

Dated 28 February 2014

**SG ISSUER****Issue of EUR 1,320,000 Notes due 4 March 2019**  
**Unconditionally and irrevocably guaranteed by Société Générale**  
**under the €125,000,000,000**  
**Debt Instruments Issuance Programme****PART A – CONTRACTUAL TERMS**

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 29 April 2013. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Base Prospectus and the supplements to such Base Prospectus dated 31/05/2013 and 23/07/2013 and 08/08/2013 and 12/09/2013 and 09/10/2013 and 15/11/2013 and 10/01/2014 and 22/01/2014 and 25/02/2014 and 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. In the case of Notes offered to the public or admitted to trading on a Regulated Market in the European Economic Area, a summary of the issue of the Notes (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. 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)) and, in the case of Notes offered to the public or admitted to trading on a Regulated Market in the European Economic Area, on the website of the Issuer (<http://prospectus.socgen.com>).

- |    |       |   |                                      |
|----|-------|---|--------------------------------------|
| 1. | (i)   | <b>Series Number:</b>                           | 58081EN/14.3                         |
|    | (ii)  | <b>Tranche Number:</b>                          | 1                                    |
|    | (iii) | <b>Date on which the Notes become fungible:</b> | Not Applicable                       |
| 2. |       | <b>Specified Currency or Currencies:</b>        | EUR                                  |
| 3. |       | <b>Aggregate Nominal Amount:</b>                |                                      |
|    | (i)   | <b>Tranche:</b>                                 | 1,320,000                            |
|    | (ii)  | <b>Series:</b>                                  | 1,320,000                            |
| 4. |       | <b>Issue Price:</b>                             | 100% of the Aggregate Nominal Amount |
| 5. |       | <b>Specified Denomination(s):</b>               | EUR 1,000                            |

6.	(i)	<b>Issue Date :</b>	4 March 2014
	(ii)	<b>Interest Commencement Date :</b>	Issue Date
7.		<b>Maturity Date:</b>	4 March 2019
8.		<b>Governing Law:</b>	English law
9.	(i)	<b>Status of the Notes:</b>	Unsecured
	(ii)	<b>Date of corporate authorisation obtained for the issuance of Notes:</b>	Not Applicable
	(iii)	<b>Type of Structured Notes:</b>	Share Linked Notes  The provisions of the following Additional Terms and Conditions apply: Additional Terms and Conditions for Share Linked Notes  Such Additional Terms and Conditions contain, amongst others, the provisions for determining any amount where calculation is impossible or impracticable
	(iv)	<b>Reference of the product:</b>	3.3.2 with Option 3 applicable, as described in the Additional Terms and Conditions relating to Formulae
10.		<b>Interest Basis :</b>	See section "PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE" below.
11.		<b>Redemption/Payment Basis :</b>	See section "PROVISIONS RELATING TO REDEMPTION" below.
12.		<b>Put/Call Options:</b>	See section "PROVISIONS RELATING TO REDEMPTION" below.

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

13.		<b>Fixed Rate Note Provisions:</b>	Not Applicable
14.		<b>Floating Rate Note Provisions:</b>	Not Applicable
15.		<b>Structured Interest Note Provisions:</b>	Applicable as per Condition 3.3
	(i)	<b>Structured Interest Amount(s):</b>	Unless previously redeemed, on each Interest Payment Date(i) (i from 1 to 20), the Issuer shall pay to the Noteholders, for each Note, an amount determined by the Calculation Agent as follows:

**Scenario 1:**

If on Valuation Date(i), WorstPerformance(i) is higher than or equal to -20% , then:

Structured Interest Amount(i) = Specified Denomination × 5%

**Scenario 2:**

If on Valuation Date(i), WorstPerformance(i) is lower than -20% , then:

Structured Interest Amount(i) = 0%

- |       |  |  |
|-------|--|--|
| (ii)  | <b>Specified Period(s) / Interest Payment Dates:</b> | Interest Payment Date(i)<br>(i from 1 to 20)<br>2 June 2014, 1 September 2014, 2 December 2014, 4 March 2015, 1 June 2015, 1 September 2015, 2 December 2015, 3 March 2016, 1 June 2016, 1 September 2016, 2 December 2016, 6 March 2017, 2 June 2017, 1 September 2017, 4 December 2017, 5 March 2018, 1 June 2018, 3 September 2018, 3 December 2018 and the Maturity Date |
| (iii) | <b>Business Day Convention:</b>                      | Following Business Day Convention, unadjusted  |
| (iv)  | <b>Day Count Fraction:</b>                           | Not Applicable   |
| (v)   | <b>Business Centre(s) :</b>                          | TARGET2  |
| 16.   | <b>Zero Coupon Note Provisions:</b>                  | Not Applicable   |

