30, 2008

		January 1, 2008 to June 30,2008 EUR	January 1, 2007 to June 30, 2007 EUR
1.	Income from options	6,380,737,203.42	3,383,595,240.00
2.	Expenses from options	6,380,737,203.42	3,383,595,240.00
3.	Income from certificates	1,583,201,564.43	1,313,770.00
4.	Expenses from certificates	1,583,201,564.43	1,313,770.00
5.	Other operating income	979,466.69	702,385.01
6.	Personnel expenses		
	a) Wages and salaries	79,436.77	48,684.57
	b) Social security contributions and other benefit costs thereof for old-age pensions EUR 3,158.00 (mid-year 2007: EUR 2,140.00)	15,116.96	4,121.09
7.	Other operating expenses	841,038.91	616,132.44
8.	Other interest and similar income - thereof from affiliated companies: EUR 13.661.21 (mid-year 2007: EUR 219.05)	13,661.21	219.05
9.	Other interest and similar expenses - thereof to affiliated companies: EUR 960.51 (mid-year 2007: EUR 7,390.67)	960.51	7,390.67
10.	Result from ordinary activities	56,574.75	26,275.29
11.	Income taxes	17,640.23	10,549.53
12.	Net income for the mid- /year	38,934.52	15,725.76

Frankfurt, Oct. 2, 2008

Société Générale Effekten GmbH

Statement of cash flows at June 30, 2008

	January 1, 2008 to June 30, 2008 EUR k	January 1, 2007 to June 30, 2007 EUR k
Net income for the mid- /year	39	16
+/- Increase / decrease in accruals	44	-53
-/+ Increase / decrease in receivables from affiliated companies	-4,217,653	-11,873,127
-/+ Increase / decrease in other assets	-2,532,445	-5,129,947
-/+ Increase / decrease in trust assets	-119,377	-454,694
+/- Increase / decrease in liabilities	6,750,015	17,003,096
+/- Increase / decrease in trust liabilities	119,377	454,694
= Cash flow from operating activities	0	-15
Changes in cash and cash equivalents	0	-15
+ Cash and cash equivalents at the beginning of the year	0	91
= Cash and cash equivalents at the end of the mid- /year	0	76

Frankfurt, Oct. 2, 2008

APPENDIX 2

TRANSLATION OF FOURTH UPDATE TO THE 2008 REGISTRATION DOCUMENT

(This appendix is attached with its original paging)

A French corporation with share capital of EUR 725,909,055
Head office: 29 boulevard Haussmann 75009 PARIS
552 120 222 R.C.S. PARIS

FOURTH UPDATE TO THE 2008 REGISTRATION DOCUMENT

Registration document filed with the AMF (French Securities Regulator) on March 3rd 2008
under No. D.08-0084
The first update was filed with the AMF (French Securities Regulator) on May 16th 2008
under No. D.08-0084-A01
The second update was filed with the AMF (French Securities Regulator) on May 30th 2008
under No. D.08-0084-A02
The third update was filed with the AMF (French Securities Regulator) on August 7th2008
under No. D.08-0084-A03

This document is a full translation of the original French text.

The original update was filed with the AMF (French Securities Regulator) on November 6th 2008 under No. D.08-0084-A04.
Only the French version is legally binding.

CONTENTS

UPDATE OF THE 2008 REGISTRATION DOCUMENT BY CHAPTER

Rankings: the sources for all references to rankings are given explicitly,
where they are not, rankings are based on internal sources.

I. CHAPTER 2: GROUP STRATEGY AND BUSINESSES

1.1 RECENT PRESS RELEASES

1.1.1 Press release dated September 17th 2008: Societe Generale exposure to Lehman Brothers

Further to Lehman Brothers Holding Inc. decision to file under Chapter 11 of the US Bankruptcy Code, Societe Generale Group sets out below its estimated exposure to companies of the Lehman Brothers Group:

- Loans granted by Societe Generale Group to Lehman Brothers Group companies represent 3 million euros.
- For its own account, Societe Generale Group has net senior debt exposure on Lehman Brothers Group companies in a nominal principal amount of the equivalent of 76 million euros.
- Companies of the Lehman Brothers Group were counterparts to Societe Generale Group in various derivative and other market activities, a large part of the exposure under these activities being collateralised. The replacement risk in this respect is estimated at around 400 million euros under present market conditions. The corresponding counterparty exposures have now been almost completely closed out.

Final loss will be a fraction of these exposures as it will depend on the liquidation conditions of Lehman Brothers' assets.

1.1.2 Press release dated October 13th 2008: denial of rumors

Societe Generale formally denies the malicious rumors attributing to the bank significant losses in its structured products activities in recent days, which would necessitate a recapitalization of the bank, and announces it has asked the AMF to launch an investigation into potential manipulation of its share price, as provided for by article 631-4 of its statutes.

1.1.3 Press release dated October 13th 2008: update on estimated Q3 08 results

Societe Generale reiterates its formal denial of the market rumors which may have circulated today. At this time, the Group has not experienced significant losses on its structured products activities, which would necessitate a recapitalization of any kind.

Furthermore, with the objective of transparency, the Group wishes to give the following details relative to its estimated performance for the third quarter 2008.

- Business performances were generally satisfactory in a volatile market environment, leading to Group net income (excluding non-recurring items) of approximately EUR 1 billion. In Russia more specifically, the Group's activities benefit from a solid financial structure enabling them to resist the current market turmoil without significant impact on their financial results.

- In addition, during the third quarter the Group continued to reduce its assets at risk, while strengthening their hedging levels. Additional depreciations should have a limited impact on the Group's results.

- Globally, and after taking into account the depreciations linked to Lehman Brothers' bankruptcy, Societe Generale Group will post positive Group net income for the third quarter 2008, not taking into account discussions currently being held on changes to European accounting regulations (in particular concerning the classification of securities portfolios), which could have a positive impact on results.

- The Group confirms its Basel II Tier One ratio is over 8% at September 30th 2008, in line with its objective for the whole of the 2008 financial year.

1.1.4 Press release dated November 3rd 2008: third quarter results

See Chapter 10, page 18.

II. CHAPTER 3: FACTS AND FIGURES

2.1 SOCIETE GENERALE’S COMMON STOCK

2.1.1 Press release dated September 22nd 2008: Group delists its common stock from the tokyo stock exchange

On September 16th, 2008, the Board of Directors of Societe Generale took the decision to delist the Company's common stock from the Tokyo Stock Exchange, Inc. ("TSE").

This decision takes account of the small trading volumes of Societe Generale shares on the TSE in recent years. The impact of the delisting from TSE on Japanese investors should be limited in light of Japanese investors’ access to EuroNext Paris, where the Group is listed.

The Company will submit the delisting application to the TSE before the end of 2008. Once the delisting is decided by the TSE, the shares will be designated as "securities to be delisted" and in principle be delisted one month after such decision.

The delisting will not have any impact on the business activities of SG Group companies in Japan.

Societe Generale is and will continue to be a leading player in the Japanese market and remains strongly committed to Japan, where it has been present for 35 years.

III. CHAPTER 5: CORPORATE GOVERNANCE

3.1 BOARD OF DIRECTORS

■ Board of Directors

On November 2nd 2008, Mr Elie Cohen submitted his resignation from his mandate for health reasons.

■ Audit Committee

On September 16th 2008, the Board of Directors appointed Nathalie Rachou member of the Audit Committee. The Audit Committee is now composed of Anthony Wyand, Chairman, Elisabeth Lulin, Gianemilio Osculati and Nathalie Rachou.

■ Press release dated November 5th 2008: implementation of AFEP/MEDEF recommendations concerning the compensation of executive directors in listed companies

During its meeting of November 5th, 2008, the Board of Directors was informed of the AFEP-MEDEF recommendations of October 6th 2008 concerning the compensation of executive directors of listed companies.

After deliberation, the Board decided to apply these recommendations, which are in line with the corporate governance principles followed by Societe Generale since 1995.

The Board confirmed that the AFEP-MEDEF corporate governance code thus completed will continue to be Societe Generale's code of reference for the preparation of the report provided for in article L.225-37 of the French Commercial Code, in accordance with the Act of July 3rd 2008 that implements European Directive 2006/46/EC of June 14th 2006. This report will be made public in March 2009, after being approved by the Board of Directors.

■ Executive officers compensation

The examination of AFEP/MEDEF recommendations concerning the compensation of executive officers led the Board of Directors to decide that:

- Concerning the Chief Executive Officer Frédéric Oudéa:
  - the employment contract of the Chief Executive Officer, currently suspended, will cease in 2009, as soon as a new social protection scheme (health insurance and welfare) is put in place ;
  - as the termination of the employment contract will lead to the loss of the retirement benefits to which he was entitled as a Societe Generale senior manager, an indemnity of EUR 300K per year will be granted to him. This indemnity will be paid in addition to his fixed remuneration;
  - the maximum of his variable remuneration will be lowered from 240 to 200% of his fixed remuneration;
  - in case of termination of his mandate as Chief Executive Officer:
    - he would be bound by a non-competition clause prohibiting him from working in a French Bank or a listed financial institution for one year. As a compensation, he could continue to receive his fixed remuneration for one year.
    - if his departure is not the result of a failure or a resignation, he would be entitled to an indemnity equivalent to the difference between two years of remuneration (fixed + variable) and the compensation paid pursuant to the non-competition clause. This indemnity will be subject to a minimum performance condition based on the ROE of the Group.
- The situation of the other executive officers is unchanged, in accordance with the recommendations, except for the variable remuneration of the Deputy Chief Executive Officers, the ceiling of which will be lowered from 240 to 200% of their fixed remuneration.

3.2 COMPOSITION OF THE EXECUTIVE COMMITTEE AT OCTOBER 1ST 2008

■ Press release dated September 30th 2008 : appointments of Jean-Pierre Mustier, Michel Péretier and Philippe Collas

Jean-Pierre MUSTIER, Chief Executive Officer of Societe Generale Corporate and Investment Banking, is appointed Head Global Investment Management & Services and will be appointed Chairman & CEO of Societe Generale Asset Management replacing Alain CLOT whose new position within the Group will be announced subsequently. Jean-Pierre MUSTIER is a member of Societe Generale's Executive Committee. He will be seconded by Sylvie RUCAR, Chief Operating Officer of Global Investment Management & Services and a member of Societe Generale's Management Committee.

Michel PÉRETIÉ, is appointed Head Societe Generale Corporate and Investment Banking, as previously announced. He is a member of the Group's Executive Committee.

Philippe COLLAS, Chairman of SG Global Investment Management & Services, is appointed Senior Advisor to Frédéric OUDEA, CEO. He is a member of Societe Generale's Management Committee, as well as a member of the Group's Executive Committee for issues relevant to his areas of expertise.

■ Executive Committee – October 2008

Frédéric OUDEA, Chief Executive Officer
Philippe CITERNE, Deputy Chief Executive Officer
Séverin CABANNES, Deputy Chief Executive Officer
Didier ALIX, Deputy Chief Executive Officer
Jean-François GAUTIER, Head, Specialized Financial Services
Didier HAUGUEL, Group Chief Risk Officer
Hugues LE BRET, Head, Group Communication
Anne MARION-BOUCHACOURT, Head, Group Human Resources
Jean-Louis MATTEI, Head, International Retail Banking
Jean-Pierre MUSTIER, Chief Executive Officer, Societe Generale Global Investment Management and Services and Chairman, Chief Executive Officer, Societe Generale Asset Management
Michel PÉRETIÉ, Chief Executive Officer, Societe Generale Corporate and Investment Banking
Alain PY, Chairman & Chief Executive Officer, Crédit du Nord
Jean-François SAMMARCELLI, Head, Retail Banking Societe Generale France
Christian SCHRICKE, Corporate Secretary and Chief Legal and Compliance Officer
Didier VALET, Group Chief Financial Officer

Christian POIRIER, Senior Advisor to the Chairman and the Chief Executive Officer, and Philippe COLLAS, Senior Advisor to the Chief Executive Officer, attend meetings for issues relevant to their areas of expertise.

3.3 STOCK OPTION PLANS: CORRECTION

Strike prices of Societe Generale's options shown on page 54 of the update filed on August 7th 2008 do not include the adjustments resulting from the capital increase of March 13th 2008.

Since this capital increase, strike prices are as follows:

Allocation date	Strike price
Jan.12th. 2001	€ 65.56
Jan.16th. 2002	€ 57.17
April 22nd. 2003	€ 47.57
Jan. 14th. 2004	€ 64.03
Jan. 13th. 2005	€ 68.61
Jan. 18th. 2006	€ 98.12
April 25th. 2006	€ 113.72
Jan. 19th. 2007	€ 121.93
Sept. 18th. 2007	€ 109.87
March 21st. 2008	€ 67.08

IV. CHAPTER 9: RISK FACTORS

4.1 SPECIFIC FINANCIAL INFORMATION – FSF RECOMMENDATIONS FOR FINANCIAL TRANSPARENCY

Unhedged CDOs exposed to the US residential mortgage sector

	CDO* Super senior tranches		
in EUR m	Portfolio # 1	Portfolio # 2	Portfolio # 3
Gross exposure at 31/12/07	**1,401**	**1,736**	**1,717**
Gross exposure at 30/06/08 (1)	**1,273**	**1,610**	**1,403**
Gross exposure at 30/09/08 (2)	**0**	**1,771**	**1,454**
Accounting portfolio	Trading	Trading	Trading
Underlying	mezzanine	high grade	mezzanine
Attachment point at 30/06/08 (3)	27%	10%	37%
Attachment point at 30/09/08 (3)	N/A	5%	37%
At 30/09/08			
% of underlying subprime assets	N/A	59%	73%
o.w. 2005 and earlier	N/A	22%	60%
o.w. 2006	N/A	23%	7%
o.w. 2007	N/A	14%	6%
% of Mid-prime and Alt-A underlying assets	N/A	7%	16%
% of Prime underlying assets	N/A	16%	10%
% of other underlying assets	N/A	18%	1%
Total loss of value and write-downs booked in the income statement (incl. Q3 08) (4)	**10** (o.w. +606 in Q3 08)	**-805** (o.w. 0 in Q3 08)	**-547** (o.w. -295 in Q3 08)
% of total CDO write-downs at 30/09/08	**0%**	**45%**	**38%**
Net exposure at 30/09/08 (1)	**0**	**966**	**907**

*** Excluding CDOs of RMBS' (at 30/09/2008)**
(i) Previously hedged and booked as trading:
- **total nominal amount EUR 134m,**
- **weighted attachment point: 70%**
- **residual risk after write-down: EUR 98m**

(ii) Booked as AFS after reintermediation (PACE, etc.):
- **nominal amount EUR 155m,**
- **weighted attachment point: 7 %**
- **residual risk after write-down: EUR 6m**

**** Following early termination of CDOs in portfolio #1, Societe Generale is no longer exposed to these assets.**

(1) Exposure at closing price
(2) The changes in outstandings vs. 30/06/08 are due to the amortisations linked to early redemptions of underlying assets.
(3) The change in attachment points had the following effects:
- upside: early redemptions at par value
- downside: defaulting of some underlying assets

(4) Write-down variations at historical exchange rate for each quarter

Write-downs on assets of unhedged CDOs exposed to the US residential mortgage sector (portfolios #2 and #3)

Type of CDO assets	Gross nominal of underlying assets at 30 / 09 / 2008 (EUR m)	Write-down of underlying assets (EUR m) (1)	% Write-down / Gross nominal of underlying assets	After write-down	
				Fair value of underlying assets (EUR m)	Structure of CDO
Prime	**522**	**-56**	**-11%**	**466**	**25%**
Mid-Prime	**487**	**-378**	**-78%**	**109**	**6%**
Subprime 2006 and 2007	**986**	**-863**	**-87%**	**123**	**7%**
Subprime 2005 and before	**1,764**	**-783**	**-44%**	**981**	**52%**
Tranches of CDOs	**168**	**-168**	**-100%**	**0**	**0%**
Others (Non RMBS)	**187**	**-28**	**-15%**	**159**	**8%**
Treasury	**35**	**0**	**0%**	**35**	**2%**
TOTAL	**4,149**	**-2,276**	**-55%**	**1,873**	**100%**

(1) Write-down of underlying assets corresponding to the sum of subordinated tranches and loss of value and write -downs on CDO tranches held.

Unhedged CDOs: valuation assumptions and sensitivities, comparison with the ABX indices

- **Cumulative loss rate**
  - Subprimes

	2005	2006	2007
Assumptions for cumulative Q1 08 losses	10.0%	25.0%	27.0%
Assumptions for cumulative Q2 08 losses	10.0%	25.0%	27.0%
Assumptions for cumulative Q3 08 losses	11.0%	25.0%	27.0%

Sensitivity		
+10% cumulative losses for each year of production	⇒	EUR -244m

  - Mid-primes and Alt-A: assumptions for losses amounting to $^2/_3$ of the assumptions used for underlying subprime assets
  - Primes: assumptions for losses amounting to 14% of the assumptions used for underlying subprime assets

- **100% write-down of CDO-type underlying assets**

- **Write-down rate: comparison with ABX indices**

	2005 production	2006 and 2007 production	
		A and above	BBB & below
Société Générale	-52%	-86%	-100%
ABX indices	N/A	-86%	-95%

- **Assumptions for total losses for the US residential mortgage market**
  - End-March and end-June 2008: around USD 385bn
  - End-September 2008: around USD 410bn

Protection purchased to hedge exposures to CDOs and other assets

- **From monoline insurers**

			At Sept 30th 2008	
En M EUR	Gross notional amount of hedged instruments	Gross notional amount of protection purchased	Fair value of hedged instruments	Fair value of protection before value adjustments
Protection purchased from monolines				
Against CDOs (US residential mortgage market)	7,772 (1)	7,772	5,801	1,971
Against CDOs (excl. US residential mortgage market)	3,294	3,294	2,907	387
Against corporates credits (CLOs)	9,539	9,539	9,045	494
Against structured and infrastructure finance	2,316	2,316	2,117	199
Other replacement risk				412
			Total	3,463

(1) o.w. EUR 4bn in underlying subprime assets (Vintages: 2007: 3%, 2006: 18 %, 2005 and before: 79 %)

- **From other counterparties**
  - Fair value of protection purchased from other large financial institutions (multiline insurers and international banks): EUR 236m, after deduction of cash collateral, mainly corresponding to hedges of CDOs of structured RMBS’ until the end of 2005.

