

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

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

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

For the avoidance of doubt, unless otherwise specified, any date specified in these Final Terms shall respect the following date convention: DD/MM/YYYY.

07/11/2012

**Société Générale**  
**Issue of up to EUR 50 000 000 Notes due 18/07/2019**  
**under the €125 000 000 000**  
**Debt Instruments Issuance Programme**

**PART A – CONTRACTUAL TERMS**

**The Notes described herein are designated as Permanently Restricted Notes. As a result, they may not be legally or beneficially owned at any time by any U.S. Person (as defined in Regulation S) and accordingly are being offered and sold outside the United States to persons that are not U.S. Persons in reliance on Regulation S.**

**By its purchase of a Note, each purchaser will be deemed or required, as the case may be, to have agreed that it may not resell or otherwise transfer any Note held by it except outside the United States in an offshore transaction to a person that is not a U.S. Person.**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth under the heading "Terms and Conditions of the English Law Notes and the Uncertificated Notes" in the Base Prospectus dated 20/04/2012, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**) as amended (which includes the amendment made by Directive 2010/73/EU (the **2010 PD Amending Directive**) to the extent that such amendments have been implemented in a Member State. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and Article 8.4 of the Luxembourg Act and must be read in conjunction with the Base Prospectus and any Supplement(s) to such Base Prospectus published prior to the Issue Date (as defined below) (**Supplement(s)**); provided, however, that to the extent such Supplement (i) is published

after these Final Terms have been signed or issued and (ii) provides for any change to the Conditions as set out under the heading “*Terms and Conditions of the English Law Notes and the Uncertificated Notes*”, such change(s) shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate. Full information on the Issuer, the Guarantor, if any, and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and any Supplement(s). Prior to acquiring an interest in the Notes described herein, prospective investors should read and understand the information provided in the Base Prospectus and any Supplement(s) and be aware of the restrictions applicable to the offer and sale of such Notes in the United States or to, or for the account or benefit of, U.S. Persons. Copies of the Base Prospectus, any Supplement(s) and these Final Terms are available for inspection from the head office of the Issuer, the Guarantor (if applicable), the specified offices of the Paying Agents and, in the case of Notes admitted to trading on the Regulated Market of the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

The provisions of the Equity Technical Annex apply to these Final Terms and such documents shall be read together. In the event of any inconsistency between the Equity Technical Annex and these Final Terms, these Final Terms shall prevail.

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

1.	(i)	<b>Issuer:</b>	Société Générale
	(ii)	<b>Guarantor:</b>	Not Applicable
2.	(i)	<b>Series Number:</b>	38824/13.1
	(ii)	<b>Tranche Number:</b>	1
3.		<b>Specified Currency or Currencies:</b>	EUR
4.		<b>Aggregate Nominal Amount:</b>	
	(i)	- <b>Tranche:</b>	Up to EUR 50 000 000
	(ii)	- <b>Series:</b>	Up to EUR 50 000 000
5.		<b>Issue Price:</b>	100% of the Aggregate Nominal Amount
6.		<b>Specified Denomination(s):</b>	EUR 1 000
7.	(i)	<b>Issue Date and if any, Interest Commencement Date:</b>	11/01/2013
	(ii)	<b>Interest Commencement Date (if different from the Issue Date):</b>	Not Applicable
8.		<b>Maturity Date:</b>	18/07/2019
9.		<b>Interest Basis:</b>	See paragraphs 15 to 18 below
10.		<b>Redemption/Payment Basis:</b>	See paragraph(s) 20 and/or 23 below
11.		<b>Change of Interest Basis or Redemption/Payment Basis:</b>	See paragraphs 15 to 18 below
12.		<b>Put/Call Options:</b>	See paragraph(s) 21 and/or 22 below
13.		<b>Status of the Notes:</b>	Unsubordinated
14.		<b>Method of distribution:</b>	Non-syndicated