**PROVISIONS RELATING TO REDEMPTION**

- |      |   |   |
|------|---|---|
| 17.  | <b>Redemption at the option of the Issuer</b>       | Not Applicable  |
| 18.  | <b>Redemption at the option of the Noteholders:</b> | Not Applicable  |
| 19.  | <b>Automatic Early Redemption:</b>                  | Applicable as per Condition 5.9   |
| (i)  | <b>Automatic Early Redemption Amount(s):</b>        | Unless previously redeemed, if an Automatic Early Redemption Event has occurred, then the Issuer shall redeem early the Notes on Automatic Early Redemption Date(i) (i from 1 to 19), in accordance with the following provisions in respect of each Note:<br><br>Automatic Early Redemption Amount(i) = Specified Denomination x 100%                              |
| (ii) | <b>Automatic Early Redemption Date(s):</b>          | Automatic Early Redemption Date(i)<br>(i from 1 to 19)<br>2 June 2014, 1 September 2014, 2 December 2014, 4 March 2015, 1 June 2015, 1 September 2015, 2 December 2015, 3 March 2016, 1 June 2016, 1 September 2016, 2 December 2016, 6 March 2017, 2 June 2017, 1 September 2017, 4 December 2017, 5 March 2018, 1 June 2018, 3 September 2018 and 3 December 2018 |

20. **Final Redemption Amount:** Unless previously redeemed, the Issuer shall redeem the Notes on the Maturity Date, in accordance with the following provisions in respect of each Note:
- Scenario 1:**  
If on Valuation Date(20), a European Knock-In Event has not occurred, then:
- Final Redemption Amount = Specified Denomination x 100%
- Scenario 2:**  
If on Valuation Date(20), a European Knock-In Event has occurred, then:
- Final Redemption Amount = Specified Denomination × [100% + WorstPerformance(20)]
21. **Physical Delivery Note Provisions:** Not Applicable
22. **Credit Linked Notes provisions:** Not Applicable
23. **Bond Linked Notes provisions:** Not Applicable
24. **Trigger redemption at the option of the Issuer:** Not Applicable
25. **Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default :** Market Value

**PROVISIONS APPLICABLE TO THE UNDERLYING(S) IF ANY**

26. (i) **Underlying(s):**

The following 4 Shares (each an "Underlying(k)" and together the "Basket") as defined below:

k	Company Name	Bloomberg Code	Exchange	Website
1	Outotec OYJ	OTE1V FH	Nasdaq OMX Helsinki	www.outotec.com
2	Wartsila OYJ Abp	WRT1V FH	Nasdaq OMX Helsinki	www.wartsila.com
3	Kone OYJ	KNEBV FH	Nasdaq OMX Helsinki	www.kone.com
4	Metso OYJ	MEO1V FH	Nasdaq OMX Helsinki	www.metso.com

- (ii) **Information relating to the past and future performances of the Underlying(s):** The information relating to the past and future performances of the Underlying(s) are available on the website, or Reuters or Bloomberg, as the case may be, specified in the table above 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), at the office of the Agent in Luxembourg and at the office of the Principal Swiss Paying Agent in Switzerland if any.
- (iii) **Other information relating to the Underlying(s):** 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.

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.

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

27.	(i)	Definitions relating to date(s):	Applicable
		Valuation Date(0)	25 February 2014
		Valuation Date(i) (i from 1 to 20)	26 May 2014; 25 August 2014; 25 November 2014; 25 February 2015; 25 May 2015; 25 August 2015; 25 November 2015; 25 February 2016; 25 May 2016; 25 August 2016; 25 November 2016; 27 February 2017; 26 May 2017; 25 August 2017; 27 November 2017; 26 February 2018; 25 May 2018; 27 August 2018; 26 November 2018 and 25 February 2019
	(ii)	Definitions relating to the Product:	Applicable, subject to the provisions of the Additional Terms and Conditions relating to Formulae.
		S(i,k) (i from 0 to 20) (k from 1 to 4)	means in respect of any Valuation Date(i), the Closing Price of the Underlying k, as defined in Condition 4.0 of the Additional Terms and Conditions relating to Formulae.
		Strike(k) (k from 1 to 4)	$100\% \times S(0,k)$
		Knock-In Threshold(k) (k from 1 to 4)	$50\% \times S(0,k)$
		Performance(i,k) (i from 1 to 20) (k from 1 to 4)	means $( S(i,k) / S(0,k) ) - 100\%$ , as defined in Condition 4.1 of the Additional Terms and conditions relating to Formulae
		WorstPerformance(i) (i from 1 to 20)	means the Minimum, for k from 1 to 4, of Performance(i,k) , as defined in Condition 4.6 of the Additional Terms and conditions relating to Formulae
		European Knock-In Event	is deemed to have occurred, as determined by the Calculation Agent, if on the last Valuation Date, the Closing Price S(20,k) of at least one Underlying(k) is lower than its Knock-In Threshold(k)
		Automatic Early Redemption Event	is deemed to have occurred, as determined by the Calculation Agent, if on a Valuation Date(i) (i from 1

to 19), WorstPerformance(i) is higher than or equal to 0%.