Protection purchased to hedge exposures to CDOs and other assets: valuation method

- **CDOs on the US residential mortgage market**
  - Application of the same methodologies and criteria as those used to value unhedged CDOs
- **Corporate loan CLOs**
  - Rating of tranches hedged by monolines: 98% AAA
  - Distribution of underlying assets by rating: 1% BBB - 26% BB - 63% B - 9% CCC
  - Cumulative loss rate over 5 years applied to underlying assets:
    - Rated on the most negative events observed over the last 30 years
    - According to underlying asset ratings: BBB: 5% - BB: 17% - B: 31% - CCC: 51% - below: 100%
  - Weighted loss rate for underlying assets: 27%
  - Weighted attachment point: 30%
  - Weighted write-down of the SG portfolio: around 5%
- **Other assets** (CDOs excluding US residential mortgage market, infrastructure finance and other structured assets)
  - Application of methods similar to those used for CLOs

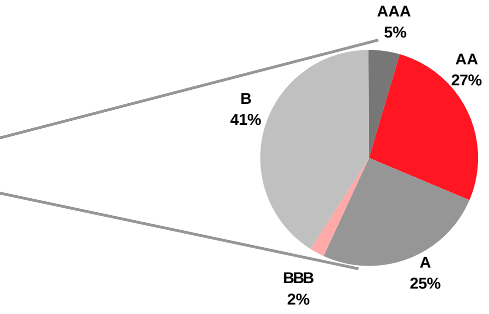
Liquidity add-on for all hedged assets, reflecting the changes in the indices or spreads

Exposure to counterparty risk on monoline insurers (a)
Hedging of CDOs and other assets

EUR bn	Dec 31 07	Jun 30 08	Sep 30 08
Fair value of protection before value adjustments	1.9	2.6	3.5
Nominal amount of hedges purchased*	-0.6	-0.8	-0.9
Fair value of protection net of hedges and before value adjustments	1.3	1.8	2.6
Value adjustments for credit risk on monolines (booked on the protection)	-0.9	-1.2	-1.7
Residual exposure to counterparty risk on monolines	0.4	0.6	0.9
Total fair value hedging rate	*77%*	*76%*	*73%*

(a) Excluding defaulting counterparties: ACA from end-2007, Bluepoint at September 30th 2008

* The nominal of hedges purchased from bank counterparties had a EUR +343m Mark to Market impact at September 30th 2008, which is neutralised in the income statement.



The rating used is the lowest issued by Moody's or S&P (at Sept 30th 2008)
AAA: Assured Guaranty, FSA
AA: Ambac
A: MBIA
BBB: Radian
B: CIFG, FGIC, Syncora Guarantee (named XL Capital until August 2008)

Exposure to CMBS'(a)

In EUR m	June 30th 08	Q3 08			Sept 30th 2008			
	Net exposure(1)	Impact on income statement	Impact on equity	Other movements(3)	Net exposure(1)	Gross exposure (2)	%AAA*	% AA & A*
Trading portfolio	1,084	- 78	-	- 72	934	1,159	42%	50%
o.w. assets sold or transferred by SGAM to Corporate and Investment Banking	*901*	*- 69*	*-*	*- 65*	*768*	*964*	*35%*	*58%*
AFS portfolio	343	5	- 17	- 19	312	366	75%	23%
o.w. assets sold or transferred by SGAM to the Corporate Centre	*267*	*5*	*- 16*	*- 19*	*238*	*278*	*69%*	*29%*
HTM portfolio *(assets sold or transferred by SGAM to the Corporate Centre)*	60	1	-	0	61	64	75%	25%
TOTAL	**1,487**	**- 72**	**- 17**	**- 91**	**1,307**	**1,589**	**51%**	**42%**

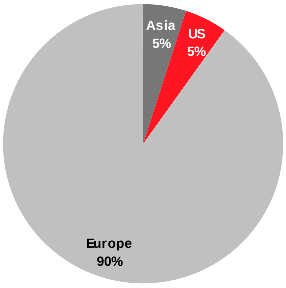
(1) Net of hedging and loss of value

(2) Remaining capital of assets before hedging

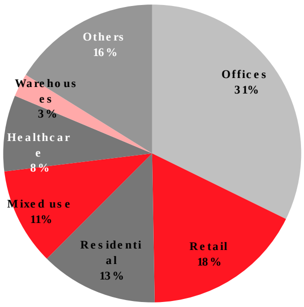
(3) Mainly includes disposals during the quarter, foreign exchange effects and specific reserves booked at 30/06/2008

* As a % of remaining capital

90% of European underlying assets*



A well-diversified portfolio*



(a) Trading portfolio excluding "exotic credit portfolio" on page 14

Exposure to US residential mortgage market: residential loans and RMBS'

- **Societe Generale has no residential mortgage loan origination activity in the United States**

- **RMBS in the US (a)**

In EUR m	June 30th 08	Q3 08			Sept 30th 2008			
	Net exposure(1)	Impact on income statement	Impact on equity	Other movements(3)	Net exposure(1)	Gross exposure (2)	%AAA*	% AA & A*
Trading portfolio	- 38	- 9	-	119	72	466	25%	21%
AFS portfolio	516	2	- 36	33	515	766	59%	19%
HTM Portfolio	-	-	-	-	-	-	-	-
TOTAL	**478**	**- 6**	**- 36**	**152**	**588**	**1,232**	**46%**	**20%**

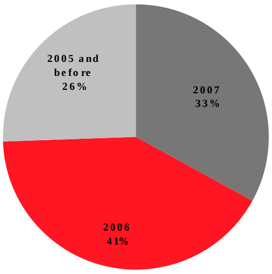
(1) Net of hedging and loss of value

(2) Remaining capital of assets before hedging

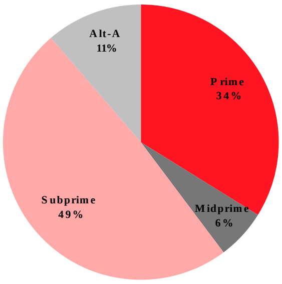
(3) Mainly includes disposals during the quarter, foreign exchange effects and specific reserves booked at 30/06/2008

* As a % of remaining capital

Breakdown of subprime assets by vintage*



Breakdown of RMBS portfolio by type*



NB: Société Générale has a portfolio of mid-prime loans purchased from an originator who defaulted (EUR 298m in the banking book net of write-downs) and a warehousing position of prime loans in the form of a reverse repo (EUR 12m)

(a) Trading portfolio excluding "exotic credit portfolio" on page 14

Exposure to residential mortgage markets in Spain and the UK

- **Societe Generale has no residential mortgage loan origination activity in Spain or the UK**

- **RMBS “Spain”(a)**

In EUR m	June 30th 08	Q3 08			Sept 30th 2008			
	Net exposure(1)	Impact on income statement	Impact on equity	Other movements(3)	Net exposure(1)	Gross exposure (2)	%AAA*	% AA & A*
Trading portfolio	418	- 28	-	- 59	331	433	71%	25%
o.w. assets sold or transferred by SGAM to Corporate and Investment Banking	*406*	*- 28*	*-*	*- 59*	*319*	*417*	*70%*	*25%*
AFS portfolio	209	7	- 17	- 9	191	225	96%	1%
o.w. assets sold or transferred by SGAM to the Corporate Centre	*207*	*7*	*- 15*	*- 11*	*188*	*217*	*99%*	*1%*
HTM portfolio *(o.w. assets sold or transferred by SGAM to the Corporate Centre)*	29	0	-	- 6	23	24	100%	0%
TOTAL	656	- 21	- 17	- 74	544	682	80%	16%

- **RMBS “UK”(a)**

In EUR m	June 30th 08	Q3 08			Sept 30th 2008			
	Net exposure(1)	Impact on income statement	Impact on equity	Other movements(3)	Net exposure(1)	Gross exposure (2)	%AAA*	% AA & A*
Trading portfolio	469	- 101	-	- 51	318	502	27%	64%
o.w. assets sold or transferred by SGAM to Corporate and Investment Banking	*463*	*- 99*	*-*	*- 49*	*315*	*495*	*27%*	*63%*
AFS portfolio	204	4	- 23	- 35	149	196	53%	34%
o.w. assets sold or transferred by SGAM to the Corporate Centre	*159*	*4*	*- 12*	*- 36*	*115*	*138*	*64%*	*33%*
HTM portfolio *(o.w. assets sold or transferred by SGAM to the Corporate Centre)*	21	- 0	-	- 1	20	21	18%	82%
TOTAL	694	- 97	- 23	- 87	487	719	33%	56%

(1) Net of hedging and loss of value (2) Remaining capital of assets before hedging (3) Mainly includes disposals during the quarter, foreign exchange effects and specific reserves booked at 30/06/2008

(a) Trading portfolio excluding “exotic credit portfolio” on page 14

* As a % of remaining capital

Commercial conduits (1/2)

- **Description of 6 commercial conduits sponsored by Societe Generale by type of asset**

In EUR m	Total assets	Nationality of assets	Breakdown of assets							Contractual maturity of assets			Amount of CP issued	Rating of CP issued
			Auto loans	Trade receivables	Consumer loans	Equipment loans	Other loans	RMBS	CMBS (AAA)	0-6 months	6-12 months	> 12 months		
ANTALIS (France)	5 088	Europe (1)	15%	66%	0%	0%	3%	12% (2)	4%	66%	0%	34%	5 134	P-1 - A1+
BARTON (United States)	8 788	United States (95%) Switzerland (5%)	37%	8%	34%	5%	15%	0%	0%	8%	21%	71%	8 820	P-1 - A1+
ASSET ONE (United States)	72	United States	0%	0%	100%	0%	0%	0%	0%	0%	44%	56%	72	F-1 - A1
ACE Canada (Canada)	276	Canada	100%	0%	0%	0%	0%	0%	0%	0%	0%	100%	276	not rated
ACE AUSTRALIA (Australia)	1 192	Australia	0%	0%	0%	0%	11%	89% (3)	0%	0%	0%	100%	1 077	P-1 - A1+
HOMES (Australia)	1 940	Australia	0%	0%	0%	0%	0%	100%(4)	0%	0%	0%	100%	1 960	P-1 - A1+
TOTAL	17 356		25%	24%	18%	3%	9%	21%	1%	24%	11%	66%	17 339	

() Conduit country of issuance

(1) 30% France, 16% Italy, 18% Germany, 13% Netherlands, 11% UK, 7% Spain, 5% Others
(2) 2 tranches: AAA & AA
(3) 97% AAA - 2% AA - 1% AA -
(4) 96% AAA - 1% AA - 3% AA -

NB: the RMBS’ of conduits are rated, while the other underlying assets are retail assets with no external rating.

Commercial conduits (2/2)

- **Societe Generale's exposure at September 30th 2008 as a sponsor of these conduits (1)**

In EUR m	Available liquidity line granted by Société Générale	Letter of credit granted by Société Générale	"Commercial paper" held by Société Générale
ANTALIS (France)	5,954	225	672
BARTON (United States)	10,814	210	0
ASSET ONE (United States)	73	32	0
ACE Canada (Canada)	100	0	0
ACE AUSTRALIA (Australia)	1,113	30	287
HOMES (Australia)	2,017	48	512
TOTAL	20,071	545	1,471

- **Conduits sponsored by third parties (1)**
  - Total available liquidity lines: EUR 0.8bn via 9 conduits
  - Total Commercial Papers purchased: EUR 0.6bn via 4 conduits

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(1) No liquidity lines granted by Société Générale were drawn down in Q3 08

Exotic credit derivatives

- **Business portfolio linked to client-driven activity**
  - Securities indexed on ABS credit portfolios marketed to investors
  - Hedging of credit protection generated in SG's accounts by the purchase of the underlying ABS portfolio and the sale of indices
  - Dynamic hedge management based on changes in credit spreads by adjusting the portfolio of ABS' held, positions on indices and the marketed securities
- **Net position as 5-yr equivalent: EUR -0.5bn**
  - EUR 3.7bn of securities disposed of since the start of the year
  - 95% of portfolio made up of A-rated securities and above
- **Specific reserve for this activity: EUR 0.7bn**

Net exposure as 5-yr long risk equivalent (in EUR m)

In EUR m	June 30th 2008	Sept 30th 2008
American ABS	-2,089	-1,347
RMBS (1)	-264	-188
o.w. Prime	287	204
o.w. Midprime	439	477
o.w. Subprime	-990	-869
CMBS (2)	-2,011	-1,345
Others	186	186
European ABS	1,007	875
RMBS (3)	475	375
o.w. UK	-3	151
o.w. Spain	227	148
o.w. others	251	76
CMBS (4)	411	367
Others	121	133
Total	-1,082	-472

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(1) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 4.3bn (-6%* vs. Q2 08) o.w. EUR 1.4bn Prime (-5%* vs. Q2 08), EUR 2.2bn Midprime (-6%* vs. Q2 08) and EUR 0.8bn Subprime (-10%* vs. Q2 08)
(2) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 11bn (-3%* vs. Q2 08)
(3) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 1bn (-36%* vs. Q2 08) o.w. EUR 0.5bn (-22%* vs. Q2 08) in the UK and EUR 0.2bn (-26%* vs. Q2 08) in Spain
(4) Net exposure corresponding to delta exposure of a hedged underlying portfolio of EUR 0.8bn (-6%* vs. Q2 08)

* With a constant exchange rate

Portfolio of assets transferred by SGAM or sold by SGAM funds

- **Excluding RMBS' in the UK and Spain, and CMBS' sold or transferred by SGAM included in the aforementioned exposures (pages 9, 11 and 12)**

In EUR m	Portfolio of assets purchased by Corporate and Investment Banking (Trading)				Portfolio of assets purchased by the Corporate Centre (AFS or HTM)			
	June 30th 08	Sept 30th 08	% AAA*	% AA & A *	June 30th 08	Sept 30th 08	% AAA*	% AA & A *
Banking and Corporate bonds	1 658	1 264	4%	49%				
Other RMBS	565	431	60%	26%	494	412	83%	14%
Other ABS	474	353	43%	43%	561	483	80%	18%
CDO	507	346	55%	36%	381	338	70%	27%
CLO	986	757	34%	54%	733	648	78%	21%
Other	65	50	0%	4%				
Total	**4,255**	**3,200**			**2,169**	**1,881**		

* Calculation based on the remaining capital due

- **No new asset purchases in Q3 08**

Exposure to LBO financing (total final take and for sale) (1/2)

In EUR bn	Corporate and Investment Banking		French Networks	
	June 30, 08	Sept 30, 08	June 30, 08	Sept 30, 08
Final take				
Number of accounts	*107*	*108*	*45*	*57*
Commitments	2.6	2.8	1.0	1.4
Units for sale*				
Number of accounts	*11*	*14*	*4*	*6*
Commitments	1.1	1.2	0.1	0.1
Total	**3.7**	**4.0**	**1.1**	**1.5**

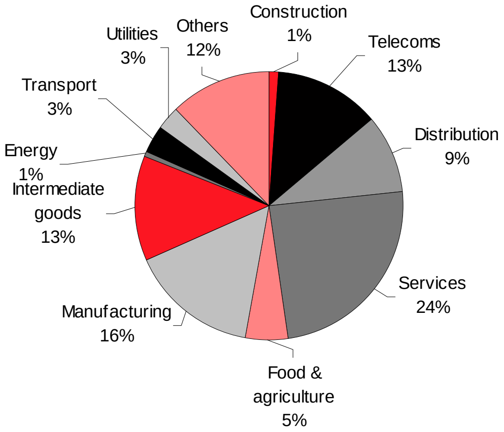
* o.w. units for syndication and residual units for sale in the secondary market

- **Corporate and Investment Banking**
  - Write-down stock of EUR 61m on units for sale marked at 90% on senior commitments and 85% on junior commitments
  - Portfolio-based provision for final take at September 30th 2008: EUR 100m

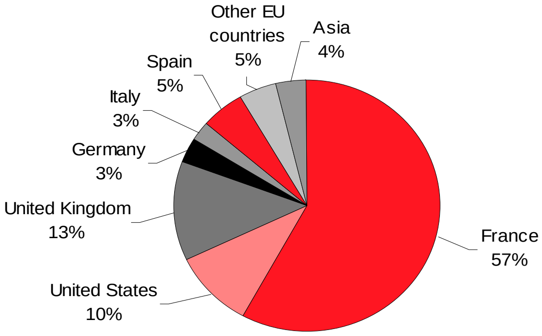
Exposure to LBO financing (total final take and for sale) (2/2)

EUR 5.5bn

Sector breakdown



Geographic breakdown



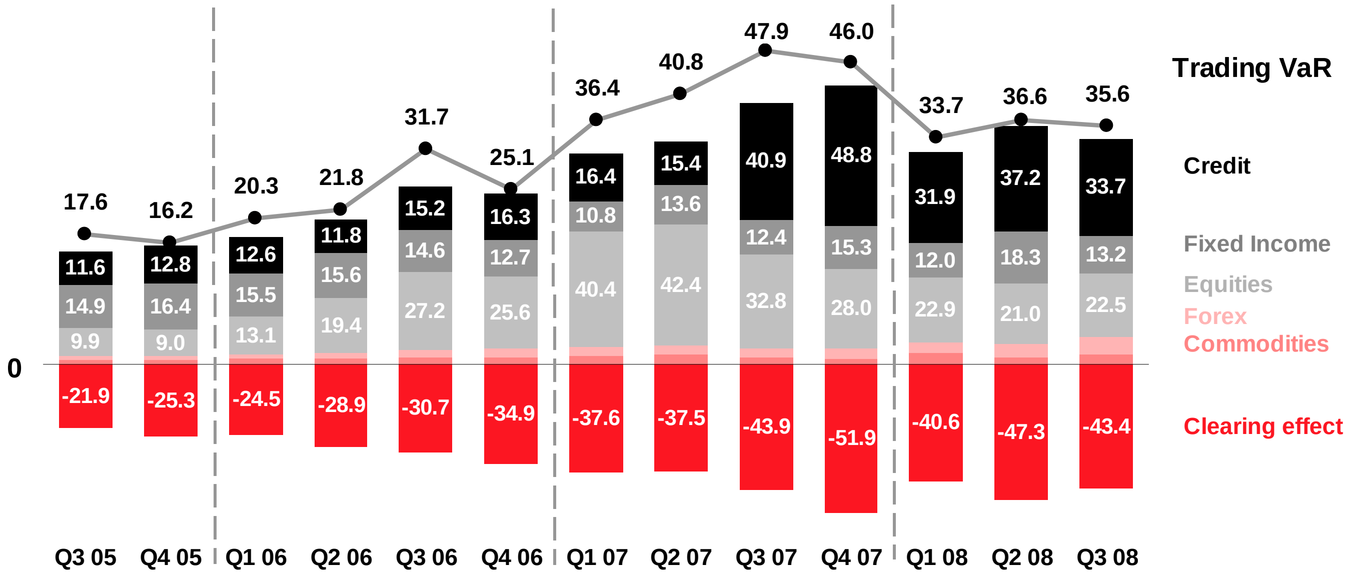
4.2 PROVISIONING OF DOUBTFUL LOANS

	31/12/2007	31/03/2008	30/06/2008	30/09/2008
Customer loans in EUR bn	**326**	**339**	**351**	**368**
Doubtful loans in EUR bn	**11.4**	**12.5**	**13.0**	**13.8**
Doubtful loans / Customer loans	**3.5%**	**3.7%**	**3.7%**	**3.8%**
Provisions in EUR bn*	**6.8**	**7.5**	**7.7**	**8.0**
Overall coverage ratio for doubtful loans	**59%**	**60%**	**59%**	**58%**

*** Excluding portfolio-based provisions of around EUR 1.0bn at September 30th 2008**

4.3 CHANGE IN TRADING VAR

Quarterly average 99% Value at Risk (VaR), a composite indicator used to monitor the bank's daily risk exposure, notably for its trading activities, in millions of euros:



Since January 1st 2007, the Group incorporates variations in equity volatility (in the place of variations in index volatility).