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

15.		<b>Fixed Rate Note Provisions:</b>	Not Applicable
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16.	<b>Floating Rate Note Provisions:</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions:</b>	Not Applicable
18.	<b>Index Linked Interest Note Provisions:</b>	Not Applicable
19.	<b>Dual Currency Note Provisions:</b>	Not Applicable

**PROVISIONS RELATING TO PHYSICAL DELIVERY**

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

21.	<b>Issuer's optional redemption (other than for taxation reasons):</b>	Applicable in respect of (v) below only
	(i) <b>Optional Redemption Date(s):</b>	Not Applicable
	(ii) <b>Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):</b>	Not Applicable
	(iii) <b>If redeemable in part:</b>	
	(a) <b>Minimum Redemption Amount:</b>	Not Applicable
	(b) <b>Maximum Redemption Amount:</b>	Not Applicable
	(iv) <b>Notice period (if other than as set out in the Conditions):</b>	Not Applicable
	(v) <b>Trigger Redemption Option:</b>	Applicable
	<b>Outstanding Amount Trigger Level:</b>	As provided in Condition 6(f) of the Terms and Conditions of the English Law Notes and the Uncertificated Notes
22.	<b>Redemption at the option of the Noteholders:</b>	Not Applicable
23.	<b>Final Redemption Amount:</b>	See the Schedule
	(i) <b>Index/Formula:</b>	See the Schedule
	(ii) <b>Calculation Agent responsible for calculating the Final Redemption Amount (if not the Fiscal Agent):</b>	Société Générale Tour Société Générale 17 cours Valmy 92987 Paris La Défense Cedex France
	(iii) <b>Provisions for determining the redemption amount where calculation by reference to Index and/or Formula is impossible or impracticable:</b>	As provided in the Equity Technical Annex.
24.	<b>Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same:</b>	Market Value
25.	<b>Credit Linked Notes provisions:</b>	Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

26.	<b>Form of Notes:</b>	
	(i) <b>Form:</b>	Non-US Registered Global Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
	(ii) <b>New Global Note:</b>	No
27.	<b>"Payment Business Day" election or other special provisions relating to Payment Business Days:</b>	Following Payment Business Day
28.	<b>Additional Financial Centre(s):</b>	Not Applicable
29.	<b>Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes:</b>	Yes (if appropriate)
30.	<b>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:</b>	Not Applicable
31.	<b>Details relating to Instalment Notes:</b>	Not Applicable
32.	<b>Redenomination applicable:</b>	Not Applicable
33.	<b>Masse :</b>	Not Applicable
34.	<b>Swiss Paying Agent(s):</b>	Not Applicable
35.	<b>Portfolio Manager:</b>	Not Applicable
36.	<b>Governing Law:</b>	The Notes (and, if applicable, the Receipts and the Coupons) and any non-contractual obligations arising out of or in connection with the Notes will be governed by, and shall be construed in accordance with, English law.
37.	<b>Other final terms:</b>	See the Schedule

**DISTRIBUTION**

38.	(i) <b>If syndicated, names and addresses and underwriting commitments of Managers:</b>	Not Applicable
	(ii) <b>Date of Syndication Agreement:</b>	Not Applicable
	(iii) <b>Stabilising Manager (if any):</b>	Not Applicable
39.	<b>If non-syndicated, name and address of relevant Dealer:</b>	Société Générale Bank & Trust 11, avenue Emile Reuter 2420 Luxembourg Luxembourg
40.	<b>Total commission and concession:</b>	There is no commission and/or concession paid by the Issuer to the Dealer or the Managers.
41.	<b>Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:</b>	Not Applicable

42. **Additional selling restrictions:** The Notes may not be legally or beneficially owned at any time by any U.S. Person (as defined in Regulation S) and accordingly are being offered and sold outside the United States to persons that are not U.S. Persons in reliance on Regulation S.
43. **Additional U.S. Tax Disclosure:** Not Applicable

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for the issue of the Notes, public offer in Belgium and admission to trading on the Regulated Market of the Luxembourg Stock Exchange by Société Générale pursuant to its €125 000 000 000 Debt Instruments Issuance Programme for which purpose they are hereby submitted.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms prepared in relation to Series 38824/13.1, Tranche 1.