**PROVISIONS RELATING TO SECURED NOTES**

28. **Secured Notes Provisions:** Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

29. **Provisions applicable to payment date(s):**

- **Payment Business Day:** Following Payment Business Day

- **Financial Centre(s):** TARGET2

30. **Form of Notes:**

(i) **Form:** Non-US Registered Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg

(ii) **New Global Note:** No

31. **Redenomination:** Not Applicable

32. **Consolidation:** As per Condition 15

33. **Partly Paid Notes Provisions:** Not Applicable

34. **Instalment Notes Provisions:** Not Applicable

35. **Masse:** Not Applicable

**FINAL VERSION APPROVED BY THE ISSUER**

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

- |       |   |                |
|-------|---|----------------|
| (i)   | <b>Listing:</b>   | None           |
| (ii)  | <b>Admission to trading:</b>  | Not Applicable |
| (iii) | <b>Estimate of total expenses related to admission to trading:</b>            | Not Applicable |
| (iv)  | <b>Information required for Notes to be listed on the SIX Swiss Exchange:</b> | Not Applicable |

**2. RATINGS**

The Notes to be issued have not been rated

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

Save for fees, if any, payable to the Dealer, and so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

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

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

- |       |                                  |                |
|-------|----------------------------------|----------------|
| (i)   | <b>Reasons for the offer:</b>    | Not Applicable |
| (ii)  | <b>Estimated net proceeds:</b>   | Not Applicable |
| (iii) | <b>Estimated total expenses:</b> | Not Applicable |

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

Not Applicable

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

Not Applicable

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

The Notes are not capital guaranteed. In a worst case scenario, investors could sustain an entire loss of their investment and should therefore reach an investment decision on this product only after careful consideration with their own advisers as to the suitability of this product in light of their particular financial circumstances.

Pursuant to the provisions of the applicable Additional Terms and Conditions, upon the occurrence of certain events or adjustments affecting the Underlying, the Calculation Agent may decide an Early Redemption of the Notes on the basis of Market Value.

## 8. OPERATIONAL INFORMATION

- (i) **Security identification code(s):**
- ISIN Code: XS0998143654
  - Common Code: 99814365
- (ii) **Clearing system(s) :** Euroclear Bank S.A/N.V. / Clearstream Banking
- (iii) **Delivery:** Delivery against payment
- (iv) **Calculation Agent:** Société Générale  
17 cours Valmy  
92987 Paris La Défense Cedex  
France
- (v) **Paying Agent(s):** Société Générale Bank & Trust  
11 avenue Emile Reuter  
2420 Luxembourg  
Luxembourg
- (vi) **Intended to be held in a manner which would allow Eurosystem eligibility:** No
- (vii) **Address and contact details of Société Générale for all administrative communications relating to the Notes:** Société Générale  
17, Cours Valmy  
92987 Paris La Défense Cedex  
France
- Name : Sales Support Services - Derivatives  
Tel : +33 1 57 29 12 12 (Hotline)  
Email :  
clientsupport-deai@sgcib.com

## 9. DISTRIBUTION

- (i) **Method of distribution:** Non-syndicated
- Dealer(s)** Société Générale  
17 cours Valmy  
92987 Paris La Défense Cedex  
France



(ii)	<b>Total commission and concession:</b>	There is no commission and/or concession paid by the Issuer to the Dealer or the Managers.
(iii)	<b>TEFRA rules:</b>	Not Applicable
(iv)	<b>Permanently Restricted Notes</b>	Yes
(v)	<b>Non-exempt Offer:</b>	Not Applicable
(vi)	<b>General Consent:</b>	Not Applicable
(vii)	<b>Other conditions to consent:</b>	Not Applicable

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

Not Applicable

**11. ADDITIONAL INFORMATION**

- **Minimum investment in the Notes:** No minimum investment size

- **Minimum trading:** No minimum trading lot

**12. PUBLIC OFFERING IN OR FROM SWITZERLAND AND SWISS SIMPLIFIED PROSPECTUS**

Not Applicable