Since January 1st 2008, the parameters for Credit VaR exclude positions on hybrid CDOs, which are now accounted for prudentially in the banking book.

V. CHAPTER 10: FINANCIAL INFORMATION

5.1 THIRD QUARTER 2008 RESULTS (PRESS RELEASE DATED NOVEMBER 3RD 2008)

Third quarter 2008: satisfactory commercial performances, reduction in exposures at risk

- **Revenues: +10.0% vs. Q3 07 excluding the effect of non-recurring items(b)**
- **Commercial performances**
  - **NBI for Retail Banking and Financial Services: +9.7%* vs. Q3 07**
  - **NBI for Corporate and Investment Banking's client-driven activities: EUR 1.3bn(b) (vs. EUR 1.4bn(b) in Q3 07)**
- **Cost of risk: 67 bp**
- **Operating income: EUR 724m**
- **Group net income: EUR 183m**

2008 9-month results: Group net income of EUR 1.9bn, proforma Tier One ratio 9.0% (after deeply subordinated notes subscribed by the SPPE - French Government Shareholding Company)

- **Revenues: +3.2% vs. 9M 07 excluding the effect of non-recurring items(b)**
- **Cost to income ratio: 70.6%**
- **Group ROE after tax: 8.6%**
  - **ROE of 15%** excluding non-recurring items(b)**
- **Tier One Ratio (Basel II) at September 30th 2008 (excluding government plan): 8.5% including 6.8% of Core Tier One**

(a) Reported 2007 historic quarterly results have been restated for the fictitious operations recorded on unauthorized and concealed market activities

The quarterly results at March 31st 2007, June 30th 2007, September 30th 2007 and December 31st 2007, presented for comparative purposes, have been adjusted to restate the accounting consequences of the fictitious operations recorded in 2007 and 2008 on unauthorized and concealed market activities discovered in January 2008. This information is presented in Appendix 3. However, in order to provide more relevant information on the Group's performance, the figures in this document correspond to reported historic data. The comments are also based on these reported data.

(b): All non-recurring items (affecting NBI, cost of risk and net income from other assets) are presented in Appendix 4

* When adjusted for changes in Group structure and at constant exchange rates

** Without taking into account adjustments related to performance-linked pay

At its November 2nd 2008 meeting, the Board of Directors of Societe Generale approved the financial statements for the third quarter of 2008. The Group generated net income of EUR 1.9 billion in the first nine months of the year, with a Q3 contribution of EUR 0.2 billion. Q3 net income was affected by the worsening financial crisis and the prudent provisioning of exposures at risk, and has not benefited from the early application (on July 1st 2008) of the amendment to IAS 39. That said, the Group continued to experience satisfactory commercial performances in all its businesses and endeavoured to substantially reduce its exposures at risk, strictly control market risks, and achieve a high level of solvency.

Examining the Group's situation at the end of Q3 2008, the Board of Directors felt gratified with the solvency level, which enables the Group to pursue its strategy despite a challenging environment.

1. GROUP CONSOLIDATED RESULTS

The Societe Generale Group has not used the amendment to IAS 39 in respect of Q3 08. The amendment allows certain illiquid securities in the trading portfolio to be transferred to the portfolio of assets available for sale or held until maturity.

In EUR million	Q3 08	Q3 07 (a)	Change Q3/Q3	9M 08	9M 07 (a)	Change 9M/9M
Net banking income	**5,108**	**5,375**	**-5.0%**	**16,371**	**18,043**	**-9.3%**
On a like-for-like basis*			***-8.2%***			***-12.3%***
Operating expenses	**-3,697**	**-3,374**	**+9.6%**	**-11,559**	**-10,889**	**+6.2%**
On a like-for-like basis*			***+8.0%***			***+4.0%***
Gross operating income	**1,411**	**2,001**	**-29.5%**	**4,812**	**7,154**	**-32.7%**
On a like-for-like basis*			***-34.7%***			***-36.5%***
Operating income	**724**	**1,775**	**-59.2%**	**3,140**	**6,550**	**-52.1%**
On a like-for-like basis*			***-62.9%***			***-54.5%***
Net income	**183**	**1,123**	**-83.7%**	**1,923**	**4,298**	**-55.3%**

	Q3 08	Q3 07 (a)	9M 08	9M 07 (a)
Group ROE after tax	**1.7%**	**18.0%**	**8.6%**	**23.8%**
ROE of core businesses after tax	**10.1%**	**23.3%**	**12.6%**	**30.7%**

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorized and concealed market activities. The restated data appear in Appendix 3. However, in order to provide more relevant information on the Group's performance, the figures correspond to reported historic data. The comments are also based on these reported historic data.

Autumn 2008 was marked by major economic and financial upheavals. Since the collapse of Lehman Brothers and Washington Mutual in September, the financial crisis has intensified leading to the virtual paralysis of the interbank market for several weeks, illustrated by the significant widening of 3-month rate/Overnight Index Swap spreads.

In order to restore the trust which is vital for the smooth functioning of interbank activity, the main central banks have injected substantial liquidity into the markets on several occasions. Governments have also put in place coordinated plans designed to prevent any sudden rupture in the distribution of loans. In France, the implementation of the European plan involves a two-pronged approach:

- Measures to reinforce banks' solvency: the French government has set up the Société de Prises de Participations de l'Etat (*Government Shareholding Company*) primarily for the subscription to equity and quasi-equity securities issued by banks for a total of EUR 40 billion. EUR 1.7 billion of deeply subordinated notes will be issued by Societe Generale in Q4 08, out of a total of EUR 10.5 billion earmarked for the six main French banking groups. The issue will result in an increase of around 50 basis points in the Group's Tier 1 ratio.

- The setting up of the Société de Financement de l'Economie Française (*Company for the Financing of the French Economy*) which will provide banks with medium/long-term borrowing facilities for a maximum total budget of EUR 265 billion, secured against good quality collateral.
- In return for this government package, Societe Generale has set itself a target of 4% growth (on an annual basis) in its outstanding loans to the French economy in 2009 (range of 3-4% for all the banks).

These exceptional measures are starting to pay off. In recent days, we have seen the gradual reopening of interbank markets and a decline in money market and bond market interest rates.

Despite the tougher economic environment and the significant seasonality of some activities, the Group's revenues were higher in Q3 2008 than in Q2 2008, excluding non-recurring items.

- In the **French Networks**, the Group's robust performance was achieved in a challenging environment marked by customers' aversion to stock market investments and the negative effects on the interest margin of successive increases in regulated savings rates. The impact of the exceptional fraud at the beginning of the year is subsiding, with the gradual return to a steady stream of new personal current accounts opened for individual customers.
- **International Retail Banking** continued to enjoy dynamic growth. Despite recent market volatility, which is affecting the perception of some countries in which it operates, such as Russia or Romania, the Group remains confident that these countries exhibit attractive features for banking activities over the medium/long-term horizon. Against the backdrop of declining economic growth in these countries (which nevertheless remains higher than in Western European countries and the United States), the Group has adopted a more selective credit distribution policy, adapting it according to customer segment, currency and product.
- **Financial Services** is more sensitive to the deterioration in the economic environment than the retail banking businesses. Its customer franchises nevertheless continue to make progress.
- Within **Global Investment Management and Services**, Private Banking achieved a remarkable commercial performance given the environment, whereas Securities Services saw its revenue levels affected by the financial markets downturn. In Asset Management, the Group has implemented a recovery plan aimed at adapting the business product and organisation.
- **Corporate and Investment Banking** produced good commercial performances, with the division endeavouring to closely monitor its risks against the backdrop of extremely volatile equity markets. The Q3 results demonstrate the ability to maintain a healthy level of activity, while successfully steering away from the spillover of violent movements in the financial markets (the market trend has become erratic since the collapse of Lehman Brothers). The Group also significantly reduced its exposures at risk during the quarter (particularly those relating to the US residential property market, see "Specific Financial Information") and increased write-downs on remaining exposures.

Net banking income

The Group's Q3 08 net banking income totalled EUR 5,108 million, down -8.2%* (-5.0% in absolute terms) vs. Q3 07. The change in absolute terms, compared with the previous quarter, is -8.5%.

The Group's core business (Retail Banking and Financial Services) saw its revenues increase (+9.7%*) vs. Q3 07. Underpinning this healthy trend, the French Networks' net banking income rose +2.4% after adjustment for changes in the PEL/CEL provision. International Retail Banking and Financial Services continued to grow, with revenue increases respectively of +26.5%* and +7.7%*.
Given its sensitivity to the downturn in the equity markets, Asset Management saw revenues decline -24.8%* vs. Q3 07, without recording any further write-downs in the quarter. Private Banking's net banking income remained healthy with EUR 198 million over the period, while Securities Services posted revenues up +8.6%* vs. Q3 07.
Corporate and Investment Banking's revenues totalled EUR 1.7 billion excluding non-recurring items (these amounted to EUR -1.1 billion, see details in Appendix 4). They were down -8.5% vs. Q2 08

(but up +20.9% vs. Q3 07). Revenues were underpinned by robust client-driven activities, generating revenues of EUR 1.3 billion. Confronted with very challenging market conditions in Q3, the Group adopted a prudent stance in managing its trading positions and continued to reduce its exposures at risk.

Net banking income totalled EUR 16,371 million in the first 9 months of the year, down -12.3%* (-9.3% in absolute terms) vs. 9M 07. Revenues were up +3.2% excluding non-recurring items.

Operating expenses

Operating expenses rose +8.0%* (+9.6% in absolute terms) vs. Q3 07 as a result of investments in international retail banking, financial services and private banking.

Societe Generale's cost to income ratio was 72.4% in Q3 08. It increased automatically vs. Q3 07 due to the effect of non-recurring items on net banking income and the Q3 07 comparison base effect on costs.

The Group's C/I ratio was 70.6% in the first 9 months of the year vs. 60.4% a year earlier.

Operating income

The businesses contributed EUR 1,612 million to the Group's Q3 gross operating income. Societe Generale recorded total gross operating income of EUR 1,411 million over this period (-34.7%* vs. Q3 07).
Gross operating income in the first 9 months of the year (EUR 4,812 million) was down -36.5%* (-32.7% in absolute terms) vs. 9M 07.

The Group's cost of risk amounted to EUR 687 million in Q3 08 or 67 bp on the basis of its Basel I risk-weighted assets.

- There was a limited increase in the cost of risk (33 bp) of the French Networks.
- When adjusted for the effect of integrating Rosbank, the cost of risk for International Retail Banking remains reasonable (57 bp). With Rosbank, it stands at 71 bp and remains within the Group's anticipated through the cycle range for the business (60-80 bp).
- The rise in the cost of risk to 127 bp for Financial Services can be attributed to structure effects and the rapid growth of consumer credit outstandings in emerging countries.
- The higher cost of risk for Corporate and Investment Banking reflects the increase in provisions for non-incurred losses (EUR 132 million) and the effect of a number of financial counterparties defaulting during the quarter, representing EUR 40 million.

Overall, it is probable that the deterioration in the economic environment will continue to adversely affect households' and companies' financial situation. Societe Generale expects the effects on its cost of risk of the economic slowdown to be mitigated by:

- its presence in the French market which is comparatively less risky than some other European markets
- the implementation of a selective loan origination policy in specific countries (currency loans in Romania, corporate loans in Russia)
- a reasonably sized and well-diversified loan portfolio for large corporates, with proactive concentration management.

The Group's Q3 operating income totalled EUR 724 million, down -62.9%* vs. Q3 07 (-59.2% in absolute terms).
Operating income for 9M 08 amounted to EUR 3,140 million, down -54.5%***** vs. the same period in 2007 (-52.1% in absolute terms).

Net income

After tax (the Group's effective tax rate was 44.9% in Q3) and minority interests, Group net income in Q3 08 was down -87.4%* vs. Q3 07 at EUR 183 million (-83.7% in absolute terms). The Group's Q3 ROE after tax was 1.7%. If non-recurring items are excluded it would be around 14%[**].

Group net income for the first 9 months of 2008 came to EUR 1,923 million, down -56.3%* (-55.3% at constant structure) vs. the same period in 2007. The Group's ROE after tax stood at 8.6% for 9M 08. It continued to be heavily impacted during this period by numerous non-recurring items (some of which are directly related to the effect of specific accounting rules) affecting its revenues to the tune of EUR -2,318 million and net income before tax for around EUR -2,048 million. When adjusted for these items, the Group's ROE after tax is around 15%**.

Earnings per share for the first 9 months of 2008 amounts to EUR 3.36.

[**] Without taking into account adjustments related to performance-linked pay

2. THE GROUP'S FINANCIAL STRUCTURE

At September 30th 2008, Group shareholders' equity totalled EUR 35.2 billion[1] and net asset value per share was EUR 53.6 (including EUR -1.4 of unrealised capital losses).

The Group repurchased 0.1 million shares in Q3 08 or 1.0 million in the first 9 months of 2008 as part of its share buyback policy. At end-September 2008, Societe Generale held 30.0 million treasury shares (representing 5.1% of the capital), excluding shares held for trading purposes.
Societe Generale acquired 1.3 million purchase options after September 30th 2008 designed to cover the stock option plan allocated in January 2007. Following this operation, Societe Generale has 7.1 million purchase options on its own share in order to cover the plans allocated to its employees.
Finally, on the authorisation of the CECEI (*French Credit Institutions and Investment Firms Committee*) dated September 24th 2008, the Board of Directors' meeting on November 2nd 2008 proceeded with the cancellation of 10.0 million shares (1.7% of the capital) representing an acquisition value of EUR 1,218 million. The cancellation has no impact on the Group's book and regulatory equity but reduces Societe Generale's share capital from EUR 738,409,055 divided into 590,727,244 shares to EUR 725,909,055 divided into 580,727,244 shares.

Basel II risk-weighted assets amounted to EUR 340.2 billion in Q3 08 vs. EUR 340.4 billion in Q2 08. The Tier One ratio stood at 8.5% at September 30th (including 6.8% for Core Tier One). The calculation of this ratio takes account of the dividend provision on an assumed 45% payout ratio, representing the equivalent of 25 bp of Core Tier One. Proforma Tier One at September 30th is 9.0% including the government measures.

The Group is rated AA- by S&P and Fitch, and Aa2 by Moody's.

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[1] This figure includes notably (i) EUR 4.4 billion of deeply subordinated notes, EUR 0.9 billion of undated subordinated notes and (ii) EUR -0.8 billion of unrealised capital losses.

3. FRENCH NETWORKS

In EUR million	Q3 08	Q3 07	Change Q3/Q3	9M 08	9M 07	Change 9M/9M
Net banking income	**1,781**	**1,746**	**+2.0%**	**5,274**	**5,271**	**+0.1%**
NBI excl. PEL/CEL, Euronext			***+2.4%***			***+1.8%***
Operating expenses	**-1,128**	**-1,108**	**+1.8%**	**-3,435**	**-3,379**	**+1.7%**
Gross operating income	**653**	**638**	**+2.4%**	**1,839**	**1,892**	**-2.8%**
GOI excl. PEL/CEL, Euronext			***+3.5%***			***+2.0%***
Net allocation to provisions	**-116**	**-68**	**+70.6%**	**-296**	**-224**	**+32.1%**
Operating income	**537**	**570**	**-5.8%**	**1,543**	**1,668**	**-7.5%**
Net income	**345**	**364**	**-5.2%**	**985**	**1,060**	**-7.1%**
Net income excl. PEL/CEL, Euronext			***-3.6%***			***-2.0%***

	Q3 08	Q3 07	9M 08	9M 07
ROE after tax	**18.9%**	**23.0%**	**18.8%**	**23.0%**

In an environment marked by the sharp deterioration in economic growth, the **French Networks** confirmed their healthy position with resilient activity and satisfactory performances.