The Issuer accepts responsibility for the information contained in these Final Terms. Information or summaries of information included herein with respect to the Underlying(s), has been extracted from general databases released publicly or by any other available information. The Issuer 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.

**FINAL VERSION APPROVED BY THE ISSUER**

**PART B – OTHER INFORMATION****1. LISTING AND ADMISSION TO TRADING**

- (i) **Listing:** Application has been made for the Notes to be listed on the official list of the Luxembourg Stock Exchange.
- (ii) **Admission to trading:** Application has been made for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from or as soon as practicable after the Issue Date.

**2. RATINGS**

**Ratings:** The Notes to be issued have not been rated.

**3. NOTIFICATION AND AUTHORISATION**

The *Commission de Surveillance du Secteur Financier (CSSF), Luxembourg*, has provided the *Autorité des services et marchés financiers (FSMA), Belgium*, with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

The Issuer has authorised the use of these Final Terms and the Base Prospectus dated 20/04/2012 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 Belgium for the period set out in paragraph 13 below.

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

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

Société Générale as Issuer expects to enter into hedging transactions in order to hedge its obligations under the Notes. Should any conflicts of interest arise between (i) the responsibilities of Société Générale as Calculation Agent for the Notes and (ii) Société Générale's hedging transactions, Société Générale hereby represents that such conflicts of interest will be resolved in a manner which respects the interests of the Noteholders.

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

- (i) **Reasons for the offer:** See "Use of Proceeds" wording in Base Prospectus.
- (ii) **Estimated net proceeds:** Not Applicable
- (iii) **Estimated total expenses:** Not Applicable

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

**Indication of yield:** Not Applicable

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

Not Applicable

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

Under these Notes, the Noteholders will not receive any coupons during the term of the Notes. At maturity, the Noteholders are entitled to receive at least 75% of the amount

initially invested on the Issue Date. The return under these Notes is 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. 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.

Pursuant to the provisions of the Equity Technical Annex, upon the occurrence of certain Extraordinary Events and Adjustments affecting the Underlying, the Calculation Agent may decide an Early Redemption of the Notes on the basis of Market Value.

The Notes may be redeemed early in the event that the outstanding nominal amount is reduced to or falls below 10% of the initial nominal amount of such Notes.

In such event the Issuer will have the option to redeem any outstanding Notes early upon giving not less than 15 Business Days notice. This could lead to investors receiving an amount at redemption earlier than had been anticipated in circumstances over which the investors have no control and may affect the value of their investment.

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

Not Applicable

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

Not Applicable

**11. OPERATIONAL INFORMATION**

- |       |   |                          |
|-------|---|--------------------------|
| (i)   | <b>ISIN Code:</b>   | XS0767918567             |
| (ii)  | <b>Common Code:</b>   | 076791856                |
| (iii) | <b>Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme or Euroclear France or Euroclear UK &amp; Ireland Limited and the relevant identification number(s):</b> | Not Applicable           |
| (iv)  | <b>Delivery:</b>  | Delivery against payment |
| (v)   | <b>Names and addresses of Additional Paying Agent(s) (if any):</b>  | Not Applicable           |
| (a)   | <b>EUI Agent:</b>   | Not Applicable           |
| (b)   | <b>EUI Agent's specified office:</b>  | Not Applicable           |
| (c)   | <b>Name and address of Issuer Agent in relation to (Finnish) Uncertificated Notes:</b>  | Not Applicable           |
| (vi)  | <b>Intended to be held in a manner which would allow Eurosystem eligibility:</b>  | No                       |

12. **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

Name: Sales Support Services - Equity Derivatives  
Tel: +33 1 42 13 86 92 (Hotline)  
Fax: +33 1 58 98 35 53  
Email: clientsupport-deai@sgcib.com  
valuation-deai@sgcib.com

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

This paragraph applies only in respect of any offer of Notes made in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**), where such offer is not made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of Notes.