The number of personal current accounts for **individual customers** rose by a net 27,100 units in Q3 08 (representing more than 98,000 net new accounts year-on-year), taking the total to 6.3 million at end-September 2008. Average outstanding balance sheet savings (EUR 69.7 billion in the third quarter 2008) increased +1.5% in Q3 08.
Life insurance inflows amounted to EUR 1.6 billion in Q3 08, down -19.5% compared to Q3 07 vs. -13% for bancassureurs. The decline is due to a combination of two factors: firstly, savers' strong risk aversion against the backdrop of extremely volatile financial markets, leading to a sharp drop in payments into unit-linked policies; secondly, the competition from liquid savings where the return for tax-exempt savings accounts since the beginning of August has reached a level on a par with that of with-profit policies, without the long-term saving commitment. The number of stock market orders placed in Q3 saw a parallel decline of 30.5% vs. Q3 07.
Outstanding housing loans rose 10.1% vs. Q3 07. The French Networks have left unchanged their commercial policy of offering competitively priced loans to individuals.

The business customer market was strong in Q3 08. Average outstanding balance sheet deposits rose sharply in Q3 (+32.4% vs. Q3 07 to EUR 27.8 billion). At the same time, average outstanding loans to French Networks' business customers continued to grow strongly vs. Q3 07:

- +13.8% for operating loans,
- +19.5% for investment loans.

Excluding the PEL/CEL provision, the French Networks generated net banking income of EUR 1,781 million in Q3, or +2.4% vs. Q3 07 (no PEL/CEL effect in Q3 08 vs. a EUR 7 million write-back in Q3 07). Including the PEL/CEL effect, net banking income was 2.0% higher over the period.

Interest income was 1.5% higher than in Q3 07 (excluding the PEL/CEL provision), with growth in outstandings offsetting the downward pressures on the interest margin due primarily to higher regulated savings rates.

Commission income rose +3.5% over the period vs. Q3 07. Financial commissions (-15.2%) continue to be penalised by plummeting stock market indexes, which automatically reduces securities outstandings. Service commissions remained robust in Q3 (+10.3%), underpinned by the optimisation of synergies between Retail Banking customers in France and the Corporate and Investment Banking businesses.

Operating expenses rose +1.8% vs. Q3 07. The cost to income ratio (excluding the effect of the PEL/CEL provision) declined 0.4 point vs. Q3 07 to 63.3%.

There was a limited increase in the cost of risk (33 bp in Q3 08 vs. 25 bp in Q3 07). It remains lower than the cycle average.

As a result of these developments, the French Networks' contribution to Group net income (excluding PEL/CEL provision) totalled EUR 345 million in Q3 08 vs. EUR 358 million in Q3 07.

ROE stood at 18.9% (excluding the effect of the PEL/CEL provision) vs. 22.6% in Q3 07 (excluding the effect of the PEL/CEL provision).

Net banking income in the first 9 months of the year (excluding the PEL/CEL provision and Euronext capital gain) was up +1.8% at EUR 5,280 million. Operating expenses have risen +1.7% since the beginning of the financial year compared with 9M 07. Gross operating income excluding the effect of the PEL/CEL provision (EUR 1,845 million) was stable vs. 9M 07, with the C/I ratio standing at 65.1% (stable vs. 2007 excluding Euronext capital gain). The contribution to Group net income for 9M 08 (excluding the effect of the PEL/CEL provision) was 3.8% lower.
Finally, ROE was 18.9% in the first nine months of the year (excluding the PEL/CEL provision).

4. INTERNATIONAL RETAIL BANKING

In EUR million	Q3 08	Q3 07	Change Q3/Q3	9M 08	9M 07	Change 9M/9M
Net banking income	**1,301**	**871**	**+49.4%**	**3,629**	**2,494**	**+45.5%**
On a like-for-like basis*			***+26.5%***			***+20.9%***
Operating expenses	**-668**	**-494**	**+35.2%**	**-2,011**	**-1,457**	**+38.0%**
On a like-for-like basis*			***+11.6%***			***+11.5%***
Gross operating income	**633**	**377**	**+67.9%**	**1,618**	**1,037**	**+56.0%**
On a like-for-like basis*			***+46.2%***			***+34.1%***
Net allocation to provisions	**-127**	**-44**	**x 2,9**	**-293**	**-155**	**+89.0%**
Operating income	**506**	**333**	**+52.0%**	**1,325**	**882**	**+50.2%**
On a like-for-like basis*			***+40.3%***			***+35.4%***
Net income	**255**	**172**	**+48.3%**	**685**	**484**	**+41.5%**

	Q3 08	Q3 07	9M 08	9M 07
ROE after tax	**36.8%**	**35.9%**	**36.3%**	**35.8%**

(b): Excluding non-recurring items in Appendix 4

International Retail Banking activity remained buoyant in Q3 08 despite the financial crisis: the division's revenues totalled EUR 1,301 million in Q3 (including EUR +75 million of non-recurring items), up +26.5%* vs. Q3 07. These sound, recurring performances (+22.1%* in Q1 08 and +14.2%* in Q2 08 compared with the same periods in 2007) are underpinned by a targeted geographical network in high-growth potential areas.
International Retail Banking's total revenues for the first 9 months represented EUR 3,629 million, up +20.9%* vs. 9M 07.

The activity indicators at end-September 2008 for International Retail Banking clearly illustrate solid business dynamics:

- International Retail Banking's customer franchise consists of 12 million individual customers, up +8.4%* year-on-year (excluding the integration of Rosbank);
- a network of more than 3,600 branches, including 320 openings at constant structure since September 2007;
- more than 59,000 staff assisting International Retail Banking customers, with headcount growth of more than 3,000 year-on-year and at constant structure;
- outstanding deposits and loans up by respectively +9.0%* and +29.3%* for individual customers and by +15.1%* and +27.9%* for business customers;
- a "Loans/Deposits" ratio of 100%.

Despite the contagion of the liquidity crisis, the Central and Eastern European countries where the Group operates, as well as Russia, boast more attractive medium-term growth prospects than the economies of Western Europe or the United States. Although these countries cannot remain immune to the economic slowdown now affecting most industrialised countries, the growth differential is likely to remain in their favour over the next few years. Their underlying fundamentals, which vary according to their specific circumstances (prospects of joining the Euro zone, commodity resources, low public debt), are also likely to act as a stabilising factor. As such, the Russian economy and its banking system still have considerable development potential despite the volatility of the Russian stock market: in fact the IMF is forecasting growth (revised in October 2008) of more than 5% in 2009. Meanwhile, Romania offers excellent macro-economic prospects in the medium-term, with still substantial potential for the extension of banking services and the growing “euroisation” of its economy. BRD continued to grow in Q3 08 while adapting its commercial policy to current market conditions. Finally, in the Czech Republic, Komerçni Banka provided further evidence of its excellent commercial momentum.

The increase in operating expenses remained contained at +11.6%* (+35.2% in absolute terms[1]) in Q3 08 and at constant structure. The increase is limited to +7.8%* if branch network development costs are excluded. The slower increase in operating expenses compared with revenue growth resulted in an improved cost to income ratio which stood at 54.5%$^{(b)}$ in Q3 08 vs. 56.7% a year earlier.

The trend is comparable for the first 9 months. The increase in operating expenses amounted to +11.5%* (+38.0% in absolute terms[1]) and +7.5%* (excluding network development costs). The cost to income ratio was lower at 56.6%$^{(b)}$ (vs. 58.4% for the same period in 2007).

As a result, Q3 gross operating income increased significantly vs. Q3 07 (up +26.4%* at EUR 558$^{(b)}$ million and +48.0%$^{(b)}$ in absolute terms[1]). The increase in the first 9 months of the year was +34.1%* vs. the same period in 2007 (+48.8%$^{(b)}$ in absolute terms[1]).

At end-September 2008, the cost of risk was up at 71 bp vs. 42 bp a year earlier, due primarily to the integration of Rosbank. The cost of risk stood at 57 bp excluding Rosbank.

Finally, the division's contribution to Group net income totalled EUR 218$^{(b)}$ million in Q3, up +43.4%* vs. Q3 07 (+26.7%$^{(b)}$ in absolute terms). The total increase for the first 9 months was 38.2%* (33.9%$^{(b)}$ in absolute terms).

ROE after tax stood at 31.5%$^{(b)}$ in Q3 (35.9% in Q3 07). It stood at 34.3%$^{(b)}$ for the first 9 months (vs. 35.8% over the same period in 2007).

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[1] Mainly due to the integration of Rosbank

5. FINANCIAL SERVICES

In EUR million	Q3 08	Q3 07	Change Q3/Q3	9M 08	9M 07	Change 9M/9M
Net banking income	**804**	**707**	**+13.7%**	**2,403**	**2,040**	**+17.8%**
On a like-for-like basis*			***+7.7%***			***+10.2%***
Operating expenses	**-454**	**-375**	**+21.1%**	**-1,337**	**-1,091**	**+22.5%**
On a like-for-like basis*			***+12.8%***			***+12.9%***
Gross operating income	**350**	**332**	**+5.4%**	**1,066**	**949**	**+12.3%**
On a like-for-like basis*			***+1.9%***			***+7.2%***
Net allocation to provisions	**-149**	**-102**	**+46.1%**	**-396**	**-272**	**+45.6%**
Operating income	**201**	**230**	**-12.6%**	**670**	**677**	**-1.0%**
On a like-for-like basis*			***-14.2%***			***-1.5%***
Net income	**133**	**147**	**-9.5%**	**454**	**432**	**+5.1%**

	Q3 08	Q3 07	9M 08	9M 07
ROE after tax	**12.2%**	**15.6%**	**14.5%**	**15.7%**

The **Financial Services** division comprises

(i) **Specialised Financing** (consumer credit, equipment finance, operational vehicle leasing and fleet management, IT leasing and management)

(ii) **Life** and **Non-Life Insurance**.

The different Specialised Financing businesses continued to expand during Q3 2008.
Consumer credit expanded its footprint in Russia with the setting up of a partnership with “Banque PSA Finance”. The agreement will help cater to the financing needs of individual customers by offering the full product range including credit, leasing, insurance and services, as well as floor plan financing for Peugeot and Citroën dealerships (financing of stocks of vehicles and spare parts). A consumer credit business has also been started up in Egypt, within NSGB, a further illustration of the synergies implemented across the Group.
Consumer credit produced healthy performances in Q3 08, with growth in new business representing EUR 3.6 billion (or +30.6%* vs. Q3 07 and +21.9%* in the first 9 months) and outstandings at end-September 2008 at EUR 21.0 billion (or +20.5%* vs. Q3 07).

As for **Equipment Finance,** the Group is pursuing its policy of assisting key international equipment manufacturers in the countries where they operate. SG Equipment Finance has set up two new subsidiaries and taken a position in the leasing market in Croatia and Brazil. In Europe, where it is the leader in the equipment market, SG Equipment Finance has also extended its offering with the acquisition of 100% of PEMA GmbH, thus opening up the leasing market to include truck services. New financing[1] was virtually stable in Q3 (+1.0%* vs. Q3 07). It advanced strongly (+8.5%*) in the first 9 months, driven by Germany (+10.0%* in 9 months) and Italy (+23.4%* in 9 months). SG Equipement Finance’s outstandings[1] rose 10.8%* in Q3, amounting to EUR 18.5 billion at end-September 2008.

In operational vehicle leasing and fleet management, the vehicle fleet (more than 773,000 vehicles at end-September 2008) continued to grow at a healthy rate (+8.4%* vs. last year). Although

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[1] Excluding factoring

the fastest year-on-year growth in the fleet under management was in India (x 2.3), Lithuania (x 2.2) and Brazil (x 2.1), France and Germany also achieved good performances in Q3 (with respective growth in the vehicle fleet of +5.2% and +8.7% year-on-year), enabling ALD Automotive to retain its ranking as the No. 2 in Europe.

Driven by strong commercial momentum, **Specialised Financing** revenues were up +9.1%* (+16.3% in absolute terms) vs. Q3 07, at EUR 685 million in Q3 08. With total net banking income for the first 9 months of EUR 2,027 million, the increase was +11.3%* (+20.4% in absolute terms) compared with end-September 2007.

As a result of ongoing international investments, operating expenses were up +12.8%* (+22% in absolute terms) in Q3 and +12.6%* in the first 9 months (+23.4% in absolute terms). Against this backdrop, gross operating income of EUR 275 million in Q3 08 was up +4.1%* (+8.7% in absolute terms) vs. Q3 07. With a total of EUR 826 million in the first 9 months, the increase was +9.5%* (+16.2% in absolute terms) compared with end-September 2007.

The division’s cost of risk increased automatically due to the growing proportion of emerging country consumer credit in the total. It stood at 127 bp in Q3 08 (vs. 101 bp in Q3 07).

Once again this quarter, **Life insurance** encountered a particularly challenging environment. Against this backdrop, gross new inflow fell 13.3% vs. Q3 07, amounting to EUR 1.55 billion in Q3, with the proportion invested in unit-linked policies (EUR 272 million) continuing to decline in favour of with-profits policies.
That said, life insurance revenues fell slightly (-0.9%*) in Q3 08 vs. Q3 07, but remained higher (+4.5%*) in the first 9 months compared with the same period in 2007.

The **Financial Services** division generated total operating income in Q3 of EUR 201 million, down -14.2%* (-12.6% in absolute terms) vs. Q3 07. Operating income in the first 9 months of the year represented EUR 670 million, down -1.5%* compared with the same period in 2007.

The contribution to Group net income amounted to EUR 133 million in Q3 08, down -10.7%* (-9.5% in absolute terms) vs. Q3 07. However, on a cumulative basis at end-September, the contribution to Group net income was up +4.4%* (+5.1% in absolute terms) compared with the same period last year, at EUR 454 million.

ROE after tax stood at 12.2% in Q3 08 and 14.5% in the first 9 months of the year (lower than in Q3 07 and the first 9 months of 2007).

6. GLOBAL INVESTMENT MANAGEMENT AND SERVICES

In EUR million	Q3 08	Q3 07	Change Q3/Q3	9M 08	9M 07	Change 9M/9M
Net banking income	**746**	**854**	**-12.6%**	**2,213**	**2,889**	**-23.4%**
On a like-for-like basis*			***-7.8%***			***-25.0%***
Operating expenses	**-640**	**-638**	**+0.3%**	**-1,957**	**-1,964**	**-0.4%**
On a like-for-like basis*			***+10.1%***			***+7.0%***
Operating income	**94**	**214**	**-56.1%**	**242**	**917**	**-73.6%**
On a like-for-like basis*			***-60.8%***			***-81.9%***
Net income	**68**	**137**	**-50.4%**	**175**	**602**	**-70.9%**
o.w. Asset Management	**-6**	**40**	***NM***	**-106**	**199**	***NM***
Private Banking	**46**	**51**	***-9.8%***	**156**	**157**	***-0.6%***
SG SS, Brokers & Online Savings	**28**	**46**	***-39.1%***	**125**	**246**	***-49.2%***

EUR bn	**Q3 08**	**Q3 07**	**9M 08**	**9M 07**
Net new money over the period [c]	**-6.1**	**-10.2**	**-13.7**	**26.2**
Assets under management (at end of period [c])	**371**	**450**	**371**	**450**

[c] **Excluding assets managed by Lyxor**

** Excluding Fimat and Newedge
(b): Excluding non-recurring items in Appendix 4

Global Investment Management and Services consists of three major activities:
- **(i) asset management (Societe Generale Asset Management)**
- **(ii) private banking (SG Private Banking)**
- **(iii) Societe Generale Securities & Services (SG SS), brokers (Newedge), and online savings (Boursorama).**

Global Investment Management and Services is suffering from the effects of the stock market decline, with revenues generally lower than in Q3 07.

Asset Management's overall contribution to Group net income was close to breakeven in Q3 08. The Group has put in place a recovery plan aimed at adapting the offering and organisational structure of its Asset Management business to the new economic and financial environment. In addition to reviewing customer targets and the product offering, Asset Management is also considering a prospective merger between Lyxor Asset Management (whose assets under management represented EUR 70.3 billion at September 30th 2008) and SGAM AI in order to consolidate its position in its alternative, structured and index-linked investment activities. Such a combination could help (i) broaden the product shelf, and (ii) leverage revenue and cost synergies.

The deterioration in stock market indexes has also impacted **SG SS, Brokers and Online Savings**, whose contribution to Group net income was lower than in Q3 07.

Meanwhile, **Private Banking** continued to produce satisfactory commercial performances in all its operations thanks to strong business activity. It is supporting this growth with various expansion projects both inside and outside France.

The division's assets under management totalled EUR 371.0 billion at end-September 2008 vs. EUR 381.4 billion at end-June 2008. This was due to (i) the outflow from and decline in the equity markets, and (ii) a favourable exchange rate effect.

Overall, the division generated net banking income in Q3 (EUR 746 million) down -16.4%(b) (-12.6% in absolute terms) vs. Q3 07. Operating income was down -56.6%(b) (-56.1% in absolute terms) vs. Q3 07. The contribution to Group net income totalled EUR 68 million in Q3 08, down -51.7%(b) (-50.4% in absolute terms) vs. Q3 07.

The division generated total net banking income in the first 9 months of 2008 (EUR 2,213 million) down -10.0% (b) (-23.4% in absolute terms) vs. 9M 07. Over this same period, operating income fell -33.2% (b) (-73.6% in absolute terms) and the contribution to Group net income amounted to EUR 175 million, down -29.7% (b) (-70.9% in absolute terms) due primarily to the financial crisis' effect on asset management.

Asset management

In this challenging environment, SGAM's assets under management at September 30th were lower this quarter at EUR 298.0 billion (EUR -11.2 billion vs. June 30th 2008) with very modest residual assets in dynamic money market funds (EUR 1.3 billion at September 30th 2008). Year-on-year, assets under management were 20.5% lower due to a number of negative effects: exchange rate (EUR -2.4 billion), market (EUR -48.7 billion), and cumulative outflows (EUR -26.1 billion including EUR -15.3 billion for dynamic money market funds and EUR -10.0 billion for CDOs).

Q3 net banking income was down -34.8%(b) (-25.5% in absolute terms) vs. Q3 07, with a gross margin of 17 points. The decline in net banking income vs. Q3 07 can be attributed primarily to the drop in value of managed assets and the contraction of different commissions, as well as the recording of EUR -33 million of seed fund write-downs and EUR 12 million of provisions in respect of its exposure to Lehman Brothers. Operating expenses increased +11.7%* in Q3 (+8.0% in absolute terms) vs. Q3 07, a quarter which saw substantial provision write-backs related to performance-linked pay.
Gross operating income and the contribution to Group net income amounted to respectively EUR -9 million and EUR -6 million in Q3 08.
Net banking income for 9M 08 was lower (-27.3%(b), or -54.0% in absolute terms) as were operating expenses (-0.7%*, or -3.1% in absolute terms) vs. 9M 07. Gross operating income in the first 9 months of 2008 totalled EUR -168 million (EUR 314 million for 9M 07) given the impact of the liquidity crisis in H1 2008.

Private banking

SG Private Banking provided further evidence in Q3 08 of the quality of its customer franchise and the soundness of its targeted expansion strategy both inside and outside France (acquisitions, greenfield operations or external and internal partnerships). SG Private Banking continues to expand its joint venture with the French Networks by setting up a regional network of 6 specialist operations (June 2008: Bordeaux – September 2008: Lyons and Marseilles – and planned for 2009: Lille, Rennes, Strasbourg). At the same time, the Group is also pursuing its organic growth projects in Private Banking in high-potential markets such as China, after opening a branch in Shanghai in October 2007.

The third quarter performances of SG Private Banking remain satisfactory in a challenging environment:

- revenues contracted slightly -1.0%* vs. Q3 07 (-1.5% in absolute terms),
- the gross margin stood at 109 basis points,
- net inflows amounted to EUR 1.8 billion (or 11% of assets on an annualised basis). Assets under management totalled EUR 73.0 billion at end-September 2008, vs. EUR 75.5 billion a year earlier (due solely to unfavourable market and exchange rate effects). Net inflows in the first 9 months of 2008 totalled EUR +4.2 billion.

The 4.7%* increase vs. Q3 07 (+3.8% in absolute terms) in Private Banking's operating expenses can be attributed to commercial investments across all markets. Gross operating income was down -11.4%* vs. Q3 07 (-11.3% in absolute terms) at EUR 63 million.

Overall and after taking into account an exceptional EUR 10 million loss on exposure to Washington Mutual, the contribution to Group net income came to EUR 46 million in Q3 08, up +3.9%(b) vs. Q3 07 (-9.8% in absolute terms).
Private Banking's net banking income for the first 9 months was up +4.4%(b) vs. 9M 07 (+4.2% in absolute terms), while operating expenses increased +8.5%* (+7.2% in absolute terms). Its contribution to Group net income amounted to EUR 156 million over this period, slightly higher (+4.5%(b)) than in Q3 07 (-0.6% in absolute terms).

Societe Generale Securities Services (SG SS), Brokers (Newedge) and Online savings (Boursorama)

Securities services continued to expand strongly in Q3 08, with 8.6%* growth in net banking income vs. Q3 07 (+13.1% in absolute terms). As a result, assets under custody rose +6.2% vs. September 30th 2007 to EUR 2,744 billion. Assets under administration (EUR 481 billion at September 30th 2008) increased +20.2% year-on-year.

Despite a less favourable environment in 2008 than in 2007, the **brokerage business** enjoyed strong sales volumes in Q3 2008. Having been ranked No. 1 FCM *(Futures Commission Merchant)* at end-August 2008, in terms of US customer deposit amounts, **Newedge** recorded 398 million trades executed and 456 million contracts cleared in Q3.

In the case of **Boursorama**, the number of orders executed fell -14.0% vs. Q3 07 but was 4.6% higher than in Q2 08. Outstanding online savings were 3.2%* lower than in Q2 08, at EUR 3.13 billion at end-September 2008. Lastly, Q3 provided further evidence of the attraction of Boursorama's banking offering in France with more than 5,275 accounts opened in Q3 08 (more than 15,580 since January 1st 2008), taking the total number of bank accounts to 74,691 at end-September 2008.

Net banking income for SGSS, Brokers and Online Savings advanced +4.0%* vs. Q3 07 (-10.5% in absolute terms[1]). Operating expenses were 12.7%* higher (-5.1% in absolute terms) than in Q3 07.
As a result, the division's Q3 gross operating income was 28.6%* lower than in Q3 07, while the contribution to Group net income was down -20.0%* vs. Q3 07.
Net banking income in the first 9 months of the year was down -3.0%(b) compared with the same period in 2007 (-14.6% in absolute terms[1]), while operating expenses increased +15.4%* (-1.5% in absolute terms). The contribution to Group net income for 9M 08 was down -8.1%(b) vs. 9M 07.

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[1] In addition to the restatement related to the Euronext capital gain recorded in Q2 07, it should be noted that any interpretation of the changes in the results of SGSS, Brokers and Online Savings is affected by the change in structure related to the consolidation of Newedge. Societe Generale has consolidated 50% of Newedge on a proportional basis since Q1 08. This therefore constitutes a smaller entity than the 100% of Fimat consolidated until end-2007.

7. CORPORATE AND INVESTMENT BANKING

In EUR million	Q3 08	Q3 07 [(a)]	Change Q3/Q3	9M 08	9M 07 [(a)]	Change 9M/9M
Net banking income	**647**	**1,159**	**-44.2%**	**2,873**	**5,183**	**-44.6%**
On a like-for-like basis*			*-43.2%*			*-42.6%*
Financing and Advisory	518	375	+38.1%	1,410	1,178	+19.7%
Fixed Income, Currencies and Commodities	-379	105	NM	-482	1,214	NM
Equities	508	679	-25.2%	1,945	2,791	-30.3%
Operating expenses	**-777**	**-743**	**+4.6%**	**-2,732**	**-2,936**	**-6.9%**
On a like-for-like basis*			*+9.6%*			*-2.9%*
Gross operating income	**-130**	**416**	**NM**	**141**	**2,247**	**-93.7%**
On a like-for-like basis*			*NM*			*-93.6%*
Net allocation to provisions	**-270**	**-9**	**NM**	**-659**	**51**	**NM**
Operating income	**-400**	**407**	**NM**	**-518**	**2,298**	**NM**
On a like-for-like basis*			*NM*			*NM*
Net income	**-244**	**310**	**NM**	**-291**	**1,697**	**NM**

	Q3 08	T3-07 [(a)]	9M 08	9M 07 [(a)]
ROE after tax	**NM**	**21.1%**	**NM**	**40.1%**

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorized and concealed market activities. The restated data appear in Appendix 3. However, in order to provide more relevant information on Corporate and Investment Banking's performance, the figures correspond to reported historic data. The comments are also based on these reported historic data.

(b): Excluding non-recurring items in Appendix 4.

Corporate and Investment Banking's Q3 results continued to be affected by a very challenging market environment characterized by the collapse of a number of financial institutions, a sharp decline in equity markets accompanied by strong volatility and correlation, the dislocation of credit markets and the ongoing deterioration of some asset classes. Despite this unfavorable environment, the Group succeeded in significantly reducing its exposures at risk in Q3, either by selling/hedging them, or on account of the break-up of certain synthetic CDOs due to the default of a number of banks.

As in Q2, the division's revenues therefore include non-recurring items(b) related to the financial crisis: the effects of bank collapses and valuation write-downs on assets related to the US residential property market were partially offset by the positive effect on Mark to Market of CDOs and the revaluation of financial liabilities. As in Q2 08, comments on the trend in the division's revenues under net banking income are made excluding non-recurring items. However, other data in the operating account, particularly operating income and the contribution to Group net income, are communicated and commented upon taking into account these items.

The division's restated revenues amounted to EUR 1,726 million vs. EUR 1,428 million in Q3 07, representing an increase of 20.9%. The good level of activity in Q3 (excluding non-recurring items) can be explained by the fine commercial performance, driven by market activities and prudent management of trading positions. Restated net banking income for 9M 08 totaled EUR 5,144 million vs. EUR 5,398 million for 9M 07.

Equities activities enjoyed a strong quarter in adverse market conditions, with net banking income of EUR 660 million excluding non-recurring items, down -3.1%(b) vs. Q3 07 and -14.4%(b) vs. Q2 08. The business line's revenues were driven by resilient client-driven activities (-12.3%(b) vs. Q3 07 but up +2.5%(b) vs. Q2 08) against the backdrop of a general decline in volumes. Flow products produced an excellent performance with new business up +14.3% vs. Q3 07 and +17.4% compared with the previous quarter. However, structured products were penalized by an unfavorable seasonal impact and investors' "wait-and-see" attitude against the backdrop of a sharp decline in the markets. SG CIB confirmed its global leadership position in equity derivatives with its award for "Best Equity derivative provider in Europe, Asia and North America", its ranking as global No. 1 by 'RISK Interdealer Rankings 2008' and its position as global No. 1 in Warrants with a 14.3% market share at end-September 2008. Trading revenues were reasonably strong (EUR 161 million excluding non-recurring items or +43.8%(b) vs. Q3 07 and -43.3%(b) vs. Q2 08). Arbitrage results were lower but remain positive despite very challenging market conditions. Conversely, volatility trading enjoyed a robust performance.

Revenues for the **Fixed Income, Currencies & Commodities** business totaled EUR 744 million excluding non-recurring items, up +140.0%(b) vs. Q3 07 and +4.9%(b) vs. Q2 08. Once again this quarter, the business line achieved record client-driven revenues driven by flow products, interest rate and forex structured products, and commodities. These results demonstrate the ongoing expansion of our customer franchises in these activities, as testified by several rankings awarded by 'RISK Interdealer Rankings 2008' (No. 2 Euro interest rate caps/floors, No. 5 Euro inflation swaps) and the award for "Global Best Commodities House" by Risk Magazine 2008. Trading results were up in Q3 08 vs. Q3 07 (EUR 299 million vs. EUR -72 million excluding non-recurring items in Q3 07) and up +10.7%(b) vs. Q2 08, with a healthy performance in cash instruments and commodities trading activities.

Financing & Advisory revenues totaled EUR 322 million, down -26.3%(b) vs. Q3 07 and -20.7%(b) vs. Q2 08. Against the backdrop of a deteriorated market, the business line recorded a mixed performance. Structured financing related to infrastructure, natural resources and acquisitions produced robust performances, with in particular prime involvement in operations such as the financing of EDF's purchase of British Energy (GBP 11 billion). In a declining market, Corporate and Investment Banking has retained its market share in euro bond issues compared with the previous quarter (No. 5 in Euro Bonds). As these different transactions illustrate, the division has continued to provide financing for its clients and their transactions. Finally, market conditions remain unfavorable for leverage and property financing activities.

Operating expenses for Corporate and Investment Banking were up +9.6%* (+4.6% in absolute terms) vs. Q3 07, which represented a particularly low comparison base following the write-backs booked on bonus provisions. The downward adjustment of our cost base is partially offset by our investments related to the strengthening of our risk control infrastructure. Operating expenses in the first 9 months of the year were down -2.9%* (-6.9% in absolute terms) and the cost to income ratio stood at 53.1%(b) vs. 54.4%(b) for 9M 07.

The division recorded EUR 270 million of provision expenses in Q3 08 related primarily to the provisions for non-incurred losses (EUR 132 million) and the default of a number of banks (EUR 40 million).

Corporate and Investment Banking generated operating income of EUR -400 million in Q3 08 and EUR -518 million for 9M 08. It made a negative contribution to Group net income of EUR -244 million in Q3 and EUR -291 million in the first 9 months of the year.

8. CORPORATE CENTRE

The Corporate Centre recorded gross operating income of EUR -201 million in Q3 2008 (vs. EUR +22 million in Q3 2007), mainly due to the booking of permanent impairment write-downs on the equity portfolio (EUR 142 million). At September 30th 2008, the IFRS net book value of the industrial equity portfolio, excluding unrealized capital gains, amounted to EUR 755 million, representing market value of EUR 847 million.

9. CONCLUSION

The Q3 08 results, prepared on a prudent basis, demonstrate the robustness of the universal banking model that the Group has developed over a number of years. Despite a very deteriorated environment, business remained buoyant with underlying profitability for the Group (excluding non-recurring items) of around 14% in Q3. The Group has also significantly reduced its exposures at risk and increased its provisioning coverage on remaining exposures.

At end-September 2008, Basel II proforma Tier One was a commendable 9.0%, with a Core Tier One of 6.8%, illustrating the Group's balance sheet strength. This sound solvency coupled with the quality of its various customer franchises will help Societe Generale to successfully pursue its strategy as well as weather a potential deterioration in the economic environment in 2009.

2009 financial communication calendar

February 18th 2009	**Publication of fourth quarter and FY 2008 results**
May 7th 2009	**Publication of first quarter 2009 results**
August 5th 2009	**Publication of second quarter 2009 results**
November 4th 2009	**Publication of third quarter 2009 results**

APPENDIX 1: FIGURES AND QUARTERLY RESULTS BY CORE BUSINESS

CONSOLIDATED INCOME STATEMENT (in millions of euros)	**3rd quarter**				**9 months**			
	2008	**2007 (a)**	**Change Q3/Q3**		**2008**	**2007 (a)**	**Change 9M/9M**	
Net banking income	5,108	5,375	-5.0%	-8.2%(*)	16,371	18,043	-9.3%	-12.3%(*)
Operating expenses	(3,697)	(3,374)	+9.6%	+8.0%(*)	(11,559)	(10,889)	+6.2%	+4.0%(*)
Gross operating income	**1,411**	**2,001**	**-29.5%**	**-34.7%(*)**	**4,812**	**7,154**	**-32.7%**	**-36.5%(*)**
Net allocation to provisions	(687)	(226)	x 3,0	x 3,0*	(1,672)	(604)	x 2,8	x 2,6*
Operating income	**724**	**1,775**	**-59.2%**	**-62.9%(*)**	**3,140**	**6,550**	**-52.1%**	**-54.5%(*)**
Net income from other assets	18	(3)	NM		659	27	NM	
Net income from companies accounted for by the equity method	2	12	-83.3%		14	32	-56.3%	
Impairment losses on goodwill	0	0	NM		0	0	NM	
Income tax	(333)	(484)	-31.2%		(1,284)	(1,816)	-29.3%	
Net income before minority interests	**411**	**1,300**	**-68.4%**		**2,529**	**4,793**	**-47.2%**	
o.w. minority interests	228	177	+28.8%		606	495	+22.4%	
Net income	**183**	**1,123**	**-83.7%**		**1,923**	**4,298**	**-55.3%**	
Annualised Group ROE after tax (%)	1.7%	18.0%			8.6%	23.8%		
Tier One ratio at end of period (Basel I)	8,0%	7.7%			8,0%	7.7%		

*** When adjusted for changes in Group structure and at constant exchange rates**

NET INCOME AFTER TAX BY CORE BUSINESS (in millions of euros)	**3rd Quarter**			**9 months**		
	2008	**2007 (a)**	**Change Q3/Q3**	**2008**	**2007 (a)**	**Change 9M/9M**
French Networks	**345**	**364**	**-5.2%**	**985**	**1,060**	**-7.1%**
International Retail Banking	**255**	**172**	**+48.3%**	**685**	**484**	**+41.5%**
Financial Services	**133**	**147**	**-9.5%**	**454**	**432**	**+5.1%**
Global Investment Management & Services	**68**	**137**	**-50.4%**	**175**	**602**	**-70.9%**
o.w. Asset Management	(6)	40	NM	(106)	199	NM
o.w. Private Banking	46	51	-9.8%	156	157	-0.6%
o.w. SG SS, Brokers & Online Savings	28	46	-39.1%	125	246	-49.2%
Corporate & Investment Banking	**(244)**	**310**	**NM**	**(291)**	**1,697**	**NM**
CORE BUSINESSES	**557**	**1,130**	**-50.7%**	**2,008**	**4,275**	**-53.0%**
Corporate Centre	**(374)**	**(7)**	**NM**	**(85)**	**23**	**NM**
GROUP	**183**	**1,123**	**-83.7%**	**1,923**	**4,298**	**-55.3%**

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorized and concealed market activities. The restated data appear in Appendix 3.

QUARTERLY RESULTS BY CORE BUSINESSES

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2007 - IFRS (inc. IAS 32 & 39 and IFRS 4)				2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)			
(in millions of euros)	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
French Networks																
Net banking income	1,545	1,513	1,559	1,678	1,698	1,730	1,677	1,728	1,736	1,789	1,746	1,787	1,739	1,754	1,781	
Operating expenses	-1,093	-1,081	-1,054	-1,088	-1,130	-1,093	-1,084	-1,143	-1,145	-1,126	-1,108	-1,187	-1,161	-1,146	-1,128	
Gross operating income	*452*	*432*	*505*	*590*	*568*	*637*	*593*	*585*	*591*	*663*	*638*	*600*	*578*	*608*	*653*	
Net allocation to provisions	-68	-67	-64	-85	-61	-71	-55	-88	-78	-78	-68	-105	-87	-93	-116	
Operating income	*384*	*365*	*441*	*505*	*507*	*566*	*538*	*497*	*513*	*585*	*570*	*495*	*491*	*515*	*537*	
Net income from other assets	0	1	0	1	0	2	1	2	3	1	0	0	1	1	0	
Net income from companies accounted for by the equity method	0	1	0	0	0	1	0	1	0	1	0	1	0	1	1	
Income tax	-134	-129	-154	-177	-173	-192	-185	-169	-176	-199	-192	-169	-167	-176	-182	
Net income before minority interests	*250*	*238*	*287*	*329*	*334*	*377*	*354*	*331*	*340*	*388*	*378*	*327*	*325*	*341*	*356*	
o.w. minority interests	12	11	11	11	13	14	12	13	13	19	14	12	13	13	11	
Net income	*238*	*227*	*276*	*318*	*321*	*363*	*342*	*318*	*327*	*369*	*364*	*315*	*312*	*328*	*345*	
Average allocated capital	4,897	5,063	5,208	5,375	5,547	5,702	5,756	5,806	5,965	6,155	6,335	6,456	6,631	7,015	7,289	
ROE after tax	19.4%	17.9%	21.2%	23.7%	23.1%	25.5%	23.8%	21.9%	21.9%	24.0%	23.0%	19.5%	18.8%	18.7%	18.9%	
International Retail Banking																
Net banking income	541	572	576	656	641	669	695	781	763	860	871	950	1,116	1,212	1,301	
Operating expenses	-327	-341	-349	-402	-378	-395	-415	-456	-465	-498	-494	-529	-649	-694	-668	
Gross operating income	*214*	*231*	*227*	*254*	*263*	*274*	*280*	*325*	*298*	*362*	*377*	*421*	*467*	*518*	*633*	
Net allocation to provisions	-28	-27	-29	-47	-48	-53	-47	-67	-58	-53	-44	-49	-88	-78	-127	
Operating income	*186*	*204*	*198*	*207*	*215*	*221*	*233*	*258*	*240*	*309*	*333*	*372*	*379*	*440*	*506*	
Net income from other assets	8	-2	0	-1	9	-1	1	-2	20	1	-2	9	-3	13	1	
Net income from companies accounted for by the equity method	1	1	1	1	2	3	2	4	8	11	8	9	4	1	2	
Income tax	-54	-57	-55	-58	-58	-58	-59	-67	-64	-78	-82	-96	-79	-94	-108	
Net income before minority interests	*141*	*146*	*144*	*149*	*168*	*165*	*177*	*193*	*204*	*243*	*257*	*294*	*301*	*360*	*401*	
o.w. minority interests	47	50	49	48	57	57	57	61	60	75	85	92	109	122	146	
Net income	*94*	*96*	*95*	*101*	*111*	*108*	*120*	*132*	*144*	*168*	*172*	*202*	*192*	*238*	*255*	
Average allocated capital	875	919	967	1,074	1,103	1,164	1,401	1,597	1,701	1,796	1,917	2,025	2,275	2,503	2,770	
ROE after tax	43.0%	41.8%	39.3%	37.6%	40.3%	37.1%	34.3%	33.1%	33.9%	37.4%	35.9%	39.9%	33.8%	38.0%	36.8%	
Financial Services																
Net banking income	459	494	498	570	562	592	594	656	645	688	707	798	775	824	804	
Operating expenses	-250	-263	-268	-317	-304	-318	-321	-347	-344	-372	-375	-435	-428	-455	-454	
Gross operating income	*209*	*231*	*230*	*253*	*258*	*274*	*273*	*309*	*301*	*316*	*332*	*363*	*347*	*369*	*350*	
Net allocation to provisions	-38	-49	-57	-55	-66	-60	-60	-87	-84	-86	-102	-102	-113	-134	-149	
Operating income	*171*	*182*	*173*	*198*	*192*	*214*	*213*	*222*	*217*	*230*	*230*	*261*	*234*	*235*	*201*	
Net income from other assets	0	0	0	0	0	0	0	-1	0	1	0	0	0	-1	0	
Net income from companies accounted for by the equity method	0	0	0	-8	1	-3	-2	-10	-2	-3	-1	-1	-3	8	-2	
Income tax	-60	-64	-59	-69	-67	-75	-74	-75	-73	-77	-78	-87	-72	-71	-62	
Net income before minority interests	*111*	*118*	*114*	*121*	*126*	*136*	*137*	*136*	*142*	*151*	*151*	*173*	*159*	*171*	*137*	
o.w. minority interests	2	2	3	4	3	4	3	4	4	4	4	5	5	4	4	
Net income	*109*	*116*	*111*	*117*	*123*	*132*	*134*	*132*	*138*	*147*	*147*	*168*	*154*	*167*	*133*	
Average allocated capital	2,604	2,706	2,797	2,909	3,094	3,264	3,301	3,462	3,560	3,681	3,779	3,884	4,013	4,144	4,346	
ROE after tax	16.7%	17.1%	15.9%	16.1%	15.9%	16.2%	16.2%	15.3%	15.5%	16.0%	15.6%	17.3%	15.4%	16.1%	12.2%	

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2007 - IFRS (inc. IAS 32 & 39 and IFRS 4)				2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Global Investment Management & Services																
Net banking income	602	608	640	734	769	775	767	884	919	1,116	854	852	597	870	746	
Operating expenses	-415	-435	-455	-547	-523	-552	-564	-659	-649	-677	-638	-744	-654	-663	-640	
Gross operating income	*187*	*173*	*185*	*187*	*246*	*223*	*203*	*225*	*270*	*439*	*216*	*108*	*-57*	*207*	*106*	
Net allocation to provisions	0	-1	-1	-4	-3	-1	-1	-3	-1	-5	-2	-33	0	-2	-12	
Operating income	*187*	*172*	*184*	*183*	*243*	*222*	*202*	*222*	*269*	*434*	*214*	*75*	*-57*	*205*	*94*	
Net income from other assets	0	0	0	0	0	0	0	-1	0	0	-2	-4	0	1	-1	
Net income from companies accounted for by the equity method	0	0	0	0	1	-1	0	0	0	0	0	0	0	0	0	
Income tax	-58	-54	-56	-55	-75	-69	-65	-64	-83	-136	-64	-12	25	-60	-25	
Net income before minority interests	*129*	*118*	*128*	*128*	*169*	*152*	*137*	*157*	*186*	*298*	*148*	*59*	*-32*	*146*	*68*	
o.w. minority interests	12	9	11	11	14	10	5	9	10	9	11	9	-1	8	0	
Net income	*117*	*109*	*117*	*117*	*155*	*142*	*132*	*148*	*176*	*289*	*137*	*50*	*-31*	*138*	*68*	
Average allocated capital	810	917	930	919	1,019	1,052	1,074	1,197	1,239	1,282	1,456	1,550	1,506	1,421	1,400	
ROE after tax	57.8%	47.5%	50.3%	50.9%	60.8%	54.0%	49.2%	49.5%	56.8%	90.2%	37.6%	12.9%	NM	38.8%	19.4%	
o.w. Asset Management																
Net banking income	269	259	286	338	333	305	295	348	340	345	243	191	-18	264	181	
Operating expenses	-154	-163	-178	-220	-193	-196	-186	-230	-212	-226	-176	-227	-201	-204	-190	
Gross operating income	*115*	*96*	*108*	*118*	*140*	*109*	*109*	*118*	*128*	*119*	*67*	*-36*	*-219*	*60*	*-9*	
Net allocation to provisions	0	0	0	-2	0	0	0	1	0	0	0	-4	0	0	2	
Operating income	*115*	*96*	*108*	*116*	*140*	*109*	*109*	*119*	*128*	*119*	*67*	*-40*	*-219*	*60*	*-7*	
Net income from other assets	0	0	0	0	0	0	0	-1	0	0	-2	-4	0	0	0	
Net income from companies accounted for by the equity method	0	0	0	0	1	-1	0	0	0	0	0	0	0	0	0	
Income tax	-39	-33	-36	-39	-47	-38	-38	-39	-43	-41	-22	15	72	-20	2	
Net income before minority interests	*76*	*63*	*72*	*77*	*94*	*70*	*71*	*79*	*85*	*78*	*43*	*-29*	*-147*	*40*	*-5*	
o.w. minority interests	9	7	7	8	9	2	3	2	3	1	3	1	-8	1	1	
Net income	*67*	*56*	*65*	*69*	*85*	*68*	*68*	*77*	*82*	*77*	*40*	*-30*	*-139*	*39*	*-6*	
Average allocated capital	287	327	307	272	287	293	276	265	277	302	404	502	450	301	268	
ROE after tax	93.4%	68.5%	84.7%	101.5%	118.5%	92.8%	98.6%	116.2%	118.4%	102.0%	39.6%	NM	NM	51.8%	NM	
o.w. Private Banking																
Net banking income	127	129	135	149	164	164	156	174	191	198	201	233	214	203	198	
Operating expenses	-86	-90	-93	-107	-102	-106	-105	-121	-118	-126	-130	-157	-133	-133	-135	
Gross operating income	*41*	*39*	*42*	*42*	*62*	*58*	*51*	*53*	*73*	*72*	*71*	*76*	*81*	*70*	*63*	
Net allocation to provisions	0	0	-1	0	-2	0	-1	-1	0	-1	0	0	-1	-1	-10	
Operating income	*41*	*39*	*41*	*42*	*60*	*58*	*50*	*52*	*73*	*71*	*71*	*76*	*80*	*69*	*53*	
Net income from other assets	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	
Net income from companies accounted for by the equity method	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Income tax	-9	-9	-7	-8	-14	-14	-12	-9	-17	-15	-17	-14	-18	-16	-12	
Net income before minority interests	*32*	*30*	*34*	*34*	*46*	*44*	*38*	*43*	*56*	*56*	*54*	*62*	*62*	*53*	*41*	
o.w. minority interests	2	2	2	2	3	3	2	4	3	3	3	4	3	2	-5	
Net income	*30*	*28*	*32*	*32*	*43*	*41*	*36*	*39*	*53*	*53*	*51*	*58*	*59*	*51*	*46*	
Average allocated capital	283	316	329	340	376	386	372	377	396	410	435	466	480	513	533	
ROE after tax	42.4%	35.4%	38.9%	37.6%	45.7%	42.5%	38.7%	41.4%	53.5%	51.7%	46.9%	49.8%	49.2%	39.8%	34.5%	
o.w. SG SS, Brokers & Online Savings																
Net banking income	206	220	219	247	272	306	316	362	388	573	410	428	401	403	367	
Operating expenses	-175	-182	-184	-220	-228	-250	-273	-308	-319	-325	-332	-360	-320	-326	-315	
Gross operating income	31	38	35	27	44	56	43	54	69	248	78	68	81	77	52	
Net allocation to provisions	0	-1	0	-2	-1	-1	0	-3	-1	-4	-2	-29	1	-1	-4	
Operating income	31	37	35	25	43	55	43	51	68	244	76	39	82	76	48	
Net income from other assets	0	0	0	0	0	0	0	0	0	0	0	0	0	1	-1	
Net income from companies accounted for by the equity method	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
Income tax	-10	-12	-13	-8	-14	-17	-15	-16	-23	-80	-25	-13	-29	-24	-15	
Net income before minority interests	21	25	22	17	29	38	28	35	45	164	51	26	53	53	32	
o.w. minority interests	1	0	2	1	2	5	0	3	4	5	5	4	4	5	4	
Net income	20	25	20	16	27	33	28	32	41	159	46	22	49	48	28	
Average allocated capital	240	274	294	307	356	373	426	555	566	570	617	582	576	607	599	
ROE after tax	33.3%	36.5%	27.2%	20.8%	30.3%	35.4%	26.3%	23.1%	29.0%	111.6%	29.8%	15.1%	34.0%	31.6%	18.7%	

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2007 - IFRS (inc. IAS 32 & 39 and IFRS 4)				2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Corporate and Investment Banking																
Net banking income	1,550	1,233	1,496	1,418	1,957	1,832	1,521	1,688	1,947	2,077	1,159	-661	1,563	663	647	
Operating expenses	-843	-784	-853	-840	-1,066	-1,063	-831	-930	-1,081	-1,112	-743	-489	-1,001	-954	-777	
Gross operating income	*707*	*449*	*643*	*578*	*891*	*769*	*690*	*758*	*866*	*965*	*416*	*-1,150*	*562*	*-291*	*-130*	
Net allocation to provisions	47	22	32	44	19	35	23	16	29	31	-9	5	-312	-77	-270	
Operating income excluding net loss on unauthorised and concealed market activities	*754*	*471*	*675*	*622*	*910*	*804*	*713*	*774*	*895*	*996*	*407*	*-1,145*	*250*	*-368*	*-400*	
Net loss on unauthorised and concealed market activities	0	0	0	0	0	0	0	0	0	0	0	*-4,911*	0	0	0	
Operating income including net loss on unauthorised and concealed market activities	*754*	*471*	*675*	*622*	*910*	*804*	*713*	*774*	*895*	*996*	*407*	*-6,056*	*250*	*-368*	*-400*	
Net income from other assets	0	0	1	-12	23	1	4	2	1	-1	2	24	-3	7	6	
Net income from companies accounted for by the equity method	4	6	-5	17	6	6	8	4	6	2	6	5	5	1	3	
Impairment losses on goodwill	0	-13	0	0	0	0	0	0	*0*	*0*	*0*	*0*	*0*	*0*	*0*	
Income tax	-257	-115	-170	-126	-293	-219	-197	-193	-233	-274	-101	2,109	-113	177	148	
Net income before minority interests	*501*	*349*	*501*	*501*	*646*	*592*	*528*	*587*	*669*	*723*	*314*	*-3,918*	*139*	*-183*	*-243*	
o.w. minority interests	3	3	3	2	3	3	5	2	3	2	4	0	0	3	1	
Net income	*498*	*346*	*498*	*499*	*643*	*589*	*523*	*585*	*666*	*721*	*310*	*-3,918*	*139*	*-186*	*-244*	
Average allocated capital	3,686	3,975	4,362	4,570	4,747	4,868	4,969	5,067	5,303	5,731	5,888	5,811	5,913	6,145	6,300	
ROE after tax	54.0%	34.8%	45.7%	43.7%	54.2%	48.4%	42.1%	46.2%	50.2%	50.3%	21.1%	NM	9.4%	NM	NM	
Corporate and Investment Banking **(excl. Cowen)**																
Net income	1,494	1,195	1,441	1,359	1,879	1,776	1,517	1,688	1,947	2,077	1,159	-661	1,563	663	647	
Financing and Advisory	*348*	*330*	*354*	*456*	*308*	*396*	*416*	*439*	*354*	*449*	*375*	*681*	*980*	*-88*	*518*	
Fixed Income, Currencies and Commodities	*485*	*289*	*477*	*507*	*543*	*623*	*492*	*594*	*525*	*584*	*105*	*-2099*	*-151*	*48*	*-379*	
Equities	*661*	*576*	*610*	*396*	*1028*	*757*	*609*	*655*	*1068*	*1044*	*679*	*757*	*734*	*703*	*508*	
Operating expenses	-791	-746	-794	-783	-997	-1,004	-824	-930	-1,081	-1,112	-743	-489	-1,001	-954	-777	
Gross operating income	*703*	*449*	*647*	*576*	*882*	*772*	*693*	*758*	*866*	*965*	*416*	*-1,150*	*562*	*-291*	*-130*	
Net allocation to provisions	47	22	32	44	19	35	23	16	29	31	-9	5	-312	-77	-270	
Operating income excluding net loss on unauthorised and concealed market activities	*750*	*471*	*679*	*620*	*901*	*807*	*716*	*774*	*895*	*996*	*407*	*-1,145*	*250*	*-368*	*-400*	
Net loss on unauthorised and concealed market activities	0	0	0	0	0	0	0	0	*0*	*0*	*0*	*-4,911*	*0*	*0*	*0*	
Operating income including net loss on unauthorised and concealed market activities	*750*	*471*	*679*	*620*	*901*	*807*	*716*	*774*	*895*	*996*	*407*	*-6,056*	*250*	*-368*	*-400*	
Net income from other assets	0	0	1	-12	23	1	4	2	1	-1	2	24	-3	7	6	
Net income from companies accounted for by the equity method	4	6	-5	17	6	6	8	4	6	2	6	5	5	1	3	
Impairment losses on goodwill	0	-13	0	0	0	0	0	0	*0*	*0*	*0*	*0*	*0*	*0*	*0*	
Income tax	-256	-115	-171	-125	-290	-219	-199	-193	-233	-274	-101	2,109	-113	177	148	
Net income before minority interests	*498*	*349*	*504*	*500*	*640*	*595*	*529*	*587*	*669*	*723*	*314*	*-3,918*	*139*	*-183*	*-243*	
o.w. minority interests	3	3	3	2	3	3	5	2	3	2	4	0	0	3	1	
Net income	*495*	*346*	*501*	*498*	*637*	*592*	*524*	*585*	*666*	*721*	*310*	*-3,918*	*139*	*-186*	*-244*	
Average allocated capital	3,677	3,965	4,353	4,561	4,738	4,860	4,963	5,065	5,303	5,731	5,888	5,811	5,913	6,145	6,300	
ROE after tax	53.8%	34.9%	46.0%	43.7%	53.8%	48.7%	42.2%	46.2%	50.2%	50.3%	21.1%	NM	9.4%	NM	NM	
Corporate Centre																
Net banking income	53	38	102	31	144	111	12	-66	36	92	38	154	-111	261	-171	
Operating expenses	-57	7	-37	-64	-11	-68	2	-54	-14	-32	-16	-32	-12	-45	-30	
Gross operating income	*-4*	*45*	*65*	*-33*	*133*	*43*	*14*	*-120*	*22*	*60*	*22*	*122*	*-123*	*216*	*-201*	
Net allocation to provisions	14	7	-1	7	-3	-2	6	-2	0	5	-1	-17	2	-3	-13	
Operating income	*10*	*52*	*64*	*-26*	*130*	*41*	*20*	*-122*	*22*	*65*	*21*	*105*	*-121*	*213*	*-214*	
Net income from other assets	158	0	-1	-5	2	2	-3	2	0	4	-1	-16	611	14	12	
Net income from companies accounted for by the equity method	0	0	0	0	0	-3	0	-2	-1	-2	-1	-2	-1	-4	-2	
Impairment losses on goodwill	0	0	0	-10	0	0	0	-18	0	0	0	0	0	0	0	
Income tax	56	52	11	52	29	-2	62	45	16	45	33	-211	-113	-208	-104	
Net income before minority interests	*224*	*104*	*74*	*11*	*161*	*38*	*79*	*-95*	*37*	*112*	*52*	*-124*	*376*	*15*	*-308*	
o.w. minority interests	61	46	49	54	55	58	61	41	57	62	59	44	46	56	66	
Net income	*163*	*58*	*25*	*-43*	*106*	*-20*	*18*	*-136*	*-20*	*50*	*-7*	*-168*	*330*	*-41*	*-374*	

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorized and concealed market activities. The restated data appear in Appendix 3.

	2005 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2006 - IFRS (incl. IAS 32 & 39 and IFRS 4)				2007 - IFRS (inc. IAS 32 & 39 and IFRS 4)				2008 - IFRS (inc. IAS 32 & 39 and IFRS 4)			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
GROUP																
Net banking income	4,750	4,458	4,871	5,087	5,771	5,709	5,266	5,671	6,046	6,622	5,375	3,880	5,679	5,584	5,108	
Operating expenses	-2,985	-2,897	-3,016	-3,258	-3,412	-3,489	-3,213	-3,589	-3,698	-3,817	-3,374	-3,416	-3,905	-3,957	-3,697	
Gross operating income	*1,765*	*1,561*	*1,855*	*1,829*	*2,359*	*2,220*	*2,053*	*2,082*	*2,348*	*2,805*	*2,001*	*464*	*1,774*	*1,627*	*1,411*	
Net allocation to provisions	*-73*	*-115*	*-120*	*-140*	*-162*	*-152*	*-134*	*-231*	*-192*	*-186*	*-226*	*-301*	*-598*	*-387*	*-687*	
Operating income excluding net loss on unauthorised and concealed market activities	*1,692*	*1,446*	*1,735*	*1,689*	*2,197*	*2,068*	*1,919*	*1,851*	*2,156*	*2,619*	*1,775*	*163*	*1,176*	*1,240*	*724*	
Net loss on unauthorised and concealed market activities	0	0	0	0	0	0	0	0	0	0	0	*-4,911*	0	0	0	
Operating income including net loss on unauthorised and concealed market activities	1,692	1,446	1,735	1,689	2,197	2,068	1,919	1,851	2,156	2,619	1,775	*-4,748*	1,176	1,240	724	
Net income from other assets	*166*	*-1*	*0*	*-17*	*34*	*4*	*3*	*2*	*24*	*6*	*-3*	*13*	*606*	*35*	*18*	
Net income from companies accounted for by the equity method	*5*	*8*	*-4*	*10*	*10*	*3*	*8*	*-3*	*11*	*9*	*12*	*12*	*5*	*7*	*2*	
Impairment losses on goodwill	*0*	*-13*	*0*	*-10*	*0*	*0*	*0*	*-18*	*0*	*0*	*0*	*0*	*0*	*0*	*0*	
Income tax	*-507*	*-367*	*-483*	*-433*	*-637*	*-615*	*-518*	*-523*	*-613*	*-719*	*-484*	*1,534*	*-519*	*-432*	*-333*	
Net income before minority interests	*1,356*	*1,073*	*1,248*	*1,239*	*1,604*	*1,460*	*1,412*	*1,309*	*1,578*	*1,915*	*1,300*	*-3,189*	*1,268*	*850*	*411*	
o.w. minority interests	*137*	*121*	*126*	*130*	*145*	*146*	*143*	*130*	*147*	*171*	*177*	*162*	*172*	*206*	*228*	
Net income	*1,219*	*952*	*1,122*	*1,109*	*1,459*	*1,314*	*1,269*	*1,179*	*1,431*	*1,744*	*1,123*	*-3,351*	*1,096*	*644*	*183*	
Average allocated capital	15,771	16,412	17,083	17,759	18,437	19,454	20,482	22,054	23,268	23,727	24,324	23,413	25,436	29,033	29,611	
ROE after tax	30.8%	23.1%	26.1%	24.8%	31.5%	26.8%	24.6%	21.2%	24.4%	29.0%	18.0%	NM	16.5%	8.6%	1.7%	

(a): Reported data not restated for the accounting consequences of the fictitious operations recorded in 2007 on unauthorized and concealed market activities. The restated data appear in Appendix 3.

APPENDIX 2: METHODOLOGY

1- Reported 2007 historic quarterly results have been restated: corrections in respect of the fictitious operations recorded on unauthorized and concealed market activities uncovered in January 2008.

The quarterly results at March 31st 2007, June 30th 2007, September 30th 2007 and December 31st 2007, presented for comparative purposes, have been adjusted to restate the accounting consequences of the fictitious operations recorded in 2007 and 2008 on unauthorized and concealed market activities discovered in January 2008. This information is presented in Appendix 3. However, in order to provide more relevant information on the Group's performance, the figures in this document correspond to reported historic data. The comments are also based on these reported data.

2- The Group's results at September 30th 2008 were approved by the Board of Directors on November 2nd 2008

The financial information presented for the nine-month period ended September 30th 2008 has been prepared in accordance with IFRS as adopted in the European Union. On October 15th 2008, the European Union adopted the amendments to IAS 39 "Financial Instruments: recognition and measurement" and IFRS 7 "Financial Instruments: disclosures" published on October 13th 2008 by the IASB. These amendments allow entities, as from July 1st 2008 and under certain conditions or in exceptional circumstances, to reclassify non-derivative financial assets at fair value through profit and loss or available for sale in other categories. None of the reclassifications allowed by these amendments have been made in the Group's consolidated financial statements presented for the nine-month period ended September 30th 2008. This option will be used from October 1st 2008.

The Basel II data used in this press release have not been audited by the Statutory Auditors.

This financial information does not constitute interim financial statements as defined by IAS 34 "Interim Financial Reporting". Societe Generale's management plans to publish complete consolidated financial statements in respect of the 2008 financial year.

3- Group ROE is calculated on the basis of average Group shareholders' equity under IFRS excluding (i) unrealized or deferred capital gains or losses booked directly under shareholders' equity excluding conversion reserves, (ii) deeply subordinated notes, (iii) undated subordinated notes recognized as shareholders' equity, and deducting (iv) interest to be paid to holders of deeply subordinated notes and of the restated, undated subordinated notes. The net income used to calculate ROE excludes interest, net of tax impact, to be paid to holders of deeply subordinated notes for the period and, as of 2006, to the holders of restated, undated subordinated notes (i.e. EUR 55 million in Q3 2008 vs. EUR 26 million in Q3 2007).

4- Earnings per share is the ratio of (i) net income for the period after deduction (as of 2005) of the interest, net of tax, to be paid to holders of deeply subordinated notes (EUR 48 million in Q3 2008 and EUR 17 million in Q3 2007) and, as of 2006, the interest, net of tax, to be paid to holders of undated subordinated notes which were reclassified from debt to shareholders' equity (EUR 7 million in Q3 2008 vs. EUR 9 million in Q3 2007) and (ii) the average number of shares outstanding excluding treasury shares, but taking into account (a) trading shares held by the Group, and (b) shares held under the liquidity contract.

5- Net assets are comprised of Group shareholders' equity, excluding (i) deeply subordinated notes (EUR 4.4 billion), undated subordinated notes previously recognized as debt (EUR 0.9 billion) and (ii) interest to be paid to holders of deeply subordinated notes and undated subordinated notes, but reinstating the book value of trading shares held by the Group and shares held under the liquidity contract. The number of shares used to calculate book value per share is the number outstanding at September 30th 2008, excluding treasury shares but including (a) trading shares held by the Group and (b) shares held under the liquidity contract.

APPENDIX 3: FICTITIOUS OPERATIONS RECORDED ON UNAUTHORIZED AND CONCEALED MARKET ACTIVITIES HAVE BEEN RESTATED

3.1 Comparative income statement for Q3 and the first 9 months

(in millions of euros)	Q3 07 Restated	Q3 08	Chge	9M-07 Restated	9M 08	Chge
GROUP						
Net banking income	5,375	5,108	-267	18,043	16,371	-1,672
Operating expenses	-3,374	-3,697	-323	-10,889	-11,559	-670
Gross operating income	*2,001*	*1,411*	*-590*	*7,154*	*4,812*	*-2,342*
Net allocation to provisions	*-226*	*-687*	*-461*	*-604*	*-1,672*	*-1,068*
Operating income excluding net gains or losses on unauthorised and concealed market activities	*1,775*	*724*	*-1,051*	*6,550*	*3,140*	*-3,410*
Net loss on unauthorised and concealed market activities	2,524	0	-2,524	363	0	-363
Operating income including net gains or losses on unauthorised and concealed market activities	4,299	724	-3,575	6,913	3,140	-3,773
Net income from other assets	*-3*	*18*	*21*	*27*	*659*	*632*
Net income from companies accounted for by the equity method	*12*	*2*	*-10*	*32*	*14*	*-18*
Impairment losses on goodwill	*0*	*0*	*0*	*0*	*0*	*0*
Income tax	*-1,353*	*-333*	*1,020*	*-1,941*	*-1,284*	*657*
Net income before minority interests	*2,955*	*411*	*-2,544*	*5,031*	*2,529*	*-2,502*
o.w. minority interests	*177*	*228*	*51*	*495*	*606*	*111*
Net income	*2,778*	*183*	*-2,595*	*4,536*	*1,923*	*-2,613*
Average allocated capital	23,734	29,611		23,319	28,027	
ROE after tax	46.4%	1.7%		25.6%	8.6%	

3.2 Reported 2007 historic quarterly results have been restated for the fictitious operations recorded on unauthorized and concealed market activities

	2007							
(in millions of euros)	Q1		Q2		Q3		Q4	
	Reported	Restated	Reported	Restated	Reported	Restated	Reported	Restated
Corporate and Investment Banking								
Net banking income	1,947	1,947	2,077	2,077	1,159	1,159	-661	-661
Operating expenses	-1,081	-1,081	-1,112	-1,112	-743	-743	-489	-489
Gross operating income	*866*	*866*	*965*	*965*	*416*	*416*	*-1,150*	*-1,150*
Net allocation to provisions	29	29	31	31	-9	-9	5	5
Operating income excluding net gains or losses on unauthorised and concealed market activities	*895*	*895*	*996*	*996*	*407*	*407*	*-1,145*	*-1,145*
Net loss on unauthorised and concealed market activities	0	-97	0	-2,064	0	2,524	*-4,911*	-5,274
Operating income including net gains or losses on unauthorised and concealed market activities	*895*	*798*	*996*	*-1,068*	*407*	*2,931*	*-6,056*	*-6,419*
Net income from other assets	1	1	-1	-1	2	2	24	24
Net income from companies accounted for by the equity method	6	6	2	2	6	6	5	5
Impairment losses on goodwill	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Income tax	-233	-200	-274	428	-101	-959	2,109	2,232
Net income before minority interests	*669*	*605*	*723*	*-639*	*314*	*1,980*	*-3,918*	*-4,158*
o.w. minority interests	3	3	2	2	4	4	0	0
Net income	*666*	*602*	*721*	*-641*	*310*	*1,976*	*-3,918*	*-4,158*
Corporate Centre								
Net banking income	36	36	92	92	38	38	154	154
Operating expenses	-14	-14	-32	-32	-16	-16	-32	-32
Gross operating income	*22*	*22*	*60*	*60*	*22*	*22*	*122*	*122*
Net allocation to provisions	0	0	5	5	-1	-1	-17	-17
Operating income	*22*	*22*	*65*	*65*	*21*	*21*	*105*	*105*
market activities	0	0	4	4	-1	-1	-16	-16
Net income from companies accounted for by the equity method	-1	-1	-2	-2	-1	-1	-2	-2
Impairment losses on goodwill	0	0	0	0	0	0	0	0
Income tax	16	37	45	121	33	41	-211	-122
Net income before minority interests	*37*	*57*	*112*	*62*	*52*	*59*	*-124*	*44*
o.w. minority interests	57	-20	62	59	59	-18	44	-166
Net income	*-20*	*-20*	*50*	*59*	*-7*	*-18*	*-168*	*-166*
GROUP								
Net banking income	6,046	6,046	6,622	6,622	5,375	5,375	3,880	3,880
Operating expenses	-3,698	-3,698	-3,817	-3,817	-3,374	-3,374	-3,416	-3,416
Gross operating income	*2,348*	*2,348*	*2,805*	*2,805*	*2,001*	*2,001*	*464*	*464*
Net allocation to provisions	*-192*	*-192*	*-186*	*-186*	*-226*	*-226*	*-301*	*-301*
Operating income excluding net gains or losses on unauthorised and concealed market activities	*2,156*	*2,156*	*2,619*	*2,619*	*1,775*	*1,775*	*163*	*163*
Net loss on unauthorised and concealed market activities	0	-97	0	-2,064	0	2,524	*-4,911*	-5,274
Operating income including net gains or losses on unauthorised and concealed market activities	2,156	2,059	2,619	555	1,775	4,299	*-4,748*	-5,111
Net income from other assets	*24*	*24*	*6*	*6*	*-3*	*-3*	*13*	*13*
Net income from companies accounted for by the equity method	*11*	*11*	*9*	*9*	*12*	*12*	*12*	*12*
Impairment losses on goodwill	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Income tax	*-613*	*-580*	*-719*	*-8*	*-484*	*-1,353*	*1,534*	*1,659*
Net income before minority interests	*1,578*	*1,514*	*1,915*	*562*	*1,300*	*2,955*	*-3,189*	*-3,427*
o.w. minority interests	*147*	*147*	*171*	*171*	*177*	*177*	*162*	*162*
Net income	*1,431*	*1,367*	*1,744*	*391*	*1,123*	*2,778*	*-3,351*	*-3,589*
Average allocated capital	23,268	23,236	23,727	22,986	24,324	23,734	23,413	23,532
ROE after tax	24.4%	23.3%	29.0%	6.4%	18.0%	46.4%	NM	NM

APPENDIX 4: IMPACT OF NON-RECURRING ITEMS ON PRE-TAX PROFITS

	EUR m	Q1 07	Q2 07	Q3 07	Q1 08	Q2 08	Q3 08	9M 07	9M 08
Non-recurring items in NBI	**French Networks**	**-**	**36**	**-**	**-**	**-**	**-**	**36**	**-**
	Euronext capital gain	-	36	-	-	-	-	36	-
	International Retail Banking	**-**	**-**	**-**	**-**	**-**	**75**	**-**	**75**
	Asiban capital gain	-	-	-	-	-	75	-	75
	Global Investment Management and Services	**-**	**165**	**- 53**	**- 274**	**-**	**- 12**	**112**	**- 286**
	Asset Management	**-**	**-**	**- 53**	**- 274**	**-**	**- 12**	**- 53**	**- 286**
	Liquidity support provided to certain funds	-	-	- 53	- 274	-	-	- 53	- 274
	Impact of Lehman	-	-	-	-	-	- 12	-	- 12
	Private Banking	**-**	**1**	**-**	**-**	**-**	**-**	**1**	**-**
	Euronext capital gain	-	1	-	-	-	-	1	-
	SG SS, Brokers and Online Savings	**-**	**164**	**-**	**-**	**-**	**-**	**164**	**-**
	Euronext capital gain at SG SS	-	159	-	-	-	-	159	-
	Euronext capital gain at Fimat	-	5	-	-	-	-	5	-
	Corporate and Investment Banking	**- 6**	**60**	**- 269**	**31**	**-1,223**	**-1,079**	**- 215**	**-2,271**
	Equities	**1**	**20**	**- 2**	**200**	**- 68**	**- 152**	**19**	**- 20**
	Euronext capital gain at SG CIB	-	34	-	-	-	-	34	-
	Revaluation of financial liabilities + Own shares	1	- 14	- 2	200	- 68	7	- 15	139
	Impact of Lehman	-	-	-			- 159	-	- 159
	Fixed Income, Currencies and Commodities	**1**	**26**	**- 205**	**- 868**	**- 661**	**- 1,123**	**- 178**	**- 2,652**
	Revaluation of financial liabilities	-	-	-	323	- 79	61	-	305
	Losses and write-downs on exotic credit derivatives	14	10	-	- 417	- 372	- 370	24	- 1,159
	Write-down of unhedged CDOs	- 5	- 37	- 124	- 350	- 20	315	- 166	- 55
	Write-down of monolines	-	-	-	- 203	- 98	- 453	-	- 754
	Write-down of RMBS	- 8	- 29	- 64	- 43	- 15	-	- 101	- 58
	Write-down of European ABS sold by SGAM	-	-	- 17	- 166	- 84	- 382	- 17	- 632
	Write-down/Reversal of SIV PACE	-	-	-	- 12	7	- 57	-	- 62
	ICE capital gain	-	82	-	-	-	-	82	-
	Impact of Lehman	-	-	-	-	-	- 223	-	- 223
	Islandic banks						- 14		- 14
	Financement et Conseil	**- 8**	**14**	**- 62**	**699**	**- 494**	**196**	**- 56**	**401**
	Mark to Market value of CDS'	- 8	14	36	743	- 501	262	42	504
	Write-down/Reversal of Non IG transactions in underwriting	-	-	- 98	- 44	7	- 13	- 98	- 50
	Impact of Lehman	-	-	-	-	-	- 53	-	- 53
	Corporate Centre	**-**	**-**	**-**	**-**	**306**	**- 142**	**-**	**164**
	Revaluation of financial liabilities at Crédit du Nord	-	-	-	-	44	-	-	44
	Capital gain on Muscat	-	-	-	-	262	-	-	262
	Write-down of equity portfolio	-	-	-	-	-	- 142	-	- 142
	Total impact on GROUP NBI	**- 6**	**261**	**- 322**	**- 243**	**- 917**	**-1,158**	**-67**	**-2,318**
Net alloc. to provisions	**Private Banking**	**-**	**-**	**-**	**-**	**-**	**- 10**	**-**	**- 10**
	Allocation to Washington Mutual	-	-	-		-	- 10	-	- 10
	Corporate and Investment Banking	**-**	**-**	**-**	**- 282**	**-**	**- 40**	**-**	**- 322**
	Allocations to a few accounts	-	-	-	- 282	-	- 40	-	- 322
Net gain on other assets	**Corporate Centre**	**-**	**-**	**-**	**602**	**-**	**-**	**-**	**602**
	Capital gain on Fimat	-	-	-	602	-	-	-	602
	Total impact on GROUP	**- 6**	**261**	**-322**	**77**	**-917**	**-1,208**	**-67**	**-2,048**

5.2 PRUDENTIAL RATIO MANAGEMENT

As part of prudential ratio management, the Group proceeded with a EUR 1 billion 10-year fixed rate subordinated notes issue (lower tier II) on August 20th 2008.

5.3 IMPLEMENTATION OF THE BASEL II REFORM *(UNAUDITED DATA)*

5.3.1 BASEL II AT SEPTEMBER 30TH 2008

- **Extract from the presentation dated November 3rd 2008: Third quarter results (and supplements)**

9 month Basel I / Basel II comparison

In EUR m

	French Networks		International Retail Banking		Financial Services		Global Investment Management & Services		Corporate & Investment Banking		Corporate Centre		Group	
	Basel II 9M08	Basel I 9M08	**Basel II 9M 08**	Basel I 9M 08	**Basel II 9M 08**	Basel I 9M 08	**Basel II 9M 08**	Basel I 9M 08	**Basel II 9M 08**	Basel I 9M 08	**Basel II 9M 08**	Basel I 9M 08	**Basel II 9M 08**	Basel I 9M 08
Net banking income	**5,212**	5,274	**3,635**	3,629	**2,393**	2,403	**2,214**	2,213	**2,916**	2,873	**1**	(21)	**16,371**	16,371
Operating expenses	**(3,435)**	(3,435)	**(2,011)**	(2,011)	**(1,337)**	(1,337)	**(1,957)**	(1,957)	**(2,732)**	(2,732)	**(87)**	(87)	**(11,559)**	(11,559)
Gross operating income	1,777	1,839	1,624	1,618	1,056	1,066	257	256	184	141	(86)	(108)	4,812	4,812
Net allocation to provisions	**(296)**	(296)	**(293)**	(293)	**(396)**	(396)	**(14)**	(14)	**(659)**	(659)	**(14)**	(14)	**(1,672)**	(1,672)
Operating income excluding net los	1,481	1,543	1,331	1,325	660	670	243	242	(475)	(518)	(100)	(122)	3,140	3,140
Net income from companies accounted for by the equity method	**2**	2	**7**	7	**3**	3	**0**	0	**9**	9	**(7)**	(7)	**14**	14
Net income from other assets	**2**	2	**11**	11	**(1)**	(1)	**0**	0	**10**	10	**637**	637	**659**	659
Impairment losses on goodwill	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0
Income tax	**(504)**	(525)	**(282)**	(281)	**(202)**	(205)	**(61)**	(60)	**197**	212	**(432)**	(425)	**(1,284)**	(1,284)
Net income before minority interests	**981**	1,022	**1,067**	1,062	**460**	467	**182**	182	**(259)**	(287)	**98**	83	**2,529**	2,529
Minority interests	**37**	37	**377**	377	**13**	13	**7**	7	**4**	4	**168**	168	**606**	606
Net income	944	985	690	685	447	454	175	175	(263)	(291)	(70)	(85)	1,923	1,923
Average allocated capital	**5,107**	6,978	**2,689**	2,516	**3,856**	4,168	**1,453**	1,442	**7,430**	6,119	**7,492***	6,804*	**28,027**	28,027
ROE after tax	24.6%	18.8%	34.2%	36.3%	15.5%	14.5%	16.1%	16.2%	NM	NM	NM	NM	8.6%	8.6%

* Calculated as the difference between total Group capital and capital allocated to the core businesses

Quarterly Basel I / Basel II comparison

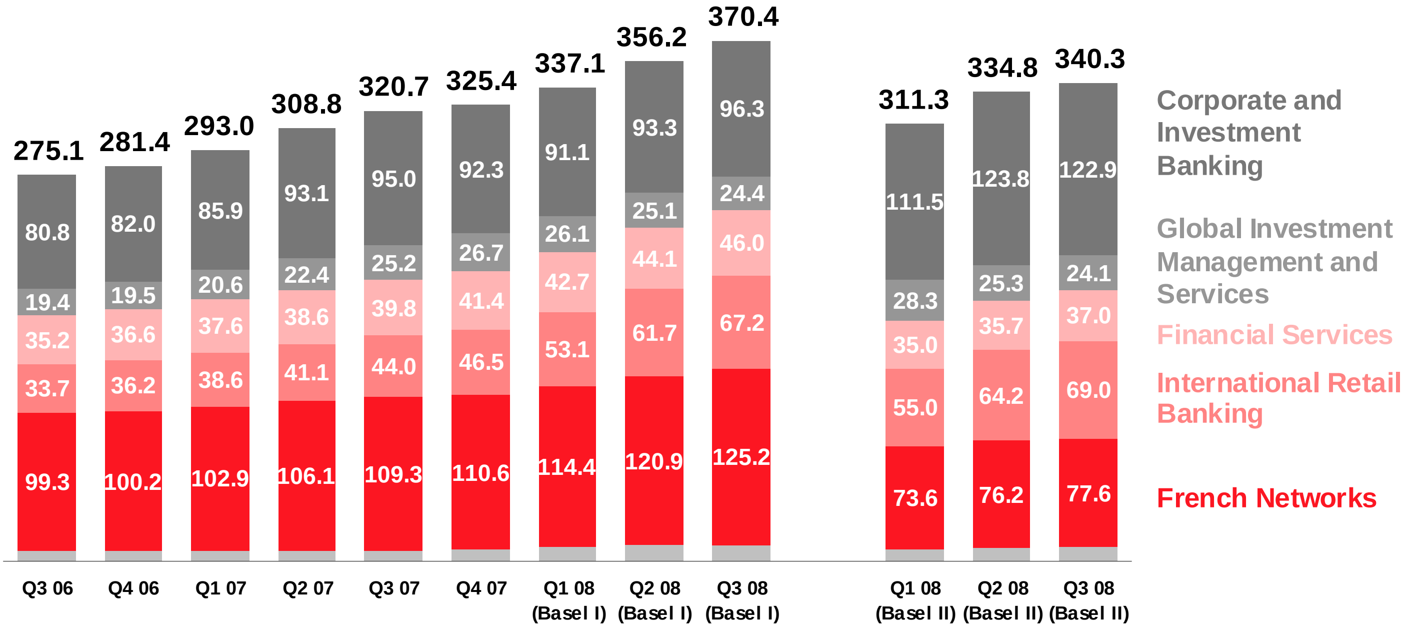
In EUR m

	French Networks		International Retail Banking		Financial Services		Global Investment Management & Services		Corporate & Investment Banking		Corporate Centre		Group	
	Basel II Q3 08	Basel I Q3 08	**Basel II Q3 08**	Basel I Q3 08	**Basel II Q3 08**	Basel I Q3 08	**Basel II Q3 08**	Basel I Q3 08	**Basel II Q3 08**	Basel I Q3 08	**Basel II Q3 08**	Basel I Q3 08	**Basel II Q3 08**	Basel I Q3 08
Net banking income	**1,758**	1,781	**1,304**	1,301	**801**	804	**745**	746	**661**	647	**(161)**	(171)	**5,108**	5,108
Operating expenses	**(1,128)**	(1,128)	**(668)**	(668)	**(454)**	(454)	**(640)**	(640)	**(777)**	(777)	**(30)**	(30)	**(3,697)**	(3,697)
Gross operating income	630	653	636	633	347	350	105	106	(116)	(130)	(191)	(201)	1,411	1,411
Net allocation to provisions	**(116)**	(116)	**(127)**	(127)	**(149)**	(149)	**(12)**	(12)	**(270)**	(270)	**(13)**	(13)	**(687)**	(687)
Operating income	514	537	509	506	198	201	93	94	(386)	(400)	(204)	(214)	724	724
Net income from companies accounted for by the equity method	**1**	1	**2**	2	**(2)**	(2)	**0**	0	**3**	3	**(2)**	(2)	**2**	2
Net income from other assets	**0**	0	**1**	1	**0**	0	**(1)**	(1)	**6**	6	**12**	12	**18**	18
Impairment losses on goodwill	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0	**0**	0
Income tax	**(173)**	(182)	**(108)**	(108)	**(61)**	(62)	**(25)**	(25)	**143**	148	**(109)**	(104)	**(333)**	(333)
Net income before minority interests	**342**	356	**404**	401	**135**	137	**67**	68	**(234)**	(243)	**(303)**	(308)	**411**	411
Minority interests	**11**	11	**146**	146	**4**	4	**0**	0	**1**	1	**66**	66	**228**	228
Net income	331	345	258	255	131	133	67	68	(235)	(244)	(369)	(374)	183	183
Average allocated capital	**5,201**	7,289	**3,024**	2,770	**4,006**	4,346	**1,242**	1,400	**7,642**	6,300	**8,496***	7,506*	**29,611**	29,611
ROE after tax	25.5%	18.9%	34.1%	36.8%	13.1%	12.2%	21.6%	19.4%	NM	NM	NM	NM	1.7%	1.7%

* Calculated as the difference between total Group capital and capital allocated to the core businesses

Change in risk-weighted assets (Basel I & II)

Average credit risk equivalent in EUR bn

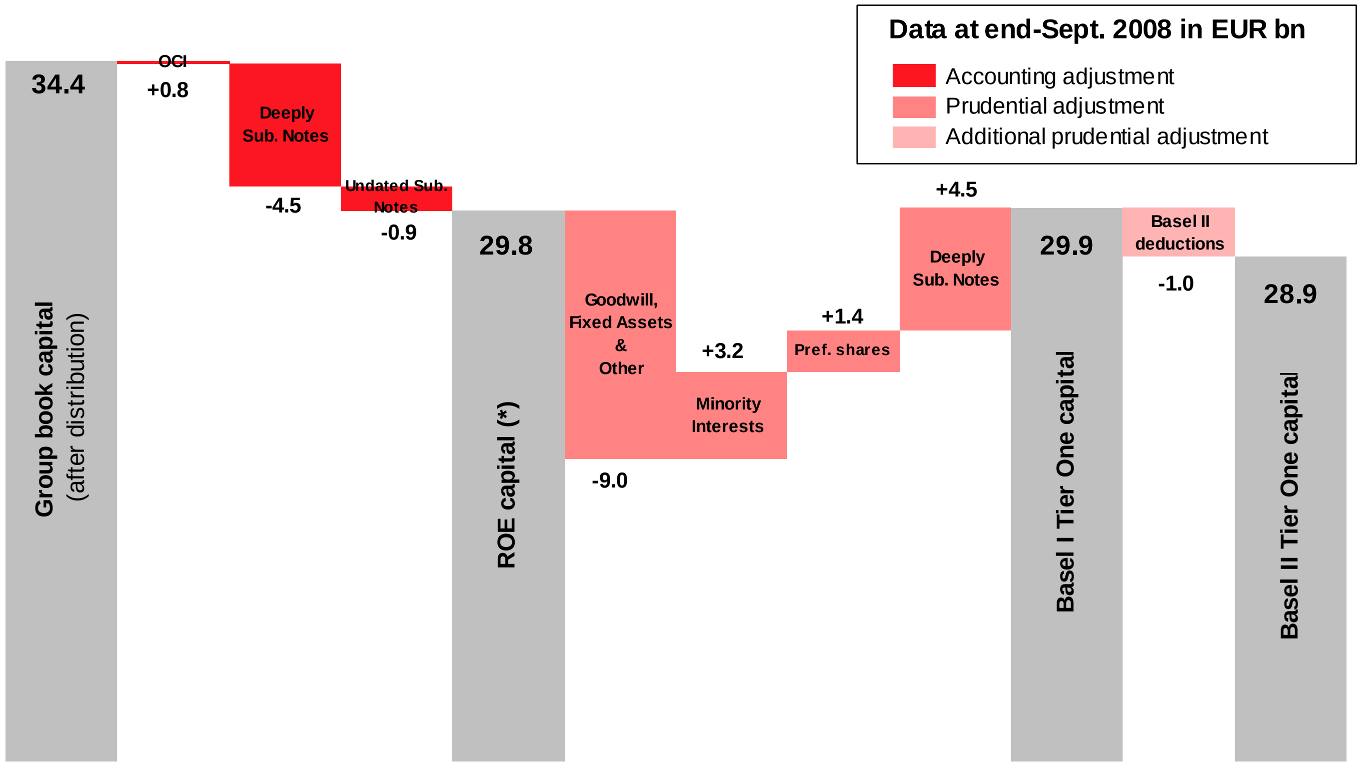


Consequences of the implementation of Basel II by core business

Risk-weighted assets at September 30th 2008 (in EUR bn)

	Basel I	Basel II				Change Basel II / Basel I
		Credit	Market	Operational	Total	
French Networks	126.4	75.2	0.1	2.1	77.4	-38.8%
International Retail Banking	69.7	67.2	0.5	2.5	70.2	+0.7%
Financial Services	47.0	35.9	0.0	1.9	37.8	-19.7%
Global Investment Management and Services	24.6	19.7	1.4	3.0	24.1	-2.0%
Corporate and Investment Banking	97.1	79.0	13.0	29.2	121.2	+24.8%
Corporate Centre	11.1	5.5	0.3	3.7	9.5	-14.6%
Group total	376.0	282.4	15.3	42.4	340.2	-9.5%

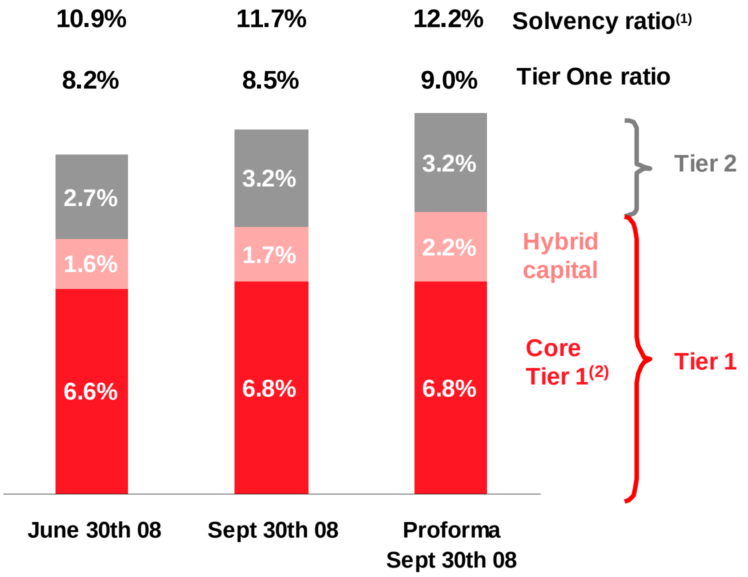
Calculation of ROE Capital and the Tier One ratio



(*) Data at the end of the period; ROE is calculated based on the average capital at the end of the period

Financial structure

Change in Basel II Tier One Ratio



* Subject to the approval of the European Commission

(1) Solvency ratio: Tier One + Tier Two + other deductions

(2) Core Tier One: Tier One capital - hybrid capital

5.4 INFORMATION ON COMMON STOCK

- **Extract from press release dated November 3rd 2008: third quarter results**

On the authorisation of the CECEI (*French Credit Institutions and Investment Firms Committee*) dated September 24th 2008, the Board of Directors' meeting on November 2nd 2008 proceeded with the cancellation of 10.0 million shares (1.7% of the capital) representing an acquisition value of EUR 1,218 million. The cancellation has no impact on the Group's book and regulatory equity but reduces Societe Generale's share capital from EUR 738,409,055 divided into 590,727,244 shares to EUR 725,909,055 divided into 580,727,244 shares.

VI. CHAPTER 12: PERSON RESPONSIBLE FOR UPDATING THE REGISTRATION DOCUMENT

6.1 PERSON RESPONSIBLE FOR UPDATING THE REGISTRATION DOCUMENT

Mr Fréderic OUDEA, Chief Executive Officer of Societe Generale

6.2 STATEMENT OF THE PERSON RESPONSIBLE FOR UPDATING THE REGISTRATION DOCUMENT

I hereby certify, having taken all reasonable measures to this effect, that the information contained in the present update of the 2008 Registration document is, to the best of my knowledge, in accordance with the facts and that it makes no omission likely to affect its import.

I have received a completion letter from the Statutory Auditors a letter stating that they have audited the information contained in the present update about the Group's financial position and accounts and that they have read the updated documents A-01, A-02 and A-03 in their entirety.

The historical financial information presented in the 2008 Registration document has been discussed in the Statutory Auditors' reports found on pages 266 to 267 and 330 to 331 of the 2008 Registration document, and those enclosed by reference for financial years 2005 and 2006, found on pages 215 to 216 of the 2006 Registration document and on pages 246 to 247 and 301 to 302 of the 2007 Registration document. The Statutory Auditors' reports on the 2007 parent company and consolidated financial statements, on 2006 parent company financial statements and on 2005 consolidated financial statements contain remarks.

Paris, November 6th 2008

Mr Fréderic OUDEA
Chief Executive Officer of Societe Generale

6.3 PERSONS RESPONSIBLE FOR THE AUDIT OF THE FINANCIAL STATEMENTS

STATUTORY AUDITORS

Name: Cabinet Ernst & Young Audit
represented by Philippe Peuch-Lestrade
Address: Faubourg de l'Arche – 11, allée de l'Arche - 92037 Paris - La Défense
Date of first appointment: April 18th 2000
Term of mandate: 6 fiscal years
End of current mandate: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31st 2011.

Name: Société Deloitte et Associés
represented by José-Luis Garcia
Address: 185, avenue Charles-de-Gaulle - B.P. 136 - 92524 Neuilly-sur-Seine Cedex
Date of first appointment: April 18th 2003
Term of mandate: 6 fiscal years
End of current mandate: at the close of the Ordinary General Meeting which will approve the financial statements for the year ended December 31st 2011.

SUBSTITUTE STATUTORY AUDITORS

Name: Robert Gabriel Galet
Address: Faubourg de l'Arche – 11, allée de l'Arche - 92037 Paris - La Défense
Date of first appointment: May 30th, 2006
Term of mandate: 6 fiscal years

Name: Alain Pons
Address: 185, avenue Charles-de-Gaulle - B.P. 136 - 92524 Neuilly-sur-Seine Cedex
Date of first appointment: April 18th 2003
Term of mandate: 6 fiscal years

VII. CHAPTER 13: CROSS-REFERENCE TABLE

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Frankfurt am Main, 2 December 2008

ISSUER

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gez.:

gez.:

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