- **Offer Period:** 09/11/2012 to 04/01/2013, in Belgium, provided that the Issuer reserves the right to close the Offer Period prior to its stated expiry for any reason.

- **Offer Price:** The Notes will be offered at the Issue Price increased by fees, if any, as mentioned below.

- **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. The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such right, no potential investor shall be entitled to subscribe or otherwise acquire the Notes.

- **Description of the application process:** Not Applicable

- **Details of the minimum and/or maximum amount of application:** Not Applicable

- **Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:** Not Applicable

- **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.



**- Manner and date in which results of the offer are to be made public:**

Publication on the website of the Issuer on <http://prospectus.socgen.com> and in a daily newspaper of general circulation in the relevant place(s) of listing and/or public offer at the end of the subscription period if required by local regulation.

**- Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:**

Not Applicable

**- Categories of potential investors to which the Notes are offered:**

Offers may be made by the Financial Intermediaries in Belgium 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.

**- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:**

Not Applicable

**- 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 Base Prospectus.

Subscription fees or purchases fees: none.

**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.

## SCHEDULE

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

### Part 1

1.	(i)	<b>Issuer</b>	Société Générale
	(ii)	<b>Guarantor</b>	Not Applicable
3.		<b>Specified Currency or Currencies</b>	EUR
4.		<b>Aggregate Nominal Amount:</b>	
	(i)	- <b>Tranche:</b>	Up to EUR 50 000 000
	(ii)	- <b>Series:</b>	Up to EUR 50 000 000
5.		<b>Issue Price</b>	100% of the Aggregate Nominal Amount
6.		<b>Specified Denomination(s)</b>	EUR 1 000
7.		<b>Issue Date (DD/MM/YYYY)</b>	11/01/2013
8.		<b>Maturity Date (DD/MM/YYYY)</b>	18/07/2019
1. (i) (Part B)		<b>Listing</b>	Application has been made for the Notes to be listed on the official list of the Luxembourg Stock Exchange.
18.		<b>Index Linked Interest Note Provisions</b>	Not Applicable
23.		<b>Final Redemption Amount</b>	Index Linked
	(i)	- <b>Index/Formula:</b>	<p>The Issuer shall redeem the Notes on the Maturity Date in accordance with the following formula in respect of each Note:</p> <p>a) If on Final Valuation Date, FinalPerformance is <math>\geq 0\%</math>, then Specified Denomination <math>\times \{ 100\% + \text{Min} [60\% ; (200\% \times \text{FinalPerformance})]\}</math></p> <p>Otherwise,</p> <p>b) Specified Denomination <math>\times \text{Max} [ 75\% ; 100\% + \text{FinalPerformance} ]</math></p>
37.		<b>Other final terms</b>	Not Applicable

### Part 2 (Definitions)

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

<b>Initial Valuation Date</b>	11/01/2013 (such date being a Valuation Date for the purposes of the Equity Technical Annex)
<b>Final Valuation Date</b>	11/07/2019 (such date being a Valuation Date for the purposes of the Equity Technical Annex)

**Underlying**

The following Index as defined below:

Index Name	Bloomberg Ticker	Index Sponsor	Exchange	Website*
BEL 20 INDEX	BEL20	Euronext Brussels	Brussels Stock Exchange	www.euronext.com

*\*The information relating to the past and future performances of the Underlying is 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) and at the office of the Agent in Luxembourg.*

<b>Closing Price</b>	As defined in Part 1 of the Equity Technical Annex
<b>S(0)</b>	Closing Price of the Underlying on the Initial Valuation Date
<b>S(F)</b>	Closing Price of the Underlying on the Final Valuation Date
<b>FinalPerformance</b>	$S(F) / S(0) - 1$

**Underlying(s)**

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.

**Additional Information**

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The Final Terms and the Base Prospectus and any amendments or supplements thereto are available in electronic form on the website of the Issuer on <http://prospectus.socgen.com